

After discussion and deliberation, upon motion duly made and seconded, the following resolution was unanimously adopted, subject to the incorporation of any comments made by the members of the Audit Committee at the meeting:

WHEREAS, the Corporation is required to file with the Securities and Exchange Commission (the "Commission") by March 1, 2013, an Annual Report on Form 10-K for the year ended December 31, 2012 (the "Form 10-K");

Electronically Filed
Mar 30 2013 10:17 a.m.
Elizabeth A. Brown
Clerk of Supreme Court

WHEREAS, a draft of the Form 10-K proposed to be filed with the Commission was attached as Exhibit 8A to the board book for the meeting (the "Draft Form 10-K"), and each member of the Audit Committee has read the Draft Form 10-K and has provided all comments and responses they deem necessary and appropriate to the General Counsel and Chief Financial Officer of the Corporation (or their designees);

WHEREAS, the Draft Form 10-K contains year-end financial statements of the Corporation that were audited by KPMG; and

WHEREAS, management has recommended that the Audit Committee approve (i) as to form the Draft Form 10-K, with such non-material changes as the General Counsel and Chief Financial Officer of the Corporation shall deem necessary and appropriate, and (ii) the filing with the Commission of the Form 10-K (with any such non-material changes) at such time as the General Counsel and Chief Financial Officer of the Corporation shall determine;

NOW, THEREFORE, BE IT RESOLVED, that the Audit Committee hereby (i) approves, ratifies and confirms the recommendation of management concerning the approval (a) as to form of the Draft Form 10-K, with such non-material changes as the General Counsel and Chief Financial Officer of the Corporation shall deem necessary and appropriate, and (b) of the filing with the Commission of the Form 10-K (with any such non-material changes) at such time as the General Counsel and Chief Financial Officer of the Corporation shall determine; and (ii) based on the review and discussions with management and the independent registered public accounting firm referred to above, recommends to the Board of Directors that (a) the audited financial statements for the year ended December 31, 2012 be included in the Form 10-K, and (b) the Board of Directors approve as to form the Draft Form 10-K, with such non-material changes as the General Counsel and Chief Financial Officer of the Corporation shall deem necessary and appropriate, and the filing with the Commission of the Form 10-K (with any such non-material changes), at such time as the General Counsel and Chief Financial Officer of the Corporation shall determine.

Treasury Update

The seventh item of business was an update presented by Mr. Kiser regarding the treasury function of the Corporation. A summary of Mr. Kiser's presentation was distributed prior to the meeting. Mr. Kiser then responded to several questions from the members of the Audit Committee.

Internal Audit/SOX 404 Update

The eighth item of business was an update provided by Mr. Halbach regarding the Corporation's internal audit function and compliance with Section 404 of Sarbanes-Oxley ("SOX 404"). A summary of Mr. Halbach's presentation was attached as Exhibit 9A to the board book for the meeting. Mr. Halbach walked the members of the Audit Committee through his presentation, highlighting, among other things, a 2012 status update on SOX 404 compliance and certain internal audit projects.

Discussion of Annual Audit Procedures and SOX 404 Update

The ninth item of business was a report presented by Mr. Hoy regarding KPMG's audit of the Corporation's Financial Statements and Form 10-K for the year ended December 31, 2012. A summary of Mr. Hoy's presentation was attached as Exhibit 10A to the board book for the meeting.

The discussion with the independent registered public accounting firm included, among other things, a summary of the status of the 2012 audit, during which Mr. Hoy noted that KPMG had substantially completed its audit procedures and discussed the significant matters still in process.

The discussion with the independent registered public accounting firm also included changes to the initial audit plan, results of the audit and certain required communications,

including that, in their professional judgment, KPMG believes that it is independent of the Corporation under applicable rules.

The members of the Audit Committee reviewed and discussed the Financial Statements and the Draft Form 10-K with Mr. Hoy.

Appointment of KPMG as Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2013

The tenth item of business was a discussion led by Mr. Ortolf regarding the appointment of KPMG as the Corporation's independent registered public accounting firm for the fiscal year ending December 31, 2013.

After discussion and deliberation, upon motion duly made and seconded, the following resolution was unanimously adopted:

NOW, THEREFORE, BE IT RESOLVED, that the Audit Committee hereby determines that it is in the best interests of the Corporation to have KPMG continue to serve as the Corporation's independent public registered accounting firm for the fiscal year ending December 31, 2013, and therefore the Audit Committee hereby: (i) approves, ratifies and adopts the appointment of KPMG as the independent public registered accounting firm of the Corporation for the fiscal year ending December 31, 2013 (subject to reaching an agreement with respect to fees to be charged to the Corporation by KPMG for its services and subject to ratification by the shareholders); (ii) recommends that the Board of Directors approve, ratify and adopt the appointment of KPMG as the independent public registered accounting firm of the Corporation for the fiscal year ending December 31, 2013 (subject to reaching an agreement with respect to fees to be charged to the Corporation by KPMG for its services and subject to ratification by the shareholders); and (iii) recommends that the Board of Directors submit such appointment to the shareholders of the Corporation for ratification at the 2013 Annual Meeting of Shareholders.

Review of Earnings Press Release

The eleventh item of business was a discussion led by Mr. Olson regarding a draft of the Corporation's earnings press release for the fourth quarter and the year ended December 31, 2012. A copy of which was attached as Exhibit 3F to the board book for the meeting.

Review of Non-Audit Tax Services, Other Non-Audit Services and Audit-Related Technical Accounting Services Performed by KPMG During the Year Ended December 31, 2012 and Authorization of KPMG to Perform Certain Non-Audit Tax Services, Audit-Related Technical Accounting Services and Other Non-Audit Services During 2013

The twelfth item of business was a discussion led by Mr. Sheers regarding the non-audit tax services previously authorized by the Audit Committee and actually provided by KPMG to the Corporation and its subsidiaries during the year ended December 31, 2012. Mr. Sheers noted that to assist the members of the Audit Committee, a list of such items was included in Exhibit 12A to the board book for the meeting.

Mr. Sheers then reviewed the other non-audit services previously authorized by the Audit Committee and actually provided by KPMG to the Corporation and its subsidiaries during the year ended December 31, 2012. Mr. Sheers noted that to assist the members of the Audit Committee, a list of such items was included in Exhibit 12A to the board book for the meeting.

Mr. Sheers then led a discussion regarding the audit-related technical accounting services previously authorized by the Audit Committee and actually provided by KPMG to the Corporation and its subsidiaries during the year ended December 31, 2012. A list of such items was attached as Exhibit 12B to the board book for the meeting.

Mr. Sheers then led a discussion of the additional non-audit tax services that management believes will be necessary for KPMG to perform during the remainder of the calendar year 2013, and a list of such items was provided by Mr. Sheers during the meeting. Mr. Dodge noted that the Audit Committee should consider management's proposal in light of any bearing it might have on the independence of KPMG and that management has determined that the additional non-audit tax services that management believes will be necessary for KPMG to perform during the remainder of calendar year 2013 will not impair the independence of KPMG.

Mr. Sheers then led a discussion regarding the Corporation's tax savings between 2010 and 2012. A summary of Mr. Sheers' presentation was distributed at the meeting.

After discussion and deliberation, upon motion duly made and seconded, the following resolutions were unanimously adopted:

NOW, THEREFORE, BE IT RESOLVED, that the retention of KPMG to provide up to an additional \$650,000 in non-audit tax services (which increases the maximum total amount authorized for KPMG to perform non-audit tax services from \$2,190,000 to \$2,840,000 in 2013) as more fully described in the materials attached as Exhibit 12A to the board book for the meeting, be, and it hereby is, approved, ratified and confirmed in all respects; and further

RESOLVED, that the Chairman or Executive Vice President, General Counsel and Secretary of the Corporation (each, a "proper officer" and collectively, the "proper officers") be, and each one of them acting alone or with one or more other proper officers hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation and under its corporate seal or otherwise, from time to time, to make, execute and deliver, or cause to be made, executed and delivered, all such other and further agreements, certificates, instruments or documents, to pay or reimburse all such filing fees and other costs and expenses, and to do and perform or cause to be done or performed all such acts and things, as in their discretion or in the discretion of any of them may be necessary or desirable to enable the Corporation to accomplish the purposes and to carry out the intent or the foregoing resolutions; and further

RESOLVED, that any and all actions previously taken by any of the proper officers of the Corporation within the terms of the foregoing resolutions be, and the same hereby are, ratified, and confirmed in all respects.

Annual Review of Audit Committee Charter and Other Recurring Actions Required Under Audit Committee Charter

The thirteenth item of business was the annual review of the Amended and Restated Charter of the Audit Committee led by Mr. Ortolf. To assist the members of the Audit Committee with their consideration of this item, Mr. Ortolf noted that the current charter was attached as Exhibit 13A to the board book for the meeting. Mr. Ortolf further noted that a

compilation of data about the audit committee charters of comparable corporations was attached as Exhibit 13B to the board book for the meeting.

Mr. Dodge then led a discussion regarding, among other things, certain other recurring actions required under the Amended and Restated Charter and compilation of data about the audit committee charters of comparable corporations. Following this discussion, Mr. Ortolf recommended that the current charter be revised to provide that the Audit Committee reviews and discusses, but does not approve, the earnings releases prior to public disclosure.

