

**FIRST RESPONDER NETWORK AUTHORITY
MINUTES OF THE DECEMBER 14, 2016
BOARD MEETING
SACRAMENTO, CA**

On December 14, 2016, the First Responder Network Authority (FirstNet) held an open public meeting of the FirstNet Board. The meeting took place in Sacramento, CA and began at 8:00 AM PST. The meeting was made available to the public via teleconference and webcast. A transcript of the meeting and the archived copy of the webcast can be found on the FirstNet website.

BOARD MEETING

New Board Member

FirstNet Board Chair Sue Swenson opened the meeting and welcomed new FirstNet Board member Christopher Piehota. Mr. Piehota is the Executive Assistant Director of the FBI Science and Technology Branch and replaced Amy Hess as the designee for the Department of Justice. Chair Swenson said that the Board was excited to have Mr. Piehota as a new member and look forward to having him assist on FirstNet issues.

Roll Call: Sue Swenson (Chair), Jeff Johnson (Vice Chair), Barry Boniface, Ed Horowitz, James Douglas, Kevin McGinnis, Annise Parker, Neil Cox, Richard Stanek, Teri Takai, Suzanne Spaulding, and Christopher Burbank. A quorum was present for the Board.

Votes Taken

Chair Swenson stated that before proceeding with the business of the day, the Board needed to approve the minutes from the August combined Finance Committee and Board meeting. Chair Swenson moved that the Board approve the minutes, there was a second, and the Board unanimously voted to approve the Board minutes from the previous Board meeting held on August 26, 2016.

Conflicts Statement and Reminder

Board Secretary Karen Miller-Kuwana read the conflicts statement and asked for any recusals from the Board members. In response, all participating Board members indicated no conflicts of interest, and the meeting proceeded.

MATTERS DISCUSSED

Before commencing with the normal course of business, Chair Swenson noted that Barry Boniface, Under Secretary Suzanne Spaulding, and Controller David Mader were leaving the service of the Board and she took the opportunity to personally express her appreciation and gratitude to Mr. Boniface, Under Secretary Spaulding and Mr. Mader for their dedication, commitment and service as members of the FirstNet Board. Chair Swenson added that Mr. Boniface joined the Board several years ago and had brought tremendous telecommunications and private equity expertise, as well as a sense of humor, which was always a welcome addition. Chair Swenson also stated that Under Secretary Spaulding and her staff had been very supportive, on behalf of the Department of Homeland Security (DHS), on FirstNet's efforts and that Mr. Mader from the Office of Management and Budget likewise had been supportive of FirstNet as it worked through some very challenging issues. Chair Swenson then asked if any other Board members had any additional comments, and Vice Chair Chief Jeff Johnson, Edward Horowitz, Neil Cox, Mayor Annise Parker, Governor James Douglas, Kevin McGinnis, and Christopher Burbank all offered personal statements of appreciation, admiration, and recognition of Mr. Boniface, Under Secretary Spaulding and Mr. Mader's contributions to the FirstNet Board. Both Mr. Boniface and Under Secretary Spaulding thanked the Board members for their kind words and emphasized that they had enjoyed their experience on the FirstNet Board. Under Secretary Spaulding added that it had been a tremendous honor to serve as the DHS designee and reiterated how incredibly important the FirstNet Board's work is. Under Secretary Spaulding thanked Chair Swenson and Vice Chair Johnson for their leadership and said she was pleased to know that the Board would have the continuity of the Director of the Office of Emergency Communications, Admiral Ron Hewitt, to assist the Board on behalf of DHS.

Votes Taken

The Board voted unanimously to approve FirstNet Board Resolutions 80, 81, and 82, expressing thanks for the service of Mr. Boniface, Under Secretary Spaulding, and Mr. Mader as a member of the FirstNet Board.

California Governor's Office of Emergency Services

Before introducing the featured speaker, Chair Swenson thanked the California Governor's Office of Emergency Services (CalOES) for providing the Board members and FirstNet staff members with a tour of the Sacramento Public Safety Communications facility. Vice Chair Johnson introduced Mark Ghilarducci, the Director of CalOES. Mr. Ghilarducci began his presentation with a brief description of the state of California and the framework and complexities that CalOES faces each and every day with managing emergency services, homeland security and public safety communication. Mr. Ghilarducci described the need for CalOES to have a public/private non-governmental integrated approach with fire, law enforcement, emergency medical, and management to address the challenges faced in California.

