



**FIRST RESPONDER NETWORK AUTHORITY
BOARD RESOLUTION 103
BYLAWS AND COMMITTEE CHARTER REVISIONS**

December 5, 2019

WHEREAS, the Middle Class Tax Relief and Job Creation Act of 2012 (Act) permits the First Responder Network Authority (FirstNet Authority), an independent authority within the Department of Commerce's National Telecommunications and Information Administration, to "exercise, through the actions of its Board, all powers specifically granted by the provisions of this subtitle, and such incidental powers as shall be necessary."

WHEREAS, the Act also permits the FirstNet Authority to "take such other actions as the First Responder Network Authority (through the Board) may from time to time determine necessary, appropriate, or advisable to accomplish the purposes of this title."

WHEREAS, the Act requires the FirstNet Authority to govern itself in a transparent manner.

WHEREAS, the FirstNet Authority desires to inform the public safety user community, state, regional, local, and tribal jurisdictions and the public as to how the FirstNet Authority is governed.

WHEREAS, the FirstNet Authority Board has previously implemented Bylaws for the Board.

WHEREAS, the FirstNet Authority Board has previously implemented Charters for each of the Board Committees, which Charters require annual review by such Committees and the FirstNet Authority Board.

NOW THEREFORE BE IT RESOLVED that the FirstNet Authority Board hereby adopts the revised and amended Bylaws of the FirstNet Authority as presented by management, a copy of which is attached hereto as Exhibit A.

BE IT ALSO RESOLVED that the FirstNet Authority Board, having reviewed the recommended revisions to each of the Committee Charters as proposed by each Board Committee, hereby adopts the revised and amended Committee Charters as presented by each of the Board Committees of the FirstNet Authority, copies of which are attached hereto as Exhibit B.

BE IT ALSO RESOLVED that the FirstNet Authority Board hereby approves the proposed change in name of the Technology Committee to the Network and Technology Committee, and will amend the FirstNet Authority Bylaws to reflect this change.

BE IT ALSO RESOLVED that the FirstNet Authority Board hereby approves the proposed change in name of the Public Safety Advocacy Committee to the Advocacy Committee, and will amend the FirstNet Authority Bylaws to reflect this change.

I, the undersigned, Acting Board Secretary of the FirstNet Authority, do hereby certify that the above is a true and correct copy of a resolution adopted at the meeting of the FirstNet Authority Board on December 5, 2019, at which a quorum was present and voted.



Jennifer Watts, Acting Board Secretary

Exhibit A



U.S DEPARTMENT OF COMMERCE
FIRST RESPONDER NETWORK AUTHORITY
BOARD BYLAWS

ARTICLE I: PURPOSE & AUTHORITY

The purpose of the First Responder Network Authority (FirstNet) is to ensure the building, deployment and operation of a nationwide, interoperable public safety broadband network pursuant to Title VI of the Middle Class Tax Relief and Job Creation Act of 2012 (Pub. L. No. 112-96, Title VI, 126 Stat. 156 (codified at 47 U.S.C. 1401 *et seq.*)) (the “Act”). FirstNet derives its powers, duties and responsibilities from Section 1426(a) of the Act. The powers of FirstNet that are not explicitly outlined in the legislation are derived from Section 1426(a)(6) of the Act.

ARTICLE II: OFFICES

The principal office of FirstNet shall be located in Northern Virginia. Other offices of FirstNet shall be in such places as may be deemed by the Board to be necessary or appropriate.

ARTICLE III: ORGANIZATION OF THE BOARD

General

Section 3.01 — Role of the Board

The Board as established in Section 1424 of the Act is responsible for overall policy, direction and oversight of FirstNet, subject to all applicable Federal laws. All powers shall be exercised by or under the authority of, and the business and affairs of FirstNet shall be managed under the direction of the Board. Each appointed member of the Board shall act in the best interests of FirstNet, regardless of any current or former outside activity, employment or affiliation. The permanent members of the Board shall act in the best interests of the United States consistent with their existing obligations as officers of the United States.

Section 3.02 — Governance

Pursuant to Section 1424(a) of the Act, FirstNet shall operate as an independent authority within NTIA. FirstNet may exercise, through the actions of its Board, all powers specifically granted by the provisions of the

Act, and such incidental powers as shall be necessary, appropriate, or advisable to accomplish the purposes of Title VI of the Act.

Composition of the Board

Section 3.03 — Membership Selection and Appointment

Pursuant to Section 1424 of the Act, FirstNet shall be led by a 15-member Board. The Secretary of Homeland Security, the Attorney General of the United States, and the Director of the Office of Management and Budget serve as permanent members. The U.S. Secretary of Commerce (Commerce Secretary) shall appoint the balance of the FirstNet Board in accordance with the requirements set forth in Section 1424(b)(2) of the Act. When referring to one of the fifteen individuals that comprise the Board, these Bylaws shall use the terms “member” or “Board member.”