Review of Items Approved by the Audit Committee Year-to-Date

The fourteenth item of business was a review by Mr. Dodge of certain items approved by the Audit Committee year-to-date that are outside of the ordinary course and have not been consummated, as well as certain items approved by the Audit Committee in prior years that remain active. To assist the members of the Audit Committee, a list of those items was included in the board book for the meeting. Mr. Dodge also noted that his review does not include items approved year-to-date that are ordinary course (whether consummated or not) or that are outside the ordinary course but have been consummated.

Private Discussion with KPMG (Management excused)

The fifteenth item of business was a private discussion between the members of the Audit Committee and KPMG.

Private Discussion with Vice President of Internal Audit (Management and KPMG excused)

The sixteenth item of business was a private discussion between the members of the Audit Committee and the Vice President of Internal Audit.

Private Discussion with Management (KPMG excused)

The seventeenth item of business was a private discussion between the members of the Audit Committee and management.

Adjournment

There being no further business to come before the Audit Committee, upon motion duly made, seconded and unanimously approved, the meeting was adjourned at 4:30 p.m., prevailing Mountain Time.

Tom A. Ortolf
Chairman of the Audit Committee

We, the undersigned, who together with Mr. Ortolf constitute all members of the Audit Committee, hereby waive any and all formal notice of the above meeting and hereby ratify and approve the foregoing minutes.

Steven R. Goodbarn

Gary S. Howard

EXHIBIT 462

EXHIBIT 462

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Message

From: Ahmed, Amir [/O=ECHOSTAR COMMUNICATIONS CORP/OU=ECHOSTAR/CN=RECIPIENTS/CN=AMIR.AHMED]
Sent: 5/1/2013 7:52:57 PM
To: Neylon, Brian [brian.neylon@dish.com]
Subject: Re: Retailer applications processed/received April 2013

I have a headache

On May 1, 2013, at 5:52 PM, "Neylon, Brian" <Brian.Neylon@dish.com> wrote:

Thx, I think we need to understand more. I will follow up with Stan

Sent from my iPhone

On May 1, 2013, at 4:44 PM, "Van Emst, Blake" <Blake.VanEmst@dish.com> wrote:

Brian,

Stan Kozlowski submitted this. We met on this last week because risk/audit (weddle's team) had denied it when it came through because Rob Sigg already has two active retailer businesses with dish. When we met, we learned that a new agreement for distant networks had already been signed prior to our review. **REDACTED-ATTORNEY-CLIENT PRIVILEGED**

REDACTED-ATTORNEY-CLIENT PRIVILEGED

with dish. I asked that we remove one of the current businesses and oob them (performance one media) and made an exception to add distant networks. I asked that we notate the accounts in prm to understand the relationship since we don't want retailers to have more than one OE.

Please tell me if you want more information. I've attached the email after our discussion last week.

Thanks

Blake

From: Neylon, Brian
Sent: Wednesday, May 01, 2013 5:21 PM
To: Van Emst, Blake
Cc: Ahmed, Amir
Subject: Fwd: Retailer applications processed/received April 2013

Blake

I would like to understand the distant networks and distant networks PR applications. Who submitted and who reviewed?

Thx

Sent from my iPhone

Begin forwarded message:

From: "Burdzinski, Michael" <Michael.Burdzinski@dish.com>
Date: May 1, 2013, 10:57:52 AM MST

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To: "Han, Bernie" <Bernie.Han@dish.com>, "Olson, Robert" <Robert.Olson@dish.com>, "DeFranco, Jim" <Jim.DeFranco@dish.com>, "Ahmed, Amir" <Amir.Ahmed@dish.com>, "Neylon, Brian" <Brian.Neylon@dish.com>, "Samuelson, Christopher" <Chris.Samuelson@dish.com>, "Van Emst, Blake" <Blake.VanEmst@dish.com>, "VerBrugge, Brant" <Brant.VerBrugge@dish.com>, "Weddle, Mark" <Mark.Weddle@dish.com>, "Werner, Bruce" <Bruce.Werner@dish.com>
Cc: "Orban, Paul" <Paul.Orban@dish.com>, "Herbert, Lon" <Lon.Herbert@dish.com>

Subject: Retailer applications processed/received April 2013

All – Attached is a report of retailer applications processed/received in April 2013.

Bernie / Robert – A hard copy of this report will be dropped in your box for your convenience.

If you have any questions please call me at x 45774.

Mike Burdzinski

DISH Network LLC/Blockbuster LLC

Accounting Director

Mike.Burdzinski@dishnetwork.com

Direct: (720) 514-5774

From: Mohr, Douglas

Sent: Monday, December 22, 2008 3:12 PM

To: Han, Bernie; Coltharp, Renee

Cc: Knight, Kathy; Werner, Bruce; Lawrence, Shandra; Wicklein, Michael; Sanchez, Marie; Mohr, Douglas

Subject: FW: Web Report

Bernie –

1 – I'll send a recap of the retailers approved/rejected on a monthly basis (unless you would like this weekly). Do you want raw numbers or would you like to see the details of who was approved/rejected?

2 – Retailer setups have averaged 35 per month in 2008 and 45 per month in 2007

3 – Actions taken to prevent reincarnation of terminated retailers include (a) reemphasized the process and our key search elements with the team (b) credit checks are now run on all business partners/principals (not just primary) (c) personal guarantees are required to be signed by all partners/principals and (d) beginning in January (i) we will include searches associated with spouses/family members for terminated retailers and (ii) all new retailers setups must be approved by the VP of accounting. Note that we have the most current list of terminated retailers from Internal Audit as well as retail services however we need to improve the process of

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collecting and documenting the terminated retailers in our databases.

BASIC VENDOR VALIDATION PROCESS - Central Setup searches all systems including Oracle, Seibel and SalesComm with the prospect's information (TIN #, company/principal names, and addresses) to determine if they have done business with DISH previously. The search process includes similar names and similar addresses and SSN's. For prospect retailers who have done business with us previously we inform the sales organization of our findings. The setup of these prospect retailer accounts require a VP approval to ensure that the sales organization is aware the situation. The VP approval is the only requirement for prospect's who's previous accounts were in good standing. For prospects where their accounts were not in good standing (i.e., outstanding invoices, chargeback positions, terminated with cause --- see IT and retail services list) we require that the situation(s) be resolved prior to the account being setup. For any prospect account that shows any indication of fraud (terminated retailers for cause, lists obtained from IA and retail services), the prospects application is denied.

We are continuing to explore additional ways to qualify our retailers to minimize our business costs. I'll provide you with other enhancements that we add to the overall process on a monthly basis as I an update of retailers approved and rejected during the most recent period.

If you want to discuss call me on my cell at 303.246.6279... I'm on vacation this week.

Doug

.....
From: Han, Bernie
Sent: Saturday, December 20, 2008 4:49 PM
To: Coltharp, Renee; Mohr, Douglas
Cc: Knight, Kathy; Werner, Bruce; Lawrence, Shandra
Subject: RE: Web Report

doug,

have we been able to do anything to our new retailer review process to possibly catch the reincarnation of terminated retailers? how many new retailers to we review/approve each week/month? can you please send a recap of reviews/approvals each wk/mo to those copied on this email

bruce - do we provide doug with information about terminated retailers?

thanks,

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bernie

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EXHIBIT 463

EXHIBIT 463

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**AMENDED AND RESTATED CHARTER OF
THE AUDIT COMMITTEE OF
THE BOARD OF DIRECTORS OF
DISH NETWORK CORPORATION
(as revised through May 2, 2013)**

The Board of Directors (the "Board of Directors") of DISH Network Corporation (the "Corporation") hereby establishes an audit committee (the "Audit Committee"), as a standing committee of the Board of Directors, which shall have the responsibilities described below and shall use the means described below to carry out such responsibilities.

Statement of Policy

Primary responsibility for the Corporation's financial reporting and internal controls is vested in the management of the Corporation, as overseen by the Board of Directors. The Audit Committee shall provide assistance to the Board of Directors in fulfilling their responsibility to the shareholders, potential shareholders and the investing community relating to corporate accounting, reporting practices, and the quality and integrity of the financial reports of the Corporation. In so doing, it is the responsibility of the Audit Committee to maintain free and open means of communication between the Board of Directors, the independent auditors, the internal auditors and the financial management of the Corporation. The Audit Committee shall provide oversight and review of the Corporation's accounting and financial services, internal operating controls and its ethical standards in consultation with the independent auditors and the General Counsel of the Corporation.

The Audit Committee shall be the Board of Directors' principal agent in ensuring the independence of the independent auditors, the integrity of management, and the adequacy of disclosures to shareholders. In performing its designated functions, described herein, the Audit Committee shall not assume or diminish management's responsibility for the content of the information disseminated by the Corporation.

Composition of the Audit Committee

The Audit Committee shall be comprised of at least three directors determined by the Board of Directors to meet the independence and financial literacy requirements of The NASDAQ Stock Market ("NASDAQ") and applicable federal law, including Section 10A(m)(3) of the Securities Exchange Act of 1934 and the rules and regulations of the Securities and Exchange Commission.

Access, Authority and Funding

The Audit Committee shall have unrestricted access to the Corporation's personnel and records and to the independent auditors and shall have authority to engage independent counsel and other advisers, as it determines necessary to carry out its duties.