Mr. Ghilarducci described how CalOES regularly dispatches and coordinates assets from local and state government throughout the state to successfully respond to a particular crisis. CalOES also shares resources with the surrounding states, and has deployed its teams internationally. This mutual aid system is the backbone of the way CalOES does business across the state.

Under this mutual aid system, Mr. Ghilarducci, noted that he sees a lot of promise with and is very supportive of FirstNet and its capabilities, but added that CalOES also had some questions. As a way of introducing these questions, Mr. Ghilarducci offered a detailed explanation of CalOES's emergency management cycle, beginning with the 911 centers, and expanding out and up the chain, with more complex incidents, to the resources of the 58 operational areas and six mutual aid regions within the state to respond accordingly, before it demobilizes and circles back to the 911 centers. Mr. Ghilarducci next described California's difficult topography and stated that having communication reliability throughout the entire state is absolutely critical. He added that CalOES is wedded to land mobile radios, and that he is generally concerned with how FirstNet can meet the needs of CalOES and how FirstNet will work with land mobile radios, generally, and LA-RICS specifically.

Mr. Ghilarducci shifted his discussion to the fire side, noting that CalOES has the Firefighting Resources of California Organized for Potential Emergencies (FIRESCOPE) reviewing all things fire-based and the California First Responder Network (CalFRN) before describing how, as stakeholders, police chiefs and sheriffs often have different views of how to utilize technology.

As the Single Point of Contact (SPOC) for the State of California, Mr. Ghilarducci, noted that he receives a lot of questions about FirstNet, and added that everyone he has spoken with sees the benefits of FirstNet, but many remain in a "wait and see" posture, particularly as it relates to land mobile radios. Mr. Ghilarducci then shared some of the questions that local first responders had communicated to him. The first question related to the "unknowns" on local control, estimated cost of the network and network uses. Mr. Ghilarducci also had questions around how the priority and preemption would work and how FirstNet would tie in with California's effort on NextGen 911. In keeping with that line of questions, Mr. Ghilarducci reported that the dispatcher community had asked how the proposed network would go from citizen to the dispatch center to the first responder.

Mr. Ghilarducci also announced that in the past few weeks, CalOES had issued a Request for Information (RFI), but emphasized that CalOES had no intention of undermining or "going in a different direction" from where CalOES is with FirstNet. Mr. Ghilarducci stressed that it was important for the state to have options and to determine what capabilities are available to the state. Mr. Ghilarducci next described some of the private companies that have discussed their recommendations with CalOES, and outlined the standards CalOES expected for cyber resiliency in the network.

In closing, Mr. Ghilarducci reiterated that CalOES believes that the concept of FirstNet offers great capabilities and asked that FirstNet consider California's complex first responder communications needs.

Following Mr. Ghilarducci's remarks, Chair Swenson thanked him for his candor, and offered a couple of comments, the first of which reinforced the issue of coverage and how FirstNet has really tried to understand the coverage needs of California, as well as the coverage needs of every state. Chair Swenson also referenced the Public Safety Advisory Committee's role in addressing issues such as how local control will be implemented and a number of other issues raised in the CalOES presentation. Lastly, Chair Swenson added that the LA-RICS project has been extremely instructive to and appreciated by FirstNet.

PSAC Update

The Public Safety Advisory Committee (PSAC) Chair Chief Harlin McEwen reported that the PSAC is now at the level of 43 members and that the PSAC organizations represent not only the core public safety – police, fire, EMS kinds of services, but state, local and Federal Government. Chief McEwen introduced the 5 new members of the PSAC, including Lieutenant Bill Freeman, Memphis Fire Department, Mark Grubb, State of Delaware, SAFECOM Executive Committee, Supervisory Special Agent Mike Gilmore, FBI, Acting Associate Chief Kraig Moise, DHS Customs and Border Protection, and Commander Steve Smith, Los Angeles County Sheriff's Department. Chief McEwen also identified the four Vice Chairs who serve with him on the Executive Committee, and mentioned that although 3 of the members of the Executive Committee were unable to attend the Board meeting in person, they were there in spirit.

