



FIRST RESPONDER NETWORK AUTHORITY
BOARD RESOLUTION 48
BYLAWS REVISIONS

WHEREAS, on December 17, 2013 the FirstNet Board adopted the Charters of the Governance and Personnel Committee, Finance Committee, User Outreach Committee and the Technology and Planning Committee.

WHEREAS, the FirstNet Board has determined that it will not utilize an Executive Committee;

WHEREAS, the FirstNet Board seeks other clarifications to its Bylaws;

NOW THEREFORE BE IT RESOLVED that the FirstNet Board hereby modifies its Bylaws as outlined in the attached document.

I, the undersigned, Secretary of the First Responder Network Authority, do hereby certify that the above is a true and correct copy of a resolution adopted at a meeting of the Board of the First Responder Network Authority on December 17, 2013, at which a quorum was present and voted.

Uzoma Onyeije, Secretary

BYLAWS OF THE FIRST RESPONDER NETWORK AUTHORITY

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 (Act), Pub. L. No. 112-96, 126 Stat. 156 (2012) (attached hereto as Appendix A). FirstNet derives its powers, duties and responsibilities from Section 6206(a) of the Act. The powers of FirstNet that are not explicitly outlined in the legislation are derived from Section 6206(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: BOARD OF DIRECTORS

General

Section 3.01 — Role of the Board

The Board is responsible for overall policy and direction of FirstNet. 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, its Board of Directors. It is the province of the Board to approve FirstNet's business and operating plans, long-range strategies, key benchmarks and operating locations as well as the hiring of officers. Each appointed member of the FirstNet 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 FirstNet 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 6204(a) of the Act, FirstNet shall operate as an independent authority within NTIA.

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Composition of the Board

Section 3.03 — Membership Selection and Appointment

Pursuant to Section 6204 of the Act, FirstNet shall be led by a 15-member Board of Directors. 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 6204 of the Act. When referring to the Board, the words “Director” and “Member” shall be viewed as synonymous.

Section 3.04 — Terms for Appointed Directors

- (a) The term for appointed members is three years. No Director may serve more than two consecutive full three-year terms.
- (b) Notwithstanding subparagraph (a), in making initial appointment of Directors, the Commerce Secretary shall determine each member’s term as follows:
 - 1. Four members to serve for an initial term of three years;
 - 2. Four members to serve for an initial term of two years; and
 - 3. Four members to serve for an initial term of one year.

Section 3.05 — Chair

- (a) 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. An individual may not serve for more than two consecutive terms as Chair of the Board.
- (b) The Chair will set the agenda for all Board meetings. The 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 members of the Board.

- (c) The Chair shall select a non-permanent Director to serve as Vice Chair. The Vice Chair shall assume the duties of the Chair in the Chair's absence or incapacity and perform such duties as are assigned by the Chair.

Changes in Board Composition

Section 3.06 — Resignation

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

Section 3.07 — Removal

The Commerce Secretary may remove the Chair from his or her position, or any individual appointed Director from the Board, at any time, with or without cause. The Chair may remove any appointed Director 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 Director for the remainder of the predecessor's term, consistent with Section 6204 of the Act. In selecting new Directors, 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 of the Board, 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) Directors. The Chair shall appoint the members of committees and shall name the chair of each committee. 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. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.:-

Section 3.10 — Executive Committee

~~An Executive Committee is hereby established that, during the intervals between the meetings of the Board of Directors shall have, and may exercise, all powers and rights of the Board unless otherwise limited by a resolution of the Board. The Executive Committee shall include at least one of the permanent members of the FirstNet Board. The Executive Committee shall prepare FirstNet's Annual Report to Congress. The Executive Committee shall keep proper minutes and records of its proceedings, and all actions of the Executive Committee shall be reported to and ratified by the Board at its next meeting succeeding such activity. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.~~

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Section 3.104 — ~~Technology and Planning and Technology~~ Committee

A ~~Technology and Planning and Technology~~ Committee is hereby established. ~~Consistent with its Charter (appended hereto as Attachment A), the Technology and Planning Committee shall review, oversee and recommend actions— related to FirstNet’s medium and long-term technology strategies, plans, and research and development activities. The Planning and Technology Committee shall produce a 3-5 year plan with regard to long range business and technical goals and specific objectives of FirstNet for the approval of the Board (Long-Range Plan). The Planning and Technology Committee shall also monitor adherence to the FirstNet’s Long-Range Plan and update the Plan on an annual basis.~~

