

**AMENDED BYLAWS
OF
PUBLIC SAFETY SPECTRUM TRUST CORPORATION
[Adopted September 9, 2009]**

**ARTICLE I
NAME, PURPOSES AND OFFICES**

Section 1.01. Name. The name of the Corporation is PUBLIC SAFETY SPECTRUM TRUST CORPORATION.

Section 1.02. Purpose. The purpose or purposes for which the Corporation is organized and for which it shall at all times be operated exclusively are

(1) to apply for, acquire and hold a license, licenses or other authorizations issued by the Federal Communications Commission (“FCC”) for spectrum in the 700 Megahertz (MHz) band for a national public safety communications network, and to represent the interests of all public safety entities to ensure that their broadband spectrum needs are met in a balanced, fair, and efficient manner, in the interests of best promoting the protection of life and property of the American public; all pursuant to the terms and conditions set forth in the FCC’s Second Report and Order, FCC 07-132 (released August 10, 2007), and the FCC’s Order on Reconsideration, FCC 07-171 (released September 24, 2007), each as may be amended, modified or supplemented from time to time (collectively “FCC Order”) (hereinafter, references to “other provisions of law”, “order of the FCC” and “rules and policies of the FCC” (or similar phrases) shall be include, by definition, the FCC Order; and hereinafter references to “FCC” shall also mean the Chief of the Public Safety and Homeland Security Bureau and the Chief of the Wireless Telecommunications Bureau (or their successors) where relevant authority has been delegated to them in the FCC Order;

(2) to enter into agreements with an entity or entities to ensure the construction, maintenance, and operation of a nationwide, interoperable public safety broadband network consistent with the Corporation’s purpose;

(3) to manage the spectrum licensed to the Corporation, including authorizing use of the spectrum by local, state, tribal, and federal public safety agencies, consistent with FCC rules and other provisions of law governing such spectrum;

(4) to enter into agreements with commercial licensees of other 700 MHz band spectrum for the purpose of allowing use of such commercially-licensed spectrum for public safety communications;

(5) to enter into agreements with a commercial entity or entities allowing such entity or entities to utilize spectrum licensed to the Corporation, subject to limitations and conditions ensuring that public safety entities retain priority use of spectrum licensed to the Corporation, consistent with rules and policies of the FCC, and other provisions of law;

- (6) to establish and collect fees for the use of spectrum licensed to the Corporation;
- (7) to raise and expend funds to provide the Corporation with such financing as it requires to carry out its purposes and activities;
- (8) to enter into such definitive agreements, contracts and other legal commitments and documents as may be necessary, appropriate or advisable in connection with any of the purposes of the Corporation set forth or referenced herein; and
- (9) to do all other lawful acts consistent with these purposes, and with any different or additional purposes; with all of the foregoing, however, to be implemented in a manner consistent with the intended status of the Corporation as a non-profit corporation under and in accordance with the applicable laws of the District of Columbia as in effect from time to time.

The Corporation shall be a non-profit corporation and shall not have the authority to issue capital stock. The Corporation shall be operated and maintained by such support as may be stated in the bylaws or as the Board of Directors shall determine to be necessary or acceptable for the proper functioning of the Corporation. Under no circumstances shall any of the net earnings or assets of the Corporation inure to the benefit of, or be distributable to, any director or officer of the Corporation, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Section 1.03. Offices.

A. Principal Office. The principal office of the Corporation shall be located in the District of Columbia. The Corporation may have other offices, either within or outside of the District of Columbia, as the Board of Directors (“Board”) may determine or as the affairs of the Corporation may require.

B. Registered Office. The Corporation shall maintain in the District of Columbia a registered office, and a registered agent whose office is identical with the registered office. The registered office may be, but need not be, identical with the principal office in the District of Columbia, and the address of the registered office may be changed from time to time by the Board.

**ARTICLE II
MEMBERS**

Section 2.01. Members. The Corporation shall have no members.

**ARTICLE III
AUTHORITY AND DUTIES OF DIRECTORS**

Section 3.01. Authority of Directors. The Board is the policy-making and governing body of the Corporation, and may exercise all the powers and authority granted to

the Corporation by the District of Columbia Non-Profit Corporation Act (D.C. Code, 2001 edition, Title 29, Chapter 3), as the same from time to time is in effect, these Bylaws, the Corporation's Articles of Incorporation as in effect from time to time ("Articles"), and by such other laws as may be applicable to the Corporation.

