



FIRST RESPONDER NETWORK AUTHORITY
FINANCE COMMITTEE RESOLUTION 17
Finance Committee Charter Revisions
December 13, 2016

WHEREAS, the Middle Class Tax Relief and Job Creation Act of 2012 (Act) permits the First Responder Network Authority (FirstNet), 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 FirstNet 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 FirstNet to govern itself in a transparent manner;

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

WHEREAS, the FirstNet Board has previously implemented a Charter for the Finance Committee, which Charter requires annual review by the Finance Committee and the FirstNet Board;

NOW THEREFORE BE IT RESOLVED that the Finance Committee approve and recommend that the Board adopt the revised and amended FirstNet Finance Committee Charter as presented to the Board by the Finance Committee, a copy of which is attached hereto as Exhibit A.

I, the undersigned, Board Secretary of the First Responder Network Authority, do hereby certify that the above is a true and correct copy of a resolution adopted at the meeting of the Finance Committee of the First Responder Network Authority on December 13, 2016, at which a quorum was present and voted.



Karen Miller-Kuwana, Board Secretary



First Responder Network Authority Finance Committee Charter

First Responder Network Authority Finance Committee Charter

Revised, December 13, 2016

Origin

The Finance Committee is established by the FirstNet Board to review, approve, oversee, and recommend actions (as described below) related to FirstNet's financial, budgetary, and business development activities.

Committee Membership

The Finance Committee shall consist of at least three members. Finance Committee members shall be appointed by the Board and serve at the pleasure of the Board for such term or terms as the Board may determine and may be replaced by the Board. Each of the members of the Finance Committee shall be a member of the Board or otherwise in accordance with the Bylaws.

Committee Structure and Operations

The Board shall designate one member as the Chair of the Finance Committee. The Finance Committee shall meet in person or telephonically at least four times a year at a time and place determined by the Chair of the Finance Committee, 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 may, in its discretion, form and delegate authority to one or more subcommittees. The Chair of the Finance Committee may invite such members of management to attend Finance Committee meetings or portions thereof as the Chair of the Finance Committee may deem desirable or appropriate. Any member of the Board may attend any meeting of the Finance Committee and may participate as appropriate.

Committee Duties and Responsibilities

In addition to the principal duties and responsibilities described below, the Finance Committee will undertake such other duties as the Board delegates and will report to the 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 to the Board the annual budget of FirstNet.
2. Review and approve FirstNet's internal budget guidelines and priorities, and monitor compliance with such guidelines.
3. Review the audit process for FirstNet, receive reports from such auditor, and establish appropriate communications with such auditor.
4. Review and approve any material financial filings by FirstNet.
5. Review the material financial controls and procedures of FirstNet.
6. Review the program designed to ensure FirstNet's compliance with applicable laws and regulations.
7. Review and approve gifts, donations, and bequests to FirstNet with a value in excess of \$1 million.
8. Review and notify the Board of obligations and expenditures over \$10 million and make recommendations, when determined appropriate, for Board review of such obligations and expenses.
9. Review the material terms of any material agreements and make recommendations to the Board, including without limitation agreements regarding:
 - a. public-private arrangements/partnerships involving secondary use of FirstNet licensed spectrum, network capacity, or infrastructure;
 - b. roaming agreements;
 - c. long-term financial commitments greater than \$25 million in value or with a period of performance greater than 5 years and all real property leases;
 - d. licenses of intellectual property that are material to FirstNet's operations;
 - e. the requests for proposals under section 6206(b)(1)(B) of the Act; and
 - f. any other financial transactions requiring approval by the Board.

Annual Performance Evaluation and Charter Review

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

Resources and Authority

In carrying out its responsibilities, the Finance Committee shall have the resources and authority the Finance Committee may deem desirable or appropriate 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 it deems desirable or appropriate, all in coordination with management and the 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 or 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 Board or its members under, or violation of, applicable statutory or regulatory requirements.