

**Universal Service Administrative Company
Executive Committee Quarterly Meeting
Agenda**

Thursday, January 24, 2013 11:00 a.m. – 12:30 p.m. Eastern Time USAC Offices 2000 L Street, N.W., Suite 200 Washington, D.C. 20036

<u>ACTION ITEMS</u>
a1. Approval of Executive Committee Meeting Minutes of October 25, 2012, November 29, 2012 and December 13, 2012
a2. Action on One USAC Internal Audit Division USAC Information Technology Division Operational Audit Report – Confidential & Proprietary – <i>Executive Session Recommended</i> <i>Same as aAC05cf</i>
a3. Approval of USAC 2012 Annual Report to the FCC and Congress <i>Same as iBOD08</i>
a4. Miscellaneous. Solicit ideas for April 2013 Committee meeting agenda.

<u>INFORMATION ITEMS</u>
i1. Procurement Update – Confidential & Proprietary – <i>Executive Session Recommended</i> <i>Same as iBOD10cf</i>
i2. Quarterly Report on Universal Service Fund Contribution Matters – Confidential & Proprietary – <i>Executive Session Recommended</i> <i>Same as iBOD09cf</i>
i3. FCC-USAC Executive Committee Quarterly Meeting Agenda – Confidential & Proprietary – <i>Executive Session Recommended</i>
i4. Miscellaneous

Next Scheduled USAC Executive Committee Meeting

Thursday, April 18, 2013 11:00 a.m. – 12:30 a.m. Eastern Time USAC Offices, Washington, D.C.

UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
2000 L Street, N.W., Suite 200
Washington, D.C. 20036

EXECUTIVE COMMITTEE MEETING
Thursday, January 24, 2013

MINUTES

The quarterly meeting of the Executive Committee (Committee) of the Board of Directors (Board) of the Universal Service Administrative Company (USAC) was held at USAC's offices in Washington, D.C. on Thursday, January 24, 2013. Mr. Joel Lubin, Board Vice Chair, called the meeting to order at 11:03 a.m. Eastern Time with a quorum of six of the eight Committee members present:

Barash, Scott – Acting Chief Executive Officer
Jortner, Wayne – Treasurer – *by telephone*
Kragel, Dr. Peter – Secretary – *by telephone*
Lubin, Joel – Vice Chair – *by telephone*
McClure, David – *by telephone*
Sanders, Dr. Jay – *by telephone*

Dr. Brian Talbott, Chair, joined the call at 11:07 a.m. Eastern Time. He did not vote on item a1.

Members of the Committee not present:

Campbell, Anne

Other Board members and officers of the corporation present:

Belden, Richard – Chief Operating Officer
Capozzi, David – Acting General Counsel and Assistant Secretary
Case, David – Vice President of Finance, Chief Financial Officer and Assistant Treasurer
Scott, Wayne – Vice President of Internal Audit

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
Amalfitano, Vince – <i>by telephone</i>	FCC
Iversen, Eric	USAC
Nuzzo, Patsy	USAC

ACTION ITEMS:

- a1. Approval of Executive Committee Meeting Minutes of October 25, 2012, November 29, 2012 and December 13, 2012.** On a motion duly made and seconded, the Committee approved the minutes, as written, of the Executive Committee meetings of October 25, 2012, November 29, 2012 and December 13, 2012.
- a2. Action on One USAC Internal Audit Division USAC Information Technology Division Operational Audit Report.** In accordance with the approved criteria and procedures for conducting USAC Board and committee business in *Executive Session*, Mr. Capozzi recommended that this matter be discussed in *Executive Session* because the report relates to *specific internal controls and/or confidential company data* that would constitute a discussion of internal rules and procedures.

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

RESOLVED, that the USAC Executive Committee determines that discussion of the USAC Internal Audit Division Information Technology Operational Audit Report labeled US2012OP002 shall be conducted in *Executive Session*.

- a3. Approval of the USAC 2012 Annual Report to the FCC and Congress.** Mr. Iversen presented this item for discussion, noting that he would appreciate any comments from Committee members by February 8, 2013.

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

RESOLVED, that the USAC Executive Committee approves the draft USAC 2012 Annual Report to the FCC and Congress as presented by USAC management and directs USAC management to provide a copy to the FCC and Congress by March 31, 2013, and further directs USAC management to provide each Board member with a copy of the final annual report. The USAC Executive Committee authorizes management to exercise appropriate editorial privilege and discretion in the preparation of the final report.

- a4. Miscellaneous. Solicit Ideas for the April 2013 Committee Meeting Agenda.** Mr. Lubin reminded Committee members that they may offer suggestions for agenda items at each quarterly meeting. Ideas may be submitted to Dr. Talbott, Mr. Lubin or Mr. Barash between quarterly meetings.

INFORMATION ITEMS:

- i1. Procurement Update.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration*.

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

RESOLVED, that the USAC Executive Committee determines that the discussion of the procurement matters associated with this item shall be conducted in *Executive Session*.

- i2. Quarterly Report on Universal Service Fund Contribution Matters.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this report relates to specific *internal controls, and/or confidential company data, and may also include pre-decisional matters pending before the FCC*. In addition, *47 C.F.R. § 54.711(b) requires USAC to keep all data obtained from contributors confidential*.

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

RESOLVED, that the discussion of the quarterly report on USF contribution matters shall be conducted in *Executive Session*.

- i3. FCC-USAC Executive Committee Quarterly Meeting Agenda.** In accordance with the approved criteria and procedures for conducting USAC Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration, pre-decisional matters pending before the FCC, and may also include discussion of personnel matters and attorney/client privileged communications*.

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

RESOLVED, that the USAC Executive Committee determines that discussion of the FCC-USAC Executive Committee quarterly meeting agenda shall be conducted in *Executive Session*.

i4. Miscellaneous.

i4-1. The Committee requested a status report on USAC staff discussions with FCC staff concerning renewal of the 2008 FCC-USAC Memorandum of Understanding. Mr. Capozzi recommended that, in accordance with the approved criteria and procedures for conducting USAC Board and committee business in *Executive Session*, discussion of this matter be conducted in in *Executive Session* because it involves *pre-decisional matters pending before the FCC, USAC procurement and contract administration* and may also involve *internal personnel matters* and *attorney/client privileged communications*.

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

RESOLVED, that the USAC Executive Committee determines that the discussion of progress concerning modifications to and renewal of the 2008 FCC-USAC Memorandum of Understanding shall be conducted in *Executive Session*.

i4-2. Status Update on the National Lifeline Accountability Database. Mr. Capozzi recommended that, in accordance with the approved criteria and procedures for conducting USAC Board and committee business in *Executive Session*, discussion of this matter be conducted in in *Executive Session* because it involves *pre-decisional matters pending before the FCC, USAC procurement and contract administration* and may also involve *internal personnel matters* and *attorney/client privileged communications*.

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

RESOLVED, that the USAC Executive Committee determines that the discussion of status of the National Lifeline Accountability Database shall be conducted in *Executive Session*.