The Corporation shall provide the Audit Committee with the appropriate funding, as determined by the Audit Committee, in its capacity as a committee of the Board of Directors, for payment of (i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation, (ii) compensation to any advisers or counsel employed by the Audit Committee and (iii) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

Meetings

The Audit Committee shall meet on a regular basis, but no less than four (4) times per year, and call special meetings, as required. The Audit Committee should meet separately at least semi-annually with management, the head of the internal auditing department and the independent auditors to discuss any matters that the Audit Committee or any of these persons or firms believe should be discussed privately. The Audit

Committee may request any officer or employee of the Corporation or the Corporation's outside counsel or independent auditors to meet with any members of, or consultants to, the Audit Committee. Members of the Audit Committee may participate in a meeting of the Audit Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

The members of the Audit Committee shall elect a Chairman to preside at all meetings of the Audit Committee. As necessary or desirable, the Chairman of the Audit Committee may request that members and representatives of the independent auditors, management or others be present at a meeting of the Audit Committee and provide pertinent information as necessary.

Minutes

Minutes of each meeting of the Audit Committee are to be prepared and approved by the Audit Committee. Such minutes shall be filed with the Secretary of the Corporation and retained in the minute book of the Board of Directors.

General Policies and Procedures

In carrying out its responsibilities, the Audit Committee's policies and procedures will remain flexible, to best react to changing conditions and to ensure to the Board of Directors and shareholders that the corporate accounting and reporting practices of the Corporation are in accordance with all requirements and are of the highest quality.

Regular Functions

A. Selection of Independent Auditors.

The Audit Committee in its capacity as a committee of the Board of Directors, shall be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation, and each such registered public accounting firm must report directly to the Audit Committee. In undertaking these obligations, the Audit Committee shall review with the Chief Financial Officer of the Corporation and approve the engagement of the independent auditors for each audit and for non-audit services requested, including the fee, scope and timing of the audit or non-audit services requested, the nature and magnitude of the services actually performed compared to earlier approvals for the procedure (if applicable), the range and proportion of audit and non-audit fees and the effect of any engagement on the independence of the auditors.

The Audit Committee shall be responsible for ensuring that it receives from the independent auditors a formal written statement delineating all relationships between the independent auditors and the Corporation, consistent with Independence Standards Board Standards No. 1, "Independence Discussions with Audit Committees" and the Audit Committee shall further be responsible for actively engaging in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditors and for taking, or recommending that the full Board of Directors of the Corporation take, appropriate action to oversee the independence of the independent auditor. The audit committee shall be responsible for confirming and assuring the objectivity of the internal auditor.

The independent auditors are ultimately accountable to the Audit Committee, and the Audit Committee shall have the ultimate authority and responsibility to recommend the nomination of the independent auditors by the Board of Directors for shareholder approval in any proxy statement.

The Audit Committee shall consult with the independent auditors to assure the rotation of audit partners as required by law.

B. *Selection of Internal Auditor*

The Audit Committee shall have the following duties and powers with respect to the internal auditing department:

- (a) to review and approve the appointment and replacement of the head of the internal auditing department, and
- (b) to advise the head of the internal auditing department that he or she is expected to provide to the Audit Committee summaries of and, as appropriate, the significant reports to management prepared by the internal auditing department and management's responses thereto.
- (c) to recommend and approve the compensation plan for the head of internal audit in consultation with management.

C. *Financial Reporting Issues and Practices and Internal Audit Controls and Procedures*

The Audit Committee shall have the duty and power to advise management, the internal auditing department and the independent auditors that they are expected to provide to the Audit Committee a timely analysis of significant financial reporting issues and practices and significant internal audit controls and procedures.

D. *Review of Annual Audit Plan.*

The Audit Committee shall review and approve the annual audit plan submitted by the independent auditors. The Audit Committee shall discuss with the independent auditors the overall approach to and scope of the audit examination with particular attention focused on those areas where either the Audit Committee, the Board of Directors, management or the independent auditors believe special emphasis is desirable.

E. *Review Results of the Annual Audit.*

Upon completion of any audit and periodically throughout each fiscal year as requested by the independent auditors or management or as deemed advisable by the Audit Committee, the Audit Committee shall review and discuss the audited financial statements, the results of the audit and the independent auditors' report or opinion on matters related to the performance of such audit.

The following illustrates, but is not an exhaustive list of, the topics which may be discussed with the independent auditors and management:

- (a) the quality of the financial statements,
- (b) any significant auditor or management adjustments, reclassifications, disclosures, accounting estimates, new or changed accounting policies or principles and disagreements with management,
- (c) the reasons for major fluctuations in financial statement balances (current year compared to prior years),
- (d) the clarity and adequacy of the Corporation's financial disclosures,
- (e) the quality and degree of aggressiveness or conservatism of accounting policies and principles, underlying estimates and other significant decisions made in preparing financial disclosures,
- (f) unusual circumstances or situations reflected in the financial statements, including identification of any loss or marginal operation,

- (g) the nature of any unusual or significant commitments or contingent liabilities, together with the underlying assumptions and estimates of management,
- (h) significant differences in format or disclosure from others in the industry,
- (i) significant differences between the annual report and other reports, such as the reports to any regulatory agencies,
- (j) the independent auditors' observations on internal accounting controls presented in the management letter,
- (k) the adequacy of the Corporation's system of internal accounting controls,
- (l) any change in key personnel, operations or systems which may affect the continuing functioning and effectiveness of the Corporation's accounting and operating controls,
- (m) the performance of the independent auditors, and
- (n) to the extent not otherwise covered above, the matters required by Statement on Auditing Standards No. 61, "Communication with Audit Committees."

F. *Review of Other Quarterly and Annual Reports.*

The Audit Committee shall review any other financial statements or reports, as requested by management or determined by the Audit Committee, which are required to be filed with any Federal, State or local regulatory agency prior to filing with the appropriate regulatory body, and the Corporation shall promptly provide the members of the Audit Committee with final copies of all such reports after filing with the appropriate regulatory body. As a part of such review, the following illustrates, but is not an exhaustive list of, the topics which may be covered:

- (a) the accounting principles employed in reporting any large or unusual transactions and the possible need to make specific disclosures of material developments,
- (b) developments in accounting policies and procedures since the previous filing of such financial statement or report and the effect of these developments may have on the Corporation's financial reporting, and
- (c) significant fluctuations in financial statement balances, ratios or statistics.

G. *Review Charter.*

The Audit Committee Shall review and reassess the adequacy of this Charter on an annual basis.

H. *Reports to Board of Directors*

The Audit Committee shall report its activities to the full Board of Directors on a regular basis, making such recommendations the Audit Committee deems necessary or appropriate.

I. *Other Oversight Functions.*

The Audit Committee shall perform such other oversight functions as requested by the Board of Directors. In addition, the Audit Committee is authorized to and shall have the power to perform the following functions:

- (a) conduct or authorize investigations into any matters within the Audit Committee's scope of responsibilities. The Audit Committee shall be empowered to retain independent counsel and other professionals to assist in the conduct of any investigation after consultation with the General Counsel of the Corporation;
- (b) review legal and regulatory matters that may have a material impact on the financial statements, related company compliance policies, and programs and reports received from regulators;
- (c) establish procedures for the (i) receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters and (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters;
- (d) discuss Corporation policies with respect to risk assessment and risk management, and review contingent liabilities and risks that may be material to the Corporation;
- (e) prepare a report each year for inclusion in the Corporation's proxy statement; and
- (f) review and discuss earnings press releases prior to public disclosure.

Exculpatory Provision

The Audit Committee is responsible for the duties set forth in this charter but is not responsible for either the preparation of the financial statements or the auditing of the financial statements. Management has the responsibility for preparing the financial statements and implementing internal controls and the independent auditors have the responsibility for auditing the financial statements and monitoring the effectiveness of the internal controls. The review of the financial statements by the Audit Committee is not of the same quality as the audit performed by the independent auditors.

1 **APEN**

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18 *Attorneys for Special Litigation Committee of*
19 *Nominal Defendant DISH Network*
20 *Corporation*

21 **DISTRICT COURT**

22 **CLARK COUNTY, NEVADA**

23 PLUMBERS LOCAL UNION NO. 519 PENSION
24 TRUST FUND and CITY OF STERLING
25 HEIGHTS POLICE AND FIRE RETIREMENT
26 SYSTEM, derivatively on behalf of nominal
27 defendant DISH NETWORK CORPORATION,

28 Plaintiffs,

v.

29 CHARLES W. ERGEN; JAMES DEFRANCO;
30 CANTEY M. ERGEN; STEVEN R.
31 GOODBARN; DAVID MOSKOWITZ; TOM A.
32 ORTOLF; CARL E. VOGEL; GEORGE R.
33 BROKAW; JOSEPH P. CLAYTON; and GARY
34 S. HOWARD,

Defendants,

35 DISH NETWORK CORPORATION, a Nevada
36 corporation,

Nominal Defendant

FILED

NOV 28 2018

Allen D. Johnson
CLERK OF COURT

FUS

CASE NO.: A-17-763397-B
DEPT. NO.: XI

**VOLUME 24 OF APPENDIX TO
THE REPORT OF THE SPECIAL
LITIGATION COMMITTEE OF
DISH NETWORK CORPORATION**

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DATED this 28th day of November 2018.

