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

**Tuesday, January 10, 2017
5:00 p.m. – 6:00 p.m. Eastern Time
USAC Offices
2000 L Street, N.W., Suite 200
Washington, D.C. 20036**

ACTION ITEMS

Wayne	a1. Audit Reports Review Process. – <i>Executive Session Recommended.</i>
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Next Scheduled USAC Executive Committee Meeting

**Thursday, January 26, 2017
11:00 a.m. – 12:30 p.m. Eastern Time
USAC Offices, Washington, D.C.**

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

EXECUTIVE COMMITTEE MEETING
Tuesday, January 10, 2017

MINUTES

The meeting of the USAC Board of Directors (Board) Executive Committee (Committee) was held at USAC's offices in Washington, D.C. on Tuesday, January 10, 2017. Dr. Brian Talbott, Chair, called the meeting to order at 5:02 p.m. Eastern Time with all seven Committee members present, establishing a quorum (there is one vacancy).

Domenech, Dr. Dan – Chair, Schools and Libraries Committee – *by telephone*
Gillan, Joe – Chair, Audit Committee – *by telephone*
Henderson, Chris – Chief Executive Officer
Jacobs, Ellis – Secretary, USAC Board – *by telephone*
Lubin, Joel – Vice Chair, USAC Board – *by telephone*
Talbott, Dr. Brian – Chair, USAC Board – *by telephone*
Wibberly, Dr. Kathy – Chair, Rural Health Care Committee – *by telephone*

Other Board members and officers of the corporation present:

Bocher, Bob – Member of the Board – *by telephone*
Feiss, Geoff – Member of the Board – *by telephone*
Robinson, Vickie – Vice President and General Counsel
Salvator, Charles – Vice President of Finance and Chief Financial Officer
Scott, Wayne – Vice President of Internal Audit
Sweeney, Mark – Chief Operating Officer

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
King, Lauren	USAC
McNeff, Kristina	USAC
Nuzzo, Patsy	USAC

OPEN SESSION

- a1. Audit Reports Review Process.** Ms. Robinson recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *internal controls and includes attorney/client privileged communications*.

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 hereby approves the Audit Reports Review Process be discussed in *Executive Session*.

At 05:03 p.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential items noted above.

EXECUTIVE SESSION

- a1. Audit Reports Review Process.** Mr. Henderson. Mr. Scott and Ms. Robinson presented this item to the Committee for discussion.

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

RESOLVED, that the USAC Executive Committee recognizes the value the Board of Directors and each Programmatic Committee play in ensuring that the fiduciary responsibilities of the Board are appropriately discharged;

RESOLVED FURTHER, that the USAC Executive Committee recognizes the duty of USAC and its Board of Directors to take all action necessary to preserve auditor independence in accordance with Generally Accepted Government Auditing Standards; and

RESOLVED FURTHER, that, as a result of the foregoing resolutions, the Executive Committee affirms the change in the audit review process outlined by USAC management in the Action Item Memorandum accompanying these resolutions.

At 5:39 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 item a1. On a motion duly made and seconded, the Committee adjourned at 5:40 p.m. Eastern Time.

/s/ Vickie Robinson
Assistant Secretary

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

Thursday, January 26, 2017 11:00 a.m. – 12:30 p.m. Eastern Time USAC Offices 700 12th Street, N.W., Suite 900 Washington, D.C. 20005

<u>OPEN SESSION</u>		<i>Estimated Duration in Minutes</i>
Chair	a1. Consent Items (each available for discussion upon request): A. Approval of Executive Committee Meeting Minutes of October 20, 2016 and, January 10, 2016. B. Approval of moving all <i>Executive Session</i> items into <i>Executive Session</i> .	5

<u>EXECUTIVE SESSION</u>		
Chris	i1. Business Update – Confidential – <i>Executive Session</i> Recommended: <ul style="list-style-type: none">• Projected USF Contribution Rate for 2nd Quarter 2017.• General Business Update.	30

Next Scheduled USAC Executive Committee Meeting

Thursday, April 20, 2017 11:00 a.m. – 12:30 p.m. Eastern Time USAC Offices, Washington, D.C.

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

EXECUTIVE COMMITTEE MEETING
Thursday, January 26, 2017

MINUTES

The quarterly meeting of the USAC Board of Directors (Board) Executive Committee (Committee) was held at USAC's offices in Washington, D.C. on Thursday, January 26, 2017 . At the request of Dr. Brian Talbott, Chair, called the meeting to order at 11:02 a.m. Eastern Time with a quorum of five of the seven Committee members present (there is one vacancy).