At 11:12 a.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential and proprietary items noted above.

EXECUTIVE SESSION:

a2. Action on One USAC Internal Audit Division USAC Information Technology Division Operational Audit Report.

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

RESOLVED, that the USAC Executive Committee, having reviewed the USAC Internal Audit Division Information Technology Operational Audit Report labeled US2012OP002, hereby accepts the recommendation of USAC management and recommends to the USAC Audit Committee that the report be deemed final.

- i1. Procurement Update.** Mr. Belden presented this item for discussion.
- i2. Quarterly Report on Universal Service Fund Contribution Matters.** Mr. Case presented this item for discussion.

At 11:26 a.m. Eastern Time, with only Committee members and officers present, the meeting continued in *Executive Session* for the purpose of discussing the confidential and proprietary items noted above.

- i3. FCC-USAC Executive Committee Quarterly Meeting Agenda.** Mr. Barash presented this item for discussion.

- i4. i4-1. Status Update on Discussions Between FCC and USAC Staff Concerning Renewal of the 2008 FCC-USAC Memorandum of Understanding.** Mr. Barash presented this item for discussion.

i4-2. Status Update on the National Lifeline Accountability Database. Mr. Barash presented this item for discussion.

At 11:53 a.m. Eastern Time, on a motion duly made and seconded, the Committee adjourned from *Executive Session* and immediately reconvened in *Open Session*, at which time Mr. Lubin reported that in *Executive Session*, the Committee discussed and took action on item a2 and discussed items i1, i2, i3 and i4-1 and -2 above. On a motion duly made and seconded, the Committee adjourned at 11:55 a.m. Eastern Time.

/s/ David A. Capozzi
Assistant Secretary

To expedite navigation, please use the bookmarks located in the Navigation Pane.

**Universal Service Administrative Company
Executive Committee Meeting
Agenda**

**Wednesday, March 6, 2013
4:30 p.m. – 5:00 p.m. Eastern Time
USAC Offices
2000 L Street, N.W., Suite 200
Washington, D.C. 20036**

ACTION ITEMS

- a1. Consideration of Temporary Extension of the 2008 FCC-USAC Memorandum of Understanding – Confidential & Proprietary – *Executive Session Recommended***

Next Scheduled USAC Executive Committee Meeting

**Thursday, April 18, 2013
11:00 a.m. – 12:30 a.m. Eastern Time
USAC Offices, Washington, D.C.**

UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
2000 L Street, N.W., Suite 200
Washington, D.C. 20036

EXECUTIVE COMMITTEE MEETING
Wednesday, March 6, 2013

MINUTES

A meeting of the Executive Committee (Committee) of the Board of Directors (Board) of the Universal Service Administrative Company (USAC) was held at USAC's offices in Washington, D.C. on Wednesday, March 6, 2013. Mr. Joel Lubin, Board Vice Chair, called the meeting to order at 4:32 p.m. Eastern Time with a quorum of five of the seven Committee members present (there is one vacancy):

Barash, Scott – Acting Chief Executive Officer
Campbell, Anne – *by telephone*
Kragel, Dr. Peter – Secretary – *by telephone*
Lubin, Joel – Vice Chair – *by telephone*
McClure, David – *by telephone*

Members of the Committee not present:

Jortner, Wayne – Treasurer
Talbot, Dr. Brian – Chair

Other Board members and officers of the corporation present:

Belden, Richard – Chief Operating Officer – *by telephone*
Capozzi, David – Acting General Counsel and Assistant Secretary – *by telephone*
Case, David – Vice President of Finance, Chief Financial Officer and Assistant
Treasurer – *by telephone*
Ridley, Carolyn – Member of the Board – *by telephone*

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
Nuzzo, Patsy – <i>by telephone</i>	USAC

ACTION ITEMS:

- a1. Consideration of Temporary Extension of the 2008 FCC-USAC Memorandum of Understanding.** In accordance with the approved criteria and procedures for conducting USAC Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this matter be conducted in *Executive Session* because it involves *pre-decisional matters pending before under the FCC, USAC procurement and contract administration* and may also

To expedite navigation, please use the bookmarks located in the Navigation Pane.

involve *internal personnel matters* and *attorney/client privileged communications*.

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

RESOLVED, that the USAC Board of Directors Executive Committee determines that the discussion of modifications to and renewal of the 2008 FCC-USAC Memorandum of Understanding shall be conducted in *Executive Session*.

At 4:35 p.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential and proprietary item noted above.

EXECUTIVE SESSION:

- a1. Consideration of Temporary Extension of the 2008 FCC-USAC Memorandum of Understanding.** Mr. Barash presented this item for discussion.

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

RESOLVED, that the USAC Board of Directors Executive Committee, having reviewed the proposed temporary three-month extension of the 2008 FCC-USAC Memorandum of Understanding and management's recommendation that the Committee approve the extension, hereby approves the recommended extension and directs the USAC Acting Chief Executive Officer to execute the proposed extension on behalf of USAC.

At 4:46 p.m. Eastern Time, on a motion duly made and seconded, the Committee adjourned from *Executive Session* and immediately reconvened in *Open Session*, at which time Mr. Lubin reported that in *Executive Session*, the Committee took action on item a1 above.

On a motion duly made and seconded, the Committee adjourned at 4:47 p.m. Eastern Time.

/s/ David A. Capozzi
Assistant Secretary

**Universal Service Administrative Company
Executive Committee Meeting
Agenda**

**Tuesday, April 9, 2013
1:30 p.m. – 2:00 p.m. Eastern Time
USAC Offices
2000 L Street, N.W., Suite 200
Washington, D.C. 20036**

ACTION ITEMS

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| a1. | Consideration of Contract Award for Banking and Investment Advisory Services –
Confidential & Proprietary – <i>Executive Session Recommended</i> |
| a2. | Consideration of Contract Change Order for Additional Microsoft Visual Studio Licenses
– Confidential & Proprietary – <i>Executive Session Recommended</i> |
| a3. | Consideration of Contract Award for Oracle Software Update Licenses and Support
Services – Confidential & Proprietary – <i>Executive Session Recommended</i> |

Next Scheduled USAC Executive Committee Meeting

**Thursday, April 18, 2013
11:00 a.m. – 12:30 a.m. Eastern Time
USAC Offices, Washington, D.C.**

UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
2000 L Street, N.W., Suite 200
Washington, D.C. 20036

EXECUTIVE COMMITTEE MEETING
Tuesday, April 9, 2013

MINUTES

A meeting of the Executive Committee (Committee) of the Board of Directors (Board) of the Universal Service Administrative Company (USAC) was held at USAC's offices in Washington, D.C. on Tuesday, April 9, 2013. Mr. Barash, acting on Dr. Talbott's request, called the meeting to order at 1:31 p.m. Eastern Time with a quorum of six of seven Committee members present (there is one vacancy):

Barash, Scott – Acting Chief Executive Officer
Campbell, Anne – *by telephone*
Jortner, Wayne – Treasurer – *by telephone*
Kragel, Dr. Peter – Secretary – *by telephone*
Lubin, Joel – Vice Chair – *by telephone*
Talbott, Dr. Brian – *by telephone*

Mr. McClure joined the meeting at 1:35 p.m.

