

**Universal Service Administrative Company  
Board of Directors  
Meeting Agenda**

**Thursday, January 2, 2025  
Written Unanimous Consent  
Please Respond by January 7, 2025 at 6:00 p.m. ET  
Universal Service Administrative Company Offices  
700 12<sup>th</sup> Street, N.W., Suite 900  
Washington, D.C. 20005**

<b><u>LEAD</u></b>	<b><u>Open Session</u></b> <i>Available for Public Use</i>
Chair	<b>a1.</b> Appointment of Nominating Committee Members

**UNIVERSAL SERVICE ADMINISTRATIVE COMPANY**  
**700 12th Street N.W., Suite 900**  
**Washington, D.C. 20005**

**BOARD OF DIRECTORS MEETING**  
**Tuesday, January 7, 2025**

**MINUTES**

The USAC Board of Directors (Board) was requested to revise the appointment of the Nominating Committee (Committee) consisting of members of the Board for the purpose of soliciting nominations and recommending to the Board a slate of candidates for each of USAC's corporate officer positions; assisting the Audit (AC), High Cost & Low Income (HCLI), Rural Health Care (RHC), and Schools & Libraries (SL) committees in identifying Board members to serve as committee chair and vice chair for each committee; and assisting committees in filling at-large seats. At the October 29, 2024, Board of Directors meeting, the Board approved the nominations of Sarah Freeman as the Committee Chair and two additional members. On December 26, 2024, the remaining two members of the Nominating Committee submitted their resignations from the Committee. For the Nominating Committee to complete its necessary work, the Board was requested to vote by written consent to fill the two vacant positions.

- a1. Appointment of Nominating Committee Members** On January 7, 2025, on a motion duly made and approved by written unanimous consent, the Board adopted the following resolutions:

**RESOLVED**, that the USAC Board of Directors revises the composition of the Nominating Committee and directs the Committee to recommend to the USAC Board of Directors at its January 28, 2025 meeting nominations for the elected USAC officer positions; and

**RESOLVED FURTHER**, that the USAC Board of Directors confirms the previous appointment of Sarah Freeman as Nominating Committee Chair and appoints **Indra Chalk** and **Dr. Kathy Wibberly** as members of the Nominating Committee; and

**RESOLVED FURTHER**, that the USAC Board of Directors directs each committee of the Board to bring to the Board, at the January 28, 2025 meeting, nominations for a chair and vice chair of each respective committee.

/s/ Erin Williams  
Assistant Secretary

**Universal Service Administrative Company  
Board of Directors  
Quarterly Meeting  
Agenda**

**Tuesday, January 28, 2025  
10:00 a.m. – 1:30 p.m. Eastern Time  
USAC Offices  
700 12th Street, N.W., Suite 900  
Washington, D.C. 20005**

<b><u>OPEN SESSION</u></b> Available for Public Use		<i>Estimated Duration in Minutes</i>
Chair	<b>a1.</b> Consent Items (each available for discussion upon request): <b>A.</b> Approval of Board of Directors Meeting Minutes of October 29, 2024, December 31, 2024, and January 7, 2025 <b>B.</b> Approval of moving all <i>Executive Session</i> Items into <i>Executive Session</i> <b>C.</b> Consideration and Approval of One Routine Procurements <b>D.</b> Approval of Board of Directors Quarterly Meeting Schedule for April 2026-January 2027 <b>E.</b> Review of the 2025 Audit Committee Charter <b>F.</b> Review of the Nominating Committee Charter <b>G.</b> Resolution Honoring Four Board Member Whose Service on the Board Has Recently Ended	5
Chair	<b>a2.</b> Annual Election of Committee At-Large Seats, Chairs and Vice Chairs and Election of Appointment of Corporate Officers	15
Chair	<b>i1.</b> Reports from the Committee Chairs: High Cost & Low Income Committee, Schools & Libraries Committee, Rural Health Care Committee, Audit Committee, and Executive Compensation Committee	10
Michelle	<b>a3.</b> Approval of USAC Common and Consolidated 2nd Quarter 2025 Budgets for the January 31, 2025 Federal Communications Commission Filing	5
Radha Stephen	<b>i2.</b> Enterprise Business Update <b>A.</b> 2024 USAC Accomplishments <b>B.</b> 2024 Annual Report Timeline	15

<b><u>OPEN SESSION INFORMATION ONLY</u></b> Available for Public Use		<i>Estimated Duration in Minutes</i>
Teleshia	<b>i3.</b> Information on Two USAC Audit and Assurance Audit Division Universal Service Supply Chain Audit Reports <i>(For Information Only)</i>	–

<b><u>EXECUTIVE SESSION</u></b>		<i>Estimated Duration in Minutes</i>
<b>Confidential – Executive Session Recommended</b>		
Sabina	<b>i4.</b> Enterprise Business Update ( <i>Continued</i> ) • 2024 Employee Retention Updates by Quarter	5
Michelle	<b>i5.</b> Information on Contribution Factor	5
Michelle	<b>a4.</b> Approval of 2025 Annual USAC Common and Consolidated Budgets	15
Erin	<b>a5.</b> Review of USAC Statement of Ethical Conduct for Employees and Employee Annual Disclosure Form	5
Chris	<b>a6.</b> Consideration of a Contract Award for Collibra Licenses	5
Chris	<b>a7.</b> Consideration of Contract Award for Dell EMC Unity Hardware Maintenance and Support Services	5
Chris	<b>a8.</b> Consideration of a Contract Award for Appian Licenses, Cloud Services and Support	5
Chris	<b>a9.</b> Consideration of a Contract Award for SolarWinds License Maintenance Renewal	5
Chris	<b>a10.</b> Consideration of a Contract Award for Splunk Application Performance Monitoring	5
Chris	<b>a11.</b> Consideration of a Contract Award for Veracode Licenses	5
Chris	<b>a12.</b> Consideration of a Contract Award for VMware Enterprise Licensing Agreement	5
Chris	<b>a13.</b> Consideration for Modifying the Fourth Option Period of Enterprise Resource Planning Analysis and PMO Services Contract to Include EDW Assessment	–
Chris	<b>i6.</b> Enterprise Risk Management Scorecard A. Q4 2024 Risk Management Scorecard B. Risk Management Council Minutes	5

<b><u>EXECUTIVE SESSION – INFORMATION ONLY</u></b>		<i>Estimated Duration in Minutes</i>
<b>Executive Session Recommended</b>		
Teleshia	<b>i7.</b> Information on One USAC Audit and Assurance Audit Division Universal Service Contributor Revenue Audit Reports	–
Chris/Erin	<b>i8.</b> Annual Competition Advocate Report	–
Chris	<b>i9.</b> Procurement Business Update	–
Steve	<b>i10.</b> November 2024 USAC Complaints Report	–

<b>CONFIDENTIAL EXECUTIVE SESSION</b> <i>Confidential Executive Session Recommended</i>		<i>Estimated Duration in Minutes</i>
Chair	<b>a14. <i>Personnel Matter:</i></b> Consideration of a Compensation Item	5
Chair	<b>i11. <i>Confidential Executive Session:</i></b> Board of Directors Only	20

**Next Scheduled USAC Board of Directors Meeting**

<p><b>Tuesday, April 29, 2025</b> <b>USAC Offices, Washington, D.C.</b></p>
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**UNIVERSAL SERVICE ADMINISTRATIVE COMPANY**  
**700 12th Street, N.W., Suite 900**  
**Washington, D.C. 20005**

**BOARD OF DIRECTORS MEETING**  
**Tuesday, January 28, 2025**

**MINUTES<sup>1</sup>**

The quarterly meeting of the USAC Board of Directors (Board) was held at USAC's offices in Washington, D.C. on Tuesday, January 28, 2025. Mr. Ken Mason, Board Chair, called the meeting to order at 10:00 a.m. Eastern Time, with a quorum of 19 of the 20 Board members present:

Chacko, Sheba – *by telephone*  
Chalk, Indra  
Dalhover, Brian  
Freeman, Sarah  
Green, Anisa  
Gregory, Amber  
Kettwich, Dan  
Mason, Ken – Chair  
Polk, Stephenie – *by telephone*  
Sanquist, Christine

Schell, Julie Tritt – Vice Chair  
Schuler, Dr. David  
Sekar, Radha – Chief Executive Officer  
Siefer, Angela  
Semmler, Kara – *by telephone*  
Thompson, Mona  
Wade, Dr. Joan – Treasurer  
Wein, Olivia – Secretary  
Wibberly, Kathy

Members of the Board not present:

Waller, Jeff

Officers of the corporation present:

Beyerhelm, Chris – Vice President and Chief Administrative Officer  
Butler, Stephen – Vice President of Shared Services  
Davis, Craig – Vice President of Schools and Libraries  
Delmar, Teleshia – Vice President of Audit and Assurance  
Gaither, Victor – Vice President of High Cost  
Garber, Michelle – Vice President of Finance, Chief Financial Officer, and  
Assistant Treasurer  
Hutchinson, Kyle – Vice President of IT and Chief Information Officer  
O'Brien, Tim – Vice President of Lifeline  
Sweeney, Mark – Vice President of Rural Health Care  
Williams, Erin – Vice President, General Counsel, and Assistant Secretary

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<sup>1</sup> Draft resolutions were presented to the Board prior to the Board meeting. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language, or to correct grammatical or spelling errors.

Others present:

<u>NAME</u>	<u>COMPANY</u>
Armstrong, Katlyn	USAC
Claxton, Naomi	USAC
Curtis, Jessamy – <i>by telephone</i>	USAC
Edson, Shauna – <i>by telephone</i>	National Digital Inclusion Alliance
Estrella, Giulianna	USAC
Faunce, Donna – <i>by telephone</i>	USAC
Francisco, Dale	USAC
Goode, Vernell	USAC
Green, Kevin	USAC
Havivi, Daniel	USAC
King, Ryan	USAC
Louie, Keith – <i>by telephone</i>	USAC
Morgan, Meredith	USAC
Morning, Kimberly – <i>by telephone</i>	Morgan Lewis
Nuzzo, Patsy	USAC
Obi, Ngozi	USAC
Sadirkhanova, Sabina	USAC
Santana–Gonzalez, Jeanette	USAC
Shrader, Theresa – <i>by telephone</i>	Broadband Legal Strategies
Smith, Chris	USAC
Staurulakis, Chresanthe	USAC
Strandberg, Steve	USAC
Theobald, Fred	USAC
Walsh, Colleen	USAC
White, Stacy	USAC
Wirfs, Tyler	USAC
Zitin, Caroline	USAC

### OPEN SESSION

All materials from *Open Session* can be found on the [USAC website](#).

**a1. Consent Items.** Mr. Mason presented this item to the Board.

**A.** Approval of Board of Directors Meeting Minutes of October 29, 2024, December 31, 2024, and January 7, 2025 (*see Attachments A1-A3*).

**B.** Approval of moving all *Executive Session* items into *Executive Session*:

- (1) **i4.** Enterprise Business Updates (Continued). USAC management recommends that this item be discussed in *Executive Session* because it *involves discussion of USAC internal personnel matters concerning specific individual(s)*.

