

BYLAWS
OF THE
DELAWARE RIVER PORT AUTHORITY

I. SEAL

The seal of the Delaware River Port Authority shall be a design bearing a combination of the seals of the State of New Jersey and the Commonwealth of Pennsylvania, in the following form:



II. MEMBERS

In accordance with the 1992 Amended Compact Legislation, the Commission shall consist of sixteen Commissioners, eight resident voters of the Commonwealth of Pennsylvania and eight resident voters of the State of New Jersey, who shall serve without compensation.

The Commissioners for the State of New Jersey shall be appointed by the Governor of New Jersey with the advice and consent of the Senate of New Jersey for terms of five years, and in case of a vacancy occurring in the office of Commissioner during a recess of the Legislature, it may be filled by the Governor by an ad interim appointment which shall expire at the end of the next regular session of the Senate unless a successor shall be sooner appointed and qualify and, after the end of the session, no ad interim appointment to the same vacancy shall be made unless the Governor shall have submitted to the Senate a nomination to the office during the session and the Senate shall have adjourned without confirming or rejecting it, and no person nominated for any such vacancy shall be eligible for an ad interim appointment to such office if the nomination shall have failed of confirmation by the Senate.

Six of the eight Commissioners for the Commonwealth of Pennsylvania shall be appointed by the Governor of Pennsylvania for terms of five years. The Auditor General and the State Treasurer of said Commonwealth shall be ex officio commissioners for said Commonwealth, each having the privilege of appointing a representative to serve in their place at a meeting of the Commission at which the Commissioner does not attend personally.

Any Commissioner who is an elected public official shall have the privilege of appointing a representative to serve and act in their place at any meeting of the Commission at which the Commissioner does not attend personally.

Such designation, and any subsequent or changed designation, shall be made in writing addressed to the Chair. This Article may only be changed by Compact amendment.

III. OFFICERS

The Officers of the Authority shall be a Chair, a Vice Chair, a Secretary, a Treasurer, a Chief Executive Officer, and Counsel, one from the Commonwealth of Pennsylvania and one from the State of New Jersey. All officers, excepting the Chief Executive Officer, shall be elected by the members.

The Chief Executive Officer shall be appointed by the Members. Subject to the provisions of Article IV (H), below, the Chief Executive Officer shall be appointed as a vacancy occurs. The Chief Executive Officer may, in the discretion of the Authority, be appointed for a period not to exceed three (3) years. The Chief Executive Officer may also, in the discretion of the Authority, be appointed to consecutive terms.

The Treasurer and Chief Financial Officer may, in the discretion of the Authority, be one and the same person.

The Chair and Vice Chair shall be elected from different States and shall serve for terms of three (3) years commencing with the organization meeting of January 1993.

The Secretary and the Treasurer shall serve for terms of three (3) years commencing with the organization meeting of January 1993.

If a vacancy occurs in the office of either Chair or Vice Chair during the term for which they were elected, a successor shall be elected from the same State to complete the unexpired term, such election to be held at any regular monthly meeting.

Election of officers subject to election shall take place at a triennial meeting in January or at a time designated by the Chair and Vice Chair.

The officers listed in this Article III. shall continue to hold office until their respective successors are elected or appointed and qualified.

IV. DUTIES OF OFFICERS

A. Chair

The Chair of the Authority shall preside at all meetings, shall appoint all committees and the Chair and Vice Chair thereof, shall have authority to execute any legal instruments or documents on behalf of the Authority, may supervise the business of the Authority where not otherwise provided by these Bylaws and subject to the direction of the Authority, acting on the advice of the Chief Executive Officer and General Counsel, the Chair and Vice Chair, acting jointly, may authorize settlement of any claim or suit against the Authority, its Commissioners, officers, employees, agents and contractors, where the settlement amount exceeds the authority granted to the Chief Executive Officer in Article XII hereof, and shall notify the Board as soon as practical at a regularly scheduled meeting, and shall perform such other duties as the Authority may from time to time order.

B. Vice Chair

The Vice Chair shall act in the absence of the Chair, shall have authority at all times to execute any legal instruments or documents on behalf of the Authority, acting on the advice of the Chief Executive Officer and General Counsel, the Chair and Vice Chair, acting jointly, may authorize settlement of any claim or suit against the Authority, its Commissioners, officers, employees, agents and contractors, where the settlement amount exceeds the authority granted to the Chief Executive Officer in Article XII hereof, and shall notify the Board as soon as practical at a regularly scheduled meeting, and shall perform such other duties as the Authority may from time to time order.

C. Acting Chair

In the event the offices of Chair and Vice Chair are both vacant, or in the event that the Chair and Vice Chair are both unable to perform the duties of Chair by reason of illness, disability, or absence, the Chairs of the standing committees in the order listed in Section IX Committees, shall become the Acting Chair and shall perform the duties of the Chair during the period of vacancy or inability to act continues.

D. Secretary

The Secretary, reporting to the Authority and consulting with the Chief Executive Officer, shall be the custodian of all records and the seal of the Authority and shall keep accurate minutes of the meetings of the Authority and all of the Committees thereof. The Secretary shall certify copies of records on behalf of the Authority, execute legal instruments and documents on behalf of the Authority when ordered to do so, affix the seal of the Authority to the same, and shall perform such other duties as may be directed by the Authority.

E. Assistant Secretary

The Authority may appoint Assistant Secretaries to act in the absence of the Secretary.