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Section 3.112 — ~~Audit, Budget and Finance~~ Committee

A ~~Budget and Finance~~ Committee is hereby established. ~~Consistent with its Charter (appended hereto as Attachment B), the Finance Committee is appointed by the Board to review, approve, oversee, and recommend actions related to FirstNet’s financial, budgetary, and business development activities. The Audit, Budget and Finance Committee shall advise the Board of Directors on all financial matters and shall present an Annual Budget to the Board at its first meeting of each fiscal year.~~

Section 3.123 — ~~Governance and Personnel~~ Committee

A ~~Governance and Personnel~~ Committee is hereby established. ~~Consistent with its Charter (appended hereto as Attachment C), the Governance and Personnel Committee shall review, approve, oversee, and recommend actions related to FirstNet’s governance policies and procedures, employee hiring, and employee performance evaluations, which shall (i) conduct the periodic self assessment of the Board of Directors; (ii) identify and recommend potential future Board members to the Commerce Secretary; and (iii) provide orientation to new and existing Board members.~~

Section 3.13 — ~~User~~ Outreach Committee

An ~~User~~ Outreach Committee is hereby established. ~~Consistent with its Charter (appended hereto as Attachment D), the User Outreach Committee is appointed by the Board to review, approve, oversee, and recommend actions (as described below) related to FirstNet’s outreach to regional, state, local, rural, tribal, territorial, and federal constituentsstate, federal, rural and tribal users and how those users will be provisioned and served on the network. to oversee FirstNet management’s execution of the FirstNet’s User Outreach Plan which will ensure that FirstNet~~

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~~adequately engages with, learns from and meets the needs of state, regional, tribal, and local jurisdictions.~~

Advisory Committees

Section 3.14 — Public Safety Advisory Committee

Pursuant to Section 6205(a) of the Act, FirstNet shall establish a standing public safety advisory committee to assist FirstNet in carrying out its duties and responsibilities. The Board may, by majority vote of the members of the Board, appoint the Executive Committee of the Department of Homeland Security's SAFECOM advisory committee for this purpose.

Section 3.15 — Other Advisory Committees

Pursuant to Section 6205(b) 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 Secretary of Commerce regarding the applicability of the Federal Advisory Committee Act.

Conducting Business

Section 3.16 — Compensation

Non-permanent members of the Board appointed by the Commerce Secretary 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. Permanent members of the Board shall serve without additional pay.

Section 3.17 — Reimbursement of Expenses

FirstNet shall reimburse all Directors 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 Director 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 6204(e) of the Act, the FirstNet Board will meet at the call of the Chair and not less frequently than once each quarter. Meetings shall be at such dates, times, and locations as the Chair shall determine.

Section 4.02 — Special Meetings

The Chair may call special meetings at any time. The Chair shall call a special meeting upon request of at least four Directors.

Section 4.03 — Member Participation

Personal attendance of Board members at meetings and activities of the Board is strongly encouraged. However, members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of such Board or committee by means of conference telephone, audio/video transmission, or similar communications medium, by means of which all persons participating in the meeting can simultaneously communicate on a real-time basis with all other participants, and participation in a meeting pursuant to this bylaw shall constitute presence in person. Board members appointed by the Commerce Secretary may not select alternates to participate in Board meetings in their absence. A permanent board member may delegate his or her board responsibilities to one subordinate to allow the subordinate to participate in board activities 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 6204(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 6204(e) of the Act, the Board may, by majority vote of the Directors, close any meeting for the time necessary to preserve the confidentiality of commercial or financial 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 just part of a meeting. If, during the course of an open meeting, matters inappropriate for public disclosure arise during discussions, the Chair will order such discussion to cease and will schedule it for closed session.

Procedural Requirements

Section 4.06 — Quorum

Pursuant to Section 6204(f) of the Act, eight members of the Board shall constitute a quorum, including at least six of the members appointed by the Commerce Secretary.

Section 4.07 — Voting

When a decision or recommendation of the FirstNet Board is required, the Chairman 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 the permanent members' authorized designees) shall not be allowed. Unless otherwise specified in these Bylaws, actions by the Board of Directors shall require a vote in the affirmative by not less than a majority of those members of the Board voting.