Section 3.02. Number; Selection; Tenure; Removals; Vacancies.

A. Number. Except for the initial Board named in the Articles, the Board shall consist of fifteen (15) directors representing entities identified in the FCC Order and appointed as described in Section 3.02B. The term "Directors" is a collective reference to the individuals serving as members of the Board. The term "Director" is a singular reference to any individual serving as a member of the Board. The right of an organization identified in Section 3.02B to name a Director to the Board, and the right of such Director to participate and vote on matters before the Board shall not be limited at any time except by an order of the FCC.

B. Directors.

(1) Each of the following named organizations or their successors (the "Public Safety Organizations") shall designate a person to serve as a Director, and such designation shall be made in writing, authorized by an appropriate officer or representative acting with appropriate authority of each such organization, and delivered to the Secretary-Treasurer of the Corporation. Such designation shall be deemed effective, and the person named as a Director in such designation shall become a member of the Board, upon the Secretary-Treasurer's receipt thereof.

- 1 American Association of State Highway and Transportation Officials (AASHTO)
- 2 Association of Public-Safety Communications Officials- International (APCO)
- 3 Forestry Conservation Communications Association (FCCA)
- 4 International Association of Chiefs of Police (IACP)
- 5 National Sheriffs' Association (NSA)
- 6 International Municipal Signal Association (IMSA)
- 7 National Association of State EMS Officials (NASEMSO)
- 8 International Association of Fire Chiefs (IAFC)
- 9 National Emergency Number Association (NENA)
- 10 International City/County Management Association (ICMA)
- 11 National Governors Association (NGA)

(2) The FCC shall designate four (4) individuals to serve as at-large directors pursuant to the FCC Order ("At-Large Directors"). The At-Large Directors shall become members of the Board upon the Secretary-Treasurer's receipt of notification from the FCC as set forth in the FCC Order. *(Note: Current At-Large Directors represent the American Hospital Association [AHA], National Association of State 9-1-1 Administrators [NASNA], National Emergency Management Association [NEMA], and the National Fraternal Order of Police [NFOP])*

C. Term. The term of office of each Director shall be four (4) years, except that the initial term of office of each of the initial Directors identified by odd numbers in the list in Section 3.02B(1) above shall be two (2) years. Any Director whose term has expired may serve until such Director's successor has taken office, or until the end of the calendar year in which such Director's term has expired, whichever is earlier.

D. Removal. No Public Safety Organization may be removed or otherwise have its participation on the Board limited at any time except upon prior order of the FCC. Any individual Director may be removed from the Board at any time, with or without cause, by action of the organization that originally designated such Director, (2) such removal shall be made in a written notice, signed by an appropriate officer or representative, of such organization, and delivered to the Secretary-Treasurer of the Corporation, (3) such removal shall be deemed effective, and the person named in such removal notice shall cease service as a Director and shall be removed from Board, upon the Secretary-Treasurer's receipt thereof, and (4) any such removal notice also may contain a written designation by the removing organization of the person selected by such organization to serve as a Director of the Corporation to succeed the Director being removed. A Director who concurrently serves as an officer, and who is removed as an officer pursuant to Section 4.04, shall continue to serve as a Director subject to removal or replacement under this Article III.

E. Replacement. Any person designated or selected, as appropriate, as a Director to fill a vacancy on the Board, however created, prior to the expiration of the term for which such person's predecessor as a Director was designated or selected, as appropriate, shall be deemed designated or selected, as appropriate, for the unexpired remainder of such term. Vacancies in a Director position on the Board, whether existing by reason of resignation, death, incapacity or removal before the expiration of the Director's term, shall be filled by the same mechanism as was employed to designate or select, as appropriate, the Director creating such vacancy.

F. Absence. Should any Director be absent from two (2) consecutive meetings of the Board, the Secretary-Treasurer shall notify the organization represented by such Director; and should any such Director be absent for three (3) consecutive meetings of the Board, the Secretary-Treasurer shall notify the FCC to make such determinations as may be appropriate pursuant to the FCC Order.

