



FIRST RESPONDER NETWORK AUTHORITY
BOARD RESOLUTION 112
COMMITTEE CHARTER AMENDMENTS

February 9, 2022

WHEREAS, the Middle Class Tax Relief and Job Creation Act of 2012 (Act) permits the First Responder Network Authority (FirstNet Authority) 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, federal, state, regional, local, and tribal jurisdictions and the public as to how the FirstNet Authority is governed; and

WHEREAS, the FirstNet Authority Board has previously implemented Bylaws for the Board, including Committee Charters attached thereto;

NOW THEREFORE BE IT RESOLVED that the FirstNet Authority Board hereby amends the Charters of the Finance and Investment Committee and the Programs and Future Planning Committee, copies of which are attached hereto as Exhibit A.

I, the undersigned, 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 February 9, 2022, at which a quorum was present and voted.



Janell Smith, Board Secretary



FIRSTNET AUTHORITY BYLAWS

ARTICLE I: PURPOSE & AUTHORITY

The purpose of the First Responder Network Authority (FirstNet Authority) is to ensure the building, deployment, operation, maintenance, and upgrades to 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”), and to exercise, through the actions of its Board, all powers specifically granted by the Act, and such incidental powers and actions as shall be necessary, appropriate, or advisable to accomplish the purposes of the Act. The FirstNet Authority derives its powers, duties and responsibilities from Sections 1424 - 1433 of the Act.

ARTICLE II: OFFICES

The principal office of the FirstNet Authority is located at 12201 Sunrise Valley Drive, Reston, VA 20192, with satellite offices at 3122 Sterling Cir., Boulder, CO 80301 and 1401 Constitution Ave, NW, Washington, DC 20230.

ARTICLE III: ORGANIZATION OF THE BOARD

General

Section 3.01 — Role of the Board

The Board, as established by Section 1424 of the Act, is responsible for implementing the statutory powers, duties, and responsibilities of the FirstNet Authority including:

- a. providing direction to an Executive Director to whom responsibility for the day-to-day administration of the FirstNet Authority is delegated;
- b. governing the agency through the establishment of priorities, guidance and continual review of its work;
- c. ensuring the interests of public safety, and the technical and network communities are represented in decision-making;
- d. engaging with public safety in collaboration with management;
- e. ensuring the proper funding of the agency by reviewing and approving an annual budget;
- f. ensuring the proper financial management of resources by reviewing financial reports, and engaging as appropriate with auditors;
- g. making decisions regarding network investment; and
- h. monitoring network performance.

The Executive Director provides periodic, accurate, and timely reporting to the Board and is accountable to the Board for the leadership of the FirstNet Authority.

Section 3.02 — Governance

Pursuant to Section 1424(a) of the Act, the FirstNet Authority is as an independent authority within the U.S. Department of Commerce's National Telecommunications and Information Administration (NTIA). The FirstNet Authority 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, the FirstNet Authority 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 Authority 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 — 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 (Chair). An individual may not serve for more than two consecutive terms as Chair.
- (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, will regularly report to the Board on the status and conduct of the business and affairs of the FirstNet Authority, and will answer questions from and provide requested information to Board members.
- (c) The Chair shall select a non-permanent Board member to serve as Vice Chair. The Vice Chair shall assume the duties of the Chair in the Chair's absence, incapacity, or at the direction of the Chair, and perform such duties as are assigned by the Chair.

Changes in Board Composition

Section 3.06 — Resignation

Any appointed member may at any time resign from the Board by sending a letter via email to the Commerce Secretary, with a copy to the Chair and Board Secretary, clearly articulating the Board member's intent to resign from the FirstNet Authority Board. The Board member's resignation is effective upon receipt or date to be determined by the Commerce Secretary.

Section 3.07 — Removal

The Commerce Secretary may remove any appointed member of the Board, including the Chair, from his or her position at any time, with or without cause.