Section 3.04 — Terms for Appointed Board Members

The term for appointed Board members is three years. No appointed Board member may serve more than two consecutive full three-year terms.

Section 3.05 — Board Chair

The Commerce Secretary shall select, from among the non-permanent members of the Board, an individual to serve for a two-year term as Chair of the Board (Board Chair). An individual may not serve for more than two consecutive terms as Board Chair.

The Board Chair will set the agenda for all Board meetings. The Board Chair will convene and preside at all meetings of the Board at which he or she is present, in person or by teleconference, and will regularly report to the Board on the status and conduct of the business and affairs of FirstNet, and will answer questions from and provide requested information to Board members.

The Board Chair shall select a non-permanent Board member to serve as Vice Chair. The Vice Chair shall assume the duties of the Board Chair in the Board Chair's absence, incapacity, or at the direction of the Board Chair and perform such duties as are assigned by the Board Chair.

Changes in Board Composition

Section 3.06 — Resignation

Any appointed member may at any time resign from the Board by forwarding to the Board Chair, (with a copy to the Commerce Secretary), a resignation in writing, provided that any outstanding obligations of the member to FirstNet have been fully discharged. Resignation is effective upon receipt by the Board Chair of written notification from such resigning member.

Section 3.07 — Removal

The Commerce Secretary may remove the Board Chair from his or her position, or any individual appointed member from the Board, at any time, with or without cause. The Board Chair may remove any appointed member due to incapacity, neglect of duty, poor performance, malfeasance, or other good cause, with the Commerce Secretary's approbation.

Section 3.08 — Vacancies

In the event of a vacancy, the Commerce Secretary shall appoint a new Board member for the remainder of the predecessor's term, consistent with Section 1424 of the Act. In selecting new members, the Commerce Secretary shall consider any nominations of potential Board members submitted by the Board. Board vacancies shall not affect the Board's powers.

Board Committees

Section 3.09 — Committees of the Board

The Board may, by a majority vote of the members, establish such committees of the Board as it determines from time to time to be advisable, provided that each such committee shall be composed of at least two (2) members. The Board Chair shall designate one committee member as Chair of the Committee (Committee Chair). The Board Chair shall, upon recommendation of the Committee Chair, appoint the members of the committee. All committee members shall serve at the pleasure of the Board Chair for such term or terms as the Board Chair may determine and may be replaced by the Board Chair, notwithstanding any such term or terms, at any time. The Committee Chair shall serve at the pleasure of the Board Chair and may be replaced by the Board Chair at any time. The Board may establish other procedures, as necessary, to govern committee activities (including, without limitation, members' term of office, vacancy filling, removal and quorum), and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of FirstNet. All committees so appointed shall keep regular minutes of the transactions of their

meetings and shall cause them to be recorded in books kept for that purpose in the office of FirstNet and may exercise such powers as the Board may by resolution determine. Board committees may meet either individually or jointly at the discretion of the Board Chair or at the recommendation of and with the approval of the Committee Chairs. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board or any member thereof, of any responsibility imposed by these Bylaws. The activities and responsibilities of each committee shall be governed, in addition to these Bylaws, by a committee Charter, which shall be approved by each committee and the Board. In the case of a conflict between these Bylaws and any committee Charter, the terms of these Bylaws shall control.

Section 3.10 — Network and Technology Committee

A Network and Technology Committee is hereby established with the duties and responsibilities reflected in its Charter (appended hereto as Attachment A and as amended from time to time by the Board).

Section 3.11 — Finance Committee

A Finance Committee is hereby established with the duties and responsibilities reflected in its Charter (appended hereto as Attachment B and as amended from time to time by the Board).

Section 3.12 — Governance and Personnel Committee

A Governance and Personnel Committee is hereby established with the duties and responsibilities reflected in its Charter (appended hereto as Attachment C and as amended from time to time by the Board).

Section 3.13 — Advocacy Committee

An Advocacy Committee is hereby established with the duties and responsibilities reflected in its Charter (appended hereto as Attachment D and as amended from time to time by the Board).

Advisory Committees

Section 3.14 — Public Safety Advisory Committee

Pursuant to Section 1425(a) of the Act, FirstNet shall establish a standing public safety advisory committee to assist FirstNet in carrying out its duties and responsibilities. The duties and responsibilities of the public safety advisory committee are reflected in its Charter (appended hereto as

Attachment E), which Charter must be approved, and may be amended at any time, by the Board.

Section 3.15 — Other Advisory Committees

Pursuant to Section 1425(a) of the Act, FirstNet may establish additional standing or ad hoc committees, panels, or councils as FirstNet determines are necessary. When establishing advisory committees, FirstNet will consult with the FirstNet Chief Counsel's Office regarding the applicability of the Federal Advisory Committee Act.