Section 3.03. Resignation. Any Public Safety Organization may at any time resign from the Board by forwarding to the FCC, to the attention of the Defense Commissioner (with a copy to the Secretary-Treasurer of the Corporation), a resignation in writing, provided that any outstanding obligations of such Board member to the Corporation have been fully discharged. Except as otherwise provided by the FCC Order, a resignation by a Public Safety Organization is effective upon receipt by the FCC Defense Commissioner of written notification from such resigning member. Any individual Director may at any time resign from the Board effective upon receipt by the Secretary-Treasurer of the Corporation of written notification from such resigning Director.

Section 3.04. Regular Meetings. The Board shall hold at least one (1) regular meeting per calendar quarter, and may hold any number of additional regular meetings each year as the Board shall determine. Meetings shall be at such dates, times and places as the Board shall determine subject to Section 3.06.

Section 3.05. Special Meetings. Special meetings may be called by the Chairman, or at the request of any two (2) Directors. Special meetings shall be at such dates, times and places as the Board shall determine subject to Section 3.06.

Section 3.06. Notice; Delivery; Waiver.

A. Notice. Except as otherwise required by statute, the Articles or Bylaws, notice of any meetings of the Board shall be given to each Director not less than forty-eight (48) hours, but no more than thirty (30) days before the time on which such meeting is to be held by written notice delivered personally or sent by mail, email, facsimile or telegram to each Director at the address for such Director as shown by the records of the Corporation.

B. Delivery. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice be given by facsimile or email, it shall be deemed to be delivered with accurate confirmation generated by the transmitting facsimile or email machine. If notice be given by telegram, it shall be deemed to be delivered when the telegram is delivered to the telegraph company.

C. Waiver. Any Director may waive notice of any meeting. A Director waives such notice if he or she: (1) before or after the meeting delivers a written waiver of the notice or a waiver by electronic communication which is filed with the records of the meeting or (2) is present at the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 3.07. Quorum; Majority Vote.

A. Quorum. A quorum for any meeting of the Board shall consist of a majority of all of the Directors then in office. Except as otherwise provided in these Bylaws or in the Articles, or as otherwise required by the FCC Order or law, all decisions of the Board will be by Majority Vote of the Directors. If less than a majority of the Directors is present at any meeting, in person or participating as described in Section 3.09, at such meeting, a majority of the Directors present, in person or participating as described in Section 3.09, may adjourn the meeting, and set a date, time and place for such adjourned meeting, without further notice.

B. Majority Vote; Supermajority Vote. Each Director (regardless of whether such Director is also concurrently serving as an Officer described in Article IV) shall have one (1) vote on all matters coming before the Board. "Majority Vote" means the

majority vote of all of the Directors then in office, except as otherwise provided herein. “Supermajority Vote” means the vote of two-thirds (2/3rds) of all of the Directors then in office, except as otherwise provided herein.

Section 3.08. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the Directors of the Board or committee members consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee, as the case may be.

Section 3.09. Participation by Conference Telephone; No Proxies. Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Proxy voting shall not be allowed.

Section 3.10. Executive Committee; Other Committees.

A. Executive Committee Composition. There shall be an Executive Committee of the Board, which shall be composed of the Chairman, Vice Chairman and Secretary-Treasurer.

B. Executive Committee Procedures; Powers. The Chairman shall preside at all meetings of such Committee at which such Chairman is present in person or by teleconference. The members of the Executive Committee may establish the procedures that shall govern their activities, except as provided otherwise in these Bylaws, in the Articles, as otherwise required by law or as otherwise directed by the Board. Each member of the Executive Committee shall have one (1) vote on all matters properly considered and acted upon by such Committee, and a vote of a majority of the members of such Committee shall be required to authorize action by such Committee. Except for the power to amend the Articles and these Bylaws, or as otherwise provided by the FCC Order or law, the Executive Committee shall have, and be entitled to exercise, all of the powers and authority of the full Board, in the intervals between meetings of the Board, subject to the overall direction and control of the Board.