- (2) **i5.** Information on Contribution Factor. USAC management recommends that this item be discussed in *Executive Session* because the reports *relate to specific internal controls or confidential company data*. In addition, *47 C.F.R. § 54.711(b) requires USAC to keep all data obtained from contributors confidential*. Additionally, the reports *relate to pre-decisional matters before a governmental agency or instrumentality to which USAC is privy, where discussion of such matters in open session would undermine the agency's deliberative process or would result in the disclosure of an agency's conclusions or rationales before the agency had formally decided the matter*.
- (3) **a4.** Approval of 2025 Annual USAC Common and Consolidated Budgets. USAC management recommends that this item be discussed in *Executive Session* because it *relates to USAC's procurement strategy and contract administration, as well as internal rules and procedures concerning the administration of the universal service support mechanisms where discussion of the matter in open session would result in disclosure of confidential techniques and procedures that would compromise program integrity*. In addition, this *includes pre-decisional matters pending before the FCC*.
- (4) **a5.** Review of USAC Statement of Ethical Conduct for Employees and Employee Annual Disclosure Form. USAC management recommends that discussion of this item be conducted in *Executive Session* because the discussion *could include specific facts protected by the attorney/client privilege or any other legally recognized privilege where discussion of such matters in open session would compromise the continued applicability of the privilege*.
- (5) **a6.** Consideration of a Contract Award for Collibra Licenses. USAC management recommends that this item be discussed in *Executive Session* because it *relates to USAC's procurement strategy and contract administration, where discussion of such matters in open session would compromise USAC's business objectives or negotiating strategy*.
- (6) **a7.** Consideration of Contract Award for Dell EMC Unity Hardware Maintenance and Support Services. USAC management recommends that this item be discussed in *Executive Session* because it *relates to USAC's procurement strategy and contract administration, where discussion of such matters in open session would compromise USAC's business objectives or negotiating strategy*.
- (7) **a8.** Consideration of a Contract Award for Appian Licenses. USAC management recommends that this item be discussed in *Executive Session* because it *relates to USAC's procurement strategy and contract administration, where discussion of such matters in open*

*session would compromise USAC's business objectives or negotiating strategy.*

- (8) **a9.** Consideration of a Contract Award for SolarWinds License Maintenance Renewal. USAC management recommends that this item be discussed in *Executive Session* because it *relates to USAC's procurement strategy and contract administration, where discussion of such matters in open session would compromise USAC's business objectives or negotiating strategy.*
- (9) **a10.** Consideration of a Contract Award for Splunk Application Performance Monitoring. USAC management recommends that this item be discussed in *Executive Session* because it *relates to USAC's procurement strategy and contract administration, where discussion of such matters in open session would compromise USAC's business objectives or negotiating strategy.*
- (10) **a11.** Consideration of a Contract Award for Veracode Licenses. USAC management recommends that this item be discussed in *Executive Session* because it *relates to USAC's procurement strategy and contract administration, where discussion of such matters in open session would compromise USAC's business objectives or negotiating strategy.*
- (11) **a12.** Consideration of a Contract Award for VMware Enterprise Licensing Agreement. USAC management recommends that this item be discussed in *Executive Session* because it *relates to USAC's procurement strategy and contract administration, where discussion of such matters in open session would compromise USAC's business objectives or negotiating strategy.*
- (12) **a13.** Consideration for Modifying the Fourth Option Period of Enterprise Resource Planning Analysis and PMO Services Contract to Include EDW Assessment. USAC management recommends that this item be discussed in *Executive Session* because it *relates to USAC's procurement strategy and contract administration, where discussion of such matters in open session would compromise USAC's business objectives or negotiating strategy.*
- (13) **i6.** Enterprise Risk Management Scorecard. USAC management recommends that this item be discussed in *Executive Session* because it relates to specific internal controls or confidential company data and internal rules and procedures concerning the administration of the universal service support mechanisms, where discussion of the matter in open session would result in *disclosure of confidential techniques and procedures* that would compromise program integrity.
- (14) **i7.** Information on One USAC Audit and Assurance Audit Division Universal Service Contributor Revenue Audit Report. USAC management recommends that this item be discussed in *Executive Session* because the report relates to *specific internal controls or*

*confidential company data*. In addition, *47 C.F.R. § 54.711(b) requires USAC to keep all data obtained from contributors confidential*. Additionally, the reports relate to *pre-decisional matters* before a governmental agency or instrumentality to which USAC is privy, where discussion of such matters in open session would undermine the agency's deliberative process or would result in the disclosure of an agency's conclusions or rationales before the agency had formally decided the matter.

- (15) **i8**. Annual Competition Advocate Report. USAC management recommends that this item be discussed in *Executive Session* because it *relates to USAC's procurement strategy and contract administration, where discussion of such matters in open session would compromise USAC's business objectives or negotiating strategy*.
- (16) **i9**. Procurement Business Update. USAC management recommends that this item be discussed in *Executive Session* because it *relates to USAC's procurement strategy and contract administration, where discussion of such matters in open session would compromise USAC's business objectives or negotiating strategy*.
- (17) **i10**. November 2024 USAC Complaints Report. USAC management recommends that this item be discussed in *Executive Session* because discussion of this matter *relates to specific internal controls and/or confidential company data that would constitute a discussion of internal rules and procedures*.
- (18) **i11**. Confidential Executive Session: Board of Directors Only. USAC management recommends that this item be discussed in *Confidential Executive Session* because it involves *internal personnel matters concerning specific individual(s)*.
- (19) **a14**. *Confidential Executive Session*: Consideration of a Compensation Item. USAC management recommends that this item occur in *Confidential Executive Session* because it involves *internal personnel matters concerning specific individual(s)*.

**C.** Consideration and Approval of One Routine Procurement.

- (1) Consideration for Modifying the Fourth Option Period of Enterprise Resource Planning Analysis and PMO Services Contract to Include EDW Assessment. The resolution is provided in **aBOD13cf**. If discussion is needed, it will be conducted in *Executive Session*.

**D.** Approval of Board of Directors Quarterly Meeting Schedule for April 2026-January 2027 (*see Attachment D*).

**E.** Review of the 2025 Audit Committee Charter (*see Attachments E1-3*).

**F.** Review of the Nominating Committee Charter (*see Attachments F1-2*).

**G. Resolution Honoring Four Board Member Whose Service on the Board Has Recently Ended.**

On a motion duly made and seconded, and after discussion, the Committee adopted the following resolutions:

**RESOLVED**, that the USAC Board of Directors hereby approves: (1) the meeting minutes of October 29, 2024, December 31, 2024, and January 7, 2025; (2) discussion in *Executive Session* of the items noted above; and (3) the approval of one routine procurement as presented in item **aBOD13cf**.

**RESOLVED**, that the USAC Board of Directors adopts the Board of Directors quarterly meeting schedule for April 2026 through January 2027; and

**RESOLVED**, that the USAC Board of Directors, having reviewed the revised 2025 Audit Committee Charter presented by the Audit Committee, hereby accepts the recommendation of the Audit Committee, and approves the revised 2025 Audit Committee Charter; and

**RESOLVED**, that the USAC Board of Directors, having reviewed the Nominating Committee Charter presented by the Nominating Committee, hereby accepts the recommendation of the Nominating Committee, and approves the Nominating Committee Charter without revisions; and

**RESOLVED**, that the USAC Board of Directors hereby expresses its sincere appreciation to Allan Buzacott, Dan Domenech, Brent Fontana, and Michael Skrivan for their dedicated service on the Board of Directors of the Universal Service Administrative Company and wishes them the best in their future endeavors.

- a2. Annual Election of Committee At-Large Seats, Chairs and Vice Chairs and Election of Appointment of Corporate Officers.** Mr. Mason introduced this item to the Board requesting that Ms. Freeman, Chair of the Nominating Committee, report on the Nominating Committee's recommendations for the election of committee chairs, vice chairs, and at-large members, corporate officers.

On a motion duly made and seconded and after discussion, the Board adopted the following resolutions:

*Election of Board Members to Committee At-Large Seats*

**RESOLVED**, that the USAC Board of Directors accepts the recommendations of the Nominating Committee and elects the following directors

to serve in at-large seats on the **Schools & Libraries Committee: Sheba Chacko, Indra Chalk, Brian Dalhover, and Christine Sanquist;** and

**RESOLVED FURTHER**, that the USAC Board of Directors accepts the recommendations of the Nominating Committee and elects the following directors to serve in at-large seats on the **High Cost & Low Income Committee: Olivia Wein and Dr. Joan Wade;** and

**RESOLVED FURTHER**, that the USAC Board of Directors accepts the recommendations of the Nominating Committee and elects the following directors to serve in at-large seats on the **Rural Health Care Committee: Kara Semmler** (representing service providers), **Mona Thompson,** and **Anisa Green;** and

**RESOLVED FURTHER**, that the USAC Board of Directors accepts the recommendations of the Nominating Committee and elects the following directors to serve in at-large seats on the **Audit Committee: Stephanie Polk** (representing the High Cost & Low Income Committee), **Dan Kettwich** (representing the Rural Health Care Committee), **Amber Gregory** (representing the Schools & Libraries Committee), **Julie Tritt Schell,** and **Ken Mason;** and

**RESOLVED FURTHER**, that the USAC Board of Directors accepts the recommendations of the Nominating Committee and elects the following directors to serve in at-large seats on the **Executive Compensation Committee: Dr. David Schuler, Dr. Joan Wade, Christine Sanquist, Julie Tritt Schell,** and **Anisa Green;** and

*Election of Committee Chairs and Vice Chairs*

**RESOLVED**, that the USAC Board of Directors accepts the recommendation of the Schools & Libraries Committee and elects **Amber Gregory** as Chair and **Dr. Joan Wade** as Vice Chair of the **Schools & Libraries Committee;** and

**RESOLVED FURTHER**, that the USAC Board of Directors accepts the recommendation of the High Cost & Low Income Committee and elects **Olivia Wein** as Chair and **Indra Chalk** as Vice Chair of the **High Cost & Low Income Committee;** and

**RESOLVED FURTHER**, that the USAC Board of Directors accepts the recommendation of the Rural Health Care Committee and elects **Dr. Kathy Wibberly** as Chair and **Dan Kettwich** as Vice Chair of the **Rural Health Care Committee;** and

**RESOLVED FURTHER**, that the USAC Board of Directors accepts the recommendation of the Audit Committee and elects **Julie**

**Tritt Schell** as Chair and **Ken Mason** as Vice Chair of the **Audit Committee**;  
and

**RESOLVED FURTHER**, that the USAC Board of Directors accepts the recommendation of the Board Chair and elects **Julie Tritt Schell** as Chair of the **Executive Compensation Committee**; and

**RESOLVED FURTHER**, that each of the aforementioned directors shall serve for a term that begins immediately upon the adoption of this resolution by the Board and ends at such time as the chair or vice chair (as the case may be): (i) is replaced by a successor selected by the Board, (ii) resigns from the Committee or the Board, (iii) is removed by resolution of the Board, or (iv) is no longer a member of the Board (whichever comes first).

*Election of Board Chair, Vice Chair, Secretary and Treasurer*

**RESOLVED**, that the USAC Board of Directors elects **Ken Mason** as Chair of the Board and **Julie Tritt Schell** as Vice Chair of the Board, **Olivia Wein** as Secretary of the corporation, and **Dr. Joan Wade** as Treasurer of the corporation, each for a term that begins immediately upon adoption of this resolution and ends when such member's successor has been elected, when such member resigns such position, is removed by resolution of the Board, or is no longer a member of the Board.

- i1. **Reports from the Committee Chairs: Audit Committee, High Cost & Low Income Committee, Rural Health Care Committee, and Schools & Libraries Committee.** Ms. Wein presented the report for the High Cost & Low Income Committee. Ms. Gregory presented the report for the Schools & Libraries Committee. Dr. Wibberly presented the report for the Rural Health Care Committee. Ms. Schell presented the report for the Audit Committee and the Executive Compensation Committee.
- a3. **Approval of USAC Common and Consolidated 2nd Quarter 2025 Budgets for the January 31, 2025 Federal Communications Commission Filing.** Ms. Garber presented a written report on USAC management's recommendations for USAC's common and consolidated 2nd Quarter 2025 budget and demand projection for the January 31, 2025 FCC filing.

On a motion duly made and seconded and after discussion, the Board adopted the following resolutions:

**RESOLVED**, that the USAC Board of Directors approves a 2nd Quarter 2025 common budget of \$41.30 million; and

**RESOLVED FURTHER**, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$41.30 million for common costs in the required January 31, 2025 filing to the Federal Communications Commission on behalf of the USAC Board of Directors; and

**RESOLVED FURTHER**, that the USAC Board of Directors approves a 2nd Quarter 2025 consolidated budget to administer the Universal Service Fund of \$74.41 million; and

**RESOLVED FURTHER**, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$74.41 million for consolidated costs in the required January 31, 2025 filing to the Federal Communications Commission on behalf of the USAC Board of Directors.

- i2. **Enterprise Business Update.** Ms. Sekar gave a verbal presentation on USAC's 2024 accomplishments and Mr. Butler presented a PowerPoint that provided an overview of the 2024 Annual Report timeline.
- i3. **Information on Two USAC Audit and Assurance Audit Division Universal Service Supply Chain Audit Reports.** This item was provided for *information purposes* only. No discussion was held. Mr. Mason noted that the Board of Directors Supply Chain Audit Briefing Book would be made public and posted to the USAC website.

At 10:45 a.m. Eastern Time, on a motion duly made and seconded, the Board moved into *Executive Session* for the purpose of discussing confidential items. Only members of the Board, and USAC staff were present.

### **EXECUTIVE SESSION**

- i4. **Enterprise Business Update (Continued).**
- **2024 Employee Retention Updates by Quarter.** Ms. Sadirkhanova reviewed a PowerPoint presentation that identified UASC vacancy rate over the last five years.
- i5. **Information on the Contribution Factor.** Ms. Garber presented a written report providing USAC's estimate of the 2nd Quarter 2025 contribution factor.
- a4. **Approval of 2025 Annual USAC Common and Consolidated Budgets.** Ms. Garber presented this item for consideration. The presentation included a written report on USAC management's recommendations for the 2025 annual USAC common and consolidated budgets.

On a motion duly made and seconded, the Board adopted the following resolutions:

**RESOLVED**, that the USAC Board of Directors approves the 2025 annual common budget of \$160.40 million; and

**RESOLVED FURTHER**, that the USAC Board of Directors approves a 2025 annual consolidated budget of \$292.44 million.

- a5. Review of USAC Statement of Ethical Conduct for Employees and Employee Annual Disclosure Form.** Ms. Williams presented this item to the Board that included a report detailing USAC management's request that the Board approve the revisions to the *USAC Statement of Ethical Conduct* and *Employee Disclosure Form*.