Henderson, Chris – Chief Executive Officer
Jacobs, Ellis – Secretary, USAC Board
Lubin, Joel – Vice Chair, USAC Board – *by telephone*
Talbot, Dr. Brian – Chair, USAC Board – *by telephone*
Wibberly, Dr. Kathy – Chair, Rural Health Care Committee – *by telephone*

Members of the Committee not present:

Domenech, Dr. Dan – Chair, Schools and Libraries Committee
Gillan, Joe – Chair, Audit Committee

Other Board members and officers of the corporation present:

Bocher, Bob – Member of the Board – *by telephone*
Buzacott, Alan – Member of the Board – *by telephone*
Fontana, Brent – Member of the Board – *by telephone*
Garber, Michelle – Vice President of Lifeline
Hays, Kate Vice President of Stakeholder Engagement
Kinser, Cynthia – Member of the Board *by telephone*
Poulin, Chera – Vice President of People, Change and Culture *by telephone*
Robinson, Vickie – Vice President, General Counsel and Assistant Secretary
Salvator, Charles – Vice President of Finance and Chief Financial Officer
Scott, Wayne – Vice President of Internal Audit
Sweeney, Mark – Chief Operating Officer

Others present for the meeting:

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

OPEN SESSION

a1. Consent Items. Dr. Talbott presented this item to the Committee.

A. Committee meeting minutes of October 20, 2016 and January 10, 2017.

B. Approval for discussing in *Executive Session* agenda items:

- (1) i1 – Business Update. USAC management recommends that this matter be discussed in *Executive Session* because the report relates to USAC's *procurement strategy and contract administration* and *pre-decisional matters pending before the FCC*.

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 hereby approves the Committee meeting minutes of October 20, 2016 and January 10, 2017, and discussion in *Executive Session* of the Business Update.

At 11:03 a.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential items noted above.

EXECUTIVE SESSION

ii. Business Update. Mr. Henderson presented these item to the Committee for discussion.

At 11:25 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 item i1. On a motion duly made and seconded, the Committee adjourned at 11:25 a.m. Eastern Time.

/s/ Vickie Robinson
Assistant Secretary

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

Thursday, April 20, 2017 11:00 a.m. – 12:00 p.m. Eastern Time USAC Offices 700 12th Street, N.W., Suite 900 Washington, D.C. 20005

<u>OPEN SESSION</u>		<i>Estimated Duration in Minutes</i>
Chair	a1. Consent Items (each available for discussion upon request): A. Approval of Executive Committee Meeting Minutes of January 26, 2017. B. Approval of moving all <i>Executive Session</i> items into <i>Executive Session</i> .	5

<u>EXECUTIVE SESSION</u>		<i>Estimated Duration in Minutes</i>
Chris/ Charlie	ii. Business Update – Confidential – <i>Executive Session Recommended</i> <ul style="list-style-type: none">• Projected USF Contribution Rate for 3rd Quarter 2017.• General Business Update.	20

Next Scheduled USAC Executive Committee Meeting

Thursday, July 20, 2017 11:00 a.m. – 12:30 a.m. Eastern Time USAC Offices, Washington, D.C.
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UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
700 12th Street, N.W., Suite 900
Washington, D.C. 20005

EXECUTIVE COMMITTEE MEETING
Thursday, April 20, 2017

MINUTES

The quarterly meeting of the USAC Board of Directors (Board) Executive Committee (Committee) was held at USAC's offices in Washington, D.C. on Thursday, April 20, 2017. Dr. Brian Talbott, Chair, called the meeting to order at 11:02 a.m. Eastern Time with a quorum of five of the eight Committee members present.

Brisé, Ronald – Treasurer – *by telephone*
Gillan, Joe – Chair of Audit Committee – *by telephone*
Henderson, Chris – CEO
Lubin, Joel – Vice Chair, USAC Board – *by telephone*
Talbot, Dr. Brian – Chair, USAC Board – *by telephone*

Members of the Committee not present:

Domenech, Dr. Dan – Chair, Schools and Libraries Committee
Jacobs, Ellis – Secretary
Wibberly, Dr. Kathy – Chair of Rural Health Care Committee

Other Board members and officers of the corporation present:

Buzacott, Alan – Member of the Board – *by telephone*
Davis, Craig – Vice President of Schools & Libraries
Fontana, Brent – Member of the Board – *by telephone*
Hays, Kate – Vice President of Stakeholder Engagement
Kinser, Cynthia – Member of the Board – *by telephone*
Lee, Karen – Vice President of Rural Health Care
Mason, Ken – Member of the Board – *by telephone*
Poulin, Chera – Vice President of People, Culture and Change – *by telephone*
Robinson, Vickie – Vice President, General Counsel and Assistant Secretary
Salvator, Charles – Vice President of Finance, Chief Financial Officer and
Assistant Treasurer
Scott, Wayne – Vice President of Internal Audit
Sweeney, Mark – Chief Operating Officer
Taylor, Pete – Vice President of Information Technology and Chief Information
Officer
Wein, Olivia – Member of the Board – *by telephone*

Others present for the meeting:

NAME
Nuzzo, Patsy

COMPANY
USAC

OPEN SESSION

a1. Consent Items. Dr. Talbott presented this item to the Committee.