F. Treasurer

The Treasurer, reporting to the Authority and consulting with the Chief Executive Officer, may, in the discretion of the Authority, be the Chief Financial Officer. The Treasurer shall have custody of the indemnity and surety bonds ordered for the use, benefit and protection of the Authority and shall be obliged to see that such bonds are at all times in full force and effect, and in the event that such bonds are canceled or are not renewed, the Treasurer shall immediately report the same to the Secretary. The Treasurer shall likewise be the legal custodian of all funds belonging to the Authority and such legal documents and other papers as naturally fall within the control of a Treasurer.

G. Counsel

The Counsel shall be the legal advisers of the Authority, shall furnish opinions, advice and counsel, and shall represent the Authority in all legal matters, except as otherwise determined by the Authority and shall perform such other duties as the Authority may from time to time assign.

H. Chief Executive Officer

The Chief Executive Officer of the Authority shall have general administrative control over all activities of the Authority. The Chief Executive Officer shall approve any and all vouchers and shall perform such other duties as may be ordered by the Authority, and shall have authority to sign all legal instruments, documents and deeds of conveyance for transactions authorized by the Authority or by these Bylaws.

I. Succession of Chief Executive Officer's Duties and Responsibilities

If the Chief Executive Officer will be absent from the Port District, the Chief Executive Officer shall have the power to delegate the duties of that position to an appropriate officer or officers of the DRPA for the duration of the period of absence. If the Chief Executive Officer becomes incapacitated, disabled, or is otherwise unable to perform the duties of that office, or if a vacancy occurs in the office of Chief Executive Officer, then, in any such event, the Chair and Vice Chair of the DRPA acting jointly, shall have the power and authority to determine how the duties of the office of Chief Executive Officer shall be performed until the Chief Executive Officer resumes his duties or a successor is appointed by the Authority.

V. ADDITIONAL STAFF

The Authority shall name and appoint, from time to time, such additional officers, consultants and employees as it may require, and may by resolution or amendment of these Bylaws, designate their general duties and under whose supervision or direction they shall serve.

VI. MEETINGS

A. Monthly and Special Meetings

1. The Authority will schedule a meeting not less often than once each month. The regular monthly meeting of the Authority will be held at a location within the Port District at such time as may be designated by the Chair subject to the provision of public notice as required in these Bylaws.
2. Special meetings may be called at any time by the Chair or, in the Chair's absence, by the Vice-Chair.
3. The Chair or, in the Chair's absence, the Vice Chair upon written request of two members of the Authority will call a special meeting at such time and hour as is therein designated.
4. All notices of such Special Meetings will be sent by facsimile machine, overnight couriers or by an equivalent service that provides rapid transmission with a high degree of reliability, and will be sent at least twenty-four hours in advance of such meeting. The notice will set forth the time and place of the meeting and the names of the persons calling the meeting and will set forth the matters intended to be brought before the meeting. Only business referenced in the call of the Special Meeting may be transacted at a Special Meeting.
5. One or more Commissioners may participate in any meeting of the Board of Commissioners, or of any committee thereof, by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and speak to one another at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting and therefore shall be counted for the purpose of determining a quorum thereof, and shall entitle such commissioner to exercise all rights and privileges to which such commissioner might be entitled were they personally in attendance, including the right to vote and any other rights attendant to presence in person at such meeting.

B. Open Meeting Requirements

1. *Meetings open to the public; public business.*

Except in the specific instances listed in section 2, all meetings which are open to all the Commissioners of the Delaware River Port Authority and which are held with the intent, on the part of the Commissioners in attendance, to discuss or act as a unit on the specific public business of the Authority, are meetings which shall be open to the public. Public business includes all matters which relate in any way to the performance of the Authority's functions or the conduct of its business.
2. *Exclusion of public.*

The Authority or a Committee of the Authority may close its meetings to the public: (1) when it adopts a resolution at a meeting which shall be open to the public stating both the general subject to be discussed and the time when or circumstances under which minutes taken in executive session can be disclosed to the public, and (2) when it discusses:

 - (a) Any matter made confidential by federal law, by state statute or by court rule, order or decision.
 - (b) Any matter concerning personnel including the appointment, terms and conditions of employment, promotion, disciplining or termination of any of the Authority's employees unless the individual employee or employees whose rights could be adversely affected request, in writing, that these matters be discussed at a public meeting.

- (c) Any matter concerning collective bargaining with the Authority's employees.
- (d) Any techniques used in protecting the safety and property of the public when their disclosure would impair such protection. Any matter concerning investigation of violations or possible violations of the law.
- (e) Any matter concerning pending or anticipated litigation involving the Authority.
- (f) Any matters falling within the attorney-client privilege to the extent that confidentiality is required for the attorney to exercise the attorney's ethical duties as a lawyer.
- (g) Any matter concerning the lease or acquisition of real property by the Authority.
- (h) Any matter concerning pending or anticipated contract negotiations to which the Authority is or may become a party.
- (i) Any matter concerning long range planning alternatives including, but not limited to, alternative means available to finance Authority activities to the extent that such discussions may impact on the competitive position of the DRPA, the Port District, or any business entity that is involved in the matter being considered.