Other Board members and officers of the corporation present:

Belden, Richard – Chief Operating Officer
Capozzi, David – Acting General Counsel and Assistant Secretary
Case, David – Vice President of Finance, Chief Financial Officer and Assistant Treasurer

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
Nuzzo, Patsy	USAC
Amalfitano, Vince – <i>by telephone</i>	FCC

ACTION ITEMS:

- a1. Consideration of Contract Award for Banking and Investment Advisory Services.** In accordance with the approved criteria and procedures for conducting USAC Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration*.

To expedite navigation, please use the bookmarks located in the Navigation Pane.

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

RESOLVED, that the USAC Executive Committee determines that consideration of the recommended contract award to purchase banking and investment advisory services shall be conducted in *Executive Session*.

- a2. Consideration of Contract Change Order for Additional Microsoft Visual Studio Licenses.** In accordance with the approved criteria and procedures for conducting USAC Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration*.

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

RESOLVED, that the USAC Executive Committee determines that consideration to increase a contract amount via change order to acquire additional Microsoft Visual Studio 2010 software licenses shall be conducted in *Executive Session*.

- a3. Consideration of Contract Award for Oracle Software Update Licenses and Support Services.** In accordance with the approved criteria and procedures for conducting USAC Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration*.

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

RESOLVED, that the USAC Executive Committee determines that consideration of the recommended contract award to purchase the renewals of Oracle software update licenses and support services shall be conducted in *Executive Session*.

At 1:33 p.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential and proprietary items noted above.

EXECUTIVE SESSION:

- a1. Consideration of Contract Award for Banking and Investment Advisory Services.** Mr. Belden presented this item for discussion.

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

RESOLVED, that the USAC Executive Committee, having reviewed the recommendation of USAC management, hereby authorizes management to award a two-year contract with three one-year renewal options for the banking and investment advisory services listed in this issue paper to Bank of America for a five-year firm fixed price of \$7,553,400.

- a2. Consideration of Contract Change Order for Additional Microsoft Visual Studio Licenses.** Mr. Belden presented this item to the Committee.

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

RESOLVED, that the USAC Executive Committee, having reviewed the recommendation of USAC management, hereby authorizes management to issue a change order to acquire the additional software licenses and support listed in this issue paper from PC Connection for the firm fixed price of \$41,248.54 (\$38,913.72, plus applicable sales taxes) for a total amended contract award of \$227,989.23 (including applicable sales taxes).

- a3. Consideration of Contract Award for Oracle Software Update Licenses and Support Services.** Mr. Belden presented this item to the Committee.

RESOLVED, that the USAC Executive Committee, having reviewed the recommendation of USAC management, hereby authorizes management to award a contract to purchase renewals for Oracle software update licenses and support listed in this issue paper from Oracle America, Inc. for the firm fixed price of \$120,838.49 (including applicable sales taxes).

At 1:42 p.m. Eastern Time, on a motion duly made and seconded, the Committee adjourned from *Executive Session* and immediately reconvened in *Open Session*, at which time Mr. Barash reported that in *Executive Session*, the Committee took action on items a1, a2 and a3 above.

On a motion duly made and seconded, the Committee adjourned at 1:43 p.m. Eastern Time.

/s/ David A. Capozzi
Assistant Secretary

**Universal Service Administrative Company
Executive Committee Quarterly Meeting
Agenda**

<p>Thursday, April 18, 2013 11:00 a.m. – 12:30 p.m. Eastern Time USAC Offices 2000 L Street, N.W., Suite 200 Washington, D.C. 20036</p>
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ACTION ITEMS

a1. Approval of Executive Committee Meeting Minutes of January 24, 2013, March 6, 2013 and April 9, 2013
a2. Miscellaneous. Solicit ideas for July 2013 Committee meeting agenda.

INFORMATION ITEMS

i1. Procurement Update – Confidential & Proprietary – <i>Executive Session Recommended</i> <i>Same as iBOD08cf</i>
i2. Quarterly Report on Universal Service Fund Contribution Matters – Confidential & Proprietary – <i>Executive Session Recommended</i> <i>Same as iBOD07cf</i>
i3. FCC-USAC Executive Committee Quarterly Meeting Agenda – Confidential & Proprietary – <i>Executive Session Recommended</i>
i4. Miscellaneous

Next Scheduled USAC Executive Committee Meeting

<p>Thursday, July 18, 2013 11:00 a.m. – 12:30 p.m. Eastern Time USAC Offices, Washington, D.C.</p>

UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
2000 L Street, N.W., Suite 200
Washington, D.C. 20036

EXECUTIVE COMMITTEE MEETING
Thursday, April 18, 2013

MINUTES

The quarterly meeting of the Executive Committee (Committee) of the Board of Directors (Board) of the Universal Service Administrative Company (USAC) was held at USAC's offices in Washington, D.C. on Thursday, April 18, 2013. Dr. Brian Talbott, Board Chair, called the meeting to order at 11:03 a.m. Eastern Time with a quorum of six of the seven Committee members present (there is one vacancy):

Barash, Scott – Acting Chief Executive Officer
Campbell, Anne – *by telephone*
Jortner, Wayne – Treasurer – *by telephone*
Lubin, Joel – Vice Chair – *by telephone*
McClure, David – *by telephone*
Talbot, Dr. Brian – Board Chair – *by telephone*

Members of the Committee not present:

Kragel, Dr. Peter – Secretary

Other Board members and officers of the corporation present:

Capozzi, David – Acting General Counsel and Assistant Secretary
Case, David – Vice President of Finance, Chief Financial Officer and Assistant Treasurer
Gillan, Joe – Member of the Board – *by telephone*
Majcher, Karen – Vice President, High Cost & Low Income Division
Scott, Wayne – Vice President of Internal Audit

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
Amalfitano, Vince – <i>by telephone</i>	FCC
Iversen, Eric	USAC
Nuzzo, Patsy	USAC
Spade, Gina – <i>by telephone</i>	FCC

ACTION ITEMS:

- a1. Approval of Executive Committee Meeting Minutes of January 24, 2013, March 6, 2013 and April 9, 2013.** On a motion duly made and seconded, the

Committee approved the minutes, as written, of the Executive Committee meetings of January 24, 2013, March 6, 2013 and April 9, 2013.

- a2. Miscellaneous. Solicit Ideas for the July 2013 Committee Meeting Agenda.** Dr. Talbott reminded Committee members that they may offer suggestions for agenda items at each quarterly meeting. Ideas may be submitted to Dr. Talbott, Mr. Lubin or Mr. Barash between quarterly meetings.

INFORMATION ITEMS:

- i1. Procurement Update.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration*.

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

RESOLVED, that the USAC Executive Committee determines that the discussion of the procurement matters associated with this item shall be conducted in *Executive Session*.