Section 3.08 — Vacancies

In the event of a vacancy, the Commerce Secretary shall appoint a new Board member consistent with Section 1424 of the Act. As long as there is a quorum (see section 4.06, below), a vacancy on the Board does 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 committees, provided that each committee shall be composed of at least two members. The Chair shall designate one committee member as Chair of the Committee (Committee Chair). The Chair shall, upon recommendation of the Committee Chair, appoint the members of the committee. The Committee Chair and all committee members shall serve at the pleasure of the Chair for such term or terms as the Chair may determine and may be replaced by the 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 the FirstNet Authority. All committees shall keep regular minutes of the transactions of their meetings and shall post all minutes, presentations, and committee resolutions to the FirstNet.gov website. Board committees may meet either individually or jointly at the discretion of the Chair or at the recommendation of or with the approval of the Committee Chairs.

The activities and responsibilities of each committee shall be governed, in addition to these Bylaws, by a Committee Charter, which shall be approved by the committee and the Board. The Committee Charter may contain delegations of authority to the committee from the Board; Board approval of the Committee Charter gives effect to any embedded delegation of authority. 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 law or these Bylaws. In the case of a conflict between these Bylaws and any Committee Charter, the terms of these Bylaws shall control.

Section 3.10 — Programs and Future Planning Committee

A Programs and Future Planning 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 and Investment Committee

A Finance and Investment 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 Risk Committee

A Governance and Risk 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, the FirstNet Authority shall establish a standing public safety advisory committee to assist the FirstNet Authority in carrying out its duties and responsibilities. The duties and responsibilities of the Public Safety Advisory Committee (PSAC) are reflected in its Charter (appended hereto as Attachment E) and as amended from time to time, by the Board. The PSAC is established pursuant to the Unfunded Mandates Reform Act (2 U.S.C. 1534(b)) and is not subject to the requirements of the Federal Advisory Committee Act (5 U.S.C. App. 2).

Section 3.15 — Other Advisory Committees

Pursuant to Section 1425(a) of the Act, the FirstNet Authority may establish additional standing or ad hoc committees, panels, or councils as the FirstNet Authority determines are necessary. All committees, panels, or councils established under section 1425(a) of the Act will comply with the membership restrictions in 902(d)(4) of the Consolidated Appropriations Act, 2021, Pub. L. No. 116-260.

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 Authority Board.

Section 3.17 — Reimbursement of Expenses

The FirstNet Authority 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 the FirstNet Authority takes a Board member away from his or her home or regular place of business and at the place of employment or service. (See 5 U.S.C. 5703.)

Section 3.18 — Ethics, Financial Disclosure and Conflicts of Interest

FirstNet Authority Board members shall comply with all applicable government ethics, financial disclosure, and conflict of interest statutes and regulations. Each appointed member of the Board shall act in the best interests of the FirstNet Authority and the United States in accordance with their oath of office, 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.

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 Chair and not less frequently than once each quarter. Meetings shall be at such dates, times and locations as the 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 in person, or virtually by telephone, audio/video transmission, or similar communications medium at the decision of the Chair or Committee Chair, respectively.

Section 4.02 — Special Meetings

The Chair may call special meetings of the Board at any time. The Chair shall call a special meeting upon request of at least four members. In the case of such requests, the 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 virtually by means of 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. Virtual participation 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 permanent Board member serving under the authority of Section 1424(b)(1)(A-C) may delegate his or her board responsibilities to a subordinate to allow that subordinate to participate fully in board activities, including voting. Any delegation must be documented in writing and be transmitted via email to the Chair and the Board Secretary. Ideally, a permanent Board member's delegated representative would possess full authority to engage in discussions on behalf of their Department and be authorized to act on behalf of the permanent Board member.

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 the FirstNet Authority, including pending or potential litigation. The public notice of the meeting issued using the procedures in Section 4.08 below, 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 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 or its committees is required, the Chair or Committee Chair, as appropriate, 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

The FirstNet Authority shall display its Board meeting schedule on its website, and shall post detailed agendas for each Board and Committee meeting, including the date, time, and place, of the meeting on its website at least two business days before each meeting.

In addition, the FirstNet Authority will publish a notice in the Federal Register at least 5 business days before each meeting. The Federal Register Notice will include the date, time, and place for each meeting.