A. Committee meeting minutes of January 26, 2017.

B. Approval for discussing in *Executive Session* agenda items:

- (1) i1 – Business Update. USAC management recommends that this matter be discussed in *Executive Session* because the report 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, and after discussion, the Committee adopted the following resolution:

RESOLVED, that the USAC Board of Directors Executive Committee hereby approves the Committee meeting minutes of January 26, 2017 and discussion in *Executive Session* of the item noted above.

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 items noted above.

EXECUTIVE SESSION

i1. Business Update. Mr. Henderson and Mr. Salvator presented these items to the Committee for discussion.

- Projected USF Contribution Rate for 3rd Quarter 2017.
- General Business Update.

At 11:46 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 item i1. On a motion duly made and seconded, the Committee adjourned at 11:46 a.m. Eastern Time.

/s/ Vickie Robinson
Assistant Secretary

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

**Thursday, June 15, 2017
3:00 p.m. – 4:00 p.m. Eastern Time
USAC Offices
700 12th Street, N.W., Suite 900
Washington, D.C. 20005**

EXECUTIVE SESSION

Vickie

**a1. Personnel Matter – Confidential. Attorney/Client Privileged
Communication – *Executive Session Recommended.***

Next USAC Executive Committee Meeting

**Thursday, July 20, 2017
11:00 a.m. – 12:30 p.m. Eastern Time
USAC Offices, Washington, D.C.**

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

EXECUTIVE COMMITTEE MEETING
Thursday, June 15, 2017

MINUTES

A meeting of the USAC Board of Directors (Board) Executive Committee (Committee) was held at USAC's offices in Washington, D.C. on Thursday, June 15, 2017. Dr. Brian Talbott, Chair, called the meeting to order at 3:04 p.m. Eastern Time with a quorum of all eight Committee members present.

Brisé, Ronald – Treasurer – *by telephone*
Domenech, Dr. Dan – *by telephone*
Gillan, Joe – *by telephone*
Jacobs, Ellis – Secretary – *by telephone*
Lubin, Joel – Vice Chair – *by telephone*
Robinson, Vickie – Acting CEO, General Counsel and Assistant Secretary
Talbot, Dr. Brian – Chair – *by telephone*
Wibberly, Dr. Kathy – *by telephone*

Other Board members and officers of the corporation present:

Bocher, Bob – Member of the Board – *by telephone*
Feiss, Geoff – Member of the Board – *by telephone*
Kinser, Cynthia – Member of the Board – *by telephone*
Poulin, Chera – Vice President of People, Culture and Change – *by telephone*
Salvator, Charles – Vice President of Finance, Chief Financial Officer and
Assistant Treasurer
Scott, Wayne – Vice President of Internal Audit
Sweeney, Mark – Chief Operating Officer

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
Nuzzo, Patsy	USAC
Barmak, David – <i>by telephone</i>	Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

OPEN SESSION

- a1. Personnel Matter.** Ms. Robinson recommended that discussion of this item occur in *Executive Session* because it involves an internal personnel matter and includes *attorney/client privileged communications*.

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

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

RESOLVED, that the Executive Committee determines that the discussion of this item be conducted in *Executive Session*.

At 3:06 p.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential items noted above.

EXECUTIVE SESSION

a1. Personnel Matter. Ms. Robinson presented this item for consideration. After extensive discussion, Mr. Gillan suggested an alternate resolution, with Mr. Ellis and Mr. Lubin seconding the following:

On a motion duly made and seconded and after discussion, with Ms. Robinson abstaining, the Committee adopted the following resolution:

RESOLVED, that USAC propose to the FCC a corrective action that the individuals involved be approached and USAC negotiate a lesser amount than agreed and that they waive all rights to litigation.

At 4:59 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 item a1. On a motion duly made and seconded, the Committee adjourned at 05:00 p.m. Eastern Time.

/s/ Vickie Robinson
Assistant Secretary

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

**Friday, July 7, 2017
2:00 p.m. – 3:00 p.m. Eastern Time
USAC Offices
700 12th Street, N.W., Suite 900
Washington, D.C. 20005**

<u>LEAD</u>	<u>EXECUTIVE SESSION</u>
Vickie	a1. Consideration of a Personnel Matter – Confidential & Proprietary – <i>Attorney/Client Privileged Communication. Executive Session.</i>

Next USAC Executive Committee Meeting

**Thursday, July 20, 2017
11:00 a.m. – 12:00 p.m. Eastern Time
USAC Offices, Washington, D.C.**

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

EXECUTIVE COMMITTEE MEETING
Friday, July 7, 2017

MINUTES

A meeting of the USAC Board of Directors (Board) Executive Committee (Committee) was held at USAC's offices in Washington, D.C. on Friday July 7, 2017. Dr. Brian Talbott, Chair, called the meeting to order at 2:01 p.m. Eastern Time with a quorum of five of the eight Committee members present.