3. *Public Notice of Meetings*

- (a) The Authority shall give public notice of the specific dates, times, and places of its meetings which are open to the public.
- (b) Within 10 days of the beginning of each calendar year the Authority shall establish a schedule of its regularly scheduled meetings during that year. The Authority shall give public notice of the established schedule and of any change in it.
- (c) Public Notice means notice of at least 48 hours giving the time, date, and location of any regular meeting of the Authority which is open to the public. Public notice shall be given by: (1) Posting a copy of the notice prominently in a public place designated by the Authority in its principal offices for the posting of such announcements, and (2) Supplying on request copies of the public notice to any newspapers of general circulation in the Port District and to any radio or television station which regularly broadcasts in the Port District.
- (d) Upon the affirmative vote of a majority of the members from each State, the Authority may hold a meeting notwithstanding the failure to give public notice if: (1) The meeting is required to deal with matters so urgent and important that the Authority could not either reasonably have foreseen the need for the meeting at a time when public notice could have been given or could not have reasonably given public notice of the meeting, or (2) The meeting is limited to discussion of and acting on those urgent and important matters, and (3) Notice of the meeting is given as soon as possible following the call of the meeting.
- (e) At the beginning of every meeting of the Authority, the presiding officer shall announce publicly and shall enter in the minutes of the meeting an accurate statement: (1) That public notice of the meeting has been given, or (2) That public notice of the meeting had not been given in which case the announcement shall state the manner in which the Authority complied with the provisions of sub-section (d) of this section.

4. *Minutes of meetings; availability for public inspection.*

- (a) The minutes of the Authority's public meetings shall be taken and promptly recorded, shall be a public record, and shall be promptly made available for inspection by the public unless their disclosure is inconsistent with the terms of this Bylaw.

VII. QUORUM

A majority of the members from each State presently serving shall constitute a quorum, and no action of the Authority shall be binding unless a majority of the members from each State presently serving shall vote in favor thereof.

VIII. ORDER OF BUSINESS

The order of business at regular meetings shall be:

- (a) Approval of the minutes of the previous meeting
- (b) Reports of officers
- (c) Reports of committees
- (d) Communications
- (e) Unfinished business
- (f) New business

The order of business may be changed at any meeting by the Chair with the approval of the Board.

IX. COMMITTEES

The Chair, Vice Chair and members of all standing committees shall be appointed by the Chair of the Authority who shall be an ex officio member of each committee of which the Chair is not a regular member, and who, as such ex officio member, shall be entitled to vote if one or more regular members are absent, in which case the Chair shall be counted in determining whether there is a quorum, and shall also be entitled to vote as such ex officio member to decide a tie vote.

The Vice Chair of the Authority shall likewise be an ex officio member of each committee of which the Vice Chair is not a regular member, and as such ex officio member the Vice Chair shall be entitled to vote under the same circumstances as the Chair of the Authority, but only in the absence of the Chair of the Authority.

The principle of equal representation of both States shall be followed in making appointments to each committee.

A quorum of any committee shall consist of a number equal to a majority of the regular members of the committee, provided that at least one Commissioner from each state shall be present. If there be no quorum present at any regular, special or adjourned meeting of any standing or special committee of the Authority, then any available Commissioners who are not already members of such committee may be designated as substitute members pro tem to act at such meeting in the place and stead of absent committee members. So far as practicable, in designating Commissioners to act as substitute committee members, such Commissioners shall be designated as will result in an equal representation of both States at such committee meeting. Any committee member may designate another Commissioner from the same State as a substitute member to act in the member's place and stead at any meeting at which the member cannot personally be present. In the absence of such advance designation, the following persons, in the order named, are authorized to designate substitute committee members, to wit: The Chair of the Board, the Vice Chair of the Board, the Chair of the Committee, the Vice Chair of the Committee, or the regular members of the Committee who are present.

Commissioners designated as substitute committee members pro tem shall be treated as regular members for the purpose of determining whether a quorum is present, and for the purpose of determining whether an ex officio member may vote.

Any Committee by a majority vote, or the Chair of any Committee, or in the Chair's absence or unavailability the Vice Chair of the Committee, is authorized to appoint sub-committees from the committee's regular or substitute members to investigate and to report and to make recommendations on particular matters within the scope of the committee's duties for action by the committee.

Whenever a committee acts pursuant to power vested under these Bylaws, then all third persons are entitled to rely on the Committee's representation that it has power to act.

The powers vested by these Bylaws in the committees shall not be construed or deemed to limit the authority of the Authority to act in any instance, but if such authority is exercised by the Authority it shall not be construed or deemed to affect the power of the committees to act in similar cases thereafter.

There shall be the following standing committees, each of which shall consist of that number of regular members (including a Chair and Vice Chair), in addition to the ex officio members, hereafter specified, and shall perform the duties enumerated for it. In addition, the Board of Commissioners may appoint such committees as the Board deems desirable. When two or more committees have powers relating to the same subject matter, none shall be deemed to have exclusive authority, but such committees shall confer and cooperate in regard thereto.

Any Commissioner shall have the right to attend the meetings of any Committee and to participate in its discussions but shall have no right to vote unless the Commissioner is a member or substitute member of the Committee.

Notice of all committee meetings shall be given to each Commissioner.

A. OPERATIONS AND MAINTENANCE COMMITTEE

The Operations and Maintenance Committee shall consist of not less than eight (8) members, four (4) from each State, (including a Chair and Vice Chair), in addition to the ex officio members. It shall have general supervision over the operation and maintenance of all facilities and properties operated by the Authority, including the repair, rehabilitation, alteration or improvement of any facility, and over all Departments, Divisions, Sub-divisions and Offices of the Authority, and shall, from time to time, make such recommendations in reference thereto as in its opinion may be desirable. The Operations and Maintenance Committee shall have authority over matters related to technology issues as they may affect the DRPA, over all matters relating to the Federal Transportation Administration or its successors, and over issues related to Affirmative Action and Equal Employment.

Upon the completion of any new project, all matters pertaining to the operation and maintenance thereof shall be under the jurisdiction of this Committee.