On a motion duly made and seconded, the Board adopted the following resolution:

**RESOLVED**, that the USAC Board of Directors accepts the recommendation of the USAC General Counsel and hereby approves the *USAC Statement of Ethical Conduct* and *Employee Disclosure Form*, as revised.

At 11:10 a.m. Eastern Time the Board recessed and reconvened at 11:15 a.m. Eastern Time.

- a6. Consideration of a Contract Award for Collibra Licenses.** Mr. Beyerhelm presented a written summary, providing background detailing USAC management's recommendation to award a contract for Collibra Licenses used to track and manage data assets.

On a motion duly made and seconded, the Board adopted the following resolution:

**RESOLVED**, that the USAC Board of Directors, having reviewed the recommendation of USAC management hereby authorizes USAC management to award a firm-fixed price contract for Collibra licenses to Collibra Inc. for a one (1) year period of performance for a not-to-exceed amount of \$263,631.50 (plus applicable taxes), subject to required Federal Communications Commission approval.

- a7. Consideration of Contract Award for Dell EMC Unity Hardware Maintenance and Support Services.** Mr. Beyerhelm presented a written summary, providing background detailing USAC management's recommendation to award a contract for Dell EMC Unity Hardware Maintenance and Support Services used to track and manage data assets for primary and backup storage.

On a motion duly made and seconded, the Board adopted the following resolution:

**RESOLVED**, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to award a twelve (12) month firm-fixed price contract for Dell EMC Unity Hardware Maintenance and Support Services to Ahead for a total not-to-exceed price of \$325,262.10 (plus applicable taxes), subject to required Federal Communications Commission approval.

- a8. Consideration of a Contract Award for Appian Licenses, Cloud Services and Support.** Mr. Beyerhelm presented a written summary, providing background detailing USAC management's recommendation to award a contract for Appian licenses, cloud services and support.

On a motion duly made and seconded, the Board adopted the following resolution:

**RESOLVED**, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to award a thirty-six (36) month firm-fixed price contract to Appian Corporation for Appian licenses, cloud services and support for a not-to-exceed amount of \$16,544,425.80 (plus applicable taxes), subject to required Federal Communications Commission approval.

- a9. Consideration of a Contract Award for SolarWinds License Maintenance Renewal.** Mr. Beyerhelm presented a written summary, providing background detailing USAC management's recommendation to award a contract for SolarWinds license maintenance renewal used to monitor all USAC software.

On a motion duly made and seconded, the Board adopted the following resolution:

**RESOLVED**, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to award a thirty-six (36) month firm-fixed price contract for SolarWinds License Maintenance to Sterling Computers for a total not-to-exceed amount of \$345,663.52 (plus applicable taxes), subject to required Federal Communications Commission approval

- a10. Consideration of a Contract Award for Splunk Application Performance Monitoring (APM).** Mr. Beyerhelm presented a written summary, providing background detailing USAC management's recommendation to award a contract for Splunk APM used to monitor and manage the performance and availability of applications.

On a motion duly made and seconded, the Board adopted the following resolution:

**RESOLVED**, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to award a thirty-six (36) month firm-fixed price contract for Splunk APM licenses to Blackwood Associates for a total not-to-exceed amount of \$673,880.00 (plus applicable taxes), with such amount including a contingency of \$50,000.00 (plus applicable taxes) to cover potential increases in licenses required during the thirty-six (36) month period of performance.

- a11. Consideration of a Contract Award for Veracode Licenses.** Mr. Beyerhelm presented a written summary, providing background detailing USAC management's recommendation to award a contract for Veracode licenses.

On a motion duly made and seconded, the Board adopted the following resolution:

**RESOLVED**, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to award a thirty-six (36) month firm-fixed price contract for Veracode Licenses to AlxTel Inc. for a total not-to-exceed price of \$827,300.00 (plus applicable taxes), with such amount including a contingency of \$50,000.00 (plus applicable taxes) to cover potential future growth.

- a12. Consideration of a Contract Award for VMware Enterprise Licensing Agreement.** Mr. Beyerhelm presented a written summary, providing background detailing USAC management's recommendation to award a contract for VMware Enterprise Licensing Agreement that provides licensing and support for virtual servers.

On a motion duly made and seconded, the Board adopted the following resolution:

**RESOLVED**, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to award a thirty-six (36) month firm-fixed price contract for a VMware Enterprise License Agreement to Ahead for a total not-to-exceed price of \$2,164,515.60 (plus applicable taxes), subject to required Federal Communications Commission approval.

- a13. Consideration for Modifying the Fourth Option Period of Enterprise Resource Planning Analysis and PMO Services Contract to Include EDW Assessment.** No additional discussion was held on this item. The Board adopted the following resolutions as part of the Consent Items:

**RESOLVED**, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management to modify the contract with Ernst & Young LLP for analysis and project management services for the enterprise resource planning system to add

- the Evaluation of Enterprise Data Warehouse (EDW) scope to the contract for a not-to-exceed amount of \$1,597,000.00 (plus applicable taxes), thereby increasing the total not-to-exceed amount from \$25,949,744.00 (plus applicable taxes), to \$27,546,744.00 (plus applicable taxes), subject to required Federal Communications Commission approval.
- i6. **Enterprise Risk Management Update.** Mr. Beyerhelm provided an overview of the updated Enterprise Risk Management Heat Map.
  - i7. **Information on One USAC Audit and Assurance Audit Division Universal Service Contributor Revenue Audit Report.** This item was provided for *information purposes only*. No discussion was held.
  - i8. **Annual Competition Advocate Report.** This item was provided for *information purposes only*. No discussion was held.
  - i9. **Procurement Business Update.** This item was provided for *information purposes only*. No discussion was held.
  - i10. **November 2024 USAC Complaints Report.** This item was provided for *information purposes only*. No discussion was held.

At 12:00 p.m. Eastern Time, on a motion duly made and seconded, the Board moved into ***Confidential Executive Session*** for the purpose of discussing confidential items. They recessed and reconvened at 12:10 p.m. with only members of the Board, Ms. Williams, and Mr. Davis present.

### **CONFIDENTIAL EXECUTIVE SESSION**

Ms. Sekar shared information regarding a confidential matter. After discussion the Board continued in Confidential Executive Session with only members of the Board and Ms. Sadirkhanova present.

- a14. ***Personnel Matter:*** Consideration of a Compensation Item. Ms. Sadirkhanova presented this item to the Board.

On a motion duly made and seconded, the Board adopted the following resolution:

**RESOLVED**, that the USAC Board of Directors having reviewed the proposed 2025 merit-based salary increase for USAC's Chief Executive Officer as recommended by the Executive Compensation Committee, hereby approves the salary increase, effective retroactively as of January 1, 2025.

At 12:30 p.m. Eastern Time the Board of Directors continued in ***Confidential Executive Session*** with only non-staff members of the Board present.

- i11. ***Confidential Executive Session***: Board of Directors Only. Mr. Mason facilitated this discussion.

**OPEN SESSION**

At 1:10 p.m. Eastern Time, on a motion duly made and seconded, the Board moved out of ***Confidential Executive Session*** and immediately reconvened in ***Open Session***, at which time Mr. Mason reported that, in ***Executive Session***, the Board acted on items a4 – a12, and a14 and discussed items i4, i5, i6, and i11.

On a motion duly made and seconded, the Board adjourned at 1:10 p.m. Eastern Time.

/s/ Erin Williams

Assistant Secretary

**Universal Service Administrative Company  
Board of Directors  
Quarterly Meeting  
Agenda**

**Tuesday, April 29, 2025  
10:00 a.m. – 12:30 p.m. Eastern Time  
USAC Offices  
700 12th Street, N.W., Suite 900  
Washington, D.C. 20005**

<b><u>OPEN SESSION</u></b> Available for Public Use		<i>Estimated Duration in Minutes</i>
Chair	<b>a1.</b> Consent Items (each available for discussion upon request): <b>A.</b> Approval of Board of Directors Meeting Minutes of January 28, 2025 <b>B.</b> Approval of moving all <i>Executive Session</i> Items into <i>Executive Session</i> <b>C.</b> Consideration and Approval of Four Routine Procurements	5
Chair	<b>i1.</b> Reports from the Committee Chairs: High Cost & Low Income Committee, Schools & Libraries Committee, Rural Health Care Committee, Audit Committee	10
Michelle	<b>a2.</b> Approval of USAC Common and Consolidated 3rd Quarter 2025 Budgets for the May 2, 2025 Federal Communications Commission Filing	5
Michelle	<b>i2.</b> Enterprise Business Update <b>A.</b> Enterprise Resource Planning Update (ERP)	10

<b><u>EXECUTIVE SESSION</u></b> <b>Confidential – Executive Session Recommended</b>		<i>Estimated Duration in Minutes</i>
Radha Jeremy	<b>i2.</b> Enterprise Business Update (Continued) <b>B.</b> CEO Update <b>C.</b> Zero Trust Architecture Update	5 15
Michelle	<b>i3.</b> Information on Contribution Factor	5
Erin	<b>a3.</b> Review of USAC Statement of Ethical Conduct for Board of Directors and Board of Directors Annual Disclosure of Entity Affiliations Form	10
Chris	<b>a4.</b> Consideration of a Contract Award for Palo Alto Firewall Hardware and Software Support	5
Chris	<b>a5.</b> Consideration of a Contract Award for Splunk Cloud and Enterprise Security Subscription	5
Chris	<b>a6.</b> Consideration to Exercise the First One-year Option Term for Information Security and Privacy Assessment Services	–

<b><u>EXECUTIVE SESSION</u></b>		<i>Estimated Duration in Minutes</i>
<b>Confidential – Executive Session Recommended</b>		
Chris	<b>a7.</b> Consideration to Exercise the Third One-year Option Term for Information Security Program Compliance Support Services	–
Chris	<b>a8.</b> Consideration to Exercise the Second- One-year Option Term for Information Security Operations Center Services	–
Chris	<b>a9.</b> Consideration of a Task Order Modification for Web Applications Support Services	–

<b><u>EXECUTIVE SESSION – INFORMATION ONLY</u></b>		<i>Estimated Duration in Minutes</i>
<b>Executive Session Recommended</b>		
Chris	<b>i4.</b> Enterprise Risk Management Scorecard A. Q1 2025 Risk Management Scorecard B. Risk Management Council Minutes	–
Teleshia	<b>i5.</b> Information on Three USAC Audit and Assurance Audit Division Universal Service Contributor Revenue Audit Reports	–
Chris	<b>i6.</b> Procurement Business Update	–

<b>CONFIDENTIAL EXECUTIVE SESSION</b>		<i>Estimated Duration in Minutes</i>
<b>Confidential Executive Session Recommended</b>		
Chair	<b>i7.</b> <i>Confidential Executive Session:</i> Board of Directors Only	20

**Next Scheduled USAC Board of Directors Meeting**

<p><b>Tuesday, July 29, 2025</b>  <b>USAC Offices, Washington, D.C.</b></p>
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**UNIVERSAL SERVICE ADMINISTRATIVE COMPANY**  
**700 12th Street, N.W., Suite 900**  
**Washington, D.C. 20005**

**BOARD OF DIRECTORS MEETING**  
**Tuesday, April 29, 2025**

**MINUTES<sup>1</sup>**

The quarterly meeting of the USAC Board of Directors (Board) was held at USAC's offices in Washington, D.C. on Tuesday, April 29, 2025. Mr. Ken Mason, Board Chair, called the meeting to order at 10:00 a.m. Eastern Time, with a quorum of 13 of the 20 Board members present:

Chalk, Indra	Sekar, Radha – Chief Executive Officer – <i>by telephone</i>
Freeman, Sarah	Siefer, Angela
Green, Anisa	Wade, Dr. Joan – Treasurer
Gregory, Amber	Waller, Jeff – <i>by telephone</i>
Mason, Ken – Chair	Wein, Olivia – Secretary
Sanquist, Christine	Wibberly, Dr. Kathy
Schell, Julie Tritt – Vice Chair	

Ms. Mona Thompson joined the meeting *by telephone* at 10:05 a.m. ET. She did not vote on item a1. Mr. Dan Kettwich joined the meeting at 10:08 a.m. ET. He did not vote on item a1. Ms. Sheba Chacko joined the meeting *by telephone* at 10:11 a.m. ET. She did not vote on item a1 or participate in the discussion of items i1.