Conducting Business

Section 3.16 — Compensation

Board members appointed under Section 1424(b)(1)(D) shall be compensated at the daily rate of basic pay for level IV of the Executive Schedule for each day during which such members are engaged in performing a function of the Board. Board members appointed under Section 1424(b)(1)(A-C) shall serve without additional pay. Other than as provided herein, no Board member shall, while serving on the Board, otherwise benefit financially, directly or indirectly, as a result of their service on the FirstNet Board.

Section 3.17 — Reimbursement of Expenses

FirstNet shall reimburse all Board members for travel and per diem expenses at rates authorized for an employee of a Federal agency under subchapter I of chapter 57 of title 5, United States Code, whenever the performance of the duties of FirstNet takes a Board member away from his or her home or regular place of business and at the place of employment or service.

Section 3.18 — Ethics, Financial Disclosure and Conflicts of Interest

FirstNet Board members shall comply with all applicable government ethics, financial disclosure, and conflict of interest statutes and regulations.

ARTICLE IV: MEETING PROCEDURES

General Requirements

Section 4.01 — Frequency

Pursuant to Section 1424(e) of the Act, the Board will meet at the call of the Board Chair and not less frequently than once each quarter. Meetings shall be at such dates, times and locations as the Board Chair shall determine. The frequency of meetings of the Board's committees shall be determined by the Charters of each committee. Board and committee meetings may be held by means of conference telephone, audio/video transmission, or similar communications medium at the decision of the Board or Committee Chair, respectively.

Section 4.02 — Special Meetings

The Board Chair, may call special meetings of the Board at any time. The Board Chair shall call a special meeting upon request of at least four members. In the case of such requests, the Board Chair shall call the special meeting as soon as reasonably practicable to ensure a quorum.

Section 4.03 — Member Participation

Personal attendance of Board members at meetings and activities of the Board is strongly encouraged. However, Board members, or any committee designated by the Board, may participate in a meeting of members of the Board or such committee by means of conference telephone, audio/video transmission, or similar communications medium, so long as all persons participating in the meeting can simultaneously communicate on a real-time basis with all other participants. Board member participation in a meeting pursuant to this Bylaw shall constitute presence in person. Board members appointed by the Commerce Secretary under Section 1424(b)(1)(D) may not select alternates to participate in Board or committee meetings in their absence and proxy voting on their behalf is not permitted. A Board member appointed under Section 1424(b) (1)(A-C) may delegate his or her board responsibilities to one subordinate to allow the subordinate to participate in Board activities, including voting as follows:

- (a) Attorney General — to the Associate Attorney General.
- (b) Secretary of Homeland Security — to the Under Secretary of Homeland Security for National Protection and Programs.
- (c) Director of the Office of Management and Budget — to the Deputy Director of the Office of Management and Budget for Management.

Notwithstanding the earlier portions of this provision, a permanent member may select an alternate senior designee. For purposes of Board meeting and committee meeting participation and voting, this designee will replace the named designee in this Section.

Section 4.04 — Transparency

Pursuant to Section 1424(e) of the Act, meetings of the Board, including any committee of the Board, shall be open to the public. Members of the public may submit written statements to the Board at any time.

Section 4.05 — Closed Meetings

Pursuant to Section 1424(e) of the Act, the Board may, by majority vote of the members, close any meeting for the time necessary to preserve the confidentiality of commercial, financial, or other sensitive information, including procurement-related and source selection information, that is privileged or confidential, to discuss personnel matters, or to discuss legal matters affecting FirstNet, including pending or potential litigation. The notice of the meeting on the FirstNet website may announce the closing of all or a portion of a meeting. If, during the course of an open meeting, matters inappropriate for public disclosure arise during discussions, the Board Chair will order such discussion to cease and will make a motion to move into a closed session.

Procedural Requirements

Section 4.06 — Quorum

Pursuant to Section 1424(f) of the Act, eight members of the Board shall constitute a quorum, including at least six of the Board members appointed by the Commerce Secretary under Section 1424(b)(1)(D). A majority of committee members represents a quorum for all meetings of Board committees.

Section 4.07 — Voting

When a decision or recommendation of the Board is required, the Board Chair will request a motion for a vote. Each member shall be entitled to one vote on each matter submitted to a vote of members of the Board. Proxy voting by alternates (other than as described in Section 4.03 of these Bylaws) shall not be allowed. Unless otherwise specified in these Bylaws, actions by the Board shall require a vote in the affirmative by not less than a majority of those members of the Board voting.

Notwithstanding the paragraph above, a consent agenda may be presented at the beginning of a Board or committee meeting. Items may be removed from the consent agenda on the request of any one member. Items not removed may be adopted by general consent without debate. Removed items may be taken up either immediately after the consent agenda or placed later on the agenda at the discretion of the Board Chair

or for committee matters, of the Committee Chair of the relevant committee.