By



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CERTIFICATE OF SERVICE

I hereby certify that on the 18th day of November 2018, a true and correct copy of the foregoing **VOLUME 24 OF APPENDIX TO THE REPORT OF THE SPECIAL LITIGATION COMMITTEE OF DISH NETWORK CORPORATION** was served by the following method(s):

☐ Electronic: by submitting electronically for filing and/or service with the Eighth Judicial District Court's e-filing system and served on counsel electronically in accordance with the E-service list to the following email addresses:

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EXHIBIT 464

EXHIBIT 464

DISH NETWORK CORPORATION

Annual Meeting of the Board of Directors

May 2, 2013

The annual meeting of the board of directors (the "Board of Directors") of DISH Network Corporation (the "Corporation"), was held on May 2, 2013 at 11:00 a.m., prevailing Mountain Time, at the Corporation's headquarters located at 9601 S. Meridian Blvd., Englewood, Colorado 80112.

The following members of the Board of Directors participated:

Charles W. Ergen (*present for Items 1 through 18 only*)
Candy M. Ergen (*present for Items 1 through 18 only*)
James DeFranco
David K. Moskowitz
Carl E. Vogel
Joseph P. Clayton
Steven R. Goodbarn
Tom A. Ortolf
Gary S. Howard

Also participating at various times during the meeting at the invitation of the Chairman of the Board of Directors were: R. Stanton Dodge, Executive Vice President, General Counsel and Secretary of the Corporation; Robert E. Olson, Executive Vice President and Chief Financial Officer of the Corporation; Thomas A. Cullen, Executive Vice President, Corporate Development for the Corporation (*present for Item 7 only*); and Brandon Ehrhart, Vice President, Associate General Counsel and Assistant Secretary of the Corporation (*present for Items 1 through 18 only*).

Call to Order

Mr. Charles W. Ergen, Chairman of the Board of Directors, called the meeting to order and presided as Chairman of the meeting. Mr. Dodge acted as Secretary of the meeting.

Notice and Quorum

Mr. Ergen advised that as: (i) proper notice was delivered to each member of the Board of Directors; or (ii) each member of the Board of Directors has waived any and all notices that may have been required to be given with respect to the annual meeting of the Board of Directors, by: (a) participating in the meeting without objection to notice; or (b) otherwise communicating waiver of any such notice to the Secretary or Assistant Secretary of the Corporation or their designees, and a quorum was present, the meeting was properly convened.

Discussion Matters

ITEM 1. APPROVAL OF MINUTES AND SIGNING OF CONSENTS

Mr. Dodge explained that draft minutes of the Regular Meeting of the Board of Directors held on February 11, 2013; the Special Meeting of the Board of Directors held on March 13, 2013; the Special Meeting of the Board of Directors held on April 10, 2013; and the Special Meeting of the Board of Directors held on April 13, 2013, were attached as Exhibits 1A, 1B, 1C and 1D, respectively, to the board book for the meeting.

After discussion and deliberation, upon motion duly made and seconded, the following resolution was unanimously adopted subject to incorporation of any comments made by the members of the Board of Directors at the meeting:

NOW, THEREFORE, BE IT RESOLVED, that the minutes of the Regular Meeting of the Board of Directors held on February 11, 2013; the minutes of the Special Meeting of the Board of Directors held on March 13, 2013; the minutes of the Special Meeting of the Board of Directors held on April 10, 2013; and the minutes of the Special Meeting of the Board of Directors held on April 13, 2013, in substantially the form attached hereto as Exhibits 1A, 1B, 1C and 1D, respectively, be and they hereby are, approved, ratified and confirmed in all respects.

ITEM 2. DESIGNATION OF CHAIRMAN OF THE BOARD OF DIRECTORS

After discussion and deliberation, upon motion duly made and seconded, the following resolution was unanimously adopted:

NOW, THEREFORE, BE IT RESOLVED, that Charles W. Ergen be, and he hereby is, designated as the Chairman of the Board of Directors until the next Annual Meeting of the Board of Directors and until his respective successor is duly designated and qualified.

ITEM 3. DESIGNATION OF MEMBERS OF COMMITTEES OF THE BOARD OF DIRECTORS

Mr. Dodge explained that the Board of Directors currently has an Audit Committee, an Executive Compensation Committee and a Nominating Committee.

Mr. Dodge further explained that the duties of the Audit Committee include, without limitation: (a) selecting the Corporation's independent registered public accountants; (b) reviewing management's plan for engaging the Corporation's independent registered public accountants during the year to perform non-audit services (if any) and considering what effect (if any) these services may have on the independence of the accountants; (c) reviewing the annual and quarterly financial statements and other financial reports that require approval by the Board of Directors; (d) reviewing the adequacy of the Corporation's system of internal accounting

controls; (e) reviewing the scope of the independent registered public accountants' audit plans and the results of their audits; and (f) reviewing the Audit Committee Charter and recommending proposed changes (if any) to the Board of Directors.

Mr. Dodge further explained that the principal functions of the Executive Compensation Committee are to: (a) make and approve all option grants and other issuances of the Corporation's equity securities to executive officers and members of the Board of Directors other than nonemployee directors; (b) approve all other option grants and issuances of the Corporation's equity securities, and recommend that the full Board of Directors make and approve such grants and issuances; (c) establish in writing all performance goals for performance-based compensation, which together with other compensation to senior executive officers could exceed \$1 million annually, other than standard Stock Incentive Plan options that may be paid to executive officers, and certify achievement of such goals prior to payment; and (d) set the compensation of the Chairman.

Mr. Dodge further explained that the principal function of the Nominating Committee is to recommend independent director nominees for selection by the Board of Directors to fill the number of independent director positions established by resolution of the Board of Directors from time to time.

Mr. Dodge noted that the members of the Audit Committee are currently Messrs. Tom A. Ortolf (*Chairman*), Steven R. Goodbarn and Gary S. Howard.

Mr. Dodge further noted that the members of the Executive Compensation Committee are currently Messrs. Steven R. Goodbarn (*Chairman*), Tom A. Ortolf and Gary S. Howard.

Mr. Dodge further noted that the members of the Nominating Committee are currently Messrs. Gary S. Howard (*Chairman*), Steven R. Goodbarn and Tom A. Ortolf.

After discussion and deliberation, upon motion duly made and seconded, the following resolution was unanimously adopted (with Messrs. Goodbarn, Ortolf and Howard abstaining therefrom with regards to their respective nominations):

WHEREAS, each of Messrs. Steven R. Goodbarn, Tom A. Ortolf, and Gary S. Howard has expressed their willingness and desire to serve on the Audit Committee, the Executive Compensation Committee and the Nominating Committee;

NOW, THEREFORE, BE IT RESOLVED, that Messrs. Steven R. Goodbarn, Tom A. Ortolf and Gary S. Howard be, and they hereby are, reappointed to serve as members of the Audit Committee, the Executive Compensation Committee and the Nominating Committee until the next Annual Meeting of the Board of Directors and until their respective successors are duly appointed and qualified.

ADJOURNMENT

Upon motion duly made and seconded, the meeting was adjourned at 11:15 a.m. in order for Messrs. Steven R. Goodbarn, Tom A. Ortolf, and Gary S. Howard to attend the annual meetings of the Audit Committee, Executive Compensation Committee and Nominating Committee.

CONTINUATION

Following completion of the annual meeting of the Nominating Committee, upon motion duly made and seconded, the meeting was reconvened at 11:30 a.m.

ITEM 4. ELECTION OF EXECUTIVE OFFICERS

Mr. Dodge reviewed the table of Executive Officers set forth in Item 4 of the board book for the meeting. Mr. Dodge explained that management proposes the election of the individuals listed in such table to the executive officer positions indicated to serve until the next Annual Meeting of the Board of Directors and until their respective successors are duly elected and qualified.

After discussion and deliberation, upon motion duly made and seconded, the following resolution was unanimously adopted:

NOW, THEREFORE, BE IT RESOLVED, that the individuals whose names are set forth below be, and they hereby are, elected as executive officers of the Corporation to serve in the capacities indicated below until the next Annual Meeting of the Board of Directors and until their respective successors are duly elected and qualified:

<u>Officer</u>	<u>Position</u>
Charles W. Ergen	Executive Chairman
W. Erik Carlson	Executive Vice President, DNS and Service Operations
Joseph P. Clayton	President and Chief Executive Officer
Thomas A. Cullen	Executive Vice President, Corporate Development
James DeFranco	Executive Vice President
R. Stanton Dodge	Executive Vice President, General Counsel and Secretary
Bernard L. Han	Executive Vice President and Chief

	Operating Officer
Michael Kelly	President, Blockbuster L.L.C.
Roger J. Lynch	Executive Vice President, Advanced Technologies
Robert E. Olson	Executive Vice President and Chief Financial Officer
David M. Shull	Executive Vice President and Chief Commercial Officer

ITEM 5. IDENTIFICATION OF SECTION 16 REPORTING OFFICERS

Mr. Dodge reviewed the insider trading and reporting requirements of Section 16 of the Securities Exchange Act of 1934 (including, among other things, the factors for determining who is an insider for purposes of Section 16).