Members of the Board not present:

Dalhover, Brian	Semmler, Kara
Polk, Stephanie	Schuler, Dr. David

Officers of the corporation present:

Beyerhelm, Chris – Vice President and Chief Administrative Officer – *by telephone*  
Butler, Stephen – Vice President of Shared Services  
Davis, Craig – Vice President of Schools and Libraries  
Delmar, Teleshia – Vice President of Audit and Assurance  
Gaither, Victor – Vice President of High Cost  
Garber, Michelle – Vice President of Finance, Chief Financial Officer, and  
Assistant Treasurer  
O'Brien, Tim – Vice President of Lifeline  
Sweeney, Mark – Vice President of Rural Health Care

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<sup>1</sup> Draft resolutions were presented to the Board prior to the Board meeting. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language, or to correct grammatical or spelling errors.

Williams, Erin – Vice President, General Counsel, and Assistant Secretary

Others present:

<u>NAME</u>	<u>COMPANY</u>
Armstrong, Katlyn	USAC
Ayer, Catriona	USAC
Broadnax, Folasade	USAC
Campos, Rosy – <i>by telephone</i>	N/A
Claxton, Naomi	USAC
Edmonds, Jessica	USAC
Estrella, Julianna – <i>by telephone</i>	USAC
Goode, Vernell	USAC
Green, Kevin	USAC
Hamm, Aaron	USAC
Hayes, Jeremy	USAC
Janne, Nina – <i>by telephone</i>	USAC
King, Ryan	USAC
Kriete, Debra – <i>by telephone</i>	South Dakota Department of Education
Little, Chris	USAC
Lougheed, Matt	USAC
Mitchell, Katherine	USAC
Morgan, Meredith	USAC
Nuzzo, Patsy	USAC
Sadirkhanova, Sabina	USAC
Staurulakis, Chresanthe	USAC
Tyson, Ashley	FCC
White, Stacy	USAC
Wirfs, Tyler	USAC

### OPEN SESSION

All materials from *Open Session* can be found on the [USAC website](#).

**a1. Consent Items.** Mr. Mason presented this item to the Board.

**A.** Approval of Board of Directors meeting minutes of January 28, 2025 (*see item Attachment A*).

**B.** Approval of moving all *Executive Session* items into *Executive Session*:

- (1) **i2B.** Enterprise Business Update (*Continued*): CEO Update. USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*, where discussion of such matters in open session would compromise USAC's business objectives or negotiating strategy.

- (2) **i2C.** Enterprise Business Update (*Continued*): Zero Trust Architecture Update. USAC management recommends that this item be discussed in *Executive Session* because it relates to *specific internal controls or confidential company data*, where discussion of the matter in open session would result in *disclosure of confidential techniques and procedures* that would compromise program integrity.
- (3) **i3.** Information on Contribution Factor. USAC management recommends that this item be discussed in *Executive Session* because the report relates to *specific internal controls or confidential company data*. In addition, *47 C.F.R. § 54.711(b) requires USAC to keep all data obtained from contributors confidential*. Additionally, this item relates to *pre-decisional matters before a governmental agency* or instrumentality to which USAC is privy, where discussion of such matters in open session would undermine the agency's deliberative process or would result in the disclosure of an agency's conclusions or rationales before the agency had formally decided the matter.
- (4) **a3.** Review of USAC Statement of Ethical Conduct for Board of Directors and Board of Directors Annual Disclosure of Entity Affiliations Form. USAC management recommends that discussion of this item be conducted in *Executive Session* because the discussion may include examples of how the Statement and Disclosure Form apply and could include specific facts protected by the *attorney/client privilege*.
- (5) **a4.** Consideration of a Contract Award for Palo Alto Firewall Hardware and Software Support. USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*, where discussion of such matters in open session would compromise USAC's business objectives or negotiating strategy.
- (6) **a5.** Consideration of a Contract Award for Splunk Cloud and Enterprise Security Subscription. USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*, where discussion of such matters in open session would compromise USAC's business objectives or negotiating strategy.
- (7) **a6.** Consideration to Exercise the First One-year Option Term for Information Security and Privacy Assessment Services. USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*, where discussion of such matters in open session would compromise USAC's business objectives or negotiating strategy.
- (8) **a7.** Consideration to Exercise the Third One-year Option Term for Information Security Program Compliance Support Services. USAC management recommends that this item be discussed in *Executive Session* because it relates to *USAC's procurement strategy and contract*

*administration*, where discussion of such matters in open session would compromise USAC's business objectives or negotiating strategy.

- (9) **a8.** Consideration to Exercise the Second One-year Option Term for Information Security Operations Center Services. USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*, where discussion of such matters in open session would compromise USAC's business objectives or negotiating strategy.
- (10) **a9.** Consideration of a Task Order Modification for Web Application Support Services. USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*, where discussion of such matters in open session would compromise USAC's business objectives or negotiating strategy.
- (11) **i4.** Enterprise Risk Management Scorecard. USAC management recommends that this item be discussed in *Executive Session* because it relates to *specific internal controls or confidential company data* and *internal rules and procedures* concerning the administration of the universal service support mechanisms, where discussion of the matter in open session would result in *disclosure of confidential techniques and procedures* that would compromise program integrity.
- (12) **i5.** Information on Three USAC Audit and Assurance Audit Division Universal Service Contributor Revenue Audit Reports. USAC management recommends that this item be discussed in *Executive Session* because the report relates to *specific internal controls or confidential company data*. In addition, *47 C.F.R. § 54.711(b)* requires USAC to keep *all data obtained from contributors confidential*. Additionally, the reports relate to *pre-decisional matters before a governmental agency* or instrumentality to which USAC is privy, where discussion of such matters in open session would undermine the agency's deliberative process or would result in the disclosure of an agency's conclusions or rationales before the agency had formally decided the matter.
- (13) **i6.** Procurement Business Update. USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*, where discussion of such matters in open session would compromise USAC's business objectives or negotiating strategy.
- (14) **i7.** Confidential Executive Session: Board of Directors Only. USAC management recommends that this item be discussed in *Confidential Executive Session* because it involves *internal personnel matters concerning specific individual(s)*.

C. Consideration and Approval of Four Routine Procurements.

- (1) Consideration to Exercise the First One-year Option Term for Information Security and Privacy Assessment Services. The resolution is provided in **aBOD06cf**. If discussion is needed, it will be conducted in *Executive Session*.
- (2) Consideration to Exercise the Third One-year Option Term for Information Security Program Compliance Support Services. The resolution is provided in **aBOD07cf**. If discussion is needed, it will be conducted in *Executive Session*.
- (3) Consideration to Exercise the Second One-year Option Term for Information Security Operations Center Services. The resolution is provided in **aBOD08cf**. If discussion is needed, it will be conducted in *Executive Session*.
- (4) Consideration of a Task Order Modification for Web Application Support Services. The resolution is provided in **aBOD09cf**. If discussion is needed, it will be conducted in *Executive Session*.

On a motion duly made and seconded, and after discussion, the Committee adopted the following resolutions:

**RESOLVED**, that the USAC Board of Directors hereby approves: (1) the meeting minutes of January 28, 2025; (2) discussion in *Executive Session* of the items noted above; and (3) the approval of four routine procurements as presented in items **aBOD06cf-aBOD9cf**.

- i1. Reports from the Committee Chairs: Audit Committee, High Cost & Low Income Committee, Rural Health Care Committee, and Schools & Libraries Committee.** Ms. Gregory presented the report for the Schools & Libraries Committee. Dr. Wibberly presented the report for the Rural Health Care Committee. Ms. Wein presented the report for the High Cost & Low Income Committee. Ms. Schell presented the report for the Audit Committee.
- a2. Approval of USAC Common and Consolidated 3rd Quarter 2025 Budgets for the May 2, 2025 Federal Communications Commission Filing.** Ms. Garber presented a written report on USAC management's recommendations for USAC's common and consolidated 3rd Quarter 2025 budget and demand projection for the May 2, 2025 FCC filing.

On a motion duly made and seconded and after discussion, the Board adopted the following resolutions:

**RESOLVED**, that the USAC Board of Directors approves a 3rd Quarter 2025 common budget of \$40.15 million; and

**RESOLVED FURTHER**, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$40.15 million

for common costs in the required May 2, 2025 filing to the Federal Communications Commission on behalf of the USAC Board of Directors; and

**RESOLVED FURTHER**, that the USAC Board of Directors approves a 3rd Quarter 2025 consolidated budget to administer the Universal Service Fund of \$73.60 million; and

**RESOLVED FURTHER**, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$73.60 million for consolidated costs in the required May 2, 2025 filing to the Federal Communications Commission on behalf of the USAC Board of Directors.

- i2. Enterprise Business Update.** Ms. Garber provided a PowerPoint presentation that included an update on the Enterprise Resource Planning System and next steps.

At 10:20 a.m. ET, on a motion duly made and seconded, the Board moved into **Executive Session** for the purpose of discussing confidential items. Only members of the Board, FCC, and USAC staff were present.

### **EXECUTIVE SESSION**

- i2. Enterprise Business Update (Continued).**
- B. CEO Update.** Ms. Sekar provided an update on USAC staffing and the Business Process Outsourcing. Mr. Mason requested a status update on these items at the July meetings.
  - C. Zero Trust Architecture Update.** Mr. Jeremy Hayes provided an update on the history and status of USACs Zero Trust Architecture Maturity Model.
- i3. Information on the Contribution Factor.** Ms. Garber presented a written report providing USAC's estimate of the 3rd Quarter 2025 contribution factor.
- a3. Review of USAC Statement of Ethical Conduct for Board of Directors and Board of Directors Annual Disclosure of Entity Affiliations Form.** Ms. Williams presented this item to the Board that included a report detailing USAC management's request that the Board approve the revisions to the Statement of Ethical Conduct for Members of the USAC Board of Directors, as revised, and reaffirm the Director Affiliation Disclosure Form without revision.

On a motion duly made and seconded, the Board adopted the following resolution:

**RESOLVED**, that the USAC Board of Directors hereby approves the Statement of Ethical Conduct for Members of the USAC Board of

Directors, as revised, and reaffirms the Director Affiliation Disclosure Form without revision.

At 11:00 a.m. ET, the Board recessed and reconvened at 11:09 a.m. ET.

- a4. Consideration of a Contract Award for Palo Alto Firewall Hardware and Software Support.** Mr. Beyerhelm presented a written summary, providing background detailing USAC management's recommendation to award a contract for Palo Alto hardware and software support.

On a motion duly made and seconded, the Board adopted the following resolution:

**RESOLVED**, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to award a three (3) year firm-fixed price contract for Palo Alto Firewall hardware and software support to Sun Management, Inc. for a total not-to-exceed amount of \$1,237,712.19 (plus applicable taxes), subject to required Federal Communications Commission approval.

- a5. Consideration of a Contract Award for Splunk Cloud and Enterprise Security Subscription.** Mr. Beyerhelm presented a written summary, providing background detailing USAC management's recommendation to award a contract for Splunk Cloud and Enterprise Security Subscription to comply with newly established security standards and new Federal Risk and Authorization Management Program (FedRAMP) requirements.

On a motion duly made and seconded, the Board adopted the following resolution:

**RESOLVED**, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to award a three (3) year firm-fixed price contract for a Splunk Cloud and Enterprise Security Subscription to Blackwood Associates, Inc. for a total not-to-exceed amount of \$2,872,824.00 (plus applicable taxes), subject to required Federal Communications Commission approval.

- a6. Consideration to Exercise the First One-year Option Term for Information Security and Privacy Assessment Services.** No additional discussion was held on this item. The Board adopted the following resolution as part of the Consent Items:

On a motion duly made and seconded, the Board adopted the following resolution:

**RESOLVED**, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to increase the base year not-to-exceed amount by \$7,272.50 (plus

applicable taxes), and exercise the first one-year option term of the information security and privacy assessment services contract with Coalfire, for a total not-to-exceed amount of \$638,215.90 (plus applicable taxes), thereby increasing the total not-to-exceed amount of the contract from \$625,000.00 (plus applicable taxes) to \$1,270,488.40 (plus applicable taxes), subject to required Federal Communications Commission approval.

- a7. Consideration to Exercise the Third One-year Option Term for Information Security Program Compliance Support Services.** No additional discussion was held on this item. The Board adopted the following resolution as part of the Consent Items:

On a motion duly made and seconded, the Board adopted the following resolution:

**RESOLVED**, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to exercise the third one-year option term of the information security program compliance support services contract with KPMG LLP, for a total not-to-exceed amount of \$3,594,783.88 (plus applicable taxes), thereby increasing the total not-to-exceed amount of the contract from \$11,108,311.83 (plus applicable taxes) to \$14,703,095.71 (plus applicable taxes), subject to required Federal Communications Commission approval.

- a8. Consideration to Exercise the Second One-year Option Term for Information Security Operations Center Services.** No additional discussion was held on this item. The Board adopted the following resolution as part of the Consent Items:

On a motion duly made and seconded, the Board adopted the following resolution:

**RESOLVED**, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to exercise the second one-year option term of the information security operations center services contract with XOR Security LLC, for a total not-to-exceed amount of \$1,524,068.06 (plus applicable taxes), thereby increasing the total not-to-exceed amount of the contract from \$2,882,998.43 (plus applicable taxes) to \$4,407,066.49 (plus applicable taxes), subject to required Federal Communications Commission approval.