Gillan, Joe – *by telephone*

Jacobs, Ellis – Secretary – *by telephone*

Lubin, Joel – Vice Chair – *by telephone*

Robinson, Vickie – Acting CEO, General Counsel and Assistant Secretary – *by telephone*

Talbott, Dr. Brian – Chair – *by telephone*

Dr. Dan Domenech joined the meeting by telephone at 2:04 p.m. Eastern Time and participated in the discussion and vote on item a1.

Members of the Committee not present:

Brisé, Ronald – Treasurer

Wibberly, Dr. Kathy

Other Board members and officers of the corporation present:

Bocher, Bob – Member of the Board – *by telephone*

Buzacott, Allan – Member of the Board – *by telephone*

Kinser, Cynthia – Member of the Board – *by telephone*

Mason, Ken – Member of the Board – *by telephone*

Poulin, Chera – Vice President of People, Culture and Change

Salvator, Charles – Vice President of Finance, Chief Financial Officer and Assistant Treasurer – *by telephone*

Sweeney, Mark – Chief Operating Officer – *by telephone*

Others present for the meeting:

NAME

Hamm, Aaron

Nuzzo, Patsy

COMPANY

USAC

USAC

OPEN SESSION

- a1. Personnel Matter.** Ms. Robinson recommended that discussion of this item occur in *Executive Session* because it is a *personnel matter and is subject to attorney-client privilege*.

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

RESOLVED, that the Executive Committee determines that the discussion of this item be conducted in *Executive Session*.

At 2:03 p.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential items noted above.

EXECUTIVE SESSION

- a1. Personnel Matter.** Ms. Robinson presented this item for consideration.

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

RESOLVED, that the USAC Executive Committee hereby approves the Chief Executive Officer job description, the key events required to complete a search for a permanent replacement for the Chief Executive Officer, and the RFP for executive recruiting services, with authorization to make necessary adjustments based on relevant feedback.

At 2:15 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 item a1. On a motion duly made and seconded, the Committee adjourned at 2:16 p.m. Eastern Time.

/s/ Vickie Robinson
Assistant Secretary

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

<p>Thursday, July 20, 2017 11:00 a.m. – 12:30 p.m. Eastern Time USAC Offices 700 12th Street, N.W., Suite 900 Washington, D.C. 20005</p>

<u>OPEN SESSION</u>		<i>Estimated Duration in Minutes</i>
Chair	<p>a1. Consent Items (each available for discussion upon request):</p> <ul style="list-style-type: none"> A. Approval of Executive Committee Meeting Minutes of April 20, 2017, June 15, 2017 and July 7, 2017. B. Approval of moving all <i>Executive Session</i> items into <i>Executive Session</i>. 	5

<u>EXECUTIVE SESSION</u>		<i>Estimated Duration in Minutes</i>
Wayne	<p>a2. Action on Five USAC Internal Audit Division Operational Audit Reports – Confidential – <i>Executive Session Recommended</i>.</p> <p style="text-align: center;"><i>Same as aAC03cf</i></p>	20
Charlie/ Vickie	<p>i1. Business Update – Confidential – <i>Executive Session Recommended</i>.</p> <ul style="list-style-type: none"> • Projected USF Contribution Rate for 4th Quarter 2017. • General Business Update. 	15
Vickie	<p>a3. Personnel Matter – Confidential – <i>Executive Session Recommended</i>.</p>	20
Vickie/ Joel	<p>i2. Revision of Executive Compensation Committee Charter – Confidential – <i>Executive Session Recommended</i>.</p>	15
Vickie	<p>i3. Update on CEO Search – Confidential – <i>Executive Session Recommended</i>.</p>	15

Next Scheduled USAC Executive Committee Meeting

<p>Thursday, October 19, 2017 11:00 a.m. – 12:30 a.m. Eastern Time USAC Offices, Washington, D.C.</p>
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UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
700 12th Street, N.W., Suite 900
Washington, D.C. 20005

EXECUTIVE COMMITTEE MEETING
Thursday, July 20, 2017

MINUTES¹

The quarterly meeting of the USAC Board of Directors (Board) Executive Committee (Committee) was held at USAC's offices in Washington, D.C. on Thursday, July 20, 2017. Mr. Joel Lubin, Vice Chair of the Committee, called the meeting to order at 11:23 a.m. Eastern Time with a quorum of six of the eight Committee members present:

Brisé, Ronald – Treasurer – *by telephone*
Domenech, Dr. Dan – *by telephone*
Gillan, Joe – Chair of Audit Committee – *by telephone*
Lubin, Joel – Vice Chair, USAC Board – *by telephone*
Robinson, Vickie – Acting Chief Executive Officer, General Counsel and Assistant Secretary
Talbot, Dr. Brian – Chair, USAC Board – *by telephone*

Dr. Kathy Wibberly joined the call at 11:24 a.m. Eastern Time by telephone. She did not vote on item a1.

