

National Spectrum Consortium Executive Committee Resolution

Non-Traditional Government Contractor

Date: January 15, 2016

Resolution Number: 001

Meeting: NSC Executive Committee monthly teleconference held January 15, 2016

Executive Committee Present: Vanu Bose, Teresa Smith, Gary Nadler, Tom McDermott, Josh Gladden, David Debrecht, Sal D'Itri, Jim Gigrich, Mark McHenry, Apurva Moody, and Jerry Park

Committee Action: During the above cited discussions and other correspondence, the following resolution was proposed, discussed and subsequently approved by the National Spectrum Consortium (NSC) Executive Committee, hereinafter referred to as "the NSC Executive Committee":

EXECUTIVE COMMITTEE RESOLUTION

WHEREAS, the NSC Executive Committee wishes to make the definition of a Non-traditional Government Contractor, as defined in the National Spectrum Consortium Articles of Collaboration dated November 7, 2014, consistent with the definition of current government legislation;

WHEREAS, current government legislation defines a Non-traditional Government Contractor or Non-traditional Defense Contractor as the following:

"A nontraditional defense contractor means an entity that is not currently performing and has not performed, for at least one-year prior to the date of application, any contract or subcontract for the Department of Defense that is subject to full coverage under the cost accounting standards prescribed pursuant to section 1502 of title 41 and the regulations implementing such section;"

NOW, THEREFORE, BE IT RESOLVED that the NSC Executive Committee directs the Consortium Management Firm to modify the Membership Agreement and Application to reflect such change and to ensure the Spectrum Articles of Collaboration reflect this updated legislation upon the next modification to the articles;

BE IT FURTHER RESOLVED that this resolution shall remain in place until superseded by a change to the Spectrum Articles of Collaboration.

ADOPTED, SIGNED AND APPROVED this 15th day of January, 2016.

EXECUTIVE COMMITTEE
National Spectrum Consortium
By:

Vanu Bose, Ph.D.
Chairman, NSC Executive Committee

National Spectrum Consortium Executive Committee Resolution

Request for Membership Dues Waiver

Date: May 27, 2016

Resolution Number: 002

Meeting: NSC Executive Committee monthly teleconference held May 27, 2016

Executive Committee Present: Vanu Bose, Teresa Smith, Gary Nadler, Tom McDermott, Josh Gladden, David Debrecht, Sal D'Itri, Jim Gigrich, Mark McHenry, Apurva Moody, and Jerry Park

Committee Action: During the above cited discussions and other correspondence, the following resolution was proposed, discussed and subsequently approved by the National Spectrum Consortium (NSC) Executive Committee, hereinafter referred to as "the NSC Executive Committee":

EXECUTIVE COMMITTEE RESOLUTION

WHEREAS, the NSC Executive Committee wishes to remove "On a case-by-case basis, the Executive Committee may consider a request to waive all or part of the dues for very small, innovative organizations, particularly those that qualify as non-traditional government contractors.", as stated in the Annual Dues section of the NSC Articles of Collaboration dated November 7, 2014;

WHEREAS, the NSC Executive Committee believes the waiver should be removed for the following reasons:

- The NSC dues structure was established as to not be a barrier for entry into the consortium and is consistent with other consortia.
- The dues were established to assist in covering NSC administrative and management costs, and as a mechanism to help ensure that only serious applicants apply.
- Administrative and management costs are associated with providing our members with information and services so that they might be able to compete equitably and fairly for projects that government chooses to bring to the NSC – information and services are not designed to help companies get into the business of spectrum-related technology development.
- Allowing any company that is not a "member in good standing" to participate fully in consortium activities (e.g. compete for projects; receive funding) creates an inequality to the other members.
- A waiver conflicts with the statement in the NSC Articles of Collaboration under Membership as follows: "Any Member, regardless of when they join the National Spectrum Consortium, shall enjoy the same rights and incur the same obligations as any other Member hereunder."

NOW, THEREFORE, BE IT RESOLVED that the NSC Executive Committee directs the Consortium Management Firm to modify the Membership Agreement and Application to reflect such change and to ensure the Spectrum Articles of Collaboration reflect this updated legislation upon the next modification to the articles;

BE IT FURTHER RESOLVED that this resolution shall remain in place until superseded by a change to the Spectrum Articles of Collaboration.