Business days means Monday through Friday and excludes weekends and Federal holidays.

Section 4.09 — Notice to Board Members of Meetings

The Chair shall ensure reasonable prior notice of quarterly meetings is provided to the Board members. Any special meeting of the Board must be preceded by at least two business days' notice of the date, time, and place of the meeting, but not of its purpose. Notice will be given either via email, or orally and documented in email or meeting minutes. Notice will be deemed given on the date it is sent to the Board member's federal email address. 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 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 email to the Chair, or the Chair's designee, and the Board Secretary 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

Decision-making by the Board (including amendment of these Bylaws), or 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. Electronic, pen and ink, and scanned signatures are acceptable and have the same force and effect. 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. The action shall take effect once the Board Secretary or the FirstNet Authority's Chief Counsel receives the signature of each Board member. Advance notice to the public of an action by written consent is not required, however, the FirstNet Authority shall publish notice of any such action on its website within 2 business days of receiving all signatures.

ARTICLE V: OFFICERS, STAFF AND CONSULTANTS

Section 5.01 — Executive Director

The Executive Director has authority for the supervision, operation, management and direction of the business and affairs of the FirstNet Authority, subject to oversight by the Board. This authority includes, but is not limited to, the creation of officer positions, hiring of employees, the establishment of agency policy and guidance, the execution and management of contracts and agreements, and the implementation of all other powers and duties delegated to the FirstNet Authority from the Department of Commerce and/or NTIA. The Executive Director shall not have responsibility for matters that Board Resolutions or these Bylaws reserve or assign directly to the Board.

Section 5.02 — Board Secretary

The Board Secretary shall have such powers and perform such duties as set out in the Board Secretary's Position Description. At a minimum, the Board Secretary shall:

- (a) keep, or cause to be kept, 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.

ARTICLE VI: GENERAL PROVISIONS

Section 6.01 — Amendments

The Board shall have power to make, alter, amend and repeal these Bylaws 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, the FirstNet Authority shall deliver any proposed changes to these Bylaws in their entirety to the Department's Office of General Counsel, which shall identify to the FirstNet Authority 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 proposed modification(s).

Section 6.02 — Books and Records

The FirstNet Authority 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 the FirstNet Authority 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

The FirstNet Authority shall be audited, and shall cooperate with such audits, in accordance with Section 1429 of the Act, and the Inspector General Act of 1978, as amended.

Section 6.04 — Fiscal Year

The fiscal year of the FirstNet Authority 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 FirstNet Authority Board and Board Committee meetings where those rules are not inconsistent with law, these Bylaws, or prior actions of the Board.

Revised by resolution of the Board on 17th day of November 2021.



U.S. DEPARTMENT OF COMMERCE
FIRST RESPONDER NETWORK AUTHORITY
PROGRAMS AND FUTURE PLANNING COMMITTEE CHARTER

Revised, February 9, 2022

Origin

The FirstNet Board established the Programs and Future Planning Committee to leverage its members' expertise to inform the FirstNet Board with respect to business, network, and technology as needed, and to review and recommend actions for FirstNet Authority'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 Programs and Future Planning Committee shall consist of at least three members. Programs and Future Planning Committee members shall be recommended by the Programs and Future Planning Committee Chair and appointed by the FirstNet Board Chair for such term or terms as the FirstNet Board Chair may determine. Programs and Future Planning 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 Programs and Future Planning Committee.

Committee Structure and Operations

The FirstNet Board Chair shall designate one member as the Programs and Future Planning Committee Chair. The Programs and Future Planning 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 Programs and Future Planning Committee Chair or a majority of the Programs and Future Planning Committee members. The Programs and Future Planning Committee Chair will determine the time and place of each meeting.

The Programs and Future Planning Committee may, in its discretion, form and delegate authority to one or more subcommittees. The Programs and Future Planning Committee Chair may invite such members of management to attend the meetings or portions thereof as the Programs and Future Planning Committee Chair may deem

ATTACHMENT A

desirable or appropriate. Any member of the FirstNet Board may attend any Programs and Future Planning Committee meeting and may participate as the Programs and Future Planning Committee Chair deems appropriate.