- i2. Quarterly Report on Universal Service Fund Contribution Matters.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this report relates to specific *internal controls, and/or confidential company data, and may also include pre-decisional matters pending before the FCC*. In addition, *47 C.F.R. § 54.711(b) requires USAC to keep all data obtained from contributors confidential*.

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

RESOLVED, that the discussion of the quarterly report on USF contribution matters shall be conducted in *Executive Session*.

- i3. FCC-USAC Executive Committee Quarterly Meeting Agenda.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration, pre-decisional matters pending before the FCC, and may also include discussion of personnel matters and attorney/client privileged communications*.

To expedite navigation, please use the bookmarks located in the Navigation Pane.

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

RESOLVED, that the USAC Executive Committee determines that discussion of the FCC-USAC Executive Committee quarterly meeting agenda shall be conducted in *Executive Session*.

At 11:05 a.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential and proprietary items noted above.

EXECUTIVE SESSION:

- i1. Procurement Update.** Mr. Case presented this item for discussion.
- i2. Quarterly Report on Universal Service Fund Contribution Matters.** Mr. Case presented this item for discussion.
- i3. FCC-USAC Executive Committee Quarterly Meeting Agenda.** Mr. Barash presented this item for discussion.

At 11:14 a.m. Eastern Time, on a motion duly made and seconded, the Committee adjourned from *Executive Session* and immediately reconvened in *Open Session*, at which time Dr. Talbott reported that in *Executive Session*, the Committee discussed items i1, i2 and i3 above. On a motion duly made and seconded, the Committee adjourned at 11:15 a.m. Eastern Time.

/s/ David A. Capozzi
Assistant Secretary

**Universal Service Administrative Company
Executive Committee Meeting
Agenda**

**Wednesday, May 29, 2013
4:00 p.m. – 4:30 p.m. Eastern Time
USAC Offices
2000 L Street, N.W., Suite 200
Washington, D.C. 20036**

ACTION ITEMS

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| a1. Consideration of Contract Award for Microsoft Solutions Consulting Services –
Confidential & Proprietary – Executive Session Recommended |
| a2. Consideration of Approval for Additional Office Space – Confidential &
Proprietary – <i>Executive Session Recommended</i> |
| a3. Consideration of Temporary Extension of the 2008 FCC-USAC Memorandum of
Understanding – Confidential & Proprietary – <i>Executive Session Recommended</i> |

Next Scheduled USAC Executive Committee Meeting

**Thursday, July 25, 2013
11:00 a.m. – 12:30 a.m. Eastern Time
USAC Offices, Washington, D.C.**

UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
2000 L Street, N.W., Suite 200
Washington, D.C. 20036

EXECUTIVE COMMITTEE MEETING
Wednesday, May 29, 2013

MINUTES

A meeting of the Executive Committee (Committee) of the Board of Directors (Board) of the Universal Service Administrative Company (USAC) was held at USAC's offices in Washington, D.C. on Wednesday, May 29, 2013. Dr. Brian Talbott, Board Chair, called the meeting to order at 4:00 p.m. Eastern Time with a quorum of five of the eight Committee members present (there are three vacancies):

Barash, Scott – Acting Chief Executive Officer
Campbell, Anne – *by telephone*
Jortner, Wayne – Treasurer – *by telephone*
Lubin, Joel – Vice Chair – *by telephone*
Talbot, Dr. Brian – *by telephone*

Other Board members and officers of the corporation present:

Belden, Richard – Chief Operating Officer – *by telephone*
Capozzi, David – Acting General Counsel and Assistant Secretary – *by telephone*
Noriega, Raquel – Member of the Board – *by telephone*
Schell, Julie Tritt – Member of the Board – *by telephone*

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
Amalfitano, Vince – <i>by telephone</i>	FCC
Nuzzo, Patsy	USAC

ACTION ITEMS:

- a1. Consideration of Contract Award for Microsoft Solutions Consulting Services.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this matter be conducted in in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration*.

To expedite navigation, please use the bookmarks located in the Navigation Pane.

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

RESOLVED, that the USAC Executive Committee determines that consideration of the recommended Microsoft consulting services procurement shall be conducted in *Executive Session*.

- a2. Consideration of Approval for Additional Office Space.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this matter be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration*.

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

RESOLVED, that the USAC Executive Committee determines that consideration of an updated office space plan and entering into a lease for additional office space shall be conducted in *Executive Session*.

- a3. Consideration of Temporary Extension of the 2008 FCC-USAC Memorandum of Understanding.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this matter be conducted in *Executive Session* because it involves *pre-decisional matters pending before the FCC, USAC procurement and contract administration* and may also involve *internal personnel matters* and *attorney/client privileged communications*.

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

RESOLVED, that the USAC Executive Committee determines that the discussion of progress concerning modifications to and renewal of the 2008 FCC-USAC Memorandum of Understanding shall be conducted in *Executive Session*.

At 4:08 p.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential and proprietary items noted above.

EXECUTIVE SESSION:

- a1. Consideration of Contract Award for Microsoft Solutions Consulting Services.** Mr. Belden presented this item to the Committee.

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

RESOLVED, that the USAC Executive Committee, having reviewed the recommendation of USAC management, hereby authorizes management to procure Microsoft solutions consulting services from Computer Enterprises, Inc., i3 Solutions, Inc. and People Tech Group for a period of performance of one year plus two option years. The maximum value of all awards for any one year may not exceed \$75,000, and the maximum value of all awards may not exceed \$225,000.

- a2. Consideration of Approval for Additional Office Space.** Mr. Belden presented this item to the Committee.

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

RESOLVED, that the USAC Executive Committee, having reviewed the recommendation of USAC management, hereby authorizes USAC management to proceed with leasing the additional office space at 2000 L Street, NW, Washington D.C., subject to obtaining any necessary FCC approvals.

At 4:21 p.m. Eastern Time, on a motion duly made and seconded, the Committee continued in *Executive Session*, with only members of the Board and officers present, for the purpose of discussing the confidential and proprietary item noted above.

- a3. Consideration of Temporary Extension of the 2008 FCC-USAC Memorandum of Understanding.** Mr. Barash presented this item to the Committee.

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

RESOLVED, that the USAC Board of Directors Executive Committee, having reviewed the proposed temporary extension of the 2008 FCC-USAC Memorandum of Understanding up to December 31, 2013, and management's recommendation that the Committee approve the extension, hereby approves the recommended extension and directs the USAC Acting Chief Executive Officer to execute the proposed extension on behalf of USAC following conclusion of discussions between USAC and FCC staff on the actual date through which extension will run.

To expedite navigation, please use the bookmarks located in the Navigation Pane.

At 4:29 p.m. Eastern Time, on a motion duly made and seconded, the Committee adjourned from *Executive Session* and immediately reconvened in *Open Session*, at which time Dr. Talbott reported that in *Executive Session*, the Committee took action on items a1, a2 and a3 above.

On a motion duly made and seconded, the Committee adjourned at 4:30 p.m. Eastern Time.