ADOPTED, SIGNED AND APPROVED this 27th day of May, 2016.

EXECUTIVE COMMITTEE
National Spectrum Consortium
By:

Vanu Bose, Ph.D.
Chairman, NSC Executive Committee

National Spectrum Consortium Executive Committee Resolution

NSC Trade Show and Conference Participation

Date: July 7, 2016

Resolution Number: 003

Meeting: NSC Executive Committee monthly teleconference held June 24, 2016

Executive Committee Present: Vanu Bose, David Debrecht, Sal D'Itri, Jim Gigrich, Tom McDermott, Mark McHenry, Apurva Moody, and Jerry Park

Committee Action: During the above cited discussions and other correspondence, the following resolution was proposed, discussed and subsequently approved by the National Spectrum Consortium (NSC) Executive Committee, hereinafter referred to as "the NSC Executive Committee":

EXECUTIVE COMMITTEE RESOLUTION

WHEREAS, the NSC Executive Committee wishes to establish near-term policy on sponsoring and participating in spectrum-related trade shows and conferences.

Due to the fact that the NSC is still in its infancy and has yet to start its first Research and Development effort by a member organization, the NSC Executive Committee has determined that the NSC, as an organization, is not in a position to sponsor or participate in spectrum-related trade shows or conferences until the NSC is more established and financially stable.

NOW, THEREFORE, BE IT RESOLVED that the NSC Executive Committee has determined that the NSC, as an organization, will not sponsor or participate in any spectrum-related trade shows or conferences;

BE IT FURTHER RESOLVED that NSC Executive Committee will consider, on a case by case basis, requests for individual members of the NSC Executive Committee to participate in Spectrum-related trade shows or conferences as a speaker, panel member or panel chair representing the NSC.

BE IT FURTHER RESOLVED that this resolution will be revisited in one year from the date of approval and shall remain in place until superseded.

ADOPTED, SIGNED AND APPROVED this 7th day of July, 2016.

EXECUTIVE COMMITTEE
National Spectrum Consortium
By:

Vanu Bose, Ph.D.
Chairman, NSC Executive Committee

National Spectrum Consortium Executive Committee Resolution

NSC Executive Committee Selection Process

Date: August 26, 2016

Resolution Number: 004

Meeting: NSC Executive Committee Meeting on August 26, 2016

Executive Committee Present: Vanu Bose, David Debrecht, Sal D'Itri, Josh Gladden, Jim Gigrich, Tom McDermott, Mark McHenry, Apurva Moody, Gary Nadler and Jerry Park

Committee Action: Establish the National Spectrum Consortium (NSC) Executive Committee Selection Process as an approved Resolution:

EXECUTIVE COMMITTEE RESOLUTION

WHEREAS, the NSC Executive Committee wishes to establish the National Spectrum Consortium (NSC) Executive Committee Selection Process as an approved Executive Committee Resolution.

NOW, THEREFORE, BE IT RESOLVED that the attached National Spectrum Consortium (NSC) Executive Committee Selection Process is the approved process for selection of the National Spectrum Consortium Executive Committee;

BE IT FURTHER RESOLVED that this resolution will remain in effect until such time that the process is incorporated into the National Spectrum Consortium Articles of Collaboration or until superseded.

ADOPTED, SIGNED AND APPROVED this 7th day of September, 2016.

EXECUTIVE COMMITTEE
National Spectrum Consortium
By:

Vanu Bose, Ph.D.
Chairman, NSC Executive Committee

Attachment 1: NATIONAL SPECTRUM CONSORTIUM (NSC) Executive Committee Selection Process

NATIONAL SPECTRUM CONSORTIUM (NSC)

EXECUTIVE COMMITTEE SELECTION PROCESS

NSC Executive Committee

Executive Committee Purpose, Responsibilities and Authority

The affairs of the National Spectrum Consortium (NSC) shall be governed by an Executive Committee. The Executive Committee is the NSC leadership and governance body authorized to oversee the activities of the Consortium and to exercise all the powers and authority in managing the business and other affairs of the consortium to the extent provided in the Articles of Collaboration or in resolutions of the Executive Committee. The Executive Committee's specific responsibilities include:

- implement firewalls or such other measures to protect competitively sensitive information of the Members;
- avoid and mitigate potential organizational conflicts of interest;
- approval and disapproval of membership applications;
- removal of Members that do not maintain Member in Good Standing status;
- organization of the general membership meetings;
- formation and management of other standing or temporary consortium subcommittees as needed;
- dispute resolution between individual Members, between Members and the Government, and/or the NSC Consortium Management Firm relating to matters arising under the Other Transactions (OT) Agreement or in connection with other consortium business; and
- fulfillment of the specific administrative and supervisory functions delineated in the Articles of Collaboration and the OT Agreement.