- a9. Consideration of a Task Order Modification for Web Application Support Services.** No additional discussion was held on this item. The Board adopted the following resolution as part of the Consent Items:

On a motion duly made and seconded, the Board adopted the following resolutions:

**RESOLVED**, the Committee, having reviewed the recommendation of USAC management, hereby authorizes USAC management to

exercise the third and final one-year option terms with 22nd Century Technologies, Inc. for services related to the Operations & Maintenance, and Development, Modernization & Enhancement (DME) support for USAC's High-Cost program, increasing the total not-to-exceed amount by \$1,000,000.00, thereby increasing the total not-to-exceed amount from \$6,709,323.60 to \$7,709,323.60 (plus applicable taxes), subject to required Federal Communications Commission approval.

**RESOLVED**, the Committee, having reviewed the recommendation of USAC management, hereby authorizes USAC management to exercise the third and final one-year option term with Accenture Federal Services LLC, for services related to the Operations & Maintenance, and Development, Modernization & Enhancement (DME) support for USAC's Lifeline program, increasing the total not-to-exceed amount by \$1,500,000.00, thereby increasing the total not-to-exceed amount from \$10,025,940.20 to \$11,525,940.20 (plus applicable taxes), subject to required Federal Communications Commission approval

- i4. **Enterprise Risk Management Update.** Mr. Beyerhelm provided an overview of the updated Enterprise Risk Management Heat Map.
- i5. **Information on Three USAC Audit and Assurance Audit Division Universal Service Contributor Revenue Audit Reports.** This item was provided for *information purposes only*. No discussion was held.
- i6. **Procurement Business Update.** This item was provided for *information purposes only*. No discussion was held.

At 11:25 p.m. Eastern Time, the Board continued in ***Confidential Executive Session*** with only non-staff members of the Board present.

#### **CONFIDENTIAL EXECUTIVE SESSION**

- i7. ***Confidential Executive Session:*** Board of Directors Only. Mr. Mason facilitated the Board discussion.

#### **OPEN SESSION**

At 11:40 a.m. ET, on a motion duly made and seconded, the Board moved out of ***Confidential Executive Session*** and immediately reconvened in ***Open Session***, at which time Mr. Mason reported that, in ***Executive Session***, the Board acted on items a3 –a9, and discussed items i2-i4, and i7.

On a motion duly made and seconded, the Board adjourned at 11:40 a.m. ET.

/s/ Erin Williams  
Assistant Secretary

**Universal Service Administrative Company  
Board of Directors  
Quarterly Meeting  
Agenda**

**Tuesday, July 29, 2025  
10:00 a.m. – 1:00 p.m. Eastern Time  
USAC Offices  
700 12th Street, N.W., Suite 900  
Washington, D.C. 20005**

<b><u>OPEN SESSION</u></b> Available for Public Use		<i>Estimated Duration in Minutes</i>
Chair	<b>a1.</b> Consent Items (each available for discussion upon request): <b>A.</b> Approval of Board of Directors Meeting Minutes of April 29, 2025 <b>B.</b> Approval of moving all <i>Executive Session</i> Items into <i>Executive Session</i>	5
Chair	<b>i1.</b> Reports from the Committee Chairs: Schools & Libraries Committee, Rural Health Care Committee, High Cost & Low Income Committee, Executive Compensation Committee, and Audit Committee	10
Michelle	<b>a2.</b> Approval of USAC Common and Consolidated 4th Quarter 2025 Budgets for the August 1, 2025 Federal Communications Commission Filing	5
Radha	<b>i2.</b> Enterprise Business Update <b>A.</b> Enterprise Resource Planning Release II Concept	10
<b><u>EXECUTIVE SESSION</u></b> <b>Confidential – Executive Session Recommended</b>		<i>Estimated Duration in Minutes</i>
Radha	<b>i3.</b> Enterprise Business Update (Continued) <b>A.</b> Business Process Outsourcing Transitions	15
Michelle	<b>i4.</b> Information on Contribution Factor	5
Michelle	<b>i5.</b> Acceptance of USAC’s 2024 Financial Statement Audit and Agreed-Upon Procedures Review ( <i>Same as aAC05cf</i> )	10
Chris	<b>i6.</b> Enterprise Risk Management Scorecard <b>A.</b> Q2 2025 Risk Management Scorecard <b>B.</b> Risk Management Council Minutes	5
Chris	<b>a3.</b> Consideration of a Contract Award for Oracle Licenses and Technical Support	5

<b><u>EXECUTIVE SESSION</u></b>		<i>Estimated Duration in Minutes</i>
<b>Confidential – Executive Session Recommended</b>		
Chris	<b>a4.</b> Consideration of a Contract Award for F5 Support and Hardware	5
Chris	<b>a5.</b> Consideration of a Contract Award for Financial Statement and Agreed Upon Procedures Audit Services	5
Chris	<b>a6.</b> Consideration of a Contract Award for Enterprise Statistician Services	5

<b><u>EXECUTIVE SESSION – INFORMATION ONLY</u></b>		<i>Estimated Duration in Minutes</i>
<b>Executive Session Recommended</b>		
Teleshia	<b>i7.</b> Information on Two USAC Audit and Assurance Audit Division Universal Service Contributor Revenue Audit Reports	–
Chris	<b>i8.</b> Procurement Business Update	–

<b>CONFIDENTIAL EXECUTIVE SESSION</b>		<i>Estimated Duration in Minutes</i>
<b>Confidential Executive Session Recommended</b>		
Chris	<b>i9.</b> Personnel – United Health Care Employee Survey Results	10
Chair	<b>i10. Confidential Executive Session:</b> Board of Directors Only	20

**Next Scheduled USAC Board of Directors Meeting**

<p><b>Tuesday, October 28, 2025</b>  <b>USAC Offices, Washington, D.C.</b></p>
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**UNIVERSAL SERVICE ADMINISTRATIVE COMPANY**  
**700 12th Street, N.W., Suite 900**  
**Washington, D.C. 20005**

**BOARD OF DIRECTORS MEETING**  
**Tuesday, July 29, 2025**

**MINUTES<sup>1</sup>**

The quarterly meeting of the USAC Board of Directors (Board) was held at USAC's offices in Washington, D.C. on Tuesday, July 29, 2025. Mr. Ken Mason, Board Chair, called the meeting to order at 10:00 a.m. Eastern Time, with a quorum of 15 of the 20 Board members present:

Chalk, Indra	Schuler, David – <i>by telephone</i>
Dalhover, Brian	Sekar, Radha – Chief Executive Officer
Freeman, Sarah – <i>by telephone</i>	Semmler, Kara
Green, Anisa	Thompson, Mona – <i>by telephone</i>
Kettwich, Dan	Wade, Dr. Joan – Treasurer – <i>by telephone</i>
Gregory, Amber	Waller, Jeff – <i>by telephone</i>
Mason, Ken – Chair	Wein, Olivia – Secretary
Schell, Julie Tritt – Vice Chair	

Ms. Sheba Chacko joined the meeting at 10:21 a.m. ET. She did not vote on items a1, a2, or participate in the discussion of items i1 and i2. Dr. Wibberly joined the meeting *by telephone* at 10:10 a.m. ET. She did not vote on item a1 or participate in the discussion of items i1.

Members of the Board not present:

Polk Stephanie  
Sanquist, Christine  
Seifer Angela

Officers of the corporation present:

Beyerhelm, Chris – Vice President and Chief Administrative Officer – *by telephone*  
Butler, Stephen – Vice President of Shared Services  
Davis, Craig – Vice President of Schools and Libraries  
Delmar, Teleshia – Vice President of Audit and Assurance  
Gaither, Victor – Vice President of High Cost  
Garber, Michelle – Vice President of Finance, Chief Financial Officer, and  
Assistant Treasurer

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<sup>1</sup> Draft resolutions were presented to the Board prior to the Board meeting. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language, or to correct grammatical or spelling errors.

Hutchinson, Kyle – Vice President of IT and Chief Information Officer  
 O'Brien, Tim – Vice President of Lifeline  
 Sweeney, Mark – Vice President of Rural Health Care  
 Williams, Erin – Vice President, General Counsel, and Assistant Secretary

Others present:

<u>NAME</u>	<u>COMPANY</u>
Armstrong, Katlyn	USAC
Ayer, Catriona	USAC
Claxton, Naomi	USAC
Goode, Vernell	USAC
Green, Kevin	USAC
Havivi, Daniel	USAC
James, Sonam	FCC
King, Ryan	USAC
Kriete, Debra – <i>by telephone</i>	South Dakota Department of Education
Little, Chris – <i>by telephone</i>	USAC
Lougheed, Matt	USAC
Mitchell, Katherine	USAC
Morgan, Meredith	USAC
Nuzzo, Patsy	USAC
Sadirkhanova, Sabina	USAC
Schrader, Theresa	Broadband Legal Strategies, LLC
Smith, Chris	USAC
Staurulakis, Chresanthe	USAC
Theobald, Fred	USAC
Wirfs, Tyler	USAC

### OPEN SESSION

All materials from *Open Session* can be found on the [USAC website](#).

**a1. Consent Items.** Mr. Mason presented this item to the Board.

**A.** Approval of Board of Directors meeting minutes of April 29, 2025.

**B.** Approval of moving all *Executive Session* items into *Executive Session*:

- (1) **i3.** Enterprise Business Updates (*Continued*): Business Process Outsourcing Transitions. USAC management recommends that this item be discussed in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration* and would compromise USAC's business objectives or negotiating strategy.
- (2) **i4.** Information on Contribution Factor. USAC management recommends that this matter be discussed in *Executive Session* because

the reports relate to specific *internal controls or confidential company data*. In addition, *47 C.F.R. § 54.711(b) requires USAC to keep all data obtained from contributors confidential*. In addition, this includes *pre-decisional matters pending before the FCC*.

- (3) **i5.** Acceptance of USAC's 2024 Financial Statement and Agreed-Upon Procedures Review (*Same as aAC05cf*). USAC management recommends that this matter be discussed in *Executive Session* because it relates to *specific internal controls and/or confidential company data* that would constitute a discussion of internal rules and procedures.
- (4) **i6A-B.** Enterprise Risk Management Scorecard. USAC management recommends that this item be discussed in *Executive Session* because it relates to *specific internal controls and/or confidential company data* that would constitute a discussion of internal rules and procedures.
- (5) **a3.** Consideration of a Contract Award for Oracle Licenses and Technical Support. USAC management recommends that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration* and would compromise USAC's business objectives or negotiating strategy.
- (6) **a4.** Consideration of a Contract Award for F5 Support and Hardware. USAC management recommends that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration* and would compromise USAC's business objectives or negotiating strategy.
- (7) **a5.** Consideration of a Contract Award for Financial Statement and Agreed Upon Procedures Audit Services. USAC management recommends that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration* and would compromise USAC's business objectives or negotiating strategy.
- (8) **a6.** Consideration of a Contract Award for Enterprise Statistician Services. USAC management recommends that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration* and would compromise USAC's business objectives or negotiating strategy.
- (9) **i7.** Information on Two USAC Audit and Assurance Audit Division Universal Service Contributor Revenue Audit Reports. USAC management recommends that this item be discussed in *Executive Session* because it relates to *specific internal controls and/or confidential company data* that would constitute a discussion of internal rules and procedures and, in addition, *47 C.F.R. § 54.711(b) requires USAC to keep all data obtained from contributors confidential*.
- (10) **i8.** Procurement Business Update. USAC management recommends that this item be discussed in *Executive Session* because it relates to

USAC's *procurement strategy and contract administration* and would compromise USAC's business objectives or negotiating strategy.

- (11) **i9.** Personnel – United Health Care Update. USAC management recommends that this item be discussed in *Executive Session* because it involves *internal personnel matters*.
- (12) **i10.** Confidential Executive Session: Board of Directors Only. USAC management recommends that this item be discussed in *Executive Session* because it involves *internal personnel matters*.

On a motion duly made and seconded, and after discussion, the Committee adopted the following resolutions:

**RESOLVED**, that the USAC Board of Directors hereby approves: (1) the Board meeting minutes of April 29, 2025; and (2) discussion in *Executive Session* of the items noted above.

- i1. Reports from the Committee Chairs: Audit Committee, High Cost & Low Income Committee, Rural Health Care Committee, and Schools & Libraries Committee.** Ms. Gregory presented the report for the Schools & Libraries Committee. Mr. Kettwich presented the report for the Rural Health Care Committee. Ms. Wein presented the report for the High Cost & Low Income Committee. Ms. Schell presented the report for the Audit Committee.
- a2. Approval of USAC Common and Consolidated 4th Quarter 2025 Budgets for the August 1, 2025 Federal Communications Commission Filing.** Ms. Garber presented a written report on USAC management's recommendations for USAC's common and consolidated 4th Quarter 2025 budget and demand projection for the August 1, 2025 FCC filing.