/s/ David A. Capozzi
Assistant Secretary

**Universal Service Administrative Company
Executive Committee Quarterly Meeting
Agenda**

Thursday, July 25, 2013 11:00 a.m. – 12:30 p.m. Eastern Time USAC Offices 2000 L Street, N.W., Suite 200 Washington, D.C. 20036
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<u>ACTION ITEMS</u>
a1. Approval of Executive Committee Meeting Minutes of April 18, 2013 and May 29, 2013
a2. Action on Two USAC Internal Audit Division USAC Information Technology Division Operational Audit Reports – <i>Executive Session Option</i> <i>Same as aAC03</i>
a3. Miscellaneous. Solicit ideas for October 2013 Committee meeting agenda.

<u>INFORMATION ITEMS</u>
i1. Procurement Update – Confidential – <i>Executive Session Recommended</i> <i>Same as iBOD07cf</i>
i2. Quarterly Report on Universal Service Fund Contribution Matters – Confidential – <i>Executive Session Recommended</i> <i>Same as iBOD06cf</i>
i3. FCC-USAC Executive Committee Quarterly Meeting Agenda – Confidential – <i>Executive Session Recommended</i>
i4. Personnel Matter – Confidential – <i>Executive Session Recommended</i>
i5. Miscellaneous

Next Scheduled USAC Executive Committee Meeting

Thursday, October 24, 2013 11:00 a.m. – 12:30 p.m. Eastern Time USAC Offices, Washington, D.C.

UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
2000 L Street, N.W., Suite 200
Washington, D.C. 20036

EXECUTIVE COMMITTEE MEETING
Thursday, July 25, 2013

MINUTES

The quarterly meeting of the Executive Committee (Committee) of the Board of Directors (Board) of the Universal Service Administrative Company (USAC) was held at USAC's offices in Washington, D.C. on Thursday, July 25, 2013. Dr. Brian Talbott, Board Chair, called the meeting to order at 11:02 a.m. Eastern Time with a quorum of four of the five Committee members present (there are three vacancies):

Barash, Scott – Acting Chief Executive Officer
Campbell, Anne – *by telephone*
Jortner, Wayne – Treasurer – *by telephone*
Talbot, Dr. Brian – Board Chair – *by telephone*

Members of the Committee not present:

Lubin, Joel – Vice Chair – *by telephone*

Other Board members and officers of the corporation present:

Capozzi, David – Acting General Counsel and Assistant Secretary
Case, David – Vice President of Finance, Chief Financial Officer and Assistant Treasurer
Belden, Richard – Chief Operating Officer
Gillan, Joe – Member of the Board – *by telephone*
Jimenez, Jose – Member of the Board – *by telephone*
Majcher, Karen – Vice President, High Cost & Low Income Division
Mason, Ken – Member of the Board – *by telephone*
Noriega, Raquel – Member of the Board – *by telephone*
Schell, Julie Tritt – Member of the Board – *by telephone*
Scott, Wayne – Vice President of Internal Audit – *by telephone*

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
Abebe, Hiwot	USAC
Amalfitano, Vince – <i>by telephone</i>	FCC
Felton-Ellegood, Sharonda	USAC
Iversen, Eric	USAC
Nuzzo, Patsy	USAC
Salvator, Charles	USAC

ACTION ITEMS:

- a1. Approval of Executive Committee Meeting Minutes of April 18, 2013 and May 29, 2013.** On a motion duly made and seconded, the Committee approved the minutes, as written, of the Executive Committee meetings of April 18, 2013 and May 29, 2013.
- a2. Action on Two USAC Internal Audit Division USAC Information Technology Division Operational Audit Reports.** Mr. Scott presented this item for discussion.

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

RESOLVED, that the USAC Executive Committee, having reviewed the USAC Internal Audit Division USAC Information Technology Division Access Control Audit Report labeled US2012OP003 and Personnel Security Audit Report labeled US2012OP004, together with management's responses thereto, hereby accepts the recommendation of USAC management and recommends to the USAC Audit Committee that the reports be deemed final.

- a3. Miscellaneous. Solicit Ideas for the October 2013 Committee Meeting Agenda.** Dr. Talbott reminded Committee members that they may offer suggestions for agenda items at each quarterly meeting. Ideas may be submitted to Dr. Talbott, Mr. Lubin or Mr. Barash between quarterly meetings.

INFORMATION ITEMS:

- i1. Procurement Update.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration*.

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

RESOLVED, that the USAC Executive Committee determines that the discussion of the procurement matters associated with this item shall be conducted in *Executive Session*.

- i2. Quarterly Report on Universal Service Fund Contribution Matters.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Mr. Capozzi recommended that

discussion of this item be conducted in *Executive Session* because this report relates to specific *internal controls, and/or confidential company data, and may also include pre-decisional matters pending before the FCC*. In addition, *47 C.F.R. § 54.711(b) requires USAC to keep all data obtained from contributors confidential*.

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

RESOLVED, that the discussion of the quarterly report on USF contribution matters shall be conducted in *Executive Session*.

- i3. **FCC-USAC Executive Committee Quarterly Meeting Agenda.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration, pre-decisional matters pending before the FCC, and may also include discussion of personnel matters and attorney/client privileged communications*.

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

RESOLVED, that the USAC Executive Committee determines that discussion of the FCC-USAC Executive Committee quarterly meeting agenda shall be conducted in *Executive Session*.

- i4. **Personnel Matter.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this is a **personnel matter**.

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

RESOLVED, that the USAC Executive Committee determines that discussion of the personnel matter that is the subject of this item agenda shall be conducted in *Executive Session*.

At 11:18 a.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential and proprietary items noted above.

EXECUTIVE SESSION:

- i1. Procurement Update.** Mr. Belden presented this item for discussion.
- i2. Quarterly Report on Universal Service Fund Contribution Matters.** Mr. Case presented this item for discussion.

At 11:28 a.m. Eastern Time, the Committee continued in *Executive Session* with only members of the Board, officers and staff present.

- i3. FCC-USAC Executive Committee Quarterly Meeting Agenda.** Mr. Barash presented this item for discussion.

At 11:32 a.m. Eastern Time, the Committee continued in *Executive Session* with only members of the Board and officers present.

- i4. Personnel Matter.** Dr. Talbott presented this item for discussion.

At 12:00 p.m. Eastern Time, on a motion duly made and seconded, the Committee adjourned from *Executive Session* and immediately reconvened in *Open Session*, at which time Dr. Talbott reported that in *Executive Session*, the Committee discussed items i1, i2, i3 and i4 above. On a motion duly made and seconded, the Committee adjourned at 12:01 p.m. Eastern Time.