The oversight of such duties may be transferred to the Consortium Management Firm; however, the responsibility and authority remains with the Executive Committee.

Executive Committee Elections

Executive Committee Composition

The Executive Committee shall consist of eleven (11) elected representatives from Member organizations, each to serve for a term of two (2) years. The Executive Committee shall be composed of four (4) Members from small businesses (as defined by the SBA), three (3) Members from large businesses, two (2) Members from academia, one (1) Member from a non-profit or not-for-profit organization, and one (1) at large Member. Six (6) of the initial roster of Executive Committee Members will have a one-time three (3) year term to provide continuity during National Spectrum Consortium startup, after which the Executive Committee will establish an annual rotation cycle of approximately one-half of the committee Members. Executive Committee Officers shall include a Chairperson, a Vice-Chairperson, and a Treasurer, and shall be elected by the sitting Executive Committee in accordance with the Articles of Collaboration.

For the purposes of establishing the NSC Executive Committee demographic representation outlined above, the Member Organization definitions found in the NSC Articles of Collaboration will be used. For the "academia" demographic the following definition shall apply: an NSC Member Organization in good standing that is an accredited institution (college, university or other educational institution) of higher learning in the United States.

Should there be an insufficient number of nominations in one or more election categories to fill the available number of seats, additional “at large” members will be selected from those nominees missing selection by the fewest number of votes within their own demographic group.

Although specific participation on the Executive Committee by “non-traditional” government contractors is not prescribed formally in the Articles of Collaboration, the critical role these organizations will fulfill in executing projects supports the conclusion that this demographic group also should have a voice within the Executive Committee. Accordingly, the following policy will be used to promote the nomination and election of members who represent non-traditional government contractors:

- At the time of the nomination request, the number of non-traditional government contractor representatives elected to the Executive Committee shall be such that the total representation of non-traditional government contractors on the committee shall be an equivalent percentage (± 10) to that of the actual percentage of non-traditional government contractors within the consortium.
- All nominees from non-traditional government contractor members will have their organization’s “non-traditional” status flagged on the election ballot so voting members are aware of this designation when casting their ballots. The non-traditional status of an organization will be self-certified and validated to the extent possible by the consortium management firm.
- The individual(s) from the pool of non-traditional government contractor nominees who receives the highest number of votes during an election cycle will fill the seat(s) available to the demographic category of that nominee’s organization (i.e., large organization, small organization, non-profit/not-for-profit, or academia), even if that nominee’s vote total would not otherwise have resulted in his/her election within that demographic category. Members so elected will serve the full term, even if subsequent contracts awarded to their organization cause that organization to lose its “non-traditional” designation.

Elections to replace the Executive Committee Members whose terms are expiring generally will be held one time per year in advance of the General Membership Meeting which most closely precedes the expiration of the Executive Committee Members’ terms of office. The Consortium Management Firm (CMF), under direction from the Executive Committee, shall preside over the elections.

Executive Committee Candidate Qualifications

The NSC is committed to holding fair and open elections that will enable the membership to select freely from among themselves those candidates who best can represent the interests of the consortium and guide it to collective success. Keeping in mind the national purpose and importance of this endeavor, and the significant investment by business and Government, it is important that leadership of the consortium be composed of dedicated and knowledgeable individuals, representing committed organizations, who have the time, resources and acumen to contribute to this important endeavor. Member organizations are encouraged to nominate those individuals who have the time, experience, energy and creativity to guide the Consortium to success.

Executive Committee Members should anticipate weekly demands on time and occasional travel to meet their Consortium responsibilities. While the CMF will support the administrative and daily operational demands of the enterprise, the Executive Committee is expected to establish policy and make decisions that will guide its relationship with the client and generate fair business opportunity for the membership. From among their own members, the Executive Committee is expected to elect all Executive Committee officers, deepening the commitment of those selected.