On a motion duly made and seconded and after discussion, the Board adopted the following resolutions:

**RESOLVED**, that the USAC Board of Directors approves a 4th Quarter 2025 common budget of \$42.83 million; and

**RESOLVED FURTHER**, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$42.83 million for common costs in the required August 1, 2025 filing to the Federal Communications Commission on behalf of the USAC Board of Directors; and

**RESOLVED FURTHER**, that the USAC Board of Directors approves a 4th Quarter 2025 consolidated budget to administer the Universal Service Fund of \$75.59 million; and

**RESOLVED FURTHER**, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$75.59 million for consolidated costs in the required August 01, 2025 filing to the Federal Communications Commission on behalf of the USAC Board of Directors.

- i2. **Enterprise Business Update.** Ms. Sekar provided an update on the Enterprise Resource Planning Release II Concept.

At 10:18 a.m. ET, on a motion duly made and seconded, the Board moved into **Executive Session** for the purpose of discussing confidential items. Only members of the Board, FCC, and USAC staff were present.

### **EXECUTIVE SESSION**

- i2. **Enterprise Business Update** (*Continued*).

**B. CEO Update.** Ms. Sekar provided an update on the Business Process Outsourcing Transitions.

- i3. **Information on the Contribution Factor.** Ms. Garber presented a written report providing USAC's estimate of the 4th Quarter 2025 contribution factor.

- i5. **Acceptance of USAC's 2024 Financial Statement Audit and Agreed-Upon Procedures Review.** Ms. Garber presented this item to the Board and summarized PricewaterhouseCoopers' presentation made to the Audit Committee on April 27, 2025.

- i6. **Enterprise Risk Management Update.** Mr. Beyerhelm provided an overview of the updated Enterprise Risk Management Heat Map.

- a3. **Consideration of a Contract Award for Oracle Licenses and Technical Support.** Mr. Beyerhelm presented a written summary, providing background detailing USAC management's recommendation to award a contract for Oracle licenses and technical support.

On a motion duly made and seconded, the Board adopted the following resolution:

**RESOLVED**, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to award a twelve (12) month firm-fixed price contract for Oracle licenses and technical support to Oracle America, Inc. for a total not-to-exceed amount of \$1,878,645.13 (plus applicable taxes), which includes a contingency of \$200,000.00 (plus applicable taxes).

- a4. Consideration of a Contract Award for F5 Support and Hardware.** Mr. Beyerhelm presented a written summary, providing background detailing USAC management's recommendation to award a contract for F5 support and hardware.

On a motion duly made and seconded, the Board adopted the following resolution:

**RESOLVED**, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to award a thirty-six (36) month firm-fixed price contract for F5 support and hardware to AccessIT Group for a total not-to-exceed amount of \$522,247.00 (plus applicable taxes), with such amount including a contingency of \$20,000.00 (plus applicable taxes) to cover a potential increase in hardware and software support during the thirty-six (36) month period of performance.

- a5. Consideration of a Contract Award for Financial Statement and Agreed Upon Procedures Audit Services.** Mr. Beyerhelm presented a written summary, providing background detailing USAC management's recommendation to award firm-fixed price contract for Financial Statement and Agreed Upon Procedures Audit Services

On a motion duly made and seconded, the Board adopted the following resolution:

**RESOLVED**, that the USAC Board of Directors, having reviewed the recommendation of USAC management, authorizes USAC management to award a firm-fixed price contract for Financial Statement and Agreed Upon Procedures (AUP) Audit Services to PricewaterhouseCoopers LLP. The contract is for a base year of twelve (12) months for a not-to-exceed amount of \$950,000.00 (plus applicable taxes), with the ability to exercise four additional one-year option terms at an average cost of \$1,025,000.00 (plus applicable taxes) per one-year option term, for a total not-to-exceed amount of \$5,050,000.00 (plus applicable taxes). Exercise of options to extend the contract beyond the initial twelve (12) month term are subject to additional Federal Communications Commission and USAC Board of Directors approval.

- a6. Consideration of a Contract Award for Enterprise Statistician Services.** Mr. Beyerhelm presented a written summary, providing background detailing USAC management's recommendation to award Indefinite Quantity task order-based contracts for Enterprise Statistician Services.

On a motion duly made and seconded, the Board adopted the following resolution:

**RESOLVED**, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to award two (2) Indefinite Delivery, Indefinite Quantity task order-

based contracts for Enterprise Statistician Services to Econometrica, Inc. and Elite Systems for a five (5) year period of performance, which includes a one (1) year base term and four (4) one-year option terms, for a total not-to-exceed amount of \$1,200,000.00 (plus applicable taxes) for all task orders associated with this IDIQ.

**i7. Information on Two USAC Audit and Assurance Audit Division Universal Service Contributor Revenue Audit Reports.** This item was provided for *information purposes only*. No discussion was held.

**i8. Procurement Business Update.** This item was provided for *information purposes only*. No discussion was held.

At 10:54 a.m. Eastern Time, the Board continued in ***Confidential Executive Session*** with only Ms. Sekar, Mr. Beyerhelm, and the Board present. The Board recessed and reconvened at 11:00 a.m. Eastern Time.

#### **CONFIDENTIAL EXECUTIVE SESSION**

**i9. Personnel – United Health Care Employee Survey Results.** Mr. Beyerhelm presented the survey results and discussed results with the Board.

The Board continued in ***Confidential Executive Session*** with only non-staff members of the Board present.

**i10. Confidential Executive Session: Board of Directors Only.** Mr. Mason facilitated the Board discussion.

#### **OPEN SESSION**

At 11:55 a.m. Eastern Time, on a motion duly made and seconded, the Board moved out of ***Confidential Executive Session*** and immediately reconvened in ***Open Session***, at which time Mr. Mason reported that, in ***Executive Session***, the Board acted on items a3 – a6, and discussed items i3-i6, and i9 and i10.

On a motion duly made and seconded, the Board adjourned at 11:55 a.m. ET.

/s/ Erin Williams

Assistant Secretary

**Service Administrative Company  
Board of Directors Meeting  
Agenda**

<p><b>Wednesday, August 20, 2025 3:00 p.m. – 4:00 p.m. ET Virtual Meeting USAC Offices 700 12th Street, N.W., Suite 900 Washington, D.C. 20005</b></p>
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<u><b>EXECUTIVE SESSION</b></u>		<i>Estimated Duration in Minutes</i>
<b>Confidential – Executive Session Recommended</b>		
Chair	<b>a1.</b> Resignation of USACs Chief Executive Officer (CEO) and Appointment of Interim CEO	60

**UNIVERSAL SERVICE ADMINISTRATIVE COMPANY**  
**700 12th Street, N.W., Suite 900**  
**Washington, D.C. 20005**

**BOARD OF DIRECTORS MEETING**  
**Wednesday, August 20, 2025**

**MINUTES<sup>1</sup>**

A non-quarterly meeting of the USAC Board of Directors (Board) was conducted by web conference on Wednesday, August 20, 2025. Mr. Ken Mason, Board Chair, called the meeting to order at 3:02 p.m. Eastern Time, with a quorum of 13 of the 19 Board members present (there is one vacancy):

Dalhover, Brian	Siefer, Angela
Freeman, Sarah	Thompson, Mona
Green, Anisa	Wade, Dr. Joan – Treasurer
Gregory, Amber	Waller, Jeff
Mason, Ken – Chair	Wein, Olivia – Secretary
Schell, Julie Tritt – Vice Chair	Wibberly, Dr. Kathy
Schuler, David	

Ms. Chacko joined the meeting at 3:05 p.m. and Mr. Kettwich at 3:07 p.m. Eastern Time. They did not vote on moving the meeting into Executive Session but voted on item a1 and participated in all other discussions.

Members of the Board not present:

Chalk, Indra  
 Polk Stephanie  
 Sanquist, Christine  
 Semmler, Kara

Officers of the corporation present:

Williams, Erin – Vice President, General Counsel, and Assistant Secretary

Others present:

<u>NAME</u>	<u>COMPANY</u>
King, Ryan	USAC
Nuzzo, Patsy	USAC
Sadirkhanova, Sabina	USAC

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<sup>1</sup> Draft resolutions were presented to the Board prior to the Board meeting. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language, or to correct grammatical or spelling errors.

**OPEN SESSION**

- a1. **Resignation of Chief Executive Officer (CEO) and Appointment of Interim CEO.** Mr. Mason noted this item should be conducted in Executive Session because it relates to an internal personnel matter.

On a motion duly made and seconded, and after discussion, the Board adopted the following resolution:

**RESOLVED**, that the USAC Board Chair determines that discussion of this internal personnel matter shall be conducted in *Executive Session*.

At 3:03 p.m. Eastern Time the Board moved into *Executive Session* for the purpose of discussing this confidential item with members of the Board and USAC staff present.

**EXECUTIVE SESSION**

- a1. **Resignation of Chief Executive Officer (CEO) and Appointment of Interim CEO.** Mr. Mason introduced this item to the Board. After discussion the Board agreed to add an additional resolution to create an executive search committee.

On a motion duly made and seconded and after discussion, the Board adopted the following resolutions:

**RESOLVED**, that the USAC Board of Directors hereby accepts Radha Sekar's resignation as Chief Executive Officer, effective August 15, 2025, and expresses its sincere appreciation to her for her dedicated service to the Universal Service Administrative Company and wishes her the best in her future endeavors.

**FURTHER RESOLVED**, the USAC Board of Directors appoints Michelle Garber, USAC's Chief Financial Officer, as Interim Chief Executive Officer of USAC, including all duties and responsibilities associated with that office under USAC's Bylaws and pursuant to the FCC's Rules effective August 18, 2025; and

**FURTHER RESOLVED**, that the USAC Board of Directors directs the initiation of a search process for a permanent replacement for the office of USAC Chief Executive Officer.

**FURTHER RESOLVED**, the USAC Board of Directors establishes a search committee to support the process of identifying a Chief Executive Officer. The CEO Search Committee consists of Anisa Green, Amber Gregory, Dan Kettwich, Ken Mason, Julie Tritt Schell, and Joan Wade. The

Board is reminded that the entire Board is invited to all Committee meetings if they are available.

**OPEN SESSION**

At 3:48 p.m. Eastern Time, on a motion duly made and seconded, the Board moved out of *Executive Session* and immediately reconvened in *Open Session*, at which time Mr. Mason reported that, in *Executive Session*, the Board acted on item a1.

On a motion duly made and seconded, the Board adjourned at 3:50 p.m. Eastern Time.

/s/ Erin Williams

Assistant Secretary

**Universal Service Administrative Company  
Board of Directors  
Quarterly Meeting  
Agenda**

**Tuesday, October 28, 2025  
10:00 a.m. – 1:00 p.m. Eastern Time  
USAC Offices  
700 12th Street, N.W., Suite 900  
Washington, D.C. 20005**

<b><u>OPEN SESSION</u></b> Available for Public Use		<i>Estimated Duration in Minutes</i>
Chair	<b>a1.</b> Consent Items (each available for discussion upon request): <b>A.</b> Approval of Board of Directors Meeting Minutes of July 29, 2025 and August 20, 2025 <b>B.</b> Approval of moving all <i>Executive Session</i> Items into <i>Executive Session</i> <b>C.</b> Consideration and Approval of Four Routine Procurements <b>D.</b> Consideration of Approval to Reimburse Board Members to Attend an Event Other Than a Quarterly USAC Board or Committee Meeting <b>E.</b> Resolution Honoring a Board Member Whose Service on the Board Has Recently Ended	5
Chair	<b>i1.</b> Reports from the Committee Chairs: Schools & Libraries Committee, Rural Health Care Committee, High Cost & Low Income Committee, Executive Compensation Committee, and Audit Committee	10
Chair	<b>a2.</b> Appointment of a Nominating Committee and Direction to Committees for the Appointment of Committee Chairs and Vice Chairs	5
Dale	<b>a3.</b> Approval of USAC Common and Consolidated 1st Quarter 2026 Budgets for the October 31, 2025 Federal Communications Commission Filing	5

<b><u>INFORMATION ONLY</u></b> Available for Public Use		<i>Estimated Duration in Minutes</i>
Teleshia	<b>i2.</b> Information on Five USAC Internal Audit Division Supply Chain Audit Reports	–

<b><u>EXECUTIVE SESSION</u></b>		<i>Estimated Duration in Minutes</i>
<b>Confidential – Executive Session Recommended</b>		
Michelle Jeremy	<b>i3.</b> Enterprise Business Update ( <i>Continued</i> ) A. CEO Update B. Zero Trust Roadmap Update	10 10
Dale	<b>i4.</b> Information on Contribution Factor	5
Chris	<b>i5.</b> Enterprise Risk Management Scorecard A. Q3 2025 Risk Management Scorecard B. Risk Management Council Minutes	10
Chris	<b>a4.</b> Consideration of a Contract Modification for IT Development and Technical Services to Support Appian-Based Platforms	–
Chris	<b>a5.</b> Consideration to Exercise Option Term for Call Center Services and Customer Relationship Management System	–
Chris	<b>a6.</b> Consideration of a Contract Modification for Enterprise Architecture Assessment and Support Services	–
Chris	<b>a7.</b> Consideration of a Contract Modification for Enterprise Resource Planning, Analysis, and PMO Services	–

<b><u>EXECUTIVE SESSION – INFORMATION ONLY</u></b>		<i>Estimated Duration in Minutes</i>
<b>Executive Session Recommended</b>		
Teleshia	<b>i6.</b> Information on Four USAC Audit and Assurance Audit Division Universal Service Contributor Revenue Audit Reports	–
Chris	<b>i7.</b> Procurement Business Update	–

<b>CONFIDENTIAL EXECUTIVE SESSION</b>		<i>Estimated Duration in Minutes</i>
<b>Confidential Executive Session Recommended</b>		
Chris	<b>i8. <i>Personnel Matter:</i></b> United Healthcare Survey	10
Chris	<b>a8. <i>Personnel Matter:</i></b> Consideration of Contract Awards for the USAC Employee Benefit Programs	15
Chris	<b>a9. <i>Personnel Matter:</i></b> Consideration of a 2026 Compensation Item	10
Chair	<b>i9. <i>Confidential Executive Session:</i></b> Board of Directors Only	35

**Next Scheduled USAC Board of Directors Meeting**

Tuesday, January 27, 2026  
USAC Offices, Washington, D.C.