1. Whenever a budget adopted by the Authority contains an item relating to maintenance, including repair or rehabilitation, alteration or improvement of any facility, or relating to the acquisition of equipment, tools, materials or supplies for use in connection with the operation or maintenance of any facility or property, or relating to any other expenditure which is properly chargeable as an operating expense, the Operations and Maintenance Committee shall have the following powers:
 - (a) To arrange for contracts to carry out such items upon such terms and conditions and with such contractors as the Committee may determine in compliance with any requirements

established by the Authority in connection with the awarding of such contracts, and to

- make recommendations to the Authority with respect to the award thereof.
- (b) With respect to any such contracts entered into by the Authority, to arrange for contracts or agreements amendatory of or supplemental thereto, and to arrange for the placing of extra work orders thereunder, the making of payments thereunder, the compromise or settlement of claims by or against the Authority under such contracts, and the exercise of any rights and the performance of any obligations vested in or assumed by the Authority in any such contract, and to make recommendations for final action by the Authority with respect thereto.
 - (c) In addition to the foregoing powers, whenever the budgeted item involved relates to construction which is within the jurisdiction of the Operations and Maintenance Committee, the Committee shall have the same powers with respect to such construction as the Projects Committee has with respect to the construction of new projects.
2. Whenever a budget adopted by the Authority contains an item relating to the acquisition, purchase or lease of real property for any purpose, except for the purpose of a new project, the Operations and Maintenance Committee shall arrange for the acquisition or use of the real property, and the preparation of contracts therefor, and shall make recommendations for final action by the Authority with respect thereto.
 3. The Operations and Maintenance Committee shall have power from time to time to recommend for final action by the Authority the adoption, rescission, amendment or modification of rules and regulations for and in connection with the operation of the facilities and properties operated by the Authority and for the conduct of the users thereof and all other persons in or about such facilities or properties, including the officers, employees, or representatives of the Authority and of the users of its facilities and properties and people doing business with it or them, provided, however, that if such rules and regulations only pertain to the internal operations of the Authority, the Operations and Maintenance Committee shall have the power to adopt, rescind, amend and modify such rules and regulations without further action being taken by the Authority. In all cases where any Authority facilities or properties are opened to public use, the Committee shall have power to recommend to the Authority the establishment, change or modification of just and reasonable tolls, fees or other charges for such use, and for that purpose to recommend the establishment of reasonable classifications of users and services. In all other cases, the Committee shall have power to recommend the use of Authority facilities or properties pursuant to leases, permits or other special contracts or agreements upon such terms and conditions and for such rent or other consideration as the Committee may deem proper.

B. PROJECTS COMMITTEE

The Projects Committee shall consist of not less than eight (8) members, four (4) from each State, (including a Chair and Vice Chair), in addition to the ex officio members. It shall initiate, prepare, assemble and recommend new projects to the Authority.

“New Projects” shall mean any activity, program, betterment, facility or structure within the purpose and intent of the Compact, and the amendments thereto, not then implemented or constructed; provided that new projects shall not include the repair, rehabilitation, alteration or improvement of completed facilities, in operation, which shall be under the jurisdiction of the Operations and Maintenance Committee.

All work in connection with any new project shall be assumed by the Committee during and until the new project has either been tabled, abandoned or completed. Upon commencement of operation of any new project, the jurisdiction of the Projects Committee shall cease and the Operations and Maintenance Committee shall be responsible for its operation and maintenance, except that, working in concert with the Operations and Maintenance Committee, the Projects Committee shall be responsible for the completion of all unfinished construction contracts.

1. The Projects Committee shall have supervision over the planning, construction, and property for all new projects and shall, from time to time, make such recommendations in reference to or for

- such new projects as in its opinion may be desirable.
2. The Projects Committee shall arrange for the employment of experts, consultants and other advisory personnel for the purpose of exploring and studying ideas, suggestions and proposals for new projects and shall make recommendations for final action by the Authority with respect thereto.
 3. Whenever a budget adopted by the Authority contains an item relating to planning, construction, or property for any new project, the Projects Committee shall have the following powers:
 - (a) To arrange for the employment of engineering consultants and other consultants, experts and advisory personnel required for, or in connection with, the planning or execution of any new project, and to make recommendations for final action by the Authority with respect thereto.
 - (b) To arrange for supply and construction contracts for such new projects, upon such terms and conditions and with such contractors as the Committee may deem proper, in compliance with any requirements which may be established by the Authority in connection with the awarding of such contracts, and to make recommendations for final action by the Authority with respect thereto.
 - (c) To arrange for the acquisition and/or use of any real property required for any new project, preparation of contracts therefor, and to make recommendations for final action by the Authority with respect thereto.
 - (d) With respect to any such contracts entered into by the Authority, to arrange for contracts or agreements amendatory of or supplemental thereto and to arrange for the placing of extra work orders thereunder, the making of payments thereunder, the compromise or settlement of claims by or against the Authority under such contracts, and the exercise of any rights and the performance of any obligations vested in or assumed by the Authority in any such contract, and to make recommendations for final action by the Authority with respect thereto.
 4. The Projects Committee shall cooperate with the Operations and Maintenance Committee in planning for the organizational structure for the operation of each new project in such manner as shall be determined by the Chair and Vice Chair of the Authority.

C. EXECUTIVE COMMITTEE

The Executive Committee shall consist of such number of members (including a Chair and Vice Chair) as shall be appointed from time to time, in addition to the ex officio members.

It shall consider and make recommendations to the Authority pertaining to:

1. The organization of the Authority.
2. Any changes in its Bylaws or proposed changes in the Compact.
3. Matters involving Strategic Planning, Management and Productivity.
4. Working jointly with the Finance Committee to develop and refer to the Authority the Master Plan required by the Authority's Compact.
5. All matters relating to Labor Negotiations and for Personnel matters in general.
6. Matters involving audit of Authority finances and performance.