/s/ David A. Capozzi
Assistant Secretary

**Universal Service Administrative Company
Executive Committee Meeting
Agenda**

**Wednesday, August 26, 2013
2:00 p.m. – 3:00 p.m. Eastern Time
USAC Offices
2000 L Street, N.W., Suite 200
Washington, D.C. 20036**

ACTION ITEMS

- a1. Personnel Matter – Confidential & Proprietary – Executive Session
Recommended**

Next Scheduled USAC Executive Committee Meeting

**Thursday, October 24, 2013
11:00 a.m. – 12:30 a.m. Eastern Time
USAC Offices, Washington, D.C.**

UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
2000 L Street, N.W., Suite 200
Washington, D.C. 20036

EXECUTIVE COMMITTEE MEETING
Monday, August 26, 2013

MINUTES

A meeting of the Executive Committee (Committee) of the Board of Directors (Board) of the Universal Service Administrative Company (USAC) was held at USAC's offices in Washington, D.C. on Monday, August 26, 2013. Dr. Brian Talbott, Board Chair, called the meeting to order at 2:03 p.m. Eastern Time, with all seven Committee members present:

Barash, Scott – Acting CEO	Jortner, Wayne – Treasurer – <i>by telephone</i>
Campbell, Anne – <i>by telephone</i>	Lubin, Joel – <i>by telephone</i>
Gillan, Joseph – <i>by telephone</i>	Talbott, Dr. Brian – Chair – <i>by telephone</i>
Jacobs, Ellis – <i>by telephone</i>	

Other Members of the Board and officers of the corporation present:

Belden, Richard – Chief Operating Officer
Bergmann, Scott – *by telephone*
Brise', Ronald – *by telephone*
Capozzi, David – Acting General Counsel and Assistant Secretary
Domenech, Dr. Dan – *by telephone*
Feiss, Geoff – *by telephone*
Jimenez, Jose – *by telephone*

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
Nuzzo, Patsy	USAC

ACTION ITEMS:

- a1. Personnel Matter.** In accordance with the approved criteria and procedures for conducting USAC Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this personnel matter occur in *Executive Session*.

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

To expedite navigation, please use the bookmarks located in the Navigation Pane.

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

At 2:05 p.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential and proprietary item noted above.

EXECUTIVE SESSION

a1. Personnel Matter. Mr. Barash presented this item for discussion. No resolutions were moved or adopted during the discussion.

On a motion duly made and seconded, the Committee recessed from *Executive Session* and immediately reconvened in *Open Session*, at which time Dr. Talbott reported that in *Executive Session*, the Committee discussed item a1 above. On a motion duly made and seconded, the Committee adjourned at 3:14 p.m. Eastern Time.

/s/ David A. Capozzi
Assistant Secretary

**Universal Service Administrative Company
Executive Committee Meeting
Agenda**

**Monday, September 9, 2013
2:00 p.m. – 2:30 p.m. Eastern Time
USAC Offices
2000 L Street, N.W., Suite 200
Washington, D.C. 20036**

ACTION ITEMS

- a1.** Personnel Matter – Amended 2013 Salary Increase Program for USAC Employees – **Confidential & Proprietary – Executive Session Recommended**

Next Scheduled USAC Executive Committee Meeting

**Thursday, October 24, 2013
11:00 a.m. – 12:30 a.m. Eastern Time
USAC Offices, Washington, D.C.**

UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
2000 L Street, N.W., Suite 200
Washington, D.C. 20036

EXECUTIVE COMMITTEE MEETING
Monday, September 9, 2013

MINUTES

A meeting of the Executive Committee (Committee) of the Board of Directors (Board) of the Universal Service Administrative Company (USAC) was held at USAC's offices in Washington, D.C. on Monday, September 9, 2013. Dr. Brian Talbott, Board Chair, called the meeting to order at 2:03 p.m. Eastern Time with a quorum of six of the seven Committee members present:

Barash, Scott – Acting Chief Executive Officer
Gillan, Joseph – *by telephone*
Jacobs, Ellis – Secretary – *by telephone*
Jortner, Wayne – Treasurer – *by telephone*
Lubin, Joel – Vice Chair – *by telephone*
Talbott, Dr. Brian – Chair – *by telephone*

Members of the Committee not present:

Campbell, Anne

Other Board members and officers of the corporation present:

Belden, Richard – Chief Operating Officer
Capozzi, David – Acting General Counsel and Assistant Secretary
Feiss, Geoff – Member of the Board – *by telephone*
Jimenez, Jose – Member of the Board – *by telephone*
Mason, Ken – Member of the Board – *by telephone*
Noriega, Raquel – Member of the Board – *by telephone*

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
Nuzzo, Patsy	USAC

ACTION ITEMS:

- a1. Personnel Matter – Amended 2013 Salary Increase Program for USAC Employees.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Mr. Capozzi

To expedite navigation, please use the bookmarks located in the Navigation Pane.

recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *personnel matters*.

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

RESOLVED, that the USAC Executive Committee determines that consideration of an amended salary increase program for USAC employees shall be conducted in *Executive Session*.

At 2:04 p.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential and proprietary item noted above.

EXECUTIVE SESSION

a1. Personnel Matter – Amended 2013 Salary Increase Program for USAC Employees. Mr. Barash presented this item for discussion.

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

RESOLVED, that the USAC Board of Directors Executive Committee, after reviewing the amended 2013 salary increase program for USAC employees, hereby directs USAC management to implement the amended salary increase program.

At 2:34 p.m. Eastern Time, on a motion duly made and seconded, the Committee adjourned from *Executive Session* and immediately reconvened in *Open Session*, at which time Dr. Talbott reported that in *Executive Session*, the Committee discussed item a1 above. On a motion duly made and seconded, the Committee adjourned at 2:35 p.m. Eastern Time.

/s/ David A. Capozzi
Assistant Secretary

**Universal Service Administrative Company
Executive Committee Quarterly Meeting
Agenda**

**Thursday, October 24, 2013
11:00 a.m. – 12:30 p.m. Eastern Time
USAC Offices
2000 L Street, N.W., Suite 200
Washington, D.C. 20036**

ACTION ITEMS

- a1.** Approval of Executive Committee Meeting Minutes of July 25, 2013, August 26, 2013 and September 9, 2013
- a2.** Miscellaneous. Solicit ideas for January 2014 Committee meeting agenda.

INFORMATION ITEMS

- i1.** Procurement Update – **Confidential** – *Executive Session Recommended*
Same as iBOD07cf
- i2.** Quarterly Report on Universal Service Fund Contribution Matters – **Confidential** –
Executive Session Recommended
Same as iBOD06cf
- i3.** FCC-USAC Executive Committee Quarterly Meeting Agenda – **Confidential** –
Executive Session Recommended
- i4.** Miscellaneous

Next Scheduled USAC Executive Committee Meeting

**Thursday, January 23, 2014
11:00 a.m. – 12:30 p.m. Eastern Time
USAC Offices, Washington, D.C.**

UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
2000 L Street, N.W., Suite 200
Washington, D.C. 20036

EXECUTIVE COMMITTEE MEETING
Thursday, October 24, 2013

MINUTES

The quarterly meeting of the Executive Committee (Committee) of the Board of Directors (Board) of the Universal Service Administrative Company (USAC) was held at USAC's offices in Washington, D.C. on Thursday, October 24, 2013. Dr. Brian Talbott, Board Chair, called the meeting to order at 11:03 a.m. Eastern Time with a quorum of six of the seven Committee members present:

Barash, Scott – Acting Chief Executive Officer
Campbell, Anne – *by telephone*
Gillan, Joe – *by telephone*
Jacobs, Ellis – *by telephone*
Lubin, Joel – Vice Chair – *by telephone*
Talbott, Dr. Brian – Board Chair – *by telephone*

Members of the Committee not present:

Jortner, Wayne – Treasurer

Other Board members and officers of the corporation present:

Capozzi, David – Acting General Counsel and Assistant Secretary
Case, David – Vice President of Finance, Chief Financial Officer and Assistant Treasurer
Belden, Richard – Chief Operating Officer
Jimenez, Jose – Member of the Board – *by telephone*
Noriega, Raquel – Member of the Board – *by telephone*
Scott, Wayne – Vice President of Internal Audit – *by telephone*

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
Amalfitano, Vince – <i>by telephone</i>	FCC
Iversen, Eric	USAC
Nuzzo, Patsy	USAC
Salvator, Charles	USAC
Spade, Gina – <i>by telephone</i>	FCC

ACTION ITEMS:

- a1. Approval of Executive Committee Meeting Minutes of July 25, 2013, August 26, 2013 and September 9, 2013.** On a motion duly made and seconded, the Committee approved the minutes, as written, of the Executive Committee meetings of July 25, 2013, August 26, 2013 and September 9, 2013
- a2. Miscellaneous. Solicit Ideas for the January 2014 Committee Meeting Agenda.** Dr. Talbott reminded Committee members that they may offer suggestions for agenda items at each quarterly meeting. Ideas may be submitted to Dr. Talbott, Mr. Lubin or Mr. Barash between quarterly meetings.

INFORMATION ITEMS:

- i1. Procurement Update.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration*.

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

RESOLVED, that the USAC Executive Committee determines that the discussion of the procurement matters associated with this item shall be conducted in *Executive Session*.

- i2. Quarterly Report on Universal Service Fund Contribution Matters.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this report relates to specific *internal controls, and/or confidential company data, and may also include pre-decisional matters pending before the FCC*. In addition, *47 C.F.R. § 54.711(b) requires USAC to keep all data obtained from contributors confidential*.

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

RESOLVED, that the discussion of the quarterly report on USF contribution matters shall be conducted in *Executive Session*.

- i3. FCC-USAC Executive Committee Quarterly Meeting Agenda.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's

To expedite navigation, please use the bookmarks located in the Navigation Pane.

procurement strategy and contract administration, pre-decisional matters pending before the FCC, and may also include discussion of personnel matters and attorney/client privileged communications.

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

RESOLVED, that the USAC Executive Committee determines that discussion of the FCC-USAC Executive Committee quarterly meeting agenda shall be conducted in *Executive Session*.

At 11:06 a.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential and proprietary items noted above.

EXECUTIVE SESSION:

- i1. Procurement Update.** Mr. Belden presented this item for discussion.
- i2. Quarterly Report on Universal Service Fund Contribution Matters.** Mr. Belden presented this item for discussion.

At 11:25 a.m. Eastern Time, the Committee continued in *Executive Session* with only members of the Board, officers and staff present.

- i3. FCC-USAC Executive Committee Quarterly Meeting Agenda.** Mr. Barash presented this item for discussion.

At 11:45 a.m. Eastern Time, on a motion duly made and seconded, the Committee adjourned from *Executive Session* and immediately reconvened in *Open Session*, at which time Dr. Talbott reported that in *Executive Session*, the Committee discussed items i1, i2 and i3 above. On a motion duly made and seconded, the Committee adjourned at 11:47 a.m. Eastern Time.

/s/ David A. Capozzi
Assistant Secretary

To expedite navigation, please use the bookmarks located in the Navigation Pane.

**Universal Service Administrative Company
Executive Committee Meeting
Agenda**

**Tuesday, November 19, 2013
3:30 p.m. – 4:00 p.m. Eastern Time
USAC Offices
2000 L Street, N.W., Suite 200
Washington, D.C. 20036**

ACTION ITEMS

- a1.** Consideration of Contract Award for Payment Quality Assurance Program
Support Services – *Confidential – Executive Session Recommended*

Next Scheduled USAC Executive Committee Meeting

**Thursday, January 23, 2014
11:00 a.m. – 12:30 a.m. Eastern Time
USAC Offices, Washington, D.C.**

UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
2000 L Street, N.W., Suite 200
Washington, D.C. 20036

EXECUTIVE COMMITTEE MEETING
Tuesday, November 19, 2013

MINUTES

A meeting of the Executive Committee (Committee) of the Board of Directors (Board) of the Universal Service Administrative Company (USAC) was held at USAC's offices in Washington, D.C. on Tuesday, November 19, 2013. Dr. Brian Talbott, Board Chair, called the meeting to order at 3:32 p.m. Eastern Time, with five of the seven Committee members present:

Barash, Scott – Acting CEO – <i>by telephone</i>	Lubin, Joel – <i>by telephone</i>
Gillan, Joseph – <i>by telephone</i>	Talbott, Dr. Brian – Chair – <i>by telephone</i>
Jacobs, Ellis – <i>by telephone</i>	

Members of the Committee not present:

Campbell, Anne
Jortner, Wayne - Treasurer

Other Members of the Board and officers of the corporation present:

Capozzi, David – Acting General Counsel and Assistant Secretary
Case, David – Vice President of Finance, Chief Financial Officer and Assistant Treasurer
Schell, Julie Tritt – *by telephone*
Wayne, Scott – Vice President of Internal Audit

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
Nuzzo, Patsy	USAC
Salvator, Charles	USAC
Spade, Gina – <i>by telephone</i>	FCC

ACTION ITEMS:

- a1. Consideration of Contract Award for Payment Quality Assurance Program Support Services.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration*.

To expedite navigation, please use the bookmarks located in the Navigation Pane.

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

RESOLVED, that the USAC Executive Committee determines that consideration of the recommended contract award to purchase USAC Payment Quality Assurance Program services shall be conducted in *Executive Session*.

At 3:34 p.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential and proprietary item noted above.

EXECUTIVE SESSION

- a1. Consideration of Contract Award for Payment Quality Assurance Program Support Services.** Mr. Case presented this item for discussion.

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

RESOLVED, that the USAC Executive Committee, having reviewed the recommendation of USAC management, hereby authorizes management, consistent with any necessary FCC approvals, to procure Payment Quality Assurance Program services described in this paper from Cotton & Company for one base year and two one-year options for a total firm fixed price of \$6,240,000.

On a motion duly made and seconded, the Committee recessed from *Executive Session* and immediately reconvened in *Open Session*, at which time Dr. Talbott reported that in *Executive Session*, the Committee discussed item a1 above. On a motion duly made and seconded, the Committee adjourned at 3:42 p.m. Eastern Time.