Members of the Committee not present:

Jacobs, Ellis – Secretary

Other Board members and officers of the corporation present:

Davis, Craig – Vice President of Schools & Libraries
Feiss, Geoff – Member of the Board – *by telephone*
Fontana, Brent – Member of the Board – *by telephone*
Garber, Michelle – Vice President of Lifeline
Gaither, Victor – Vice President of High Cost
Kinser, Cynthia – Member of the Board
Lee, Karen – Vice President of Rural Health Care
Poulin, Chera – Vice President and Chief Human Resources Officer
Salvator, Charles – Vice President of Finance, Chief Financial Officer and Assistant Treasurer
Scott, Wayne – Vice President of Internal Audit
Shah, Hemang – Vice President of Enterprise Portfolio Management
Sweeney, Mark – Chief Operating Officer
Wein, Olivia – Member of the Board – *by telephone*

¹ Draft resolutions were presented to the Committee prior to the Committee meeting. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language where necessary or to correct grammatical or spelling errors.

Others present:

<u>NAME</u>	<u>COMPANY</u>
Anderson, Jarnice	USAC
Delmar, Teleshia	USAC
Hughet, Pamela	USAC
Hutchinson, Kyle	USAC
King, Lauren	USAC
Mitchell, Tamika	USAC
Nuzzo, Patsy	USAC
Simab, Habib	USAC
Theobald, Fred	USAC

OPEN SESSION

a1. Consent Items. Mr. Lubin presented this item to the Committee.

A. Approval of Executive Committee Meeting Minutes of April 20, 2017, June 15, 2017 and July 7, 2017.

B. Approval for discussing in *Executive Session* agenda items:

- (1) **a2** – Action on Five USAC Internal Audit Division Operational Audit Reports. USAC management recommends that this matter be discussed in *Executive Session* because these reports relate to *specific internal controls, and/or confidential company data* that would constitute a discussion of internal rules and procedures
- (2) **i1** – Business Update. USAC management recommends that this matter be discussed in *Executive Session* because this matter *includes pre-decisional matters pending before the FCC, and may also include discussion of personnel matters and attorney/client privileged communications*. In addition, *47 C.F.R. § 54.711(b) requires USAC to keep all data obtained from contributors confidential*.
- (3) **a3** – Personnel Matter. USAC management recommends this item be discussed in *Executive Session* in accordance with the approved criteria and procedures for conducting USAC Board and Committee business *in Executive Session* and because it involves an internal confidential personnel matter. This matter is also subject to *attorney/client privilege*.
- (4) **i2** – Revision of Executive Compensation Committee Charter. USAC management recommends this item be discussed in *Executive Session* in accordance with the approved criteria and procedures for conducting USAC Board and Committee business *in Executive Session* and because it involves an internal confidential personnel matter. This matter is also subject to *attorney/client privilege*.
- (5) **i3**. Update on CEO Search. USAC management recommends that this item be discussed in *Executive Session* consistent with USAC's

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long-standing practice to discuss personnel matters in *Executive Session* and to preserve privacy.

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 hereby approves the Committee meeting minutes of April 20, 2017, June 15, 2017, and July 7, 2017 and discussion in *Executive Session* of the items noted above.

At 11:27 a.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential items noted above.

EXECUTIVE SESSION

a2. Action on Five USAC Internal Audit Division Operational Audit Reports.

Mr. Scott presented this item for consideration.

On a motion duly made and seconded, and after discussion, the Committee adopted the following resolution, which was corrected to reflect the fact that multiple reports were deemed final:

RESOLVED, that the USAC Executive Committee, having reviewed the USAC Internal Audit Division (IAD) operational audit reports as listed in Exhibit I to this briefing paper, accepts the recommendations of the USAC Audit Committee and USAC management and hereby deems the reports final.

i1. Business Update. Ms. Robinson and Mr. Fred Theobald, Director of Financial Operations, presented this item to the Board for discussion.

- Projected Universal Service Fund (USF) Contribution Rate for 4th Quarter 2017.
- Overview of July Quarterly Meetings.

At 12:00 p.m. Eastern Time, the meeting continued in *Executive Session* with only the Board, officers and counsel present.

a3. Personnel Matter. Ms. Robinson presented this item to the Committee for consideration.

At 12:13 p.m. Eastern time, the meeting continued in *Executive Session* with only members of the Board and counsel present.

On a motion duly made and seconded, and after discussion, 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, having reviewed and considered the proposed options to address the potential contractual dispute that USAC management recommends, hereby approves that USAC continues to seek Commission approval to enter into a negotiated resolution and reach a monetary settlement to resolve the pending claims asserted by the two former employees.