Section 4.08 — Public Notice of Meetings

FirstNet shall display its regular meeting schedule of the Board on its website, and include the date, time, place, and general purpose of the meeting. FirstNet shall provide at least two business days' notice on its website of the date, time, and place of any special meeting of the Board. Business days shall mean Monday through Friday and excludes weekends and Federal holidays.

Section 4.09 — Notice to Board Members of Meetings

The Board Chair shall ensure reasonable prior notice of the regular, quarterly meetings is provided to the Board members. Any special meeting of the Board must be preceded by at least two days' notice of the date, time, and place of the meeting, but not of its purpose. Notice may be given personally, by facsimile, by mail, electronically or in any other manner designed to provide reasonable notice. Oral notification shall be sufficient only if a written record of such notice is included in the Board meeting minutes. Notice shall be deemed effective at the earliest of (a) receipt; (b) delivery to the proper address or telephone number of the members as shown in FirstNet's records; or (c) five days after its deposit in the United States mail, as evidenced by the postmark, if correctly addressed and mailed with first-class postage prepaid. Notice of any meeting of the Board may be waived by any Board member at any time, by a signed writing, delivered to FirstNet for inclusion in the minutes, either before or after the meeting. Attendance or participation by a Board member at a meeting, unless the Board member promptly objects to holding the meeting or to the transaction of any business on the grounds that the meeting was not lawfully convened and the Board member does not thereafter vote for or assent to action taken at the meeting, is a waiver of notice of the meeting.

Section 4.10 — Registering Dissent

A Board member who is present at a meeting of the Board at which action on a FirstNet matter is taken shall be presumed to have assented to such action unless his or her dissent, abstention, or recusal is entered in the meeting minutes, or unless the Board member files a written dissent to such action with the person acting as the secretary of the meeting. The written dissent must be delivered either before the adjournment of the meeting or by registered mail to the Board Chair, or the Chair's designee, immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Board member who voted in favor of such action. If a

Board member agrees with an action in part, the Board member shall dissent from the whole but identify in the dissent those aspects of the action with which the Board member agrees.

Section 4.11 — Action by Board Members without a Meeting

Any action required or which may be taken without a meeting of the Board (including any permissible amendment of these Bylaws), or of a committee thereof, may be taken without a meeting if all of the Board members or all of the members of a committee sign a consent in writing, setting forth the action so taken. Such consent shall have the same force and effect as a unanimous vote of the Board or the committee. Such consent may be executed in one or more counterparts each of which shall be deemed an original but all of which together shall constitute one and the same instrument. In addition to hand delivery, signed signature pages may be transmitted to the Board Secretary, as defined in Section 5.02 below by U.S. mail, email, facsimile, or the Department's secure file transfer system, and any such signature shall have the same legal effect as an original. The action shall take effect once the Secretary to the FirstNet Board or FirstNet's Chief Counsel receives the signature of each Board member. FirstNet shall publish such action on its website.

ARTICLE V: OFFICERS, STAFF AND CONSULTANTS

Section 5.01 — Officer Designations

The Board shall have the discretion to create whatever officer positions it deems desirable with such titles and duties as the Board may determine. The Board shall have the authority to select individuals to serve in any such officer positions. The same person may hold any two or more offices. Officers of FirstNet shall be compensated as appropriate under Federal pay schedules and shall be subject to applicable Federal personnel practices and procedures.

Section 5.02 — Board Secretary

The Board Secretary shall have such powers and perform such duties as from time to time may be assigned to him or her by the Board or the FirstNet Chief Executive Officer (CEO). The Board Secretary shall (a) keep, or cause to be kept, in books provided for the purpose, minutes of the meetings of the Board, and of each committee of the Board; (b) see that all notices are duly given in accordance with law and these Bylaws; (c) see that the books, reports, statements and all other documents and records required by law are properly kept and filed; and (d) sign such instruments as require the signature of the Board Secretary.

Section 5.03 — CEO

The Board shall hire a CEO who will have general day-to-day supervision, operation, management and direction of the business and affairs of FirstNet, subject to the control of the Board, and shall report directly to the Board. The CEO serves at the pleasure of the Board. The CEO may hire (or may delegate to any officer or officers the authority to hire) such employees as he or she deems proper and necessary for the operations of FirstNet. The powers and duties of the employees shall be as assigned or as delegated to be assigned by the CEO. The CEO may enter into memoranda of understanding with NTIA and other government agencies to obtain staffing resources. The CEO shall not have responsibility for matters that these Bylaws assign directly to the Board.