7. All Litigation reports and issues shall be within the jurisdiction of the Executive Committee.
8. The dissemination of any and all information concerning, and/or in furtherance of, the functions and activities of the Authority.
9. Ways and means to improve communication and consultation with other public bodies and the public.

The Executive Committee shall perform such duties not assigned to any other Committee by these Bylaws as may be delegated to it by the Authority or by the Chair or Vice Chair from time to time. In addition, the Executive Committee shall devote particular attention and make recommendations about the overall position and functions of the Authority in relation to other governmental bodies, and shall evaluate from time to time the overall performance of the Authority and when needed shall suggest methods for the coordination and greater efficiency of the overall performance of the Authority.

D. FINANCE COMMITTEE

The Finance Committee shall consist of such number of members (including a Chair and Vice Chair) as shall be appointed from time to time, in addition to the ex officio members.

It shall consider all questions relating to financial affairs of the Authority, including the financing of any new projects, and shall, from time to time, make such recommendations in reference thereto as in its opinion may be desirable.

It shall consider and make recommendations to the Authority regarding:

1. All matters involving Authority Bonds or other debt and including matters concerning the appointment of Trustee(s), Paying Agents and Registrars in connection with bonds, notes or other securities or obligations, and concerning rescission or change of such appointments, and shall arrange for the employment of Trustee(s), Paying Agents and Registrars selected by the Authority.
2. The making of payments into such sinking funds or reserve funds out of revenues or funds pledged or otherwise available for such purposes.
3. The transfer of surplus revenues, available for such purpose, to the General Fund.
4. Payments out of the General Fund for purposes for which the moneys therein may be applied.
5. The DRPA Budget.
6. The establishment of sinking funds for the retirement of the various bonds, and it shall, when it deems necessary or desirable, recommend the call of bonds for retirement for sinking fund purposes and shall select or arrange for the selection of the particular bonds to be called, publish or arrange for the publication of notice of call, pay or arrange for the payment of such bonds upon the date set for their redemption, and generally do all things necessary or incidental to the call and retirement of such bonds for sinking fund purposes; all in accordance with the resolution authorizing the issuance of such bonds.
7. The appointment of bond counsel in connection with any and all future issue of bonds, notes and other evidences of indebtedness of the Authority and for the employment of financial experts in connection with the financial affairs of the Authority, and shall arrange for the employment of such bond counsel and financial experts as may be selected by the Authority.
8. Depositories for Authority funds, and shall authorize and approve investments and

reinvestment thereof.

The Finance Committee shall work jointly with the Executive Committee in the development of the Authority's Master Plan and shall, with the Executive Committee, recommend such Master Plan to the Authority.

It shall have general supervision over the books and accounts of the Authority and take such action as it may deem necessary or desirable in connection therewith.

It shall have general supervision over insurance matters and surety bonds. It shall arrange for insurance policies and surety bonds as authorized by the Authority and shall make rules relating to the amount and form thereof. It shall, from time to time, adopt or authorize policies and practices to be followed in connection with insurance and surety bonds.

The Finance Committee shall submit upon request from any other Committee its findings and/or recommendations relating to any proposed expenditure of Authority Funds under consideration by any other Committee.

E. EXPORT DEVELOPMENT AND INTERNATIONAL TRADE COMMITTEE

The Export Development and International Trade Committee shall consist of such number of members (including a Chair and Vice Chair) as shall be appointed from time to time, in addition to the ex officio members.

The Export Development and International Trade Committee shall have general oversight over the Authority's efforts to increase regional trade and to develop international trade. The Committee shall also be responsible for issues relating to the Ports within the Port District.

X. EXPENSES

The members of the Authority shall be entitled to be paid expenses in connection with the performance of their duties and said expenses shall be itemized on a form prepared by the Authority and duly attested to by the members submitting same.

XI. SIGNING OF CHECKS

All Authority checks shall bear two signatures. The Treasurer and Secretary shall be authorized to sign all Authority checks, and in the absence or disability of the Treasurer or the Secretary, the Chair or Vice Chair of the Authority, the Chair of the Executive Committee, the Chair of the Finance Committee, the Chief Executive Officer, and such other persons as may from time to time be designated by resolution of the Authority, are authorized to sign checks in the place of the absent or disabled official.

XII. ADMINISTRATIVE POWERS

The Chief Executive Officer shall have the following administrative powers which shall be in addition to any other powers conferred upon him by any other provisions of these Bylaws, or by any resolution heretofore or hereafter adopted by the Authority:

A. Personnel

1. To create temporary positions and to make appointments thereto for periods not exceeding six (6) months.
2. To recruit, appoint, discharge, promote, demote, transfer and effect all personnel actions for all personnel other than Officers listed in Article III and those on the Excepted List established by the Board of Commissioners.
3. To suspend for disciplinary purposes for periods up to thirty (30) days all personnel other than Officers listed in Article III and those on the Excepted List established by the Board of Commissioners.
4. To grant sick leaves, leaves of absence, merit increases and like actions for all personnel.
5. To recommend to the Executive Committee:
 - (a) Creation of new positions and abolition of existing positions in the staff of the Authority.
 - (b) The detailed duties and individual qualifications for all existing and new positions.
 - (c) The appointment, discharge, promotion, demotion, transfer or other personnel actions for all personnel on the Excepted List approved by the Board of Commissioners.
 - (d) Procedures for handling employee grievances.