After discussion and deliberation, upon motion duly made and seconded, the following resolutions were unanimously adopted:

NOW, THEREFORE, BE IT RESOLVED, that, for purposes of complying with Section 16 of the Securities Exchange Act of 1934 for the fiscal year ending December 31, 2013, the following individuals be, and they hereby are, designated as Section 16 reporting officers of the Corporation: W. Erik Carlson, Joseph P. Clayton, Thomas A. Cullen, James DeFranco, R. Stanton Dodge, Charles W. Ergen, Bernard L. Han, Michael Kelly, Jason Kiser, Roger J. Lynch, Robert E. Olson, Paul W. Orban and David M. Shull; and further

RESOLVED, that the Chairman or Executive Vice President, General Counsel, and Secretary of the Corporation (each, a "proper officer" and collectively, the "proper officers") be, and each one of them acting alone or with one or more other proper officers hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation and under its corporate seal or otherwise, from time to time, to make, execute and deliver, or cause to be made, executed and delivered, all such other and further agreements, certificates, instruments or documents, to pay or reimburse all such filing fees and other costs and expenses, and to do and perform or cause to be done or performed all such acts and things, as in their discretion or in the discretion of any of them may be necessary or desirable to enable the Corporation to accomplish the purposes and to carry out the intent or the foregoing resolution; and further

RESOLVED, that any and all actions previously taken by any of the proper officers of the Corporation within the terms of the foregoing resolutions be, and the same hereby are, approved, ratified and confirmed in all respects.

ITEM 6. REAUTHORIZATION OF CHARLES W. ERGEN TO MAKE CERTAIN GRANTS OF STOCK OPTIONS

Mr. Dodge led a discussion regarding the proposal to reauthorize Mr. Ergen to make certain grants of options to purchase shares of the Corporation's Class A Common Stock, \$0.01 par value per share (the "Class A Common Stock"). Mr. Dodge explained, among other things, that it is necessary and desirable for Mr. Ergen to be reauthorized, as Chairman of the Board of Directors, to make grants of options to purchase shares of Class A Common Stock, effective at the end of each quarter, to new employees and existing employees who are not executive officers in connection with promotion or other recognition, as Mr. Ergen deems appropriate, without further need to consult with or seek prior approval from the Board of Directors or the Executive Compensation Committee, consistent with the criteria established in the 2009 Stock Incentive Plan (the "Stock Incentive Plan").

Mr. Dodge further explained, among other things, that absent such delegation of authority, whenever management proposed to issue stock options to new or existing employees who are not executive officers under the Stock Incentive Plan, a list of those employees, the number of shares of the Class A Common Stock underlying the options proposed to be issued to each, and additional information regarding the specific grants must be provided to each director prior to or during a meeting of the Board of Directors and each member of the Executive Compensation Committee prior to or during a meeting of the Executive Compensation Committee.

Mr. Dodge further explained, among other things, that when management needs to make a quick hiring or promotion decision below the executive officer level that involves the granting of stock options, the time required to organize and convene a meeting of the Executive Compensation Committee and a meeting of the Board of Directors might cause undue delay in extending an offer of employment or granting a promotion, and that as a result the Corporation would run the risk of losing good employees and potential employees to competitors of the Corporation.

After discussion and deliberation, upon motion duly made and seconded, the following resolution was unanimously adopted:

WHEREAS, the Board of Directors has determined that it is necessary and desirable for the Board of Directors to reauthorize Mr. Charles W. Ergen, as Chairman of the Board of Directors, to make grants of options to purchase shares of the Corporation's Class A Common Stock, \$0.01 par value per share (the "Class A Common Stock"), on the first day of the quarter immediately following the end of the quarter, to new employees and existing employees who are not executive officers in connection with promotion or other recognition, as Mr. Ergen deems appropriate, without further need to consult with or seek prior approval from the Board of Directors or the Executive Compensation Committee, consistent with the criteria established in the 2009 Stock Incentive Plan (the "Stock Incentive Plan");

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WHEREAS, the Board of Directors has duly noted that absent such delegation of authority, whenever management proposed to issue stock options to new or existing employees who are not executive officers under the Stock Incentive Plan, a list of those employees, the number of shares of the Class A Common Stock underlying the options proposed to be issued to each, and additional information regarding the specific grants must be provided to each director prior to or during a meeting of the Board of Directors and each member of the Executive Compensation Committee prior to or during a meeting of the Executive Compensation Committee; and

WHEREAS, the Board of Directors has also duly noted that when management needs to make a quick hiring or promotion decision below the executive officer level that involves the granting of stock options, the time required to organize and convene a meeting of the Executive Compensation Committee and a meeting of the Board of Directors might cause undue delay in extending an offer of employment or granting a promotion, and that as a result the Corporation would run the risk of losing good employees and potential employees to competitors of the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby delegates the authority to Mr. Ergen, as Chairman of the Board, to make grants of options to purchase Class A Common Stock, on the first day of the quarter immediately following the end of the quarter, to new employees and existing employees of the Corporation or its subsidiaries who are not executive officers in connection with promotion or other recognition, as Mr. Ergen deems appropriate, without further need to consult with or seek prior approval from the Board of Directors or the Executive Compensation Committee, consistent with the criteria established in the Stock Incentive Plan, and that the actions taken by Mr. Ergen in connection therewith shall be deemed approved, ratified and confirmed by the Board of Directors and the Executive Compensation Committee as of the date such action is taken; provided however, that no authority is hereby granted to Mr. Ergen to make grants to: (a) executive officers or directors of the Corporation (executive officers of the Corporation are those persons identified as executive officers in the Corporation's annual report on Form 10-K); (b) "affiliates" of the Corporation, as such term is used in Section 16 of the Securities Exchange Act of 1934, and as interpreted by the General Counsel of the Corporation; (c) in excess of one hundred thousand (100,000) shares to an individual employee at or below the Vice President level; or (d) in excess of five hundred thousand (500,000) shares to an individual employee at or above the Senior Vice President level, without further approval of the Executive Compensation Committee.

ITEM 7. REG. S-K ITEM 404 "RELATED PERSON" TRANSACTIONS

Mr. Dodge reviewed certain new potential SEC Reg. S-K, Item 404 "Related Person" transactions, Nevada Revised Statutes §78.140 transactions and "Sensitive" transactions, as defined by the 2005 Audit Committee Recommendations to generally mean: (i) any non-ordinary

course transaction in which the amount involved exceeded \$5,000,000; (ii) related party transactions; (iii) transactions of a highly confidential nature; (iv) transactions which grant exclusive rights or most favored nations status to any third party; or (v) any other transaction which in the judgment of the Board of Directors should reasonably be considered sensitive.

Mr. Dodge further explained that beginning in April 2013, the Corporation (or one of its subsidiaries) employed Mrs. Katherine Flynn, Mr. and Mrs. Ergen's daughter, as an Assistant Brand Manager in Marketing and Advertising. The Corporation (or one of its subsidiaries) expects to pay her approximately \$75,000 during 2013 (which amount would exceed the \$25,000 authorization for Ergen children during 2013), although depending on the time and services that will be provided, she may earn more than that amount during 2013 (the "Ergen Transaction").

Mr. Dodge further explained that during 2013, Mr. Vogel agreed to serve as a director of AMC Networks, Inc. ("AMC Networks"), which owns and operates AMC, IFC, Sundance Channel, WE tv and IFC Films carried by the Corporation (the "Vogel Transaction"). Mr. Vogel will receive AMC Networks' standard director compensation package consisting of a \$50,000 annual base fee and an annual grant of restricted stock units equal in value to \$110,000. The Corporation paid AMC Networks approximately \$29,000,000 and \$44,000,000 during the years ended December 31, 2012 and 2011, respectively, for the carriage of certain AMC Networks channels by the Corporation. Mr. Dodge then noted he was present at all times when Mr. Vogel was involved with the negotiation of the settlement of the Corporation's outstanding litigation with Voom HD Holdings LLC ("Voom") in October 2012 (the "Voom Settlement"). Mr. Dodge further noted, among other things, that the Voom Settlement was an arms-length transaction between the Corporation and its affiliates, and Voom and its affiliates.

Mr. Dodge further explained that the Corporation (or one of its subsidiaries) is proposing to make a charitable donation to Miracles on Ice, a charitable organization founded by Mr. Gary Howard, a member of the Board of Directors, consisting of \$5,000 for general purposes (the "Howard Transaction").

Mr. Dodge further explained that beginning in June 2013, the Corporation (or one of its subsidiaries) expects to employ Mr. Brian Eller, the nephew of Mr. Paul W. Orban, Senior Vice President and Controller of the Corporation, as a temporary summer employee in the Accounting Department. The Corporation (or one of its subsidiaries) expects to pay Mr. Eller approximately \$7,000 during 2013, although depending on the time and services that will be provided, he may earn more than that amount during 2013 (the "Orban Transaction").

Mr. Dodge further explained that the Corporation and/or its subsidiaries are considering entering into the following agreements with EchoStar Corporation ("SATS") and/or its subsidiaries: (i) new satellite capacity lease agreements for the EchoStar XV and EchoStar VIII satellites pursuant to which the Corporation will lease to SATS the entire communications capacity of the EchoStar XV satellite for use in connection with SATS' proposed DTH joint venture in Brazil and SATS will lease to the Corporation the entire communications capacity of the EchoStar VIII satellite for the Corporation's use as an in-orbit spare satellite (the "Echo XV/Echo VIII Transaction"); and (ii) an agreement pursuant to which the Corporation and SATS will agree to each incur expenses of approximately \$5 million in relation to that certain

settlement agreement with NDS Group PLC and NDS Americas, Inc. (the "NDS Agreement"), the terms and conditions of which are more fully described in the memorandum attached as Exhibit 8A to the board book for the meeting and the materials distributed prior to the meeting (collectively, the "SATS Transactions").