- i2. Revision of Executive Compensation Committee Charter.** Ms. Robinson presented this item to the Committee for discussion.
- i3. Update on the CEO Search.** Ms. Robinson presented this item to the Committee for discussion.

At 12:54 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 items a2 and a3 and discussed items i1, i2 and i3. On a motion duly made and seconded, the Committee adjourned at 12:55 p.m. Eastern Time.

/s/ Vickie Robinson
Assistant Secretary

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

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

**Monday, September 11, 2017
Immediately Following the 2nd Vendor Presentation
3:00 p.m. – 4:00 p.m. Eastern Time
USAC Offices
700 12th Street N.W., Suite 900
Washington, D.C. 20005**

<u>LEAD</u>	<u>OPEN SESSION ITEMS</u>
Chair	a1. Consideration of Approval to Reimburse Board Members to Attend an Event Other Than a USAC Board or Committee.

<u>LEAD</u>	<u>EXECUTIVE SESSION ITEMS</u>
Joel	a2. Consideration of Contract Award for Executive Search Firm – <i>Confidential – Executive Session Recommended.</i>

Next USAC Executive Committee Meeting

**Tuesday, October 19, 2017
11:00 a.m. – 12:30 p.m. Eastern Time
USAC Offices, Washington, D.C.**

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

EXECUTIVE COMMITTEE MEETING
Monday, September 11, 2017

MINUTES¹

A meeting of the USAC Board of Directors (Board) Executive Committee (Committee) was held at USAC's offices in Washington, D.C. on Monday, September 11, 2017. At the request of Dr. Brian Talbott, Chair of the Committee, Mr. Joel Lubin, Vice Chair of the Committee, called the meeting to order at 5:03 p.m. Eastern Time with a quorum of six of the eight Committee members present. Ms. Robinson recused herself from this meeting.

Brisé, Ronald – Treasurer – *by telephone*
Domenech, Dr. Dan – *by telephone*
Gillan, Joe – *by telephone*
Jacobs, Ellis – Secretary – *by telephone*
Lubin, Joel – Vice Chair
Talbot, Dr. Brian – Chair – *by telephone*

Members of the Committee not present:

Robinson, Vickie – Acting Chief Executive Officer, General Counsel and Assistant Secretary
Wibberly, Dr. Kathy

Other Board members and officers of the corporation present:

Bocher, Bob – Member of the Board – *by telephone*
Kinser, Cynthia – Member of the Board – *by telephone*
Salvator, Charles – Vice President of Finance, Chief Financial Officer and Assistant Treasurer
Scott, Wayne – Vice President of Internal Audit

Others present:

<u>NAME</u>	<u>COMPANY</u>
Beckford, Ernesto	USAC
Nuzzo, Patsy	USAC
Tomlin, Nicole	USAC

¹ Draft resolutions were presented to the Committee prior to the Committee meeting. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language where necessary or to correct grammatical or spelling errors.

OPEN SESSION

- a1. **Consideration of Approval to Reimburse Board Members to Attend an Event Other Than a USAC Board or Committee.** Mr. Lubin presented this item for consideration.

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

RESOLVED, that in accordance with the *Procedures for Requesting Approval and Reimbursing a Member of the Board of Directors for Expenses Incurred in Conducting USAC Business other than Board of Directors Meetings* the Executive Committee authorizes management to reimburse those Board members who travel to Washington, D.C. for the purpose of interviewing CEO candidates, for local Board members that reviewed the executive search firms proposals at the August 29, 2017 meeting conducted that the USAC offices and for Dr. Brian Talbott and Mr. Joel Lubin to address the USAC staff on September 25, 2017.

- a2. **Consideration of Contract Award for Executive Search Firm.** Mr. Ernesto Beckford recommended that discussion of this item be conducted in *Executive Committee Session* because this matter relates to USAC's *procurement strategy and contract administration*.

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

RESOLVED, that the Executive Committee determines that the discussion of this item be conducted in *Executive Session*.

At 5:06 p.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential item noted above.

EXECUTIVE SESSION

- a2. **Consideration of Contract Award for Executive Search Firm.** Mr. Lubin presented this item for consideration.

On a motion duly made and seconded and after discussion, with Ms. Robinson not present, the Committee adopted the following resolution:

RESOLVED, that the USAC Executive Committee, having reviewed the SST recommendations and having participated in the call-back sessions described above, hereby authorizes USAC management to award a contract to Odgers Berndtson to assist the USAC Board in identifying candidates for a new CEO, for a not-to-exceed total price of \$77,000, plus expenses, plus applicable sales taxes.

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

At 5:12 p.m. Eastern Time, the Committee moved out of *Executive Session* and immediately reconvened in *Open Session*, at which time Mr. Lubin reported that in *Executive Session*, the Committee took action on item a2.