B. Finance

Unless otherwise directed by the Committee on Finance:

1. To authorize and arrange for the printing and engraving of bonds, notes or other securities or obligations, the issuance whereof has been authorized by the Authority.
2. To authorize and arrange for the payment of the interest upon and principal of such bonds, notes, or other securities or obligations, in accordance with the resolutions authorizing their issuance, out of any revenues directly pledged therefor, out of any sinking funds or special reserve funds especially established in connection therewith and, in case there are no other moneys available for the payment of such interest and principal, out of the General Fund if such fund has been pledged as security for such payment.
3. To authorize and arrange for the making of payments into such reserve funds during the year from which such payments are to be made out of revenues directly pledged for such purposes, to authorize and arrange for the making of payments into such sinking funds during the year for which such payments are to be made out of revenues directly pledged for such purposes, out of any special reserve funds especially established in connection with the particular issue of such bonds, notes, securities or other obligations for which such payments are to be made, out of any other special reserve funds available for such purposes, out of any other Authority funds available for such purposes, and, in case all the preceding available sources are insufficient to make such payment, then out of the General Fund.
4. Whenever the resolutions of the Authority establishing the issue of bonds and the various resolutions of the Authority establishing the separate series of such bonds require the redemption of bonds for retirement for sinking fund purposes, to arrange for and authorize the call of such bonds for redemption, within the limitations of said bond resolutions to select or arrange for the selection of the particular bonds to be redeemed, publish and arrange for the publication of notice of redemption, pay or arrange for the payment of such bonds upon the date set for their redemption and generally do all things necessary or incidental to the redemption and retirement of such bonds.

C. Contracts and Purchases

1. Whenever a budget adopted by the Authority contains an item relating to the maintenance, repair or rehabilitation of any Authority facility or property which is in operation, or to the making of capital improvements and additions thereto, or the construction of an Authority project, or to major repairs, or major rehabilitation to any Authority project, or any Authority property, or to the purchase of materials and supplies, or to the furnishing of utility or other services, the Chief Executive Officer (unless otherwise directed by the appropriate committee) shall have the following powers:
 - (a) To make purchases of equipment, supplies and materials in amounts not exceeding \$50,000 in any single transaction, without further authorization or approval, and from \$50,001 to \$100,000 with the approval of the Chair and Vice Chair.
 - (b) To enter into contracts for such maintenance, repairs or rehabilitation or for the making of capital improvements and additions thereto, and for the performance of construction work, including demolition and excavation, and to arrange for purchase orders or contracts for the purchase of materials and supplies, in amounts not exceeding \$150,000 in any single transaction without further authorization or approval, and from \$150,001 to \$300,000 with the approval of the Chair and Vice Chair, provided that this authorization shall be applied only in the case of those contracts which are publicly advertised for competitive bids and in which the award is being made to the lowest bidder. Contracts or purchase orders for larger amounts, or for awards greater than \$50,000, and from \$50,001 to \$100,000 with the approval of the Chair and Vice Chair, wherein public advertising was not utilized or award is not to low bidder, would be arranged for and recommended to the appropriate committee for action. The limitation set forth above in this subparagraph (b) on the power of the Chief Executive Officer to execute any such contract or purchase order shall not be construed as imposing on the Chief Executive Officer a mandatory requirement to execute any contract or purchase order with the lowest bidder.
 - (c) Whenever any such contracts or purchase orders have been executed on behalf of the Authority, pursuant to subdivision (b) hereof, to arrange for, and execute on behalf of the Authority contracts or agreements on behalf of the Authority amendatory of or supplemental to such contracts and purchase orders, within funds budgeted for this purpose, provided such contract modifications do not individually exceed in any transaction the amount of \$50,000 or ten percent (10%) of the original contract value, whichever is the lesser, and provided additionally such contract modifications shall not be entered into as to any one contract more than once between any two consecutive meetings of the Authority. Amounts from \$50,001 to \$100,00 or ten percent (% 10) require the approval of the Chair and Vice Chair.
 - (d) To require a bond securing the performance of any such contract or purchase order whenever the Chief Executive Officer deems it advisable under the circumstances.
 - (e) To acquire temporary interests in real property necessary in connection with such construction or maintenance, provided the term of any such interest shall not be in excess of five years.
2. Whenever a budget adopted by the Authority contains an item relating to an expenditure which is properly chargeable as an operating expense or which is for a purpose not mentioned elsewhere under this Article XII Administrative Powers, of these By-Laws, the Chief Executive Officer shall have the power, in the Chief Executive Officer's discretion, to authorize or arrange for the expenditure thereof, including the power to authorize or arrange for contracts for such purpose, for the exercise of any rights and the performance of any obligations vested in or assumed by the Authority under such contract where the amount or estimated cost of such contract is not in excess of \$50,000, and from \$50,001 to \$100,000 with the approval of the Chair and Vice Chair.
3. Whenever any construction or maintenance contract or any purchase order has been executed pursuant to authorization granted by the Authority, other than under this Article XII Administrative Powers, the Chief Executive Officer shall have the power to enter into contracts

or agreements on behalf of the Authority amendatory of or supplemental to such contracts and purchase orders, to place extra work orders, to make payments to vendors and contractors, and to exercise any rights and to perform any obligations vested in or assumed by the Authority in any such contracts, within funds budgeted for this purpose, provided that the total payments made pursuant to this paragraph 3. shall not exceed \$50,000 or ten percent (10%) of the original contract or purchase order, whichever is the lesser, and amounts from \$50,001 to \$100,000 with the

approval of the Chair and Vice Chair, in connection with any one such construction or maintenance contract or purchase order, and provided additionally such contract modifications shall not be entered into as to any one contract more than once between any two consecutive meetings of the Authority.