C. Other Committees. The Board may by a Majority Vote, establish such other committees of the Board as they determine from time to time to be advisable; provided, that each such committee shall be composed of at least two (2) persons which, unless the resolution establishing such committee or applicable law expressly provides otherwise, also shall then be Directors. The Board may make such provisions for appointment of the chair of each of such committees, establish such procedures to govern their 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 Corporation. The Advisory Committee (described in Article VI) size, duration, purposes, responsibilities and composition are as described in Article VI. The Board may also appoint a standing Audit Committee (to assist

the Board in the performance of its duties by evaluating the Corporation's financial accounting and reporting practices to ensure that they meet the applicable accounting standards and legal requirements) and Compensation Committee (to review and make recommendations to the Board on officer and employee compensation, benefit and related matters).

D. Committee Records. All committees of the Board shall arrange for the keeping of appropriate minutes of its meetings and records of any votes or actions taken by it, and shall cause such materials to be presented to the Board as soon as possible after each meeting but not later than thirty (30) days prior to the next regularly scheduled meeting of the Board.

Section 3.11. Reimbursement. Directors shall serve without compensation with the exception that expenses reasonably incurred at the request of the Corporation or in furtherance of the Corporation's business or affairs are allowed to be reimbursed with appropriate documentation and prior approval. The Board may establish from time to time policies of the Corporation governing the incurrence, substantiation and request for reimbursement of expenses, and expenses incurred and substantiated in accordance with such then effective policies shall be deemed to have satisfied the appropriate documentation and prior approval standards for reimbursement. In addition, Directors serving the Corporation in any other capacity, such as officers or staff, are allowed to receive compensation for their service in such other capacities. Any such compensation to or on behalf of a Director shall be limited to services performed in furtherance of the purposes of the Corporation, and shall require the approval by a Supermajority Vote.

ARTICLE IV AUTHORITY AND DUTIES OF OFFICERS

Section 4.01. Officers. The officers of the Corporation shall include a Chairman, a Vice Chairman, a Secretary-Treasurer, and such other officers (for example and not in limitation, Assistant Secretary(ies) and Assistant Treasurer(s)) as the Board may designate from time to time. Any two (2) or more offices may be held by the same person, except the offices of Chairman and Secretary-Treasurer. The Chairman, Vice Chairman and Secretary-Treasurer must concurrently be Directors of the Corporation. Any other officer of the Corporation may, but need not, also be a Director of the Corporation.

A. Chairman. The Chairman shall be responsible for the day-to-day orderly and efficient conduct of the business and affairs of the Corporation, including those involved in carrying out the Corporation's purposes and in implementing the policies adopted by the Board; however nothing shall entitle the Chairman to conduct the business of the Corporation except as explicitly authorized and approved by the Board of Directors by Supermajority Vote. The Chairman will attend all Board meetings and convene and preside at all meetings of the Board at which he or she is present, in person or by teleconference (when presiding the Chairman shall be called the "Chairman of the Board"), and will regularly report to the Board on the status and conduct of the business and affairs of the Corporation, and will answer questions from and provide requested information to members

of the Board. The Chairman may also execute any and all agreements and documents, and represent the Corporation before, and file any and all such agreements and documents with, all persons (including business, nonprofit, judicial and governmental organizations, entities and agencies), in each instance as “President” of the Corporation where such designation is required, or in his or her discretion, where there is not otherwise a President of the Corporation and where such designation may be necessary or appropriate.

B. Vice-Chairman. The Vice-Chairman, in general, shall perform the duties assigned to him or her by the Chairman or the Board. The Vice-Chairman shall convene and preside at all meetings of the Board at which he or she is present, in person or by teleconference in the absence of the Chairman (when presiding the Vice-Chairman shall be called the “Vice-Chairman of the Board”). In the absence of the Chairman and the Vice-Chairman, any other Director so designated by a Majority Vote of the other Directors present in person or participating as described in Section 3.09 at such meeting) shall convene and preside at such meeting. The Vice-Chairman may also execute any and all agreements and documents, and represent the Corporation before, and file any and all such agreements and documents with, all persons (including business, nonprofit, judicial and governmental organizations, entities and agencies), in each instance as “Vice-President” of the Corporation where such designation is required, or in his or her discretion, where there is not otherwise a Vice-President of the Corporation and where such designation may be necessary or appropriate.

C. Secretary-Treasurer.

(1) The Secretary-Treasurer shall be responsible for the financial affairs and related records of the Corporation, will attend all Board meetings at which his or her presence is requested, will assist in the development of the Corporation’s budget and other financial planning tasks, and will regularly report, and make financial statements and other financial information of the Corporation available, to members of the Board on such topics at any Board meeting on request of any Director.