Mr. Dodge then reviewed the transactions between the Corporation and/or its subsidiaries and SATS and/or its subsidiaries (if any) that were entered into since the Regular Meeting of the Board of Directors held on February 11, 2013, and approved by Mr. Joseph P. Clayton pursuant to the authority delegated to him under the Related Party Transaction Policy approved at the Regular Meeting of the Board of Directors held on August 2, 2011 (each a "Delegated SATS Transaction"). Mr. Dodge noted that a list of the Delegated SATS Transactions approved since the Regular Meeting of the Board of Directors held on November 2, 2012 (if any), was attached as Exhibit 8B to the board book for the meeting.

Mr. Cullen then provided an update the Corporation's cash investment in Yottabytes Ventures LLC ("Yottabytes"), which is a start-up company developing mobile web-based video applications. Mr. Christopher Ergen, Mr. and Mrs. Ergen's son, has an ownership interest in Yottabytes and receives \$2,500 per month as an advisor to Yottabytes.

After discussion and deliberation, upon motion duly made and seconded, the following resolutions were unanimously adopted (with Mr. and Mrs. Ergen abstaining with respect to the Ergen Transaction, Mr. Vogel abstaining with respect to the Vogel Transaction, and Mr. Howard abstaining with respect to the Howard Transaction):

WHEREAS, the Ergen Transaction, the Vogel Transaction, the Howard Transaction, the Orban Transaction and the SATS Transactions may potentially be considered related person transactions under SEC Regulation S-K, Item 404, Nevada Revised Statutes §78.140 transactions and/or "Sensitive" transactions and therefore, out of an abundance of caution, the Board of Directors has been asked to review such transactions; and

Ergen Transaction

WHEREAS, (a) the Audit Committee has found, and recommended that the Board of Directors find, that the Ergen Transaction is fair to the Corporation and its subsidiaries; (b) the Audit Committee has waived, and recommended that the Board of Directors waive, any conflict of interest (whether actual or potential) in connection with the Ergen Transaction; and (c) the Audit Committee has authorized, ratified and adopted in all respects, and recommended that the Board of Directors authorize, ratify and adopt the Ergen Transaction;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves, ratifies and confirms the recommendations of the Audit Committee regarding the Ergen Transaction; and further

RESOLVED, that based upon the information received by the Board of Directors, the above-referenced discussions with the General Counsel of the Corporation, and upon such other matters as are deemed relevant by the Board of Directors, the Board of Directors hereby finds that the Ergen Transaction is fair to the Corporation and its subsidiaries; provided Mrs. Flynn's employment compensation does not exceed \$80,000 in 2013; and further

RESOLVED, that the Board of Directors hereby waives any conflict of interest (whether actual or potential) in connection with the Ergen Transaction; and further

RESOLVED, that the Board of Directors hereby authorizes, ratifies and adopts in all respects the Ergen Transaction; provided Mrs. Flynn's employment compensation does not exceed \$80,000 in 2013; and further

Vogel Transaction

WHEREAS, (a) the Audit Committee has found, and recommended that the Board of Directors find, that the Vogel Transaction is fair to the Corporation and its subsidiaries; (b) the Audit Committee has waived, and recommended that the Board of Directors waive, any conflict of interest (whether actual or potential) in connection with the Vogel Transaction; and (c) the Audit Committee has authorized, ratified and adopted in all respects, and recommended that the Board of Directors authorize, ratify and adopt the Vogel Transaction;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves, ratifies and confirms the recommendations of the Audit Committee regarding the Vogel Transaction; and further

RESOLVED, that based upon the information received by the Board of Directors, the above-referenced discussions with the General Counsel of the Corporation, and upon such other matters as are deemed relevant by the Board of Directors, the Board of Directors hereby finds that the Vogel Transaction is fair to the Corporation and its subsidiaries; and further

RESOLVED, that the Board of Directors hereby waives any conflict of interest (whether actual or potential) in connection with the Vogel Transaction; and further

RESOLVED, that the Board of Directors hereby authorizes, ratifies and adopts in all respects the Vogel Transaction; and further

RESOLVED, that, for so long as Mr. Vogel is a member of the Board of Directors of AMC Networks or retains a significant financial stake in AMC Networks, Mr. Vogel shall recuse himself from any matters presented to the Board of Directors

(or its committees) that directly or indirectly involve AMC Networks or any of its affiliates; and further

Howard Transaction

WHEREAS, (a) the Audit Committee has found, and recommended that the Board of Directors find, that the Howard Transaction is fair to the Corporation and its subsidiaries; (b) the Audit Committee has waived, and recommended that the Board of Directors waive, any conflict of interest (whether actual or potential) in connection with the Howard Transaction; and (c) the Audit Committee has authorized, ratified and adopted in all respects, and recommended that the Board of Directors authorize, ratify and adopt the Howard Transaction;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves, ratifies and confirms the recommendations of the Audit Committee regarding the Howard Transaction; and further

RESOLVED, that based upon the information received by the Board of Directors, the above-referenced discussions with the General Counsel of the Corporation, and upon such other matters as are deemed relevant by the Board of Directors, the Board of Directors hereby finds that Howard Transaction is fair to the Corporation and its subsidiaries; and further

RESOLVED, that the Board of Directors hereby waives any conflict of interest (whether actual or potential) in connection with the Howard Transaction; and further

RESOLVED, that the Board of Directors hereby authorizes, ratifies and adopts in all respects the Howard Transaction; and further

Orban Transaction

WHEREAS, (a) the Audit Committee has found, and recommended that the Board of Directors find, that the Orban Transaction is fair to the Corporation and its subsidiaries; (b) the Audit Committee has waived, and recommended that the Board of Directors waive, any conflict of interest (whether actual or potential) in connection with the Orban Transaction; and (c) the Audit Committee has authorized, ratified and adopted in all respects, and recommended that the Board of Directors authorize, ratify and adopt the Orban Transaction;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves, ratifies and confirms the recommendations of the Audit Committee regarding the Orban Transaction; and further

RESOLVED, that based upon the information received by the Board of Directors, the above-referenced discussions with the General Counsel of the Corporation,

and upon such other matters as are deemed relevant by the Board of Directors, the Board of Directors hereby finds that the Orban Transaction is fair to the Corporation and its subsidiaries; provided that Mr. Eller's employment compensation does not exceed \$10,000 in 2013; and further

RESOLVED, that the Board of Directors hereby waives any conflict of interest (whether actual or potential) in connection with the Orban Transaction; and further

RESOLVED, that the Board of Directors hereby authorizes, ratifies and adopts in all respects the Orban Transaction; provided that Mr. Eller's employment compensation does not exceed \$10,000 in 2013; and further

SATS Transactions

WHEREAS, (a) management, those members of the Board of Directors who are not also members of the Board of Directors of SATS (the "Non-Interlocking Directors"), and the Audit Committee have found, and recommended that the Board of Directors find, that the SATS Transactions are fair to the Corporation and its subsidiaries; and (b) the Non-Interlocking Directors and the Audit Committee have approved, and recommended that the Board of Directors approve, the SATS Transactions on substantially the same terms and conditions described in the memorandum attached as Exhibit 8A to the board book for the meeting and the materials distributed prior to the meeting with such non-material modifications, changes, or amendments to such terms and conditions as the Chief Executive Officer or Executive Vice President, General Counsel and Secretary of the Corporation and its subsidiaries (each, a "proper officer" and collectively, the "proper officers"), or any one of them, shall in their discretion approve;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves, ratifies and confirms the recommendations of management, the Non-Interlocking Directors and the Audit Committee regarding the SATS Transactions; and further

RESOLVED, that based upon the information received by the Board of Directors, the above-referenced discussions with the General Counsel of the Corporation and other members of management, and upon such other inquiries and other matters as are deemed appropriate or relevant by the Board of Directors, the Board of Directors hereby finds that the SATS Transactions are fair to the Corporation and its subsidiaries; and further

RESOLVED, (a) that the SATS Transaction be, and they hereby are, approved on substantially the same terms and conditions described in the memorandum attached as Exhibit 8A to the board book for the meeting and the materials distributed prior to the meeting, with such non-material modifications, changes, or amendments to such terms and conditions as the proper officers, or any one of

them, shall in their discretion approve; and (b) that the consummation of such transactions by any proper officer, with such non-material modifications, changes, or amendments to the terms and conditions of the SATS Transactions as any proper officer shall approve, shall constitute conclusive evidence that such transactions have been approved hereby; and further

General Enabling Resolutions

RESOLVED, that the proper officers of the Corporation and its subsidiaries be, and each one of them acting alone or with one or more other proper officers hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation and its subsidiaries, and under their corporate seals or otherwise, from time to time, to make, execute and deliver, or cause to be made, executed and delivered, all such other and further agreements, certificates, instruments or documents, to pay or reimburse all such filing fees and other costs and expenses, and to do and perform or cause to be done or performed all such acts and things, as in their discretion or in the discretion of any of them may be necessary or desirable to enable the Corporation and its subsidiaries to accomplish the purposes and to carry out the intent or the foregoing resolutions; and further

RESOLVED, that any and all actions previously taken by any of the proper officers of the Corporation and its subsidiaries within the terms of the foregoing resolutions be, and the same hereby are, ratified, and confirmed in all respects.