4. To recommend to the appropriate committee, settlement of claims by or against the Authority arising under or in connection with construction or maintenance contracts or purchase orders.
5. In the Chief Executive Officer's discretion, to authorize the payment to contractors and vendors of all or any part of the proportion of their compensation which corresponds to the proportion of work performed when payable under the terms of the contract or purchase order.
6. The Chief Executive Officer, with the approval of the Chair and Vice Chair, may enter into any and all agreements for the use and/or occupancy of property which the Authority owns or as to which the Authority has a possessory interest including, but not limited to, leases, easements, licenses and permits, provided that: (i) the said agreement is revocable by the Authority without cause being shown, or that (ii) changes the identity of the counter party to an existing agreement consistent with the terms of the said agreement, or that (iii) is a renewal or extension of an existing agreement on terms and conditions as favorable to the Authority as was the prior agreement. Provided, however, that no agreement entered into by the Chief Executive Officer pursuant to this provision shall obligate the Authority to expend funds in excess of amounts that the Chief Executive Officer is authorized to approve under the provisions of this Article XII, and further provided that no agreement entered into by the Chief Executive Officer under this provision shall have a term in excess of five years.
7. To arrange for and authorize the disposition of surplus personal property owned by the Authority, the value of which does not exceed \$50,000 in any single transaction, upon such terms and conditions as the Chief Executive Officer may deem proper and in the best interest of the Authority; and to arrange for and recommend to the appropriate committee the sale and/or disposition of Authority owned personal property having a value in excess of \$50,000.
8. If an emergency arises that may require expenditure of Authority funds in amounts exceeding the authority granted to the Chief Executive Officer under this Article XII, and if the nature and timing of the emergency require, in the reasonable judgement of the Chief Executive Officer, that action be taken prior to the date on which Authority consideration can occur and become final, then the Chief Executive Officer may proceed as follows: the Chief Executive Officer will consult with the Chair and Vice Chair of the Authority, or with either of them if the other is not available, and will obtain their consent, or the consent of one of them if the other is not available, to proceed to address the emergency without awaiting Authority consideration. If neither the Chair nor the Vice Chair is available, then the Chief Executive Officer may proceed without consultation. The Chief Executive Officer will report to the Authority at the next succeeding Authority meeting regarding any action taken pursuant to this provision.

9. The Chief Executive Officer shall have the authority to settle claims and lawsuits against the Authority and its employees, agents, contractors, Commissioners and officers, after considering the advice of General Counsel and outside counsel, if any be involved, in an amount not to exceed \$100,000 for any one claim or lawsuit and to recommend to the Chair and/or Vice Chair the settlement of claims in excess of that amount.

D. General

1. Whenever the Chief Executive Officer acts pursuant to power vested under these Bylaws, then all third persons are entitled to rely on the Chief Executive Officer's representation that the Chief Executive Officer has the power to act.
2. The powers herein vested in the Chief Executive Officer shall not be construed or deemed to affect the power of the Authority to act in any case, nor shall any power vested in the Chief Executive Officer be construed or deemed to affect the power of any committee to act where such power is also vested in a committee, but where either the Board or any committee exercises a power in any such case, such action shall not be construed or deemed to affect the power of the Chief Executive Officer to act in similar cases in the future.
3. The Chief Executive Officer may, in the Chief Executive Officer's discretion, assign the performance, in whole or in part, of any power, authority or discretion conferred upon the Chief Executive Officer by any of the provisions of these Bylaws, or by any resolution heretofore or hereafter adopted by the Authority to any other officer or member of the staff, provided that this power shall not apply to any case where the Chief Executive Officer is authorized to sign deeds of conveyance or checks, drafts or commercial paper, or to any case where the Chief Executive Officer is authorized to have access to safe deposit boxes.
4. The Chief Executive Officer shall report all action taken by the Chief Executive Officer pursuant to this Article XII to the appropriate committee at the next meeting after the action is taken and shall include all actions taken pursuant to this Article XII since the preceding monthly meeting in the Chief Executive Officer's monthly report to the Authority excepting reports of matters that would conflict with privacy laws if publicly disclosed.

XIII. CONFLICTS OF INTEREST

A. Code of Ethics

The code of Ethics for Commissioners and Employees of the Delaware River Port Authority shall be as follows:

1. Adverse Financial and Personal Interests.

No Commissioner or employee of the Authority shall engage directly in any personal business transactions, or private arrangement for personal profit which accrues from or is based upon their official position or authority. No Commissioner or employee of the Authority shall have any substantial interest, of either a financial or personal nature, in any business or transaction or professional activity which is in conflict with the proper discharge of their duties in carrying out the public business of the Authority. For the purpose of this section, the public business of the Authority includes all matters concerning the Authority's acquisition, disposal or improvement of real property, the making of Authority contracts or the settlement of claims relating thereto, the procurement of Authority supplies, equipment or services, the initiation or settlement of litigation to which the Authority is a party, the grant by the Authority of any subsidy or privilege, the

issuance and placement of Authority debt obligations, the deposit of Authority funds, or any other transaction in which the Authority has a substantial financial interest.

2. *Representation of Interests.*

No Commissioner or employee of the Authority shall represent or act as an agent for any private interest, whether for compensation or not, in any matter in which the Authority has a direct and substantial interest and which could reasonably be expected to result in a conflict between the interest of the Commissioner or employee and their official responsibility.

3. *Gifts and Favors.*

Commissioners or employees of the Authority or members of their family shall not, directly or indirectly, solicit or accept or agree to accept any gift or any thing of value for personal benefit under any circumstances which could reasonably be expected to influence the manner in which the Commissioner or employee conducts the public business of the Authority. For the purposes of this section, a member of the family includes a Commissioner's or employee's spouse, children, parents and their children.