**UNIVERSAL SERVICE ADMINISTRATIVE COMPANY**  
**700 12th Street, N.W., Suite 900**  
**Washington, D.C. 20005**

**BOARD OF DIRECTORS MEETING**  
**Tuesday, October 28, 2025**

**MINUTES<sup>1</sup>**

The quarterly meeting of the USAC Board of Directors (Board) was held at USAC's offices in Washington, D.C. on Tuesday, October 28, 2025. Mr. Ken Mason, Board Chair, called the meeting to order at 10:01 a.m. Eastern Time, with a quorum of 15 of the 20 Board members present (there is one vacancy):

Chacko, Sheba – *by telephone*  
Chalk, Indra  
Garber, Michelle – Chief Executive Officer (Interim) and Assistant Treasurer  
Green, Anisa  
Gregory, Amber  
Kettwich, Dan  
Mason, Ken – Chair – *by telephone*  
Sanquist, Christine  
Schell, Julie Tritt – Vice Chair  
Semmler, Kara – *by telephone*  
Siefer, Angela  
Thompson, Mona – *by telephone*  
Wade, Dr. Joan – Treasurer  
Wein, Olivia – Secretary  
Wibberly, Dr. Kathy

Mr. Jeff Waller joined the meeting *by telephone* at 12:03 p.m. Eastern Time and participated in the discussion of item i9.

Members of the Board not present:

Dalhover, Brian  
Polk Stephanie  
Schuler, David

Officers of the corporation present:

Beyerhelm, Chris – Vice President and Chief Administrative Officer  
Butler, Stephen – Vice President of Shared Services

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<sup>1</sup> Draft resolutions were presented to the Board prior to the Board meeting. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language, or to correct grammatical or spelling errors.

Davis, Craig – Vice President of Schools and Libraries  
 Delmar, Teleshia – Vice President of Audit and Assurance  
 Francisco, Dale – Chief Financial Officer (Interim)  
 Gaither, Victor – Vice President of High Cost  
 O’Brien, Tim – Vice President of Lifeline  
 Sweeney, Mark – Vice President of Rural Health Care  
 Williams, Erin – Vice President, General Counsel, and Assistant Secretary

Others present:

<u>NAME</u>	<u>COMPANY</u>
Armstrong, Katlyn	USAC
Ayer, Catriona	USAC
Burchuk, Hillary	USAC
Claxton, Naomi	USAC
Dando, Gena – <i>by telephone</i>	Crown Castle
Faunce, Donna – <i>by telephone</i>	USAC
Goode, Vernell	USAC
Green, Kevin	USAC
Hayes, Jeremy	USAC
King, Ryan	USAC
Krueger, Katie – <i>by telephone</i>	KPMG
Lougheed, Matt	USAC
Morgan, Meredith	USAC
Nuzzo, Patsy	USAC
Sadirkhanova, Sabina	USAC
Schrader, Theresa – <i>by telephone</i>	Broadband Legal Strategies, LLC
Smith, Chris	USAC
Staurulakis, Chresanthe	USAC
Theobald, Fred	USAC
Weatherill, Scott – <i>by telephone</i>	Horizon Health
Wirfs, Tyler	USAC

### OPEN SESSION

All materials from *Open Session* can be found on the [USAC website](#).

**a1. Consent Items.** Mr. Mason presented this item to the Board.

**A.** Approval of Board of Directors meeting minutes of July 29, 2025 and August 20, 2025.

**B.** Approval of moving all *Executive Session* items into *Executive Session*:

(1) **i3A-B.** Enterprise Business Updates. USAC management recommends that these items be discussed in *Executive Session* because they relate to

*specific internal controls or confidential company data* that would constitute a discussion of internal rules and procedures, and relates to USAC's *procurement strategy and contract administration*, where discussion of such matters in open session would compromise USAC's business objectives or negotiating strategy.

- (2) **i4.** Information on Contribution Factor. USAC management recommends that this matter be discussed in *Executive Session* because the reports relate to specific *internal controls or confidential company data*. In addition, *47 C.F.R. § 54.711(b)* requires USAC to keep all data obtained from contributors confidential. In addition, this includes *pre-decisional matters pending before the FCC*.
- (3) **i5.** Enterprise Risk Management Scorecard. USAC management recommends that this item be discussed in *Executive Session* because it relates to *specific internal controls or confidential company data* and *internal rules and procedures* concerning the administration of the universal service support mechanisms, where discussion of the matter in open session would result in *disclosure of confidential techniques and procedures* that would compromise program integrity.
- (4) **a4.** Consideration of a Contract Modification for IT Development and Technical Services to Support Appian-Based Platforms. USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*, where discussion of such matters in open session would compromise USAC's business objectives or negotiating strategy.
- (5) **a5.** Consideration to Exercise Option Term for Call Center Services and Customer Relationship Management System. USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*, where discussion of such matters in open session would compromise USAC's business objectives or negotiating strategy.
- (6) **a6.** Consideration of a Contract Modification for Enterprise Architecture Assessment and Support Services. USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*, where discussion of such matters in open session would compromise USAC's business objectives or negotiating strategy.
- (7) **a7.** Consideration of a Contract Modification for Enterprise Resource Planning, Analysis, and PMO Services. USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*, where discussion of such matters in open session would compromise USAC's business objectives or negotiating strategy.
- (8) **i6.** Information on Four USAC Audit and Assurance Audit Division Universal Service Contributor Revenue Audit Reports. USAC

management recommends that these items be discussed in *Executive Session* because the reports relate to specific *internal controls or confidential company data*. In addition, *47 C.F.R. § 54.711(b)* requires *USAC to keep all data obtained from contributors confidential*.

- (9) **i7. Procurement Business Update.** USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*, where discussion of such matters in open session would compromise USAC's business objectives or negotiating strategy.
- (10) **i8. Personnel Matter:** United Healthcare Survey. USAC management recommends that this item occur in *Confidential Executive Session* because it involves internal *personnel matters*.
- (11) **a8. Personnel Matter:** Consideration of Contract Awards for the USAC Employee Benefit Programs. USAC management recommends that this item be discussed in *Confidential Executive Session* because it relates to USAC's *procurement strategy and contract administration*, where discussion of such matters in open session would compromise USAC's business objectives or negotiating strategy and it involves *personnel matters*.
- (12) **a9. Personnel Matter:** Consideration of 2026 Compensation Item. USAC management recommends that this item occur in *Confidential Executive Session* because it involves internal *personnel matters*.
- (13) **i9. Confidential Executive Session:** Board of Directors Only. USAC management recommends that this item be discussed in *Confidential Executive Session* because it involves *internal personnel matters*.

C. Consideration and Approval of Four Routine Procurements.

- (1) Consideration of a Contract Modification for IT Development and Technical Services to Support Appian-Based Platforms. The resolution is provided in **aBOD04cf**. If discussion is needed, it will be conducted in *Executive Session*.
- (2) Consideration to Exercise Option Term for Call Center Services and Customer Relationship Management System. The resolution is provided in **aBOD05cf**. If discussion is needed, it will be conducted in *Executive Session*.
- (3) Consideration of a Contract Modification for Enterprise Architecture Assessment and Support Services. The resolution is provided in **aBOD06cf**. If discussion is needed, it will be conducted in *Executive Session*.
- (4) Consideration of a Contract Modification for Enterprise Resource Planning, Analysis, and PMO Services. The resolution is provided in **aBOD07cf**. If discussion is needed, it will be conducted in *Executive Session*.

- D. Consideration of Approval to Reimburse Board Members to Attend an Event Other than a Quarterly USAC Board or Committee Meeting. (*see Attachments D*)
- E. Resolution Honoring a Board Member Whose Service on the Board Has Recently Ended.

On a motion duly made and seconded, and after discussion, the Committee adopted the following resolutions:

**RESOLVED**, that the USAC Board of Directors hereby approves: (1) the Board meeting minutes of July 29, and August 20, 2025; (2) discussion in *Executive Session* of the items noted above; and (3) the approval of four routine procurements as presented in items **aBOD04cf-aBOD07cf**.

**RESOLVED**, that in accordance with the *Procedures for Requesting Approval and Reimbursing a Member of the Board of Directors for Expenses Incurred while Conducting USAC Business other than Board of Directors Meetings*, the Board of Directors authorizes USAC management to reimburse Mr. Ken Mason, Ms. Julie Tritt Schell, and Dr. Joan Wade should they travel to Washington, D.C. for the purpose of participating in USAC's 2026 Budget Planning Review. Further travel to the Washington, DC area for the CEO Search Committee members for select meetings, and Board members for the CEO interview process, are approved for reimbursement of reasonable expenses for attendance at these non-quarterly USAC Board or committee meetings.

**RESOLVED**, that the USAC Board of Directors hereby expresses its sincere appreciation to Sarah Freeman for her dedicated service on the Board of Directors of the Universal Service Administrative Company and wishes her the best in her future endeavors.

- ii. **Reports from the Committee Chairs: Audit Committee, High Cost & Low Income Committee, Rural Health Care Committee, and Schools & Libraries Committee.** Ms. Schell presented the report for the Audit Committee. Ms. Wein presented the report for the High Cost & Low Income Committee. Ms. Gregory presented the report for the Schools & Libraries Committee. Dr. Wibberly presented the report for the Rural Health Care Committee.
- a2. **Appointment of a Nominating Committee and Direction to Committees for the Appointment of Committee Chairs and Vice Chairs.** Mr. Mason presented this item to the Committee.

On a motion duly made and seconded, the Board adopted the following resolution:

**RESOLVED**, that the USAC Board of Directors establishes a Nominating Committee and directs the Committee to recommend to

the USAC Board of Directors at its January 27, 2026 meeting nominations for the elected USAC officer positions; and

**RESOLVED FURTHER**, that the USAC Board of Directors appoints **Indra Chalk** as Nominating Committee Chair and **Kathy Wibberly** and **Angela Siefer** as members of the Nominating Committee; and

**RESOLVED FURTHER**, that the USAC Board of Directors directs each committee of the Board to bring to the Board, at the January 27, 2026 meeting, nominations for a chair and vice chair of each respective committee.

- a3. Approval of USAC Common and Consolidated 1st Quarter 2026 Budgets for the October 31, 2025 Federal Communications Commission Filing.** Mr. Francisco presented a written report on USAC management's recommendations for USAC's common and consolidated 1st Quarter 2026 budget and demand projection for the October 31, 2025 FCC filing.

On a motion duly made and seconded and after discussion, the Board adopted the following resolutions:

**RESOLVED**, that the USAC Board of Directors approves a 1st Quarter 2026 common budget of \$34.13 million; and

**RESOLVED FURTHER**, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$34.13 million for common costs in the required October 31, 2025 filing to the Federal Communications Commission on behalf of the USAC Board of Directors; and

**RESOLVED FURTHER**, that the USAC Board of Directors approves a 1st Quarter 2026 consolidated budget to administer the Universal Service Fund of \$61.52 million; and

**RESOLVED FURTHER**, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$61.52 million for consolidated costs in the required October 31, 2025 filing to the Federal Communications Commission on behalf of the USAC Board of Directors.