Section 4.08 — Public Notice of Meetings

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

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Section 4.09 — Notice to Directors of Meetings

The Chair does not have to provide notice to the Directors of the regular, quarterly meetings. Any special meeting of the Board of Directors may 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's minute book. Notice shall be deemed effective at the earliest of (a) receipt; (b) delivery to the proper address or telephone number of the directors 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 of Directors may be waived by any Director 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 Director at a meeting, unless the Director 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 Director 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 Director who is present at a meeting of the Board of Directors 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 minutes of the meeting, or unless he files his written dissent to such action with the person acting as the secretary of the meeting, before the adjournment thereof, or forwards such dissent by registered mail to the Chair of FirstNet, or the Chair's designee, immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action. If a Director agrees with an action in part, he or she shall dissent from the whole but identify in the dissent those aspects of the action with which he or she agrees.

Section 4.11 — Action by Directors without a Meeting

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Any action required or which may be taken without a meeting of the Directors (including amendment of these Bylaws), or of a committee thereof, may be taken without a meeting if all of the directors or all of the members of a committee sign a consent in writing, setting forth the action so taken, or all of the members of the committee. 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 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 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 — Secretary

The 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 General Manager. The Secretary shall (a) keep, or cause to be kept, in books provided for the purpose, minutes of the meetings of the Board of Directors, and of each committee of the Board; (b) see that all notices are duly given in accordance with law and these By-Laws; (c) be custodian of the logo of FirstNet and affix such logo to all documents the execution of which, on behalf of FirstNet under its logo, is authorized by the Board of Directors; (d) see that the books, reports, statements and all other documents and records required by law are properly kept and filed; and (e) sign such instruments as require the signature of the Secretary.

Section 5.03 — General Manager

The Board shall hire a General Manager 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 General Manager 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 General Manager. The General Manager may enter into memoranda of understanding with NTIA and other government agencies to obtain staffing resources. The General Manager shall not have responsibility for matters that these bylaws assign directly to the Board.

Section 5.04 — Agents, Consultants and Experts

Pursuant to Section 6206(a)(3) of the Act, the Board, shall select or ensure the selection of parties to serve as the Board's agents, consultants, or experts in a fair, transparent, and objective manner consistent with all applicable rules and regulations. Concerning operational issues, the General Manager shall select or ensure the selection of parties to serve as FirstNet's agents, consultants, or experts in a fair, transparent, and objective manner consistent with all applicable rules and regulations. The General Manager may also select a program manager to carry out certain of the duties and responsibilities of deploying and operating the nationwide public safety broadband network. FirstNet may obtain grants from and make contracts with individuals, private companies, and Federal, State, regional, and local agencies.

ARTICLE VI: GENERAL PROVISIONS

Section 6.01 — Amendments

The Board of Directors 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 must be consistent with the Act and approved by the Commerce Secretary or his or her designee.

Section 6.02 — Books and Records

FirstNet shall keep the following records within NTIA:

- (a) Current Bylaws;
- (b) Correct and adequate records of accounts and finances;
- (c) A record of officers' and directors' names and addresses; and

(d) Minutes of the proceedings of the Board of Directors and any minutes which may be maintained by committees of the Board of Directors. 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 member of the Board of Directors for a purpose reasonably related to his or her position as a director.

Such books and records will be made available to the public by NTIA pursuant to Federal law, formal Congressional request, or judicial order.

Section 6.03 — Audits

In recognition that FirstNet is a steward of taxpayer dollars the Audit, Budget and 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 6209 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 6.05 — Logo

The logo of FirstNet shall be of such design as shall be approved the Board of Directors and the Commerce Secretary and may be used to identify FirstNet activities or materials.

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.

Adopted by resolution of the Board of Directors on This 25th day of September 2012

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FIRSTNET BYLAWS APPENDIX A:
TECHNOLOGY AND PLANNING COMMITTEE CHARTER

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Revised ~~October-December 1725~~, 2013

First Responder Network Authority Technology & Planning Committee Charter

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Origin

The Technology and Planning Committee is established by the Board to review, oversee and recommend actions (as described below) related to FirstNet's medium and long-term technology strategies, plans, and research and development activities.