ARTICLE VI: GENERAL PROVISIONS

Section 6.01 — Amendments

The Board shall have power to make, alter, amend and repeal the Bylaws of FirstNet by a majority vote of all members of the Board. Any modifications to these Bylaws that affect the powers of the Commerce Secretary under the Act shall be approved by the Commerce Secretary or his or her designee prior to any intended Board action to modify these Bylaws. In order to effectuate this approval, FirstNet shall deliver any proposed changes to these Bylaws in their entirety to the Department Office of General Counsel, which shall identify to FirstNet whether it believes any modifications relate to the powers of the Commerce Secretary and be responsible for obtaining the Commerce Secretary's response to the relevant Bylaw modifications, if any, including any necessary approval, within a reasonable period of time after receipt of the modified Bylaws.

Section 6.02 — Books and Records

FirstNet shall keep the following records:

- (a) Current Bylaws;
- (b) Correct and adequate records of accounts and finances;
- (c) A record of officers' and Board Members' names and addresses; and
- (d) Minutes of the proceedings of the Board and any minutes, which may be maintained by Board committees. Records may be written, or electronic if capable of being converted to writing.

Any books, records, and minutes may be in written form or any other form capable of being converted into written form within a reasonable time. The records shall be open at any reasonable time to inspection by any Board member for a purpose reasonably related to his or her position as a Board member.

Such books and records will be made available to the public by FirstNet subject to Federal law, formal Congressional request, or judicial order. Records related to Board or committee matters discussed during any closed meeting sessions as described in Section 4.07 of these Bylaws, if any, shall not be made public.

Section 6.03 — Audits

In recognition that FirstNet is a steward of taxpayer dollars the Finance Committee may recommend to the Commerce Secretary an independent auditor to conduct an audit, on an annual basis, of FirstNet in accordance with Section 1429 of the Act. To facilitate audits conducted under this section of these Bylaws, both NTIA and the auditor shall have the right to access all books, accounts, records, reports, files, and all other papers, things, or property belonging to or in use by the FirstNet that pertain to the financial transactions of FirstNet.

Section 6.04 — Fiscal Year

The fiscal year of FirstNet shall be the Federal Government fiscal year, October 1 through September 30.

Section 6.06 — Rules of Order

The rules contained in the most recent edition of Robert's Rules of Order Newly Revised shall govern all meetings of FirstNet where those rules are not inconsistent with law, these Bylaws or prior actions of the Board.

Revised by resolution of the Board on 5th day of December 2019.

Exhibit B



U.S. DEPARTMENT OF COMMERCE
FIRST RESPONDER NETWORK AUTHORITY
GOVERNANCE AND PERSONNEL COMMITTEE CHARTER

Revised, December 05, 2019

Origin

The FirstNet Board established the Governance and Personnel Committee to review and recommend actions (as described below) related to the FirstNet Board's roles, responsibilities, membership, and management; FirstNet's policies and procedures related to organizational governance; and Chief Executive Officer (CEO) hiring and performance.

Committee Membership

The FirstNet Board Chair shall serve as the Governance and Personnel Committee Chair. The Governance and Personnel Committee shall consist of at least three members. Governance and Personnel Committee members shall be recommended by the Governance and Personnel Committee Chair and appointed by the Chair for such term or terms as the FirstNet Board may determine. Governance and Personnel Committee members shall serve at the pleasure of, and may be replaced at any time by the Chair. Only members of the FirstNet Board may serve as a member of the Governance and Personnel Committee.

Committee Structure and Operations

The FirstNet Board Chair shall serve as the Governance and Personnel Committee Chair. The Governance and Personnel Committee shall meet publicly in person or telephonically at least four times a year, with additional meetings to occur, or actions to be taken by unanimous written consent, when deemed desirable or appropriate by the Governance and Personnel Committee Chair or a majority of the Governance and Personnel Committee. The Governance and Personnel Committee Chair will determine the time and place for each meeting.

The Governance and Personnel Committee may, in its discretion, form and delegate authority to one or more subcommittees. The Governance and Personnel Committee Chair may invite such members of management to attend Governance and Personnel Committee meetings or portions thereof as the Governance and Personnel Committee Chair may deem desirable or appropriate. Any member of the FirstNet Board may

attend any Governance and Personnel Committee meeting and may participate as the Governance and Personnel Committee Chair deems appropriate.

Committee Duties and Responsibilities

In addition to the principal duties and responsibilities described below, the Governance and Personnel Committee will undertake such other duties and responsibilities as the FirstNet Board may delegate or direct and will report to the FirstNet Board periodically and as may be deemed necessary by the Governance and Personnel Committee. The primary duties and responsibilities of the Governance and Personnel Committee are as follows:

1. Recommend policies and procedures that will assist the FirstNet Board in making informed decisions.
2. Coordinate with management and other FirstNet Board committees to ensure that the FirstNet Board briefings, FirstNet Board meetings, FirstNet Board committee meetings, and all FirstNet communications adhere to established governance policies and procedures.
3. Review FirstNet's risk assessments and compliance program to ensure adherence to applicable laws and regulations.
4. Coordinate with the Assistant Secretary of the National Telecommunications and Information Administration (NTIA) on the review of prospective candidates for the FirstNet Board and recommendations to the Secretary of the Department of Commerce.
5. Coordinate with the Assistant Secretary of NTIA on the review of prospective candidates for the position of CEO.
6. Provide guidance and input to the CEO and Assistant Secretary of NTIA in the development of the CEO's annual Performance Plan.
7. Provide regular feedback to the CEO, and provide input to the Assistant Secretary for NTIA regarding the annual performance of the CEO.