ITEM 8. LITIGATION UPDATE

Mr. Dodge, in his capacity as General Counsel of the Corporation, presented a report on the status of the significant litigation in which the Corporation and/or its affiliates are presently involved. Mr. Dodge explained that his report and any ensuing discussions were subject to the attorney/client and other applicable privileges.

ITEM 9. APPROVAL OF FORM AND FILING OF QUARTERLY REPORT ON FORM 10-Q AND REPORT ON ACTIVITIES OF AUDIT COMMITTEE

Mr. Tom A. Ortolf, Chairman of the Audit Committee, presented a report on the general activities of the Audit Committee and the Audit Committee's review of the Corporation's financial statements and Form 10-Q for the quarter ended March 31, 2013.

After discussion and deliberation, upon motion duly made and seconded, the following resolutions were unanimously adopted, subject to incorporation of the comments received at the Audit Committee meeting held earlier:

WHEREAS, the Corporation is required to file with the Securities and Exchange Commission (the "Commission") by May 10, 2013, a Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 (the "Form 10-Q");

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WHEREAS, a draft of the Form 10-Q proposed to be filed with the Commission was attached as Exhibit 10A to the board book for the meeting (the "Draft Form 10-Q"), and each member of the Board of Directors has read the Draft Form 10-Q and has provided all comments and responses they deem necessary and appropriate to the General Counsel and Chief Financial Officer of the Corporation (or their designees);

WHEREAS, the Draft Form 10-Q contains quarter-end financial statements of the Corporation that were reviewed by KPMG;

WHEREAS, management has recommended that the Audit Committee and the Board of Directors approve (i) as to form the Draft Form 10-Q, with such non-material changes as the General Counsel and Chief Financial Officer of the Corporation shall deem necessary and appropriate, and (ii) the filing with the Commission of the Form 10-Q (with any such non-material changes) at such time as the General Counsel and Chief Financial Officer of the Corporation shall determine; and

WHEREAS, the Audit Committee has (a) approved, ratified and confirmed the recommendation of management concerning the approval (i) as to form of the Draft Form 10-Q, with such non-material changes as the General Counsel and Chief Financial Officer of the Corporation shall deem necessary and appropriate, and (ii) of the filing with the Commission of the Form 10-Q (with any such non-material changes), at such time as the General Counsel and Chief Financial Officer of the Corporation shall determine; and (b) recommended that the Board of Directors approve (i) as to form the Draft Form 10-Q, with such non-material changes as the General Counsel and Chief Financial Officer of the Corporation shall deem necessary and appropriate, and (ii) the filing with the Commission of the Form 10-Q (with any such non-material changes), at such time as the General Counsel and Chief Financial Officer of the Corporation shall determine;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves, ratifies and confirms the recommendation of management and the Audit Committee concerning the approval as to form and filing of the Form 10-Q; and further

RESOLVED, that the Draft Form 10-Q, in substantially the form attached as Exhibit 10A to the board book for the meeting, be, and it hereby is, approved as to form with such non-material changes as the General Counsel and Chief Financial Officer of the Corporation shall deem necessary and appropriate; and further

RESOLVED, that the Form 10-Q, in substantially the form attached as Exhibit 10A to the board book for the meeting, with such non-material changes as the General Counsel and Chief Financial Officer of the Corporation shall deem necessary and appropriate, be filed with the Commission at such time as the

General Counsel and Chief Financial Officer of the Corporation shall determine; and further

RESOLVED, that the General Counsel and Chief Financial Officer be, and they collectively hereby are, authorized, empowered and directed to prepare or cause to be prepared, to execute or cause to be executed, and to file or cause to be filed with the Commission such non-material amendments and supplements to the Form 10-Q as they, collectively, may deem necessary or desirable, or as may be required by the Commission; and further

RESOLVED, that, in the event that such an amendment or supplement to the Form 10-Q is filed, the members of the Board of Directors shall be provided with redline copies of the revised Form 10-Q showing the changes that were made; and further

RESOLVED, that the Chairman, Chief Executive Officer, Executive Vice President, General Counsel and Secretary or Executive Vice President and Chief Financial Officer of the Corporation (each, a "proper officer" and collectively, the "proper officers") be, and each one of them acting alone or with one or more other proper officers hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation and under its corporate seal or otherwise, from time to time, to make, execute and deliver, or cause to be made, executed and delivered, all such other and further agreements, certificates, instruments or documents, to pay or reimburse all such filing fees and other costs and expenses, and to do and perform or cause to be done or performed all such acts and things, as in their discretion or in the discretion of any of them may be necessary or desirable to enable the Corporation to accomplish the purposes and to carry out the intent or the foregoing resolutions; and further

RESOLVED, that any and all actions previously taken by any of the proper officers if the Corporation within the terms of the foregoing resolutions be, and the same hereby are, ratified, and confirmed in all respects.

ITEM 10. QUARTERLY REVIEW OF OPTION GRANTS TO EMPLOYEES OTHER THAN EXECUTIVE OFFICERS AND REPORT ON ACTIVITIES OF THE EXECUTIVE COMPENSATION COMMITTEE

Mr. Steven R. Goodbarn, Chairman of the Executive Compensation Committee, presented a report on the general activities of the Executive Compensation Committee and the Executive Compensation Committee's review of the option grants made to employees other than executive officers during the first quarter 2013, a list of which was attached as Exhibit 11A to the board book for the meeting.

After discussion and deliberation, upon motion duly made and seconded, the following resolution was unanimously adopted:

WHEREAS, the Corporation adopted the 2009 Stock Incentive Plan (the "Stock Incentive Plan"), which Stock Incentive Plan provides for the grant of stock options, among other stock-based performance awards, to key employees of the Corporation and its subsidiaries;

WHEREAS, (i) eighty million (80,000,000) shares of Class A Common Stock, \$0.01 par value per share ("Common Stock"), of the Corporation have been reserved for issuance under the Stock Incentive Plan; and (ii) under the Stock Incentive Plan: (a) no grantee may be granted options or stock appreciation rights in the aggregate of more than four million (4,000,000) shares in any one calendar year; and (b) the maximum dollar amount of the fair market value of shares that any grantee may receive in any one calendar year in respect of performance awards granted under the Stock Incentive Plan may not exceed thirty million dollars (\$30,000,000);

WHEREAS, the Board of Directors has established the Executive Compensation Committee to administer the Stock Incentive Plan;

WHEREAS, management believes: (i) that officers and other key employees, who are in a position to make a substantial contribution to the long-term success of the Corporation and to build stockholder value, should have a stake in the Corporation's ongoing success; and (ii) that this focuses attention on managing the Corporation as an owner with an equity position in the Corporation's business and seeks to align the officers' and key employees' interests with the long-term interests of stockholders;

WHEREAS, the Stock Incentive Plan was adopted by the Board of Directors and approved by stockholders in recognition of management's belief;

WHEREAS, (i) awards under the Stock Incentive Plan follow a review of the individual employee's performance, position in the Corporation, long-term potential contribution to the Corporation and the number of options previously granted to the employee; and (ii) neither management nor the Board of Directors assigns specific weights to these factors, although the employee's position and a subjective evaluation of his or her performance are considered most important;

WHEREAS, generally, the number of options granted to an employee reflect his or her level of responsibility, position in the Corporation and potential to contribute to the long-term success of the Corporation or otherwise achieve significant corporate goals;

WHEREAS, however, the number of options granted to specific employees are not based on any objective criteria;

WHEREAS, options are generally granted to director level and above employees, although in certain circumstances options are granted to certain other employees based on length of service or contribution to the Corporation;

WHEREAS, Charles W. Ergen, Chairman of the Board of Directors, desires to: (i) incentivize certain new employees and/or certain employees receiving promotions who are in a position to make a substantial contribution to the long-term success of the Corporation and to build stockholder value; and/or (ii) reward certain key employees of the Corporation and its subsidiaries, in connection with their efforts during the past year, and provide them with an incentive to continue to help build the success of the Corporation, which rewards and incentives add value to the Corporation that is at least equal to the fair market value of the shares of the Corporation's Common Stock that these employees will receive through the Stock Incentive Plan;

WHEREAS, at the Annual Meeting of the Board of Directors held on May 2, 2012 (and as amended at the Regular Meeting of the Board of Directors held on November 2, 2012), (i) the Board of Directors delegated the authority to Mr. Ergen, as Chairman of the Board of Directors, to make grants of options to purchase the Common Stock, on the first day of the quarter immediately following the end of the quarter, to new employees and existing employees of the Corporation or its subsidiaries who are not executive officers in connection with hiring, promotion or other recognition, as Mr. Ergen deems appropriate, without further need to consult with or seek prior approval from the Board of Directors or the Executive Compensation Committee, consistent with the criteria established in the Stock Incentive Plan, and that the actions taken by Mr. Ergen in connection therewith shall be deemed approved, ratified and confirmed by the Board of Directors and the Executive Compensation Committee as of the date such action is taken; provided however, that no authority was granted to Mr. Ergen to make grants to: (a) executive officers or directors of the Corporation (executive officers of the Corporation are those persons identified as executive officers in the Corporation's annual report on Form 10-K); (b) "affiliates" of the Corporation, as such term is used in Section 16 of the Securities Exchange Act of 1934, and as interpreted by the General Counsel of the Corporation; (c) in excess of one hundred thousand (100,000) shares to an individual employee at or below the Vice President level; or (d) in excess of five hundred thousand (500,000) shares to an individual employee at or above the Senior Vice President level, without advance approval of the Executive Compensation Committee;