(2) The Secretary-Treasurer shall be responsible for keeping and maintaining the official and legal records of the Corporation, and will keep records of all Board actions and proceedings, including the taking of minutes at all Board meetings, the transmission to the Directors of Board meeting notices, announcements and related materials, and the distribution of copies of prior meeting minutes and current meeting agendas to each Director.

(3) The Secretary-Treasurer shall ensure that the Corporation files, on a quarterly basis, a complete financial accounting to the FCC, as well as make available, upon request from the FCC (or authorized staff of the FCC) financial statements and/or other financial information as requested.

D. Other Officers. The Assistant Treasurers and Assistant Secretaries, in general, shall perform the duties assigned to them by the Secretary-Treasurer, the Chairman or the Board.

E. Other Duties. Any officer, including those specifically named above, shall have such duties (in addition to those specified in these Bylaws) as the Board determines to be necessary or appropriate from time to time.

Section 4.02. Election; Terms of Office. The officers of the Corporation shall be elected by Supermajority Vote of the Board at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board. Terms of office shall be two (2) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment to the same or any different officer position.

Section 4.03. Resignation. Resignations are effective upon receipt by the Secretary-Treasurer of the Corporation of a written notification from the resigning officer.

Section 4.04. Removal. Any officer may be removed by the Board by Supermajority Vote from any officer position held by such person at a meeting, whenever in the Board's judgment the best interests of the Corporation will be served thereby, and without need for advance notice or hearing or other formality, including any statement of the reasons, if any, for such action. Any such removal shall be without prejudice to the contract or other legal rights, if any, of the person so removed.

Section 4.05. Paid Staff. The Board may hire (or may delegate to any officer or officers the authority to hire) such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

Section 4.06. Sureties; Bonds. In case the Board shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his or her duties to the Corporation, including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into his hands.

ARTICLE V INDEMNIFICATION; PERSONAL LIABILITY; INSURANCE

Section 5.01. Indemnification. To the full extent permitted by law, the Corporation shall have the power to indemnify any Director, or officer, or former Director or officer of the Corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, or any employee, agent, committee member or other authorized representative of the Corporation against expenses actually and necessarily incurred by him or her including reasonable counsel fees and expenses in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such Director or officer employee, agent, committee member or authorized representative, except in relation to matters as to which he or she shall be adjudged in a final, non-appealable determination of any court of competent jurisdiction in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of a duty;

and provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement and makes a good faith determination that the same is in the best interest of the Corporation.

Section 5.02. Other Rights. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which such director, or officer employee, agent, committee member or authorized representative may be entitled, under these Bylaws, agreement, vote of Board, or otherwise.

Section 5.03. Liability for Debts. The Directors and officers shall not be personally liable for any debt, liability or other obligation of the Corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree or of any money that may otherwise become due or payable to them from the Corporation.

Section 5.04. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent, committee member or authorized representative of the Corporation, or who is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article V.

ARTICLE VI ADVISORY COMMITTEES

Section 6.01. Establishment. The Board may establish Advisory Committees.

A. Composition. The Board may identify the organizations or individuals that will be invited to serve on or designate representatives to serve on Advisory Committees.

B. Purpose; Duties; Etc. Advisory Committees shall provide input and assistance to the Board and shall make such presentations to the Board at regular or special Board meetings as requested (in addition to any presentations described in Section 3.10D), undertake such other tasks as the Board may delegate thereto and exercise such authority as the Board may delegate as may be necessary or desirable to fulfill the purpose described in this Section 6.02B.

Section 6.02. Size; Duration; Responsibilities. Except as otherwise specified in these Bylaws, the size, duration, purpose(s) and responsibilities of Advisory Committees shall be established by a Majority Vote of the Board of Directors.

**ARTICLE VII
COMMITTEE TO ADDRESS REGIONAL PLANNING ISSUES**

The Board may by a Majority Vote establish a committee to address regional planning issues relative to the purposes of this Corporation. The size, duration, purpose(s) and responsibilities of such a committee shall be established by a Majority Vote

**ARTICLE VIII
FINANCIAL ADMINISTRATION**

Section 8.01. Fiscal Year. The fiscal year of the Corporation shall be January 1 - December 31 but may be changed by Majority Vote of the Board.