On a motion duly made and seconded, the Committee adjourned at 5:18 p.m. Eastern Time.

/s/ Ellis Jacobs
Secretary

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

<p>Thursday, October 19, 2017 11:00 a.m. – 12:30 p.m. Eastern Time USAC Offices 700 12th Street, N.W., Suite 900 Washington, D.C. 20005</p>
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<u>OPEN SESSION</u>		<i>Estimated Duration in Minutes</i>
Chair	<p>a1. Consent Items (each available for discussion upon request):</p> <p style="padding-left: 20px;">A. Approval of Executive Committee Meeting Minutes of July 20, 2017 and September 11, 2017.</p> <p style="padding-left: 20px;">B. Approval of moving all <i>Executive Session</i> items into <i>Executive Session</i>.</p>	5
Vickie	<p>a2. Solicit Ideas for January 2018 Board & Committee Meetings.</p>	5

<u>EXECUTIVE SESSION</u>		<i>Estimated Duration in Minutes</i>
Charlie	<p>i1. Information on Preliminary Annual USAC Common and Consolidated Budgets – Confidential – <i>Executive Session Recommended</i>.</p> <p style="text-align: center;"><i>Same as iBOD03cf</i></p>	30
Charlie/ Vickie	<p>i2. Business Update – Confidential – <i>Executive Session Recommended</i>.</p> <ul style="list-style-type: none"> • Contributors and Providers Business Update. • Summary of October Quarterly Meetings. 	30
Vickie	<p>i3. Discussion of FCC-USAC Executive Committee Quarterly Meeting – Confidential – <i>Executive Session</i>.</p>	20

Next Scheduled USAC Executive Committee Meeting

<p>Thursday, January 25, 2018 11:00 a.m. – 12:30 a.m. Eastern Time USAC Offices, Washington, D.C.</p>
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UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
700 12th Street, N.W., Suite 900
Washington, D.C. 20005

EXECUTIVE COMMITTEE MEETING
Thursday, October 19, 2017

MINUTES¹

The quarterly meeting of the USAC Board of Directors (Board) Executive Committee (Committee) was held at USAC's offices in Washington, D.C. on Thursday, October 19, 2017. Dr. Brian Talbott, Chair of the Committee, called the meeting to order at 11:08 a.m. Eastern Time with a quorum of five of the eight Committee members present:

Brisé, Ronald – Treasurer – *by telephone*
Gillan, Joe – Chair of Audit Committee – *by telephone*
Lubin, Joel – Vice Chair, USAC Board – *by telephone*
Robinson, Vickie – Acting Chief Executive Officer, General Counsel and Assistant Secretary
Talbot, Dr. Brian – Chair, USAC Board – *by telephone*

Members of the Committee not present:

Domenech, Dr. Daniel
Jacobs, Ellis – Secretary
Wibberly, Dr. Kathy

Other Board members and officers of the corporation present:

Bocher, Bob – Member of the Board – *by telephone*
Davis, Craig – Vice President of Schools & Libraries
Garber, Michelle – Vice President of Lifeline
Gaither, Victor – Vice President of High Cost
Lee, Karen – Vice President of Rural Health Care
Mason, Ken – Member of the Board – *by telephone*
Salvator, Charles – Vice President of Finance, Chief Financial Officer and Assistant Treasurer
Scott, Wayne – Vice President of Internal Audit
Wein, Olivia – Member of the Board – *by telephone*

Others present:

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

¹ Draft resolutions were presented to the Committee prior to the Committee meeting. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language where necessary or to correct grammatical or spelling errors.

NAME

Schreiber, Johnnay

COMPANY

USAC

OPEN SESSION

a1. Consent Items. Dr. Talbott presented this item to the Committee.

- A. Approval of Executive Committee Meeting Minutes of July 20, 2017 and September 11, 2017.
- B. Approval for discussing in *Executive Session* agenda items:
 - (1) **i1** – Information on Preliminary Annual USAC Common and Consolidated Budgets. USAC management recommends that this matter be discussed in *Executive Session* because this matter relates to USAC’s *procurement strategy and contract administration*.
 - (2) **i2** – Business Update. USAC management recommends that this matter be discussed in *Executive Session* because this matter *includes pre-decisional matters pending before the FCC, and may also include discussion of personnel matters and attorney/client privileged communications*. In addition, *47 C.F.R. § 54.711(b) requires USAC to keep all data obtained from contributors confidential*.
 - (3) **i3** – Personnel Matter and Discussion of FCC-USAC Executive Committee Quarterly Meeting. Consistent with USAC’s long-standing practice and to preserve privacy, USAC management recommends this item be discussed in *Executive Session*. This matter is also subject to *attorney/client privilege*.

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 hereby approves the Committee meeting minutes of July 20, 2017 and September 11, 2017 and discussion in *Executive Session* of the items noted above.

a2. Solicit Ideas for January 2018 Board & Committee Meetings. Ms. Robinson noted that any additional ideas, beyond the elections and board orientation for the January meetings should be sent to her attention by the end of November.