Annual Summary of Accomplishments and Charter Review

The Governance and Personnel Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the FirstNet Board for approval. The Governance and Personnel Committee shall provide to the FirstNet Board an annual summary of accomplishments. The FirstNet Board shall compare the Committee's accomplishments with the requirements of this Charter. The summary to the FirstNet Board may take the form of an oral report by the Governance and Personnel Committee Chair, or by any other member of the Governance and Personnel Committee. The Governance and Personnel Committee shall also facilitate an annual review of FirstNet Board accomplishments.

Resources and Authority

In carrying out its responsibilities, the Governance and Personnel Committee shall have the necessary resources and authority, consistent with the Middle Class Tax Relief and Job Creation Act of 2012, to discharge its duties and responsibilities, including the authority to obtain advice or assistance from internal or external legal, human resource, accounting or other experts, advisors, or consultants, as appropriate, all in coordination with management and the FirstNet Board.

Nothing contained in this Charter shall be construed as circumscribing the authority of the Inspector General under the Inspector General Act and applicable Department of Commerce Administrative Orders, and nothing in this Charter is intended to restrict the authority of the Inspector General to conduct, supervise, and coordinate audits, inspections, evaluations, investigations, and other reviews relating to the programs and any other operations of FirstNet.

Nothing contained in this Charter is intended, and it should be interpreted to exclude, any expansion of the responsibility of the FirstNet Board or its members beyond, or violation of, applicable statutory or regulatory requirements and authorities.



U.S. DEPARTMENT OF COMMERCE
FIRST RESPONDER NETWORK AUTHORITY
ADVOCACY COMMITTEE CHARTER

Revised, December 05, 2019

Origin

The FirstNet Board established the Advocacy Committee to review and recommend actions (as described below) related to FirstNet's outreach, engagement, and collaboration efforts with local, state, territorial, tribal, and federal public safety entities, associations, and governance bodies in order to promote the adoption and improvement of the FirstNet network and to enhance public safety broadband communications.

Committee Membership

The Advocacy Committee shall consist of at least three members. Advocacy Committee members shall be recommended by the Advocacy Committee Chair and appointed by the FirstNet Board Chair for such term or terms as the FirstNet Board Chair may determine. Advocacy Committee members serve at the pleasure of, and may be replaced at any time by the FirstNet Board Chair. Only members of the FirstNet Board may serve as a member of the Advocacy Committee.

Committee Structure and Operations

The FirstNet Board Chair shall designate one member as the Advocacy Committee Chair. The Advocacy Committee shall meet publicly in person or telephonically at least four times a year, with additional meetings to occur, or actions to be taken by unanimous written consent, when deemed desirable or appropriate by the Advocacy Committee Chair or a majority of the Advocacy Committee. The Advocacy Committee Chair will determine the time and place for each meeting.

The Advocacy Committee may, in its discretion, form and delegate authority to one or more subcommittees. The Advocacy Committee Chair may invite such members of management to attend the meetings or portions thereof as the Advocacy Committee Chair may deem desirable or appropriate. Any member of the FirstNet Board may attend any meeting of the Advocacy Committee and may participate as the Advocacy Committee Chair deems appropriate.

Committee Duties and Responsibilities

In addition to the principal duties and responsibilities described below, the Advocacy Committee will undertake such other duties and responsibilities as the FirstNet Board may delegate or direct and will report to the FirstNet Board periodically and as may be deemed necessary by the Advocacy Committee. The primary duties and responsibilities of the Advocacy Committee are as follows:

1. Review and provide recommendations to management's approach for engaging, informing, educating and collaborating with the public safety community on the FirstNet program and network.
2. In collaboration with management, participate in engagement activities with the public safety community.
3. Review and provide recommendations to management on FirstNet's Roadmap and priorities for their likelihood to satisfy public safety's broadband communications needs.
4. In collaboration with management, promote efforts to foster, recognize, and identify innovation opportunities with the public safety community that differentiate the FirstNet network and demonstrate mission/operational impact.
5. In collaboration with management, contribute to the development of and adhere to consistent external communications, including messaging, branding and marketing, and engagement with public safety, media sources, and federal, state, territorial, tribal, and local governments.