Section 8.02. Checks, Drafts, Contracts, Etc.

A. Checks, Drafts, Etc. All checks, drafts, orders for the payment of money, notes or other indebtedness issued in the name of the Corporation, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board or of any committee to which such authority has been delegated by the Board. In the absence of this determination by the Board or committee, the instruments shall be signed by the Treasurer (or Assistant Treasurer, if any) and countersigned by the Chairman (or Vice Chairman) of the Corporation.

B. Contracts. The Board may authorize any officer(s) or agent(s) of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

C. Procurements. The Corporation shall endeavor to competitively procure all goods and services and make awards based on the best value to the organization. A reasonable attempt shall be made to obtain two or more competitive quotes for evaluation and negotiation. The Executive Committee shall have the delegated authority from the Board of Directors to procure goods and services up to the amount of \$3,000.00 for any single service or equipment acquisition without Board approval. It is understood that this policy does not include approval of incremental purchases of \$3,000.00 for the same purpose and from the same provider. Procurements above that amount must be approved by the Board. Procurements conducted under "Emergency Conditions," as determined by the Executive Committee, can be awarded under an expedited process without Board approval, but must be reported to the Board within 30 days of award. Even under "Emergency Conditions," an attempt should be made to obtain competitive bids. Nothing in this Section 8.02.C. is intended nor should it preclude the selection of contract service and equipment providers through a competitive procurement process based on defined requirements and deliverables.

Section 8.03. Deposits; Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust

companies, or other depositories as the Board or any committee to which such authority has been delegated by the Board may select, or as may be selected by the Chairman or by any other officer or officers or authorized agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board.

Section 8.04. Investments; Gifts. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to not-for-profit organizations under applicable law. Except as otherwise required by statute, the Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 8.05. Dissolution. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization(s) deemed tax-exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine, and in no event shall any of the assets and property of the Corporation vest in or be distributed to any private individual. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX BOOKS AND RECORDS; MISCELLANEOUS

Section 9.01. Books and Records. The Corporation shall keep correct and complete books and records of its accounts and transactions and shall keep minutes of the proceedings of its Board and committees having any of the authority of the Board. The books and records shall be in written form or in any other form that can be converted within a reasonable time into written form for visual inspection, and kept (together with a copy of the Articles and Bylaws) at the offices of the Corporation. Minutes shall be recorded in written form but may be maintained in the form of a reproduction.

Section 9.02. Notices to Secretary-Treasurer. All notices to the Secretary-Treasurer shall be delivered personally or sent by mail, email, facsimile or telegram to the Secretary-Treasurer at the address of the principal office of the Corporation or such other office as the Corporation shall specify. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice be given by facsimile or email, it shall be deemed to be delivered with accurate confirmation generated by the transmitting facsimile or email machine. If notice be given by telegram, it shall be deemed to be delivered when the telegram is delivered to the telegraph company.

Section 9.03. Waiver of Notice. In addition to the waiver described in Section 3.06C, whenever any other notice is required to be given under an applicable statute or under the provisions of the Articles or the Bylaws of the Corporation, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated there, shall be deemed equivalent to the giving of notice

Section 9.04. Seal. If the Corporation is required to place its corporate seal to a document, it shall suffice to place the word “(seal)” adjacent to the signature of the person authorized to sign the document on behalf of the Corporation.

**ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS**

The Articles and/or these Bylaws may only be altered, amended or repealed in whole or in part, and new Articles and/or Bylaws may be adopted by a Supermajority Vote, provided prior notice of at least 10 days is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all Directors waive such notice in writing, or by unanimous consent in writing without a meeting pursuant to Section 3.08 above, provided in each instance and for any and every alteration, amendment, repeal or adoption that no such action conflicts with any of the requirements, prohibitions or provisions of the FCC Order.

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Secretary-Treasurer’s Certificate

I, Alan Caldwell, Secretary-Treasurer of the Public Safety Spectrum Trust Corporation, a District of Columbia non-profit corporation, DO HEREBY CERTIFY that the foregoing is a true and correct copy of the Corporation’s Amended and Restated Bylaws as unanimously adopted by the Board of Directors of the Corporation on September 9, 2009.