WHEREAS, the Chairman has made the grant of options to purchase shares of the Corporation's Common Stock ("Options") to those employees of the Corporation and its subsidiaries who are not executive officers set forth in the list attached as Exhibit 11A to the board book for the meeting, and in such amounts as set forth opposite each employee's name on such list under the terms of the Stock Incentive Plan and an incentive stock option agreement to be approved by the Chairman of the Corporation; and

WHEREAS, (i) the date of grant of such Options is April 1, 2013 (the "Grant Date"); (ii) such Options vest at the rate of 20% per year, with the first 20% of such Options vesting on the date which is one year after the Grant Date and 20% thereafter on the anniversary of the Grant Date for each of the following four years; (iii) the exercise price for each share of Common Stock shall be equal to the closing price, as reported on the National Association of Securities Dealers Automated Quotation System, for shares of the Common Stock on the Grant Date, or the last trading day prior to such date in the event that such date falls on a weekend or holiday; and (iv) such Options expire ten years from the Grant Date;

NOW, THEREFORE, BE IT RESOLVED, that, after due consideration, the Board of Directors hereby determines that the grant of such Options is consistent with the authority delegated to the Chairman at the Annual Meeting of the Board of Directors held on May 2, 2012 (and as amended at the Regular Meeting of the Board of Directors held on November 2, 2012).

ITEM 11. REVIEW OF CORPORATE AIRCRAFT USAGE POLICY

Mr. Dodge reviewed the proposed Aircraft Usage Policy for the Corporation. A copy of the proposed policy was attached as Exhibit 12A to the board book for the meeting (the "Aircraft Usage Policy").

After discussion and deliberation, upon motion duly made and seconded, the following resolution was unanimously adopted, subject to incorporation of any comments made by the members of the Board of Directors at the meeting:

WHEREAS, the Corporation desires to adopt the Aircraft Usage Policy to set forth the Corporation's policies regarding the treatment of the corporate aircraft;

NOW, THEREFORE, BE IT RESOLVED, that, after due consideration, the Board of Directors hereby approves and adopts in all respects the Aircraft Usage Policy, in substantially the form attached as Exhibit 12A to the board book for the meeting, effective May 2, 2013, subject to incorporation of any comments made by the members of the Board of Directors at the meeting; and further

RESOLVED, that the Chairman or Executive Vice President, General Counsel and Secretary of the Corporation and its subsidiaries (each, a "proper officer" and collectively, the "proper officers") be, and each one of them acting alone or with one or more other proper officers hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation and its subsidiaries, and under their corporate seals or otherwise, from time to time, to make, execute and deliver, or cause to be made, executed and delivered, all such other and further agreements, certificates, instruments or documents, to pay or reimburse all such filing fees and other costs and expenses, and to do and perform or cause to be done or performed all such acts and things, as in their discretion or in the discretion of any of them

may be necessary or desirable to enable the Corporation and its subsidiaries to accomplish the purposes and to carry out the intent or the foregoing resolutions; and further

RESOLVED, that any and all actions previously taken by any of the proper officers of the Corporation and its subsidiaries within the terms of the foregoing resolutions be, and the same hereby are, ratified, and confirmed in all respects.

ITEM 12. QUARTERLY REVIEW OF CERTAIN INVESTMENTS

Mr. Ergen provided an update on certain investments made by the Corporation during the first quarter. A copy of the investment policy of the Corporation and a summary of the investments made by the Corporation during the first quarter were attached as Exhibit 14A to the board book for the meeting.

ITEM 13. APPROVAL OF THE AMENDED AND RESTATED CHARTER OF THE AUDIT COMMITTEE

Messrs. Ortolf and Dodge presented a report regarding certain proposed changes to the Amended and Restated Audit Committee Charter, described in the materials distributed prior to the meeting.

After discussion and deliberation, upon motion duly made and seconded, the following resolutions were unanimously adopted:

WHEREAS, the Audit Committee has recommended that the Amended and Restated Charter of the Audit Committee, in substantially the form distributed prior to the meeting, be approved, ratified and adopted by the Board of Directors in all respects;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves, ratifies and confirms the recommendation of the Audit Committee concerning the approval, ratification and adoption of the Amended and Restated Charter of the Audit Committee; and further

RESOLVED, that the Board of Directors after due deliberation hereby approves, ratifies and adopts the Amended and Restated Charter of the Audit Committee of the Board of Directors of the Corporation, in substantially the form distributed prior to the meeting; and further

RESOLVED, that the Chairman or Executive Vice President, General Counsel, and Secretary of the Corporation (each, a "proper officer" and collectively, the "proper officers") be, and each one of them acting alone or with one or more other proper officers hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation and under its corporate seal or otherwise, from time to time, to make, execute and deliver, or cause to be made, executed and delivered,

all such other and further agreements, certificates, instruments or documents, to pay or reimburse all such filing fees and other costs and expenses, and to do and perform or cause to be done or performed all such acts and things, as in their discretion or in the discretion of any of them may be necessary or desirable to enable the Corporation to accomplish the purposes and to carry out the intent or the foregoing resolutions; and further

RESOLVED, that any and all actions previously taken by any of the proper officers of the Corporation within the terms of the foregoing resolutions be, and the same hereby are, ratified, and confirmed in all respects.

ITEM 14. REVIEW OF CERTAIN ITEMS PREVIOUSLY APPROVED BY THE BOARD OF DIRECTORS

Mr. Dodge reviewed certain items approved by the Board of Directors year-to-date that are outside of the ordinary course and have not been consummated and the status of each such item, as well as certain items approved by the Board of Directors in prior years that remain active. Mr. Dodge noted that to assist the members of the Board of Directors a list of such items was included in the board book for the meeting. Mr. Dodge then noted that his review did not include items approved year-to-date that are ordinary course (whether consummated or not) or that are outside of the ordinary course but have been consummated.

ITEM 15. REVIEW OF SCHEDULE FOR NEXT REGULAR MEETINGS OF THE BOARD OF DIRECTORS, AUDIT COMMITTEE AND EXECUTIVE COMPENSATION COMMITTEE

Mr. Dodge reviewed the schedule for the upcoming regular meetings of the Board of Directors, Audit Committee and Executive Compensation Committee. To assist the members of the Board of Directors with their review of the dates for such meetings, calendars for each of the months from January 2013 through December 2013 were attached as Exhibit 16A to the board book for the meeting.

ITEM 16. CHIEF EXECUTIVE OFFICER'S REPORT

Mr. Clayton presented a report on his observations as President and Chief Executive Officer of the Corporation, including, among other things, an update on the Corporation's upcoming Apple iPad promotion.

ITEM 17. CHAIRMAN'S REPORT

Mr. Ergen presented a report on the general state of the business of the Corporation and other matters, including, among other things, the Corporation's wireless strategy and upcoming satellite launches. Mr. Ergen then discussed, among other things, the status of the proposal for the Corporation to merge with Sprint Nextel Corporation ("Sprint") for a total consideration of \$25.5 billion (the "Proposal"), the Corporation's strategic alternatives to the Proposal, and a

potential transaction involving LightSquared LP and/or LightSquared Inc., a debtor-in possession (collectively, "LightSquared") and the Corporation in which Mr. Ergen has a personal interest therein (the "Ergen LightSquared Transaction"). To assist the members of the Board of Directors with their consideration of these items, a memorandum regarding upcoming satellite launches was attached as Exhibit 18A to the board book for the meeting, and Mr. Ergen distributed a memorandum regarding the potential Ergen LightSquared Transaction at the meeting.

ITEM 18. APPROVAL OF ANNUAL COMPENSATION OF EXECUTIVE OFFICERS

Mr. Dodge led a discussion regarding the proposed 2013 salaries for the Executive Officers of the Corporation other than Mr. Ergen. Materials setting forth the proposed 2013 salaries for such Executive Officers of the Corporation were attached as Exhibit 5A to the board book for the meeting.

ADJOURNMENT

Upon motion duly made and seconded, the meeting was adjourned at 12:45 p.m. in order for Messrs. Steven R. Goodbarn, Tom A. Ortolf, and Gary S. Howard to attend a special meeting of the Executive Compensation Committee.

CONTINUATION

Following completion of the special meeting of the Executive Compensation Committee, upon motion duly made and seconded, the meeting was reconvened at 12:50 p.m.

After discussion and deliberation, upon motion duly made and seconded, the following resolutions were unanimously adopted:

WHEREAS, Mr. Ergen has proposed the 2013 salaries for the Executive Officers set forth on Exhibit 5A to the board book for the meeting and those salaries are generally at levels below amounts paid to executive officers with comparable experience and responsibilities at other companies engaged in the same or similar business as the Corporation and with other companies of similar size; and

WHEREAS, management has recommended that the Board of Directors approve the proposed 2013 salaries for the Executive Officers set forth on Exhibit 5A to the board book for the meeting;

NOW, THEREFORE, BE IT RESOLVED, after due deliberation, the Board of Directors hereby approves, ratifies and confirms the 2013 salaries for the Executive Officers set forth on Exhibit 5A to the board book for the meeting; and further

RESOLVED, that the Chairman or Executive Vice President, General Counsel, and Secretary of the Corporation and its subsidiaries (each, a "proper officer" and