/s/ David A. Capozzi
Assistant Secretary

UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
2000 L Street, N.W., Suite 200
Washington, D.C. 20036

EXECUTIVE COMMITTEE ACTION
November 26, 2013

MINUTES

On November 26, 2013, an issue paper was circulated to the Executive Committee concerning approval to award a contract for information security assessment services. This action item was originally considered during the Board at its meeting on October 29, 2013 during which the Board approved management's recommendation to award a contract to GBTI Solutions for a fixed fee of \$121,252.82. GBTI had submitted a bid using GSA pricing. When USAC informed GBTI that it would be awarded a contract, GBTI retracted its bid stating that subsequent to submitting its bid it became aware USAC is not eligible to purchase from the GSA schedule and its contractual relations with other commercial customers preclude it from offering GSA schedule pricing to USAC. GBTI's new proposed price was in excess of \$208,000. USAC then determined to award the contract to the next lowest bidder from the original procurement, TWM Associates, Inc. TWM's bid is \$190,623.08. USAC management recommended that the Executive Committee rescind the original contract award approval and award the contract to TWM.

Voting was conducted electronically for this matter. USAC's By-laws, Article II, Section 9, require that for the Committee to adopt the recommended resolution (by electronic voting), all seven Committee members were required to approve the resolution (i.e., a unanimous vote in the affirmative is required without abstention or a no vote.) Responses were timely received providing unanimous consent from all seven members of the Executive Committee and the Committee adopted the following resolutions

RESOLVED, that the USAC Executive Committee, having reviewed the recommendation of USAC management, hereby authorizes management, consistent with any necessary FCC approvals, to rescind the approval of the award of 2013 information systems security assessment services to GBTI Solutions, and instead award the contract to TWM Associates, Inc. for a fixed fee in the amount of \$190,623.08, including travel for field work and onsite meetings.

/s/ David A. Capozzi
Assistant Secretary

**Universal Service Administrative Company
Executive Committee Meeting
Agenda**

**Friday, December 13, 2013
2:00 p.m. – 3:00 p.m. Eastern Time
USAC Offices
2000 L Street, N.W., Suite 200
Washington, D.C. 20036**

ACTION ITEMS

- | | |
|------------|--|
| a1. | Consideration of Contract Award for 2014 Liability Insurance Broker and Policies – <i>Confidential – Executive Session Recommended</i> |
| a2. | Consideration of a 2014 Merit-Based Salary Increase Program for USAC Employees – <i>Confidential & Proprietary – Executive Session Recommended</i> |
| a3. | Consideration of a Temporary Extension of the 2008 FCC-USAC Memorandum of Understanding – <i>Confidential – Executive Session Recommended</i> |

Next Scheduled USAC Executive Committee Meeting

**Thursday, January 23, 2014
11:00 a.m. – 12:30 a.m. Eastern Time
USAC Offices, Washington, D.C.**

UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
2000 L Street, N.W., Suite 200
Washington, D.C. 20036

EXECUTIVE COMMITTEE MEETING
Friday December 13, 2013

MINUTES

A meeting of the Executive Committee (Committee) of the Board of Directors (Board) of the Universal Service Administrative Company (USAC) was held at USAC's offices in Washington, D.C. on Friday, December 13, 2013. At the request of Dr. Talbott, Joel Lubin, Board Vice Chair, called the meeting to order at 2:03 p.m. Eastern Time, with all seven Committee members present:

Barash, Scott – Acting CEO – <i>by telephone</i>	Jortner, Wayne – <i>by telephone</i>
Campbell, Anne – <i>by telephone</i>	Lubin, Joel – Vice Chair – <i>by telephone</i>
Gillan, Joseph – <i>by telephone</i>	Talbott, Dr. Brian – Chair – <i>by telephone</i>
Jacobs, Ellis – <i>by telephone</i>	

Other Members of the Board and officers of the corporation present:

Belden, Richard – Chief Operating Officer
Capozzi, David – Acting General Counsel and Assistant Secretary
Case, David – Vice President of Finance, Chief Financial Officer and Assistant Treasurer
Noriega, Raquel – Member of the Board – *by telephone*
Schell, Julie Tritt – Member of the Board – *by telephone*
Scott, Wayne – Vice President of Internal Audit

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
Nuzzo, Patsy	USAC
Spade, Gina – <i>by telephone</i>	FCC

ACTION ITEMS:

- a1. Consideration of Contract Award for 2014 Liability Insurance Broker and Policies.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration*.

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

RESOLVED, that the USAC Executive Committee determines that consideration of the recommended contract award for 2014 Liability Insurance Broker and Policies shall be conducted in *Executive Session*.

- a2. Consideration of 2014 Merit-Based Salary Increase Program for USAC Employees.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this is a *personnel matter*.

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

RESOLVED, that the USAC Executive Committee determines that consideration of the 2014 Merit-Based Salary Increase Program for USAC Employees shall be conducted in *Executive Session*.

- a3. Consideration of Temporary Extension of the 2008 FCC-USAC Memorandum of Understanding.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this matter is *subject to the attorney/client privilege*.

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

RESOLVED, that the USAC Executive Committee determines that consideration of the temporary extension of the 2008 FCC-USAC Memorandum of Understanding shall be conducted in *Executive Session*.

At 2:05 p.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential and proprietary items noted above.

EXECUTIVE SESSION

- a1. Consideration of Contract Award for 2014 Liability Insurance Broker and Policies.** Mr. Belden presented this item to the Committee for discussion.

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

RESOLVED, that the USAC Executive Committee, having reviewed the recommendation of USAC management, hereby authorizes management to award a contract to acquire the 2014 workers compensation and liability insurance policies described herein from Wells Fargo Insurance Services

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for a total firm-fixed-price of \$123,525, subject to a true-up in workers' compensation insurance expense based on actual payroll figures as of the end of 2014.

At 2:20 p.m. Eastern Time, the Committee continued in *Executive Session* with only members of the Board, officers and staff present.

- a2. Consideration of 2014 Merit-Based Salary Increase Program for USAC Employees.** Mr. Barash presented this item to the Committee for discussion.

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

RESOLVED, that the USAC Executive Committee, having reviewed the recommendation of the Executive Compensation Committee, hereby adopts the recommendation of the Executive Compensation Committee and recommends that the USAC Board of Directors approve a 2014 merit-based salary increase program for USAC employees based on an average increase of 2.9 percent.

- a3. Consideration of Temporary Extension of the 2008 FCC-USAC Memorandum of Understanding.** Mr. Barash presented this item to the Committee for discussion.

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

RESOLVED, that the USAC Executive Committee hereby authorizes the USAC Acting Chief Executive Officer to execute an extension of the 2008 FCC-USAC Memorandum of Understanding for a period up to July 31, 2014 following conclusion of discussions between USAC and FCC staff on the actual date through which such extension will run.

At 2:37 p.m. Eastern Time, on a motion duly made and seconded, the Committee recessed from *Executive Session* and immediately reconvened in *Open Session*, at which time Mr. Lubin reported that in *Executive Session*, the Committee discussed items a1, a2 and a3 above. On a motion duly made and seconded, the Committee adjourned at 2:38 p.m. Eastern Time.

/s/ David A. Capozzi
Assistant Secretary