Committee Duties and Responsibilities

In addition to the principal duties and responsibilities described below, the Programs and Future Planning 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 Programs and Future Planning Committee. The primary duties and responsibilities of the Programs and Future Planning 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 and provide recommendations to management regarding FirstNet Authority Roadmap and priorities related to technology trends, drivers and other areas.
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 Authority's Strategic Plan.
5. In collaboration with management, promote efforts to foster, recognize, and identify opportunities that differentiate the FirstNet Authority experience and align with the FirstNet Authority 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 Programs and Future Planning Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the FirstNet Board for approval. The Programs and Future Planning Committee shall provide to the FirstNet Board an annual summary of accomplishments. The FirstNet Board shall compare the Programs and Future Planning 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 Programs and Future Planning Committee Chair, or by any other Programs and Future Planning Committee member.

ATTACHMENT A

Resources and Authority

In carrying out its responsibilities, the Programs and Future Planning 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 Authority.

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 AND INVESTMENT COMMITTEE CHARTER

Revised, February 9, 2022

Origin

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

Committee Membership

The Finance and Investment Committee shall consist of at least three members. Finance and Investment Committee members shall be recommended by the Finance and Investment Committee Chair and appointed by the FirstNet Board Chair for such term or terms as the FirstNet Board may determine. Finance and Investment 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 and Investment Committee.

Committee Structure and Operations

The FirstNet Board Chair shall designate one member as the Finance and Investment Committee Chair. The Finance and Investment 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 and Investment Committee. The Finance and Investment Committee Chair will determine the time and place for each meeting.

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

ATTACHMENT B

Committee Duties and Responsibilities

In addition to the principal duties and responsibilities described below, the Finance and Investment 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 and Investment Committee. The primary duties and responsibilities of the Finance and Investment Committee are as follows:

1. Review and recommend FirstNet Authority'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 and provide feedback to management regarding investments.
4. 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.
5. Review FirstNet Authority's quarterly and fiscal year-end financial reports.
6. Review FirstNet Authority's material financial controls.
7. 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 FirstNet Board.
8. Review management's recommendation for obligation of funds from the *Reinvestment in Network Enhancement Fund* category.
9. 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 and Investment Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the FirstNet Board for approval. The Finance and Investment Committee shall provide to the FirstNet Board an annual summary of accomplishments. The FirstNet Board shall compare the

ATTACHMENT B

Finance and Investment 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 and Investment Committee Chair, or by any other Finance and Investment Committee member.

Resources and Authority

In carrying out its responsibilities, the Finance and Investment 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 Authority.

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.

ATTACHMENT C



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

Revised, November 17, 2021

Origin

The FirstNet Board established the Governance and Risk 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 Executive Director (ED) hiring and performance.

Committee Membership

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

Committee Structure and Operations

The FirstNet Board Chair shall designate one member as the Governance and Risk Committee Chair. The Governance and Risk 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 Risk Committee Chair or a majority of the Governance and Risk Committee. The Governance and Risk Committee Chair will determine the time and place for each meeting.

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

ATTACHMENT C

Committee Duties and Responsibilities

In addition to the principal duties and responsibilities described below, the Governance and Risk 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 Risk Committee. The primary duties and responsibilities of the Governance and Risk 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 ED.
6. Provide guidance and input to the ED and Assistant Secretary of NTIA in the development of the ED's annual Performance Plan.
7. Provide regular feedback to the ED, and provide input to the Assistant Secretary for NTIA regarding the annual performance of the ED.

Annual Summary of Accomplishments and Charter Review

The Governance and Risk 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 Risk 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 Risk Committee Chair, or by any other member of the Governance and Risk Committee. The Governance and Risk Committee shall also facilitate an annual review of FirstNet Board accomplishments.

ATTACHMENT C

Resources and Authority

In carrying out its responsibilities, the Governance and Risk 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 resources, 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.

ATTACHMENT D



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

Revised, May 5, 2021

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

ATTACHMENT D

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

ATTACHMENT D

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.