Using the experience of the NSC Steering Committee as a bench mark, the Executive Committee can anticipate frequent telephonic interaction with standing and special sub-committees and regular, recurring teleconferences with the CMF. Once Request for Prototype Proposals are issued and projects agreements are awarded, additional interactions with the client, perhaps as frequently as bi-weekly, should be anticipated. Travel and associated costs will be incurred by the Executive Committee Member's organization for participating in Executive Committee meetings and other activities. Communications and interactions with the membership also will be time intensive, although the CMF can be expected to deal with matters of administration allowing Executive Committee Members to focus on policy issues.

Consortium Members who are confident that they and their organizations can meet these commitments, and who have the interest and experience to serve both Consortium and National interests, are encouraged to seek nomination and election to the Executive Committee.

Executive Committee candidates must:

- Be a senior employee working exclusively for a Member Organization suited to represent the Consortium in peer-level engagements with Government decision-makers;
- Represent a Member Organization having business opportunities as a developer or supplier of EM Spectrum technology;
- Be a U.S. citizen;
- Commit to devoting the time and attention needed to meet the expectations described herein; and
- Be willing to act with the best interests of the consortium, rather than those of any particular Member Organization, at heart.

Executive Committee Nomination Process

The CMF will be responsible for overseeing the nomination of individuals from Member entities to stand for election to the Executive Committee. All Member Organizations in good standing shall be given at least two (2) weeks' notice of any such open positions and provided an opportunity to nominate one or more individuals who meet the qualifications described herein. Nominations shall include candidate names, qualifications, organizational affiliations and type designation (e.g., large business, small business, non-profit/not-for-profit organization or academic institution), and other information that the Executive Committee may require. A sample nomination form is provided as Appendix A.

The CMF shall form a slate of candidates and make all relevant information regarding the open positions and each nominee available to the membership at least three (3) calendar days before an election is held. Except for election of the initial Executive Committee members and other special conditions, elections normally shall be held in advance of the next General Membership meeting.

Executive Committee Election Process

Except as noted above, elections will be conducted in advance of General Membership Meetings using electronic ballots. The election results will be announced prior to the General Membership Meetings. Each Member Organization may cast a single ballot. The candidate(s) in each category (e.g., large business, small business, non-profit/not-for-profit organization, academic institution) receiving the most votes will be elected as Executive Committee members, consistent with the provisions described above pertaining to representation by non-traditional government contractor

nominees. The Executive Committee may choose to conduct subsequent elections at a time other than in advance of the General Membership Meeting.

Special Elections

When deemed appropriate by consensus of the Executive Committee, a special election may be held. In these cases, a call for nominations will be sent to all member organizations by the CMF. Once all nominations are received, voting generally will follow the procedures provided above.

Executive Committee Member Resignation

Any Executive Committee member may resign at any time by giving written notice of such resignation to the remainder of the Executive Committee via the Chairperson. Such resignation shall take effect at the time specified in the notice; provided, however, that if the resignation is not to be effective upon receipt of the notice by the Executive Committee, the Executive Committee must accept the effective date specified.

Executive Committee members from a Member Organization that withdraws or is removed from membership in the Consortium shall be considered as terminated from their positions as of the effective date of such entity's resignation or removal from the Consortium.

Executive Committee Member Removal

Executive Committee members are expected to attend meetings and participate actively in the work of the committee. Failure to do so as determined by a consensus of the other committee members shall result in a request to the non-participatory committee member to either re-engage in the work of the committee or resign his/her position. A recurring or continued failure to do so thereafter shall result in a recommendation by the other committee members to the Executive Committee that the non-participatory committee member be terminated from his/her position, which shall become effective upon the approval of the Executive Committee.

Any Executive Committee member may be removed, and the member's position declared vacant with or without cause, by the affirmative vote of a supermajority (2/3) of votes represented and voting at a duly held meeting at which a quorum of the Executive Committee is present.

Executive Committee Vacancies

Once formed, the Executive Committee will define the process of filling vacancies.