Annual Summary of Accomplishments and Charter Review

The Advocacy Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the FirstNet Board for approval. The Advocacy Committee shall provide to the FirstNet Board an annual summary of accomplishments. The FirstNet Board shall compare the Advocacy Committee's accomplishments with the requirements of this Charter. The summary to the FirstNet Board may take the form of an oral report by the Advocacy Committee Chair, or by any other Advocacy Committee member.

Resources and Authority

In carrying out its responsibilities, the Advocacy Committee shall have the necessary resources and authority, consistent with the Middle Class Tax Relief and Job Creation Act of 2012, to discharge its duties and responsibilities, including the authority to obtain advice or assistance from internal or external legal, human resource, accounting or other experts, advisors, or consultants as appropriate, all in coordination with management and the FirstNet Board.

Nothing contained in this Charter shall be construed as circumscribing the authority of the Inspector General under the Inspector General Act and applicable Department of Commerce Administrative Orders, and nothing contained in this Charter is intended to restrict the authority of the Inspector General to conduct, supervise, and coordinate audits, inspections, evaluations, investigations, and other reviews relating to the programs and any other operations of FirstNet.

Nothing contained in this Charter is intended, and it should be interpreted to exclude, any expansion of the responsibility of the FirstNet Board or its members beyond, or violation of, applicable statutory or regulatory requirements and authorities.



U.S. DEPARTMENT OF COMMERCE
FIRST RESPONDER NETWORK AUTHORITY
FINANCE COMMITTEE CHARTER

Revised, December 05, 2019

Origin

The FirstNet Board established the Finance Committee to review, approve, oversee, and recommend actions (as described below) related to FirstNet's financial policies, controls, and procedures; budget; financial reporting; and investments.

Committee Membership

The Finance Committee shall consist of at least three members. Finance Committee members shall be recommended by the Finance Committee Chair and appointed by the FirstNet Board Chair for such term or terms as the FirstNet Board may determine. Finance Committee members shall serve at the pleasure of and may be replaced at any time by the FirstNet Board Chair. Only members of the FirstNet Board may serve as a member of the Finance Committee.

Committee Structure and Operations

The FirstNet Board Chair shall designate one member as the Finance Committee Chair. The Finance Committee shall meet publicly in person or telephonically at least three times a year, with additional meetings to occur, or actions to be taken by unanimous written consent, when deemed desirable or appropriate by the Chair or a majority of the Finance Committee. The Finance Committee Chair will determine the time and place for each meeting.

The Finance Committee may, in its discretion, form and delegate authority to one or more subcommittees. The Finance Committee Chair may invite such members of management to attend Finance Committee meetings or portions thereof as the Finance Committee Chair may deem desirable or appropriate. Any member of the FirstNet Board may attend any meeting and may participate as the Finance Committee Chair deems appropriate.

Committee Duties and Responsibilities

In addition to the principal duties and responsibilities described below, the Finance Committee will undertake such other duties and responsibilities as the FirstNet Board may delegate or direct and will report to the FirstNet Board periodically and as may be

deemed necessary by the Finance Committee. The primary duties and responsibilities of the Finance Committee are as follows:

1. Review and recommend FirstNet's annual budget to the FirstNet Board.
2. Review and approve management's internal budget guidelines and priorities, and monitor compliance with such guidelines.
3. Review the independent financial audit process to include receiving and evaluating reports and documents, participating in engagements with the independent financial auditor (as appropriate), and establishing appropriate communications channels and frequency.
4. Review FirstNet's quarterly and fiscal year-end financial reports.
5. Review FirstNet's material financial controls.
6. Review and notify the FirstNet Board of obligations and expenditures over \$10 million and recommend whether the FirstNet Board should request review of the obligation or expenditure. This responsibility does not apply to obligations or expenditures for investment that have already been approved by the Board.
7. Review management's recommendation for obligation of funds from the *Reinvestment in Network Enhancement Fund* category.
8. Review the material terms and make recommendations to the FirstNet Board, regarding:
 - a. obligations and expenditures greater than \$25 million in value or with a period of performance greater than 5 years and all real property leases; and
 - b. any other financial transactions requiring approval by the FirstNet Board.

Annual Summary of Accomplishments and Charter Review

The Finance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the FirstNet Board for approval. The Finance Committee shall provide to the FirstNet Board an annual summary of accomplishments. The FirstNet Board shall compare the Finance Committee's accomplishments with the requirements of this Charter. The summary to the FirstNet Board may take the form of an oral report by the Finance Committee Chair, or by any other Finance Committee member.

Resources and Authority

In carrying out its responsibilities, the Finance Committee shall have the necessary resources and authority, consistent with the Middle Class Tax Relief and Job Creation Act of 2012, to discharge its duties and responsibilities, including the authority to obtain advice or assistance from internal or external legal, human resource, accounting or other experts, advisors, or consultants, as appropriate, all in coordination with management and the FirstNet Board.