Chief McEwen then reiterated Chair Swenson's comment that the PSAC has been addressing – and has answers to – the questions raised by Mr. Ghilarducci. Chief McEwen then provided an update on the Federal Working group, and noted that the PSAC is working through the change in the administration to identify the people from various Federal agencies to serve on the working group. Chief McEwen reported that the Tribal Working group, which consist of approximately 15 members representing various tribe and tribal organizations, recently met in Boulder. The PSAC is also in the process of developing a tribal consultation policy.

Chief McEwen reported that John Radeleff is the new leader of the Early Builders Working Group. On the Early Builders, Chief McEwen added that LA-RICS had a planned number of sites at 77, with 61 on the air; New Mexico has planned 7 and has 7 on, New Jersey has plans for 32 and have 31 on the air, ED COM 20 and 19 are on the air and Texas 93 with 24 on the air. Chief McEwen ended with an update that the User Profiles task team should have a report to the Board with final recommendations and the core information.

Chair Swenson thanked Chief McEwen and acknowledged that the PSAC is a relatively small group working to provide information to a significant first responder population and asked Chief

McEwen if the PSAC was working to address this challenge. Chief McEwen stressed that the PSAC has a good understanding of what needs to be done and, in closing, recognized Executive Committee PSAC member Paul Patrick for receiving the DeMello Award. Chief Customer Officer Rich Reed and Chief Technology Officer Jeff Bratcher also thanked Chief McEwen and the PSAC members for their investment and commitment to the PSAC and FirstNet.

Governance and Personnel Committee Updates

Chair Swenson began with a brief recap of the previous day's Governance and Personnel Committee's annual performance evaluation, and then asked James Mitchell, Director of the Network Program Office, to provide an update on the Network Program Office (NPO).

Mr. Mitchell reported the NPO has hired a staff of seasoned and skilled program managers to manage the engagement with FirstNet's network partner. The NPO will focus on program execution and program business management and work closely with the Chief Technology Office (CTO) and the Chief Customer Office (CCO) to operationalize the contract. The NPO, in conjunction with CTO and CCO, have established task teams across FirstNet to "tackle" the NPSBN Task Orders, including the development of the state portal and state plans.

At Chair Swenson's request, Chief Executive Officer (CEO) Mike Poth further commented that, based on his experience, it is critical that FirstNet have the infrastructure and the right people and processes in place and that he is confident that, with the NPO leading the contract efforts, FirstNet will have a true and successful partnership with the awardee.

Finance Committee Update

Governor James Douglas also began with a brief recap of the previous day's Finance Committee's annual performance evaluation, and then asked Chief Financial Officer Kim Farington to highlight the work of the Chief Financial Office (CFO). Ms. Farington reported that the CFO has established financial management regulations, developed the framework for an investment review board, and operationalized the enterprise-wide managerial cost accounting environment. The CFO received a clean, unmodified audit opinion for FY 2015 and anticipates that it will receive a clean audit opinion for FY 2016 as well. Ms. Farington reported that for the FY 2016 budget, FirstNet utilized \$104 million of the \$126 million obligations budget. Mrs. Farington explained that this differential was attributed predominately to FirstNet's efforts to lower the actual cost of the Spectrum Relocation Grants by 33% from the original estimates. Ms. Farington also reported that FirstNet utilized \$71 million of the \$92 million expense budget and that the differential was caused by contracts that were awarded but not expensed during FY 2016. Ms. Farington noted that FirstNet will be able to utilize those expenses in future years.

Following Ms. Farington's update, Governor Douglas introduced the Board resolution to amend the Finance Committee Charter. This amendment was needed to make the Charter consistent

with the FirstNet Board Resolution 78 Amendment and Restatement of Resolution 14 Delegation of Financial Responsibilities. Chair Swenson also commented that the CFO is well positioned to move forward as the office transitions from a focus on obligations and expenses into more of an operational, profits and losses mode with revenues and expenses. Kevin McGinnis also asked Ms. Farington to explain what happens to the FirstNet staff and budget once FirstNet begins to work with the network partner. Ms. Farington responded that FirstNet has been very strategic in its staffing approach, utilizing term positions and contract staff to support FirstNet efforts. With regard to the budget, Ms. Farington explained that FirstNet utilized a zero-based budget to ensure that every dollar spent fully supports FirstNet's strategic goals and objectives. Mr. Poth added that he is focused on maximizing FirstNet's profits and is confident that the FirstNet's budget will remain close to the \$80-85 million amount and that FirstNet will continue to endeavor to control its costs, while maximizing any profit it realizes and reinvesting those profits, with the Board's guidance and direction, back into the network. Governor Douglas and TJ Kennedy also mentioned that the CFO is laser focused on remaining well within the statutory administrative expenses cap and that FirstNet's flexibility with staffing allows FirstNet to leverage its human capital talent to ensure FirstNet has the right people in the right position.

