



FIRST RESPONDER NETWORK AUTHORITY
FINANCE COMMITTEE RESOLUTION 19
Finance Committee Charter Revisions
March 15, 2018

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

WHEREAS, the Act also permits the First Responder Network 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 First Responder Network Authority to govern itself in a transparent manner;

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

WHEREAS, the First Responder Network Authority Board has previously implemented a Charter for the Finance Committee, which Charter requires annual review by the Finance Committee and the First Responder Network Authority Board;

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

I, the undersigned, Board Secretary of the First Responder Network Authority, do hereby certify that the above is a true and correct copy of a resolution adopted at the meeting of the Finance Committee of the First Responder Network Authority on March 15, 2018, at which a quorum was present and voted.



Karen Miller-Kuwana, Board Secretary

Exhibit A



First Responder Network Authority Finance Committee Charter

First Responder Network Authority Finance Committee Charter

Revised, March 15, 2018

Origin

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

Committee Membership

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

Committee Structure and Operations

The FirstNet Board Chair shall designate one member as the Chair of the Finance Committee. The Finance Committee shall meet in person or telephonically at least four times a year at a time and place determined by the Chair of the Finance Committee, with additional meetings to occur, or actions to be taken by unanimous written consent, when deemed desirable or appropriate by the Chair of the Finance Committee or a majority of the Finance Committee. The Finance Committee may, in its discretion, form and delegate authority to one or more subcommittees. The Chair of the Finance

Committee may invite such members of management to attend Finance Committee meetings or portions thereof as the Chair of the Finance Committee may deem desirable or appropriate. Any member of the FirstNet Board may attend any meeting of the Finance Committee and may participate as appropriate.

Committee Duties and Responsibilities

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

1. Review and recommend to the FirstNet Board the annual budget of FirstNet.
2. Review and approve FirstNet's internal budget guidelines and priorities, and monitor compliance with such guidelines.
3. Review the audit process for FirstNet, receive reports from such auditor, and establish appropriate communications with such auditor.
4. Review and approve any material financial filings by FirstNet.
5. Review the material financial controls and Quarterly risk management assessments of FirstNet.
6. Review the program designed to ensure FirstNet's compliance with applicable laws and regulations.
7. To the extent FirstNet's financials are materially affected, review reports and findings from the Department of Commerce (DOC), Office of the Inspector General (IG), and Government Accountability Office (GAO), as well as official responses from FirstNet senior leadership to those reports and findings, after such reports, findings, and responses have been finalized and submitted, but, where feasible, prior to their public release, and make recommendations, as appropriate, for FirstNet Board review.
8. Review and approve gifts, donations, and bequests to FirstNet with a value in excess of \$1 million.
9. Review and notify the FirstNet Board of obligations, expenditures, investments, or reserves over \$10 million and make recommendations, when determined appropriate, for FirstNet Board review of such obligations, expenditures, investments, or reserves.
10. Review the material terms of any material agreements and make recommendations to the FirstNet Board, including without limitation agreements regarding:
 - a. public-private arrangements/partnerships involving secondary use of FirstNet licensed spectrum, network capacity, or infrastructure;
 - b. roaming agreements;

- c. long-term financial commitments, investments, or reserves greater than \$25 million in value or with a period of performance greater than 5 years and all real property leases;
- d. licenses of intellectual property that are material to FirstNet's operations;
- e. the requests for proposals under section 6206(b)(1)(B) of the Act; and
- f. any other financial transactions requiring approval by the FirstNet Board.

Annual Performance Evaluation and Charter Review

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

Resources and Authority

In carrying out its responsibilities, the Finance Committee shall have the 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 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 FirstNet Board or its members under, or violation of, applicable statutory or regulatory requirements.



First Responder Network Authority Finance Committee Charter

First Responder Network Authority Finance Committee Charter

Revised, ~~December 13, 2016~~ March 15, 2018

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