Nothing contained in this Charter shall be construed as circumscribing the authority of the Inspector General under the Inspector General Act and applicable Department of Commerce Administrative Orders, and nothing contained in this Charter is intended to restrict the authority of the Inspector General to conduct, supervise, and coordinate audits, inspections, evaluations, investigations, and other reviews relating to the programs and any other operations of FirstNet.

Nothing contained in this Charter is intended, and it should be interpreted to exclude, any expansion of the responsibility of the FirstNet Board or its members beyond, or violation of, applicable statutory or regulatory requirements and authorities.



U.S. DEPARTMENT OF COMMERCE
FIRST RESPONDER NETWORK AUTHORITY
NETWORK AND TECHNOLOGY COMMITTEE CHARTER

Revised, December 5, 2019

Origin

The FirstNet Board established the Network and Technology Committee to leverage its member's expertise to inform the FirstNet Board with respect to network and technology as needed, and to review and recommend actions for FirstNet's priorities (as described below) and associated efforts to engage and collaborate with industry to ensure that technical and industry perspectives are appropriately considered and the resiliency and operational needs of public safety are met.

Committee Membership

The Network and Technology Committee shall consist of at least three members. Network and Technology Committee members shall be recommended by the Network and Technology Committee Chair and appointed by the FirstNet Board Chair for such term or terms as the FirstNet Board Chair may determine. Network and Technology Committee members shall serve at the pleasure of and may be replaced at any time by the FirstNet Board Chair. Only members of the FirstNet Board may serve as a member of the Network and Technology Committee.

Committee Structure and Operations

The FirstNet Board Chair shall designate one member as the Network and Technology Committee Chair. The Network and Technology Committee shall meet publicly in person or telephonically at least twice a year, with additional meetings to occur, or actions to be taken by unanimous written consent, when deemed desirable or appropriate by the Network and Technology Committee Chair or a majority of the Network and Technology Committee members. The Network and Technology Committee Chair will determine the time and place of each meeting.

The Network and Technology Committee may, in its discretion, form and delegate authority to one or more subcommittees. The Network and Technology Committee Chair may invite such members of management to attend the meetings or portions thereof as the Network and Technology Committee Chair may deem desirable or appropriate. Any member of the FirstNet Board may attend any Network and Technology Committee meeting and may participate as the Network and Technology Committee Chair deems appropriate.

Committee Duties and Responsibilities

In addition to the principal duties and responsibilities described below, the Network and Technology Committee will undertake such other duties and responsibilities as the FirstNet Board may delegate or direct and will report to the FirstNet Board periodically and as may be deemed necessary by the Network and Technology Committee. The primary duties and responsibilities of the Network and Technology Committee are as follows:

1. Provide technical expertise and input to the FirstNet Board and management, as needed, with respect to understanding the evolution of broadband networks and technology in general.
2. Review technical recommendations from management and provide recommendations to the FirstNet Board on the FirstNet Roadmap and Priorities with respect to their feasibility and appropriateness, including any material inputs to the Roadmap on technology trends and drivers.
3. Review and provide recommendations to management regarding management's approach (*i.e.*, Ecosystem Strategy) for informing and collaborating with industry, academia, and other entities.
4. In collaboration with management, participate in external engagement activities within the technology Ecosystem community, as defined in FirstNet's Strategic Plan.
5. In collaboration with management, promote efforts to foster, recognize, and identify opportunities that differentiate the FirstNet experience and align with the FirstNet Roadmap.
6. Review and provide strategic guidance towards the ongoing progress of the Nationwide Public Safety Broadband Network (NPSBN) deployment.

Annual Summary of Accomplishments and Charter Review

The Network and Technology Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the FirstNet Board for approval. The Network and Technology Committee shall provide to the FirstNet Board an annual summary of accomplishments. The FirstNet Board shall compare the Network and Technology Committee's accomplishments with the requirements of this Charter. The summary to the FirstNet Board may take the form of an oral report by the Network and Technology Committee Chair, or by any other Network and Technology Committee member.

Resources and Authority

In carrying out its responsibilities, the Network and Technology Committee shall have the necessary resources and authority, consistent with the Middle Class Tax Relief and Job Creation Act of 2012, to discharge its duties and responsibilities, including the authority to obtain advice or assistance from internal or external public safety, wireless

technology, engineering, deployment, operations, legal or other experts, advisors or consultants, as appropriate, all in coordination with management and the FirstNet Board.

Nothing contained in this Charter shall be construed as circumscribing the authority of the Inspector General under the Inspector General Act, and nothing contained under this Charter is intended to restrict the authority of the Inspector General to conduct, supervise, and coordinate audits and investigations relating to the programs and operations of FirstNet.

Nothing contained in this Charter is intended, and it should be interpreted to exclude, any expansion of the responsibility of the FirstNet Board or its members beyond, or violation of, applicable statutory or regulatory requirements and authorities.