Committee Membership

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

Committee Structure and Operations

The Chairman of the Board shall designate one member as the Chairman of the Technology and Planning Committee. The Technology and Planning Committee shall meet in person or telephonically at least four times a year at a time and place determined by the Chairman of the Technology and Planning Committee, with additional meetings to occur, or actions to be taken by unanimous written consent, when deemed desirable or appropriate by the Chairman or a majority of the Technology and Planning Committee. The Technology and Planning Committee may, in its discretion, form and delegate authority to one or more subcommittees. The Chairman of the Technology and Planning Committee may invite such members of management to attend Technology and Planning Committee meetings or portions thereof as the Chairman of the Technology and Planning Committee may deem desirable or appropriate. Any member of the Board may attend any meeting of the Technology and Planning Committee and may participate as appropriate.

Committee Duties and Responsibilities

In addition to the principal duties and responsibilities described below, the Committee will undertake such other duties as the Board delegates to it, and will report periodically and as may be deemed necessary by the Committee, to the Board regarding the Committee's activities:

1. Review material network and technology strategies and operations, including with regard to device and technology roadmaps, core and radio access network development, operation and maintenance, standards compliance, security, and network performance, and make recommendations to the Board.

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2. Review the material network and technology aspects of the annual budget (e.g. network, partner, vendor, technology, operations, standards, research & development, and service/product development aspects of the plan) and make recommendations to the Finance Committee.

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3. Review the network and technology aspects of material agreements that require review by the Finance Committee and/or the Board, including roaming, public-private partnerships, covered lease agreements, vendor and supplier agreements, and infrastructure leases, and make recommendations to the Finance Committee and/or Board, as appropriate.

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4. Review the network and technology aspects of management's material outreach plans that require review by the Outreach Committee and/or the Board, and make recommendations to the Outreach Committee and/or Board, as appropriate.

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5. Review the network and technology aspects of management's material network policies and compliance therewith, including those subject to Outreach Committee review, and make recommendations to the Outreach Committee and/or Board, as appropriate.

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6. In collaboration with management and the Board, promote efforts to foster and recognize innovation and technical collaboration by and between first responders, public safety agencies, wireless operators and suppliers, colleges/universities, consultants, start-up companies and individuals.

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Annual Performance Evaluation and Charter Review

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

Resources and Authority

In carrying out its responsibilities, the Technology and Planning Committee shall have the resources and authority the Technology and Planning Committee may deem desirable or appropriate 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 it deems desirable or 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 or 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 Board or its members under, or violation of, applicable statutory or regulatory requirements.

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FIRSTNET BYLAWS APPENDIX B:
FINANCE COMMITTEE CHARTER

Revised October-December 1725, 2013

First Responder Network Authority

Finance Committee Charter

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Origin

The Finance Committee is established by the 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 Chairman of the Board and serve at the pleasure of the Chairman of the Board for such term or terms as the Chairman of the Board may determine and may be replaced by the Chairman of 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 Chairman of the Board shall designate one member as the Chairman 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 Chairman 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 Chairman or a majority of the Finance Committee. The Finance Committee may, in its discretion, form and delegate authority to one or more subcommittees. The Chairman of the Finance Committee may invite such members of management to attend Finance Committee meetings or portions thereof as the Chairman 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 Committee will undertake such other duties as the Board delegates to it, and will report periodically and as may be deemed necessary by the Committee, to the Board regarding the Committee's activities:

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.

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5. Review the financial controls and procedures of FirstNet.
6. Review the program designed to ensure FirstNet's compliance with applicable laws and regulations.
7. Review and, at a value in excess of \$1 million approve, gifts, donations, and bequests to FirstNet.
8. Review any material agreements and make recommendations to the Board, including without limitation agreements regarding:
 - a. public-private partnerships involving secondary use of FirstNet spectrum, network capacity, or infrastructure;
 - b. roaming agreements;
 - c. long-term financial commitments greater than \$10 million in value 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 transactions requiring approval by the Board.

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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 Chairman 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.

FIRSTNET BYLAWS APPENDIX C:
GOVERNANCE AND PERSONNEL COMMITTEE CHARTER

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Revised ~~October-December 1725~~, 2013

First Responder Network Authority

Governance and Personnel Committee Charter

Origin

The Governance and Personnel Committee is established by the Board to review, approve, oversee, and recommend actions (as described below) related to FirstNet's governance policies and procedures, employee hiring, and employee performance evaluations.