Votes Taken

The Board voted unanimously to approve FirstNet Resolution 79 Finance Committee Charter Revisions.

Technology Committee Update

Neil Cox began the Technology Committee update with a commendation of the FirstNet management team and Chief Technology Officer Jeff Bratcher for establishing an outstanding technical operation in Boulder, CO. Mr. Cox also reported on the outstanding work of the FirstNet Chief Technology Office (CTO) team throughout the Request for Proposal (RFP) and acquisition process. Mr. Cox credited the CTO with ensuring that the RFP had the network coverage and hardening first responders needed. Next, Mr. Cox mentioned that the CTO launched the Innovation and Technology Test Lab in Boulder, CO and that this Test Lab will be critical to testing the new devices and applications that will be developed with the network. In closing Mr. Cox offered anecdotal evidence of the critical need for public safety to have priority and preemption on the NPSBN. In stressing the need for priority and preemption, Mr. Cox stated that during the parade to celebrate the Chicago Cubs World Series win, the wireless networks that service downtown Chicago were unable to handle the volume of the 4 million additional users even with the carriers' portable cell sites. Mr. Cox stressed that public safety needs a network that they can rely upon to work all of the time – regardless of whether there is a parade, natural disaster, attack, or any other event.

Before beginning the CTO update, Mr. Bratcher thanked Barry Boniface for his service as the former Chair of the Technology Committee and also thanked CalOES for the tour of the Public

Safety Communications facility. Mr. Bratcher then proceeded to report on a number of key CTO activities, including the release of the RFP; the support CTO provided during the evaluation process, and the signing of a longer-term lease for the Testing Lab. Speaking of the Testing Lab, Mr. Bratcher discussed the November 9th ribbon cutting ceremony and reported that the Testing Lab is operationally ready to test and validate the key public safety features that are going to be critical to the NPSBN. The Testing lab included 18 months of planning and working with the contractor, and was completed ahead of schedule and under budget. Mr. Bratcher also updated the Board on the 40 draft network policies that CTO has been developing across NPO, CCO and the Office of Chief Counsel (OCC). These policies are statutorily mandated and will provide the basis for the network interoperability and be a critical component of the state plans. The network policies will also provide the development and operations framework for the network partner moving forward. Mr. Bratcher added that the network policies will be finalized until post-award, and in responding to a question from Chair Swenson, explained that the network policies will apply to the networks of both an opt-in and opt-out state.

Consultation and Outreach Committee Updates

Vice Chair Johnson started off with a brief explanation of the overall role of the CCO and complimented Chief Customer Officer Rich Reed and his team for the outstanding work they have done communicating with and preparing the states for the release of state plans and communicating with FirstNet's stakeholders and potential user base. Vice Chair Johnson also reflected on the role the PSAC has played in FirstNet's outreach and engagement and remarked that FirstNet has created a dialog that will ensure that when the NPSBN "hits the street," it will immediately serve the needs of public safety.

Mr. Reed began his report with a brief discussion of how pleased he is with the talented team of individuals that work in CCO, and then outlined CCO's 2016 accomplishments and activities. This list of accomplishments and activities include: (1) hosting the fourth annual SPOC-fest meeting with a newly improved dialogue-heavy schedule of events; (2) engaging the states and SPOCs with an expanded outreach and focus at the governance level to include 46 governance meetings, 36 metropolitan meetings, 24 executive and governor staff level meetings and 18 consultation task team meetings; (3) educating the stakeholders and engaging with public safety online through the FirstNet website, Twitter, Facebook, blogs, and YouTube videos; and (4) participating in 600 engagements (that equates to engagements with 75,000 public safety personnel). Mr. Reed added that in 2017, CCO will continue to have the FirstNet conversation with the states to ensure that each state has the information it needs to receive, process and make a decision regarding the plan. Ideally, Mr. Reed would like to familiarize all key influencers and key decision-makers within each state.