4. *Misuse of Information.*

No Commissioner or employee shall use any information gained in connection with the performance of their public duties and not available to the public at large or shall divulge such information in advance of the time prescribed for its authorized release for their own personal gain or for the gain of others.

5. *Other Employment.*

No Commissioner or employee of the Authority shall engage in or accept private employment or render services for private interests when such employment or service is in substantial conflict with the proper discharge of their official duties.

6. *Political Contributions.*

No Commissioner or employee shall solicit or receive payment or contribution from any Authority employee on behalf of any candidate for public office, for the campaign purposes of any candidate or for the use of any political party. No Commissioner or employee of the Authority, while physically present on the premises of the Authority, shall solicit or knowingly assist in the solicitation or acceptance of contributions on behalf of any candidate for public office, or any political organization or committee.

B. Abstention

Any Commissioner or employee of the Authority who, in the discharge of their official duties, would be required to take an action or make a decision that would be inconsistent with any of the provisions of the Code of Ethics of the Delaware River Port Authority shall instead take the following actions:

1. Prepare a written statement describing the matter requiring action or decision and the nature of their interests affected with respect to such action or decision.
2. Cause copies of such statements to be delivered to the Chair and Secretary of the Authority, if they are a Commissioner, or to their superior and the Secretary if they are an employee.
3. If a Commissioner, they shall deliver a copy of such statements to the presiding officer, and to the Secretary of the Authority and shall abstain from participating in discussion of or vote on the matter. The presiding officer shall cause such statements to be noted in the minutes and shall exclude the Commissioner from any votes, deliberations, and other action on the matter.
4. If not a Commissioner, they shall withdraw from participation in the matter and their superior shall assign it to another employee.

C. Enforcement

Any Commissioner or employee of the Authority who violates the provisions of the Authority's Code of Ethics shall be subject to immediate dismissal or other disciplinary action by the appointing authority.

XIV. LEGAL ASSISTANCE AND INDEMNIFICATION OF COMMISSIONERS, OFFICERS AND EMPLOYEES

- A. The Authority, through its counsel, shall defend an action brought against a Commissioner, officer or employee of the Authority for damages on account of an alleged injury to person or property, or other alleged wrongful act, or omission, if the alleged injury or wrongful act or omission which gave rise to the claim occurred while the said Commissioner, officer or employee was acting on behalf of the Authority. The Authority may refuse to provide for the defense and indemnification of the Commissioner, officer or employee in the following situations:
1. Failure within ten (10) calendar days of the time the Commissioner, officer or employee is served with any summons, complaint, process, notice, demand or pleading to deliver it to the General Counsel.
 2. The act or omission was not within the scope of employment.
 3. The act or omission was because of actual fraud, willful misconduct or actual malice.
 4. The defense of the action or proceeding by the Authority's counsel would create a conflict of interest between the Authority and the Commissioner, officer or employee in which case the Authority will provide separate counsel subject to the provisions of A. 1, 2 & 3 above.
- B. The Chair and Vice Chair of the Authority shall appoint an ad hoc committee of its members to review and act on a request for indemnification by a Commissioner pursuant to Section XIII A. The ad hoc committee will consist of a committee of the whole excluding any person seeking indemnification. The committee's meeting will be confidential and closed to the public in accordance with Article VI, B.2(e).
- C. When the Authority defends an action against a Commissioner, officer or employee, it may assume exclusive control of the defense of the Commissioner, officer or employee, keeping said individual advised with respect thereto, and the Commissioner, officer or employee shall cooperate fully with the defense, provided that in situations where the legal counsel provided by or through the Authority determines that the interests of the Commissioner, officer or employee and the Authority conflict, the Authority shall obtain the express written consent of the Commissioner, officer or employee for such interested representation, or, in its discretion, shall supply independent representation as stated in A. 4 above.
- D. When an action is brought against a Commissioner, officer or employee of the Authority for damages to person or property or other alleged wrongful act or omission, and there is a settlement, or a judicial determination that an act or omission of the Commissioner, officer or employee caused the injury and such act or omission was caused while acting on behalf of the Authority by the Commissioner, officer, or employee, the Authority shall indemnify the Commissioner, officer, or employee for the payment of any amounts in settlement provided that the entry into terms and amount of any settlement must be approved in advance by the appropriate officers of the Authority or pursuant to a judgement as a result of the lawsuit.
- E. In the lawsuit against a Commissioner, officer or employee for damages caused by the act or

omission of the Commissioner, officer or employee in which lawsuit the Commissioner, officer or employee has not fully cooperated with the Authority, or its counsel, in the defense of the action, the indemnification provisions of this section shall not apply.

- F. The Authority shall not provide indemnification to a Commissioner, officer or employee for any damages resulting from the commission of an intentional crime. The Authority shall provide indemnification to a Commissioner, officer, or employee for an award of punitive or exemplary damages unless it shall be determined by the Board that the act or omission resulting in the award of punitive or exemplary damages was one of knowing and intentional or willful misconduct.

XV. PARLIAMENTARY AUTHORITY

The rules of the current edition of Robert's Rules of Order Newly Revised will govern Board meetings whenever questions of procedure not covered in these Bylaws arise.

XVI. AMENDING BYLAWS

These Bylaws may be amended pursuant to the following procedure:

1. A proposal to amend the Bylaws may be introduced at any regular meeting.
2. If favorable action is taken thereon at such meeting, the proposal shall be recorded in the minutes and a special written notice setting forth such proposal shall be mailed to every member of the Authority at least ten (10) days before the next regular meeting.
3. The amendment shall be finally acted upon at the next regular meeting following the meeting at which it was proposed.