- i2. Information on Five USAC Internal Audit Division Supply Chain Audit Reports.** This item was provided for *information purposes only*. No discussion was held. Mr. Mason noted that the Board of Directors Public Audit Briefing Book would be posted to the USAC website.

At 10:00 a.m. Eastern Time, on a motion duly made and seconded, the Board moved into **Executive Session** for the purpose of discussing confidential items. Only members of the Board, and USAC staff were present.

**EXECUTIVE SESSION****i3. Enterprise Business Update**

- A. CEO Update.** Ms. Garber provided a verbal update on USACs transition with an interim CEO and impact on USAC from the federal shutdown.
- B. Zero Trust Roadmap Update.** Mr. Jeremy Hayes presented a PowerPoint presentation on the current status of USAC's Zero Trust initiative.

**i4. Information on the Contribution Factor.** Mr. Francisco presented a written report providing USAC's estimate of the 1st Quarter 2026 contribution factor.

**i5. Enterprise Risk Management Update.** Mr. Beyerhelm provided an overview of the updated Enterprise Risk Management Heat Map.

**a4. Consideration of a Contract Modification for IT Development and Technical Services to Support Appian-Based Platforms.** No additional discussion was held on this item. The Board adopted the following resolution as part of the Consent Items:

**RESOLVED**, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to modify the contract with ICF Incorporated, LLC (ICF) for analysis and project management for IT Development and Technical Services to Support Appian-based Platforms to add and exercise a third option period of twelve (12) months ("third option period") for a not-to-exceed amount of \$8,848,569.60 (plus applicable taxes), thereby increasing the total not-to-exceed amount from \$29,872,994.24 (plus applicable taxes), to \$38,721,563.84 (plus applicable taxes), subject to required Federal Communications Commission approval.

**a5. Consideration to Exercise Option Term for Call Center Services and Customer Relationship Management System.** No additional discussion was held on this item. The Board adopted the following resolution as part of the Consent Items:

**RESOLVED**, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to exercise the fourth and final one-year option term of its existing contract with Ernst & Young LLP for call center and customer relationship management system services for E-Rate, Rural Health Care, Finance, and High Cost by increasing the total not-to-exceed amount by \$4,046,145.68 (plus applicable taxes), thereby increasing the total not-to-exceed amount supporting these programs from \$18,492,311.24 (plus applicable taxes) to \$22,538,456.92 (plus applicable taxes), subject to required Federal Communications Commission approval.

- a6. Consideration of a Contract Modification for Enterprise Architecture Assessment and Support Services.** No additional discussion was held on this item. The Board adopted the following resolution as part of the Consent Items:

**RESOLVED**, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to modify its contract with Guidehouse, LLP for Enterprise Architecture Assessment and Support Services by adding and exercising a twelve month option term (“fourth option term”) for a not-to-exceed amount of \$2,000,000.00 (plus applicable taxes), thereby increasing the total not-to-exceed amount from \$11,372,493.64 (plus applicable taxes) to \$13,372,493.64 (plus applicable taxes), subject to required Federal Communications Commission approval.

- a7. Consideration of a Contract Modification for Enterprise Resource Planning, Analysis, and PMO Services.** No additional discussion was held on this item. The Board adopted the following resolution as part of the Consent Items:

**RESOLVED**, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to modify its contract with Ernst & Young LLP for enterprise resource planning, analysis, and PMO services by adding and exercising an option period of thirteen (13) months (“fifth option term”) for a not-to-exceed amount of \$4,100,000.00 (plus applicable taxes), thereby increasing the total not-to-exceed amount from \$25,949,744.00 (plus applicable taxes) to \$30,049,744.00 (plus applicable taxes).

- i6. Information on Four USAC Audit and Assurance Audit Division Universal Service Contributor Revenue Audit Reports.** This item was provided for *information purposes only*. No discussion was held.
- i7. Procurement Business Update.** This item was provided for *information purposes only*. No discussion was held.

At 11:04 a.m. Eastern Time, the Board continued in ***Confidential Executive Session*** with only the Board and the USAC leadership present. The Board recessed and reconvened at 11:13 a.m. Eastern Time.

#### **CONFIDENTIAL EXECUTIVE SESSION**

- i8. Personnel Matter: United Health Care Survey.** Mr. Beyerhelm discussed the survey results with the Board.
- a8. Personnel Matter: Consideration of Contract Awards for the USAC Employee Benefit Programs.** Mr. Beyerhelm presented this item to the Board.

On a motion duly made and seconded, the Board adopted the following resolution:

**RESOLVED**, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management, subject to required Federal Communications Commission approval, to award a one-year contract for employee medical, prescription, dental and vision benefits to United Healthcare Corporation for a not-to-exceed cost of \$14,505,749<sup>2</sup> (plus applicable taxes) and to award a one-year contract to The Guardian Life Insurance Company of America, Inc. for life, and disability benefits, for a not-to-exceed cost of \$650,899 (plus applicable taxes). The total estimated costs for the Calendar Year 2026 for USAC employee benefits program is \$15,156,648 (plus applicable taxes).

- a9. *Personnel Matter: Consideration of a 2026 Compensation Item.*** Mr. Beyerhelm presented this item to the Board providing current and historical data.

On a motion duly made and seconded, the Board adopted the following resolution:

**RESOLVED**, that the USAC Board of Directors, having reviewed the Executive Compensation Committee and the USAC management's proposed 2026 merit-based salary increase and incentive awards programs for USAC employees, hereby approves the proposed program.

At 11:49 a.m. the Board recessed and reconvened at 12:00 p.m. The Board continued in ***Confidential Executive Session*** with only non-staff members of the Board present.

- i9. *Confidential Executive Session: Board of Directors Only.*** Mr. Mason facilitated the Board discussion.

### **OPEN SESSION**

At 12:25 p.m. Eastern Time, on a motion duly made and seconded, the Board moved out of ***Confidential Executive Session*** and immediately reconvened in ***Open Session***, at which time Mr. Mason reported that, in ***Executive Session***, the Board acted on items a8 – a9, and discussed items i3-i5, i8 and i9.

On a motion duly made and seconded, the Board adjourned at 12:30 p.m. ET.

/s/ Erin Williams  
Assistant Secretary

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<sup>2</sup> A typographical error was identified and corrected for the not-to-exceed cost, however the 2026 calendar year estimate for USAC employee benefits program is accurate.

**Universal Service Administrative Company  
Board of Directors Meeting  
Agenda**

Wednesday, November 19, 2025  
**Written Unanimous Consent**  
**Please Respond by Tuesday, November 25, 2025 at 5:00 p.m. ET**  
Universal Service Administrative Company Offices  
700 12<sup>th</sup> Street, N.W., Suite 900  
Washington, D.C. 20005

<b><u>LEAD</u></b>	<b><i><u>Open Session</u></i></b> <b><i>Available for Public Use</i></b>
–	<b>a1.</b> Appointment of Nominating Committee Members

**UNIVERSAL SERVICE ADMINISTRATIVE COMPANY  
700 12th Street N.W., Suite 900  
Washington, D.C. 20005**

**BOARD OF DIRECTORS MEETING  
Thursday, November 20, 2025**

**MINUTES**

The USAC Board of Directors (Board) was requested to revise the appointment of the Nominating Committee (Committee) consisting of members of the Board for the purpose of soliciting nominations and recommending to the Board a slate of candidates for each of USAC's corporate officer positions; assisting the Audit (AC), High Cost & Low Income (HCLI), Rural Health Care (RHC), and Schools & Libraries (SL) committees in identifying Board members to serve as committee chair and vice chair for each committee; and assisting committees in filling at-large seats. At the October 28, 2025 Board of Directors meeting, the Board approved the nominations of the three Committee members, Dr. Kathy Wibberly, Ms. Angela Seifer, and the Committee Chair, Ms. Indra Chalk. On November 7, 2025, Ms. Chalk submitted her resignation from the Board of Directors. On November 19, 2025, the Board was requested to vote by written consent to consider the nominations submitted by Mr. Ken Mason, Board Chair, of Ms. Kara Semmler to fill the vacancy on the Committee and approve Dr. Wibberly as the Committee Chair.

- a1. Appointment of Nominating Committee Members.** On November 20, 2025, with a motion duly made and approved by written unanimous consent, the Board adopted the following resolution:

**RESOLVED**, that the USAC Board of Directors confirms the previous appointment of Kathy Wibberly as a member of the Nominating Committee, confirms her position as the Committee Chair, and appoints Kara Semmler as the third member of the Nominating Committee.

/s/ Erin Williams  
Assistant Secretary

**Universal Service Administrative Company  
Board of Directors  
Meeting Agenda**

**Thursday, December 18, 2025  
Written Unanimous Consent  
Please Respond by December 30, 2025 at 5:00 p.m. ET  
Universal Service Administrative Company Offices  
700 12<sup>th</sup> Street, N.W., Suite 900  
Washington, D.C. 20005**

<b><u>LEAD</u></b>	<b><u>Open Session</u></b> <i>Available for Public Use</i>
-	<b>a1.</b> Election of Members to the USAC Board of Directors and Appointment of Members to Programmatic Committees

**UNIVERSAL SERVICE ADMINISTRATIVE COMPANY**  
**700 12th Street N.W., Suite 900**  
**Washington, D.C. 20005**

**BOARD OF DIRECTORS MEETING**  
**Tuesday, December 23, 2025**

**MINUTES**

In a Public Notice dated December 17, 2025 (DA-25-1068), Federal Communications Commission (FCC or Commission) Chairman Brendan Carr appointed seven individuals listed below to the USAC Board of Directors.

- Ian Forbes, Corporate Counsel, Legal Affairs, T-Mobile USA, Inc., as the representative of commercial mobile radio service providers;
- Alexander Minard, Vice President and Lead Legislative Counsel, NCTA – The Internet & Television Association, as the representative for cable providers;
- Amber Gregory, Manager of E-Rate Services, Arkansas State Library, as the representative for libraries that are eligible to receive discounts pursuant to section 54.501 of the Commission’s rules;
- Stephanie Minnock, Assistant General Counsel of Federal Government, Affairs, Lumen Technologies, Inc., as the representative for incumbent local exchange carriers (Bell Operating Companies);
- Heather Sanborn, Maine Public Advocate, as the representative of State Consumer Advocates;
- Julie Tritt Schell, Pennsylvania E-Rate Coordinator, as the representative for schools that are eligible to receive discounts pursuant to section 54.501 of the Commission’s rules; and
- Tim Schram, Commissioner, Nebraska Public Service Commission, as the representative of state telecommunications regulators (term expires December 31, 2027)

On December 18, 2025, the Board was requested to vote by written unanimous consent to elect these members to the Board and appoint them to a committee by virtue of the constituency they represent.

- a1. Election of Members to the USAC Board of Directors and Appointment to Programmatic Committees.** On December 23, 2025, with a motion duly made and approved by written unanimous consent, the Board adopted the following resolution:

**RESOLVED**, that the USAC Board of Directors, having received the selections from the Chairman of the FCC pursuant to 47 C.F.R. §

54.703(c)(3) and pursuant to Article II, § 4 of the USAC By-laws, hereby elects to the USAC Board of Directors effective January 1, 2026:<sup>1</sup>

- Ian Forbes for a term expiring on December 31, 2028;
- Alexander Minard for a term expiring on December 31, 2028;
- Julie Tritt Schell for a term expiring on December 31, 2028;
- Amber Gregory for a term expiring on December 31, 2028;
- Stephanie Minnock for a term expiring on December 31, 2028; and
- Heather Sanborn for a term expiring on December 31, 2028
- Tim Schram, for a term expiring on December 31, 2027

**RESOLVED FURTHER**, that each of the aforementioned directors shall remain a director until: (i) such director's resignation, (ii) such director's removal pursuant to Article II, § 7 of the USAC By-laws and the provisions of the Delaware General Corporation Law, (iii) the election of a successor pursuant to Article II, § 4 of the USAC By-laws, or (iv) action by the stockholder of the corporation pursuant to Article I of the USAC By-laws; and

**RESOLVED FURTHER**, that consistent with 47 C.F.R. § 54.705 and the USAC By-laws, Article II, and by virtue of the constituency they represent:

- Julie Tritt Schell and Amber Gregory are hereby appointed to the Schools & Libraries Committee;
- Ian Forbes and Stephanie Minnock, and are hereby appointed to the High Cost & Low Income Committee; and
- Heather Sanborn and Tim Schram are hereby appointed to the High Cost & Low Income Committee and Rural Health Care Committee.

/s/ Erin Williams

Assistant Secretary

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<sup>1</sup> Each is director is appointed for a three year term. See 47 C.F.R. § 54.703(d). In the event a director vacates his or her seat prior to the completion of the three year term, the chosen successor will serve the remaining term of the vacating director. See USAC By-laws, Article II, § 4.