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 items noted above.

EXECUTIVE SESSION

- i1. Information on Preliminary Annual USAC Common and Consolidated Budgets.** Mr. Salvator presented this item for discussion.
- i2. Business Update.** Ms. Robinson and Mr. Salvator presented these items to the Board for discussion.
 - Contributors and Providers Business Update.
 - Overview of July Quarterly Meetings.

At 12:14 p.m. Eastern Time, the meeting continued in *Executive Session* with only members of the Board, officers and counsel present.

- i3. Personnel Matter and Discussion of FCC-USAC Executive Committee Quarterly Meeting.** Ms. Robinson and Mr. Beckford presented an update on personnel matter.

At 12:22 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 and i3. On a motion duly made and seconded, the Committee adjourned at 12:23 p.m. Eastern Time.

/s/ Ellis Jacobs
Secretary

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

**Monday, November 6, 2017
12:00 p.m. – 1:30 p.m. Eastern Time
USAC Offices
700 12th Street N.W., Suite 900
Washington, D.C. 20005**

<u>LEAD</u>	<u>ACTION ITEMS</u>
Derek Wilkinson/ Chair	a1. Consideration of Candidates for USAC Chief Executive Officer – <i>Confidential – Executive Session Recommended – Personnel Matter – Contains Highly Confidential, Sensitive Information</i>

Next Scheduled USAC Executive Committee Meeting

**Thursday, January 25, 2018
11:00 a.m. – 12:30 a.m. Eastern Time
USAC Offices, Washington, D.C.**

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

EXECUTIVE COMMITTEE MEETING
Monday, November 6, 2017

MINUTES¹

A meeting of the USAC Board of Directors (Board) Executive Committee (Committee) was held at USAC's offices in Washington, D.C. on Monday, November 6, 2017. Dr. Brian Talbott, Chair of the Committee, called the meeting to order at 12:02 p.m. Eastern Time with a quorum of six of the eight Committee members present. Ms. Robinson recused herself from this meeting.

Domenech, Dr. Dan – *by telephone*
Gillan, Joe – *by telephone*
Jacobs, Ellis – Secretary – *by telephone*
Lubin, Joel – Vice Chair
Talbott, Dr. Brian – Chair – *by telephone*
Wibberly, Dr. Kathy – *by telephone*

Members of the Committee not present:

Brisé, Ronald – Treasurer
Robinson, Vickie – Acting Chief Executive Officer, General Counsel and Assistant Secretary

Other Board members and officers of the corporation present:

Bocher, Bob – Member of the Board – *by telephone*
Buzacott, Alan – Member of the Board – *by telephone*
Choroser, Beth – Member of the Board
Feiss, Geoff – Member of the Board – *by telephone*
Gerst, Matthew – Member of the Board – *by telephone*
Kinser, Cynthia – Member of the Board – *by telephone*
Mason, Ken – Member of the Board – *by telephone*
Tinic, Atilla – Member of the Board – *by telephone*

Others present:

<u>NAME</u>	<u>COMPANY</u>
Beckford, Ernesto	USAC
Modecki, Richard	Odgers Berndtson
Nuzzo, Patsy	USAC

¹ Draft resolutions were presented to the Committee prior to the Committee meeting. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language where necessary or to correct grammatical or spelling errors.

NAME

Tomlin, Nicole
Wilkinson, Derek

COMPANY

USAC
Odgers Berndtson

OPEN SESSION

- a1. Consideration of Candidates for USAC Chief Executive Officer.** Dr. Talbott presented this item for consideration.

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

RESOLVED, that in accordance with the approved criteria and procedures for conducting USAC Board of directors (Board) and committee business in *Executive Session*, Mr. Ernesto Beckford, Senior Director and Deputy General Counsel, recommended that discussion of this *personnel matter* occur in *Executive Session*.

At 12:03 p.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential item noted above.

EXECUTIVE SESSION

- a1. Consideration of Candidates for USAC Chief Executive Officer.** Dr. Talbott and Mr. Lubin introduced this item to the Committee for consideration and Mr. Wilkinson, Partner at Odgers Berndtson, provided a high-level synopsis of the entire applicant pool, reviewed each of those selected as the smaller pool of candidates, and responded to questions from participants about each applicant.

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 hereby selects the individuals identified by the Committee during discussion be interviewed by the Board for the USAC Chief Executive Officer position.

At 1:04 p.m. Eastern Time, the Committee moved out of *Executive Session* and immediately reconvened in *Open Session*, at which time Dr. Talbott reported that in *Executive Session*, the Committee took action on item a1.

On a motion duly made and seconded, the Committee adjourned at 1:04 p.m. Eastern Time.

/s/ Ellis Jacobs
Secretary