Executive Committee Officer Positions

The Executive Committee will be governed by officers including a Chairperson, Vice-Chairperson and Treasurer, whose responsibilities are outlined in the Consortium's Articles of Collaboration. Once elected and constituted, Executive Committee members shall set all policies not delineated within the Articles of Collaboration by which their officers are selected, including their term of office and procedures for succession.

The Executive Committee will elect the Chairperson, Vice-Chairperson and Treasurer positions as a vacancy arises due to Executive Committee rotation or expiration of the Officer term. Officer terms for the Chairperson, Vice-Chairperson and Treasurer positions shall be for 2 years. The Leadership term may cross over Executive Committee terms, assuming the individual is re-elected to an Executive Committee position. Officers may serve multiple and/or consecutive terms, except for the Chairperson, who may not serve consecutive terms as dictated by the Articles of Collaboration. He or she may serve multiple Chairperson terms, but not consecutively. Any person serving in an Executive Committee Officer position may be relieved of his/her position at any time for cause by a super-majority that shall consist of three-quarters (3/4) vote of the National Spectrum Consortium Executive Committee Members.

National Spectrum Consortium Executive Committee Resolution

NSC Non-Technically Contributing Member Category

Date: January 6, 2017

Resolution Number: 005

Meeting: NSC Executive Committee Meeting on November 4, 2016

Executive Committee Present: Vanu Bose, Josh Gladden, Tom McDermott, Mike Robinson, David Debrecht, Sal D'Itri, Jim Gigrich, Mark McHenry, Apurva Moody, Jerry Park and Howard Watson

Committee Action: Establish a Non-Technically Contributing Member Category as an approved Resolution:

EXECUTIVE COMMITTEE RESOLUTION

WHEREAS, the NSC Executive Committee wishes to establish a Non-Technically Contributing Member Category within the National Spectrum Consortium (NSC).

NOW, THEREFORE, BE IT RESOLVED that the National Spectrum Consortium (NSC) Executive Committee establishes a Non-Technically Contributing Member Category with the following guidance:

- *Category for those organizations seeking National Spectrum Consortium membership that are not capable of making a technical contribution, but are able to increase the overall value proposition of the National Spectrum Consortium (the ability to increase the overall value proposition of the NSC will be determined and approved by the Executive Director, denied by the Executive Committee)*
 - *Membership dues will be based on organization size and type, the same as that of a technically contributing member*
 - *Member will be able to participate in consortium General Membership Meetings*
 - *Member will have access to information available on the Member's Only site, but will not be allowed to participate in solicitations as a prime or sub-contractor*
 - *Member will not be allowed to vote or represent the National Spectrum Consortium as a member of the Executive Committee or a member of any technical sub-committee*

BE IT FURTHER RESOLVED that this resolution will remain in effect until such time that the process is incorporated into the National Spectrum Consortium Articles of Collaboration or until superseded.

ADOPTED, SIGNED AND APPROVED this 6th day of January, 2017.

EXECUTIVE COMMITTEE
National Spectrum Consortium
By:

Vanu Bose, Ph.D.
Chairman, NSC Executive Committee

National Spectrum Consortium Executive Committee Resolution

NSC Federal Communications Commission Technical Advisory Council (FCC TAC)

Date: January 24, 2017

Resolution Number: 006

Meeting: NSC Executive Committee Meeting on January 19, 2016

Executive Committee Present: Vanu Bose, Tom McDermott, Mike Robinson, David Debrecht, Sal D'Itri, Jim Gigrich, Mark McHenry, Jerry Park and Howard Watson

Committee Action: Establish an NSC representative on the Federal Communications Commission Technical Advisory Council (FCC TAC):

EXECUTIVE COMMITTEE RESOLUTION

WHEREAS, the National Spectrum Consortium (NSC) Executive Committee wishes to establish a representative on the FCC TAC.

NOW, THEREFORE, BE IT RESOLVED that Dr. John Chapin will represent the NSC as a member of the Federal Communications Commission Technical Advisory Council:

BE IT FURTHER RESOLVED that this resolution will remain in effect until such time that NSC representation is no longer needed or desired or a member of the NSC no longer employs Dr. Chapin.

ADOPTED, SIGNED AND APPROVED this 24th day of January 2017.

EXECUTIVE COMMITTEE
National Spectrum Consortium
By:

Vanu Bose, Ph.D.
Chairman, NSC Executive Committee