At the conclusion of Mr. Reed's presentation, Chair Swenson noted that CCO has done a tremendous job, particularly given that there were a number of specific questions and details that CCO cannot answer or discuss until after an award is made and the network partner is

announced. Both Vice Chair Johnson and Ed Horowitz encouraged CCO to not only stay on message, but to consistently repeat that message as often as possible.

FirstNet Organization and Operations Update – the First 100 Days

President TJ Kennedy opened his Organization and Operations update with a look back at the progress FirstNet has made. Mr. Kennedy acknowledged the Board's role in ensuring that FirstNet had a strategic roadmap and focused on milestones and deliverables. Mr. Kennedy added that he and Mr. Poth have been focused on making sure FirstNet has the right management team, as well as a fully staffed Chief Procurement Office and effective finance, human resources, administrative, legal and information resources in place to support the operational business units as they prepare for the first 100 days of the FirstNet network partnership. Mr. Kennedy also noted that the FirstNet organization is set-up to cut out the bureaucracy and operate more like a private sector organization, allowing FirstNet to have "the shortest path" to success.

Mr. Kennedy also reported that in the first 100 days, FirstNet is prepared to move forward quickly with the network partner to deliver the state plan portal and provide meaningful state plans. Mr. Kennedy also emphasized that *everyone* on the FirstNet team is working extremely hard to ensure that the NPSBN is successfully deployed and public safety's wireless communication needs are met. Our network partner, public safety, and our potential customers all have a high level of expectation for FirstNet, and Mr. Kennedy expressed his complete confidence that the FirstNet team will meet those expectations.

Litigation Update

By way of background information, Chief Counsel Jason Karp reported that on November 21, 2016, Rivada Mercury LLC filed a protest in the U.S. Court of Federal Claims challenging its elimination from the competitive range. The Commercial Litigation Branch of the Department of Justice (DOJ) is representing FirstNet, and the Office of Chief Counsel and the Department of Interior's Solicitor's Office will support DOJ in its defense efforts. Mr. Karp also clarified that while the protest is pending before the Claims Court, FirstNet may proceed with the acquisition process (up to an award of the NPSBN contract), prepare for the delivery of state plans, and continue to ready FirstNet's post-award operations. Following a decision from the court, FirstNet will be ready to take any actions necessary to ensure an immediate award.

Mr. Karp reminded the Board that until the protest litigation is concluded, FirstNet remains in an active procurement process, and cannot discuss any source selection sensitive information relating to the acquisition process or any details relating to the protest litigation. Any questions about the protest litigation should be referred to the Department of Justice's Office of Public Affairs.

CEO Update

Mr. Poth began his update with some housekeeping matters, including the 2017 proposed Board meeting dates and an additional thank you to the departing Board members for their service to the FirstNet Board. Mr. Poth then offered a “look back” to a year ago, when at the December 2015 Board meeting, the Board and Mr. Poth installed the FirstNet leadership team and charged the team with standing up the FirstNet organization and readying FirstNet to execute the NPSBN contract. Today, FirstNet is ready to proceed.

One of the top priorities for 2016 was the procurement. However, the procurement was but only one of the necessary steps that FirstNet needed to take to execute the NPSBN contract. The Network Program Office, our customer consultation and outreach, our legal team, the Test Lab and world-class technology team, our Chief Financial Office and budget process, are all critical components to FirstNet’s success – and all play a critical role in FirstNet’s full speed ahead.

In closing, Mr. Poth reiterated that FirstNet is here for public safety – they are what FirstNet is all about. Mr. Poth also thanked the Board, the FirstNet team, and public safety, for their cooperation, and more importantly, for their patience. FirstNet looks forward to the coming months.

Chair Swenson echoed this sentiment, adding that FirstNet is public safety’s network and FirstNet is just the vehicle to give public safety the network it deserves. Before adjourning the meeting, Chair Swenson took the opportunity with the upcoming change in administration to thank Larry Strickling, the Assistant Secretary for Communications and Information and Administrator, National Telecommunications and Information Administration (NTIA). Assistant Secretary Strickling has been with the FirstNet Board since the beginning, and has been a great support to the Board. Chair Swenson also thanked Marsha McBride and Steve Fletcher, both of whom were true advocates of FirstNet during the time they worked for NTIA. Lastly, Chair Swenson thanked Secretary Penny Pritzker and Deputy Secretary Bruce Andrews for their continued support and advocacy on behalf of FirstNet.

Board Adjourned

The Board voted unanimously to adjourn the meeting.