Committee Membership

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

Committee Structure and Operations

The Chairman of the Board shall designate one member as the Chairman of the Governance and Personnel Committee. The Governance and Personnel Committee shall meet in person or telephonically at least four times a year at a time and place determined by the Chairman of the Governance and Personnel Committee, with additional meetings to occur, or actions to be taken by unanimous written consent, when deemed desirable or appropriate by the Chairman or a majority of the Governance and Personnel Committee. The Governance and Personnel Committee may, in its discretion, form and delegate authority to one or more subcommittees. The Chairman of the Governance and Personnel Committee may invite such members of management to attend Governance and Personnel Committee meetings or portions thereof as the Chairman of the Governance and Personnel Committee may deem desirable or appropriate. Any member of the Board may attend any meeting of the Governance and Personnel Committee and may participate as appropriate.

Committee Duties and Responsibilities

In addition to the principal duties and responsibilities described below, the Committee will undertake such other duties as the Board delegates to it, and will report periodically and as may be deemed necessary by the Committee, to the Board regarding the Committee's activities:

1. Recommend to the Board governance policies and procedures that will assist the Board in making informed decisions in the best interests of FirstNet.

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2. Coordinate with management and committee Chairs to ensure that Board briefings, Board meetings, committee meetings, and all communications are organized, clear, transparent, and adhere to the governance procedures established.
3. Oversee management policies and procedures for compliance with applicable federal requirements regarding employee hiring and contractor retention, including the periodic review of duty station assignments.
4. Seek diversity of FirstNet's management team and resources.
5. Review and approve the compensation of and performance evaluation process for the General Manager and his or her direct reports.
6. Review prospective candidates for the Board, General Manager, and direct reports to the General Manager and make recommendations to the Board.

Annual Performance Evaluation 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 produce and provide to the Board an annual performance evaluation of the Governance and Personnel Committee, which evaluation shall compare the 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 Governance and Personnel Committee, or by any other member of the Committee. The Governance and Personnel Committee shall also facilitate an annual review of Board performance.

Resources and Authority

In carrying out its responsibilities, the Governance and Personnel Committee shall have the resources and authority the Governance and Personnel 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 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 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.

FIRSTNET BYLAWS APPENDIX D:
OUTREACH COMMITTEE CHARTER

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First Responder Network Authority

Outreach Committee Charter

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Origin

The Outreach Committee is established by the Board to review, approve, oversee, and recommend actions (as described below) related to FirstNet's outreach to state, federal, rural and tribal users and how those users will be provisioned and served on the network.

Committee Membership

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

Committee Structure and Operations

The Chairman of the Board shall designate one member as the Chairman of the Outreach Committee. The Outreach Committee shall meet in person or telephonically at least four times a year at a time and place determined by the Chairman of the Outreach Committee, with additional meetings to occur, or actions to be taken by unanimous written consent, when deemed desirable or appropriate by the Chairman or a majority of the Outreach Committee. The Outreach Committee may, in its discretion, form and delegate authority to one or more subcommittees. The Chairman of the Outreach Committee may invite such members of management to attend Outreach Committee meetings or portions thereof as the Chairman of the Outreach Committee may deem desirable or appropriate. Any member of the Board may attend any meeting of the Outreach Committee and may participate as appropriate.

Committee Duties and Responsibilities

In addition to the principal duties and responsibilities described below, the Committee will undertake such other duties as the Board delegates to it, and will report periodically and as may be deemed necessary by the Committee, to the Board regarding the Committee's activities:

1. Oversee management's outreach plans, including to regional, state, local, rural, tribal, territorial, and federal constituents.
2. Review and approve management's regional outreach structure.

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3. Review management's proposed network policies regarding users, coverage areas, prioritization, preemption, hardening, and other material network policies directly affecting users, and make recommendations to the Board.
4. Review management's material communications plans.

Annual Performance Evaluation and Charter Review

The Outreach Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the FirstNet Board for approval. The Outreach Committee shall produce and provide to the Board an annual performance evaluation of the Outreach Committee, which evaluation shall compare the 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 Outreach Committee, or by any other member of the Committee.

Resources and Authority

In carrying out its responsibilities, the Outreach Committee shall have the resources and authority the Outreach 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.

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