

BY-LAWS
OF
PORT OF PITTSBURGH COMMISSION

ARTICLE I

GENERAL POWERS: INTERPRETATION OF BYLAWS

1.01 General Powers. The Commission shall exercise the powers of the Commonwealth of Pennsylvania as an agency of the Commonwealth. The General Powers of the Commission shall be as set forth in the Port of Pittsburgh Commission Act (the "Act"), as amended from time to time hereafter.

1.02 Interpretation of Bylaws. All words, terms and provisions of these Bylaws shall be interpreted and defined by and in accordance with the Act, as amended from time to time hereafter. All references in these Bylaws to statutory provisions shall be deemed to incorporate amendments to such provisions and to corresponding provisions of any subsequent laws.

ARTICLE II

OFFICE

2.01 Principal Office. The principal office of the Commission shall be located within the Port District (as defined in the Act) at such place as the Board may designate. Other offices or places of business may be established whenever and wherever in the judgment of the Board of the Commission it may be deemed advisable.

ARTICLE III

SEAL

3.01 Seal. The corporate seal of the Commission shall be circular in form and shall have inscribed thereon the name of the Commission and the year of its organization. Said seal may be used by causing it or a facsimile thereof to be impressed on, affixed to or otherwise reproduced on any document, instrument or other writing.

ARTICLE IV

THE BOARD

4.01 General. The business and property of the Commission shall be managed and its powers exercised by a governing body consisting of the members of the Commission acting as a Board. Subject to the provisions of the Act and to these by-laws, the Board may exercise all such powers and do all such things as may be exercised or done by the Commission by vote at a meeting at which eight (8) members of the Commission are present.

4.02 Membership. The powers of the Commission shall be exercised by a Board composed of fifteen (15) members, who shall be natural persons of full age and residents of the Commonwealth of Pennsylvania, who shall serve at the pleasure of the respective appointing authority, and who shall be appointed in the following manner:

(a) One member appointed by the President pro tempore of the Senate for a term concurrent with the term of the appointing authority.

(b) One member appointed by the Minority Leader of the Senate for a term concurrent with the term of the appointing authority.

(c) One member appointed by the Speaker of the House of Representatives for a term concurrent with the term of the appointing authority.

(d) One member appointed by the Minority Leader of the House of Representatives for a term concurrent with the term of the appointing authority.

(e) Four members initially appointed by the Governor for terms of one, two, three and four years, respectively, provided, that their respective successors shall each be appointed for a term of four years. The initial term of each member shall be designated by the Governor at the time of appointment.

(f) Seven members appointed by the Governor for a term of four years, provided that one member shall be appointed from each list of at least three nominees submitted to the Governor respectively by the Waterways Association of Pittsburgh, the River Terminal Operator's Association, the Association for the Development of Inland Navigation in America's Ohio Valley, and the County Commissioners jointly of those counties within the Port District which are not members of the Southwestern Pennsylvania Regional Planning Commission; and three members shall be appointed from a list of at least five nominees submitted to the Governor by the Southwestern Pennsylvania Regional Planning Commission. Each list shall be submitted to the Governor within 30 days of the effective date of this Act, and the Governor shall select a member from each list within 30 days of receipt of each list or else may request one substitute list of nominees from any entity who prepares a list. If each entity permitted to submit a list fails to submit a list of nominees within 30 days of the effective date of this Act or fails to submit a substitute list within 30 days of receipt of a request to do so, the Governor may appoint at his discretion such member or members for which a list of nominees were not submitted.

4.03 Term. The term of a member shall begin on the date of appointment. Members may hold office until their successors have been appointed or until his or her earlier death, resignation or removal. Members may succeed themselves.

4.04 Resignation. Any member may resign at any time upon written notice to the Commission. The resignation shall be effective upon receipt thereof by the Board and the appointing authority, or at such subsequent time as shall be specified in the notice of resignation.

4.05 Vacancies. A vacancy shall occur upon the death, resignation, disqualification or removal of a member. Within thirty (30) days of the occurrence of a vacancy, the original appointing authority designated in Section 4.02 shall appoint a successor member for the remainder of the unexpired term of the member for which the vacancy exists. Whenever a vacancy occurs prior to the completion of the term of office of a member appointed pursuant to Section 4.02, the entity which prepared the list for the Board member whose seat has become vacant shall submit a list of nominees to replace such member to the Governor within ten (10) days of the occurrence of such vacancy, and the Governor shall select a member from such list within twenty (20) days of receipt of the list, or else request a substitute list. If a list is not submitted within ten (10) days of the occurrence of a vacancy, or if a substitute list is not submitted within 10 days of a request therefor, the Governor may appoint a successor at his or her discretion.

4.06 Removal. A member may be removed from the Board for neglect or refusal to attend three successive regular meetings of the Board, unless detained by the death of a family member or illness. The Board may also remove a member from office who has been judicially declared of unsound mind or who has been convicted of an offense punishable by imprisonment for a term of more than one year or if, within 60 days after notice of his or her selection, the member does not accept the office either in writing or by attending a meeting of the Board.

4.07 Compensation. Members of the Board shall receive no compensation or remuneration, but shall be entitled to reimbursement for all reasonable and necessary expenses.

4.08 Committees. The Board shall initially have a Strategic Planning Committee, a Marketing Committee, a Budget and Finance Committee and an Audit Committee, whose members shall be appointed by the Chairman of the Board. The Board may designate by resolution one or more additional standing or special committees, each committee to consist of three or more members appointed by the Chairman. The respective committees shall supervise and monitor the execution of various aspects of the Commission's activities and policies as determined by the Board and, at the request of the Board, shall gather facts in their respective areas of concern, present alternatives to the Board for deliberation and decision by the Board, and implement Board decisions as directed by the Board. No committee is authorized to take any official action on behalf of the Board or the Commission.

4.09 Liability. No member of the Board shall be liable personally on the bonds or other obligations of the Commission and the rights of creditors shall be solely against the Commission.

ARTICLE V

MEETINGS

5.01 Annual Meeting. The annual meeting of the Board for the election of officers shall be the regular meeting of the Board held in the month of September of each year, without previous notice, at the office of the Commission, but such meeting may, upon notice, be held at such other place as may be specified in the notice of the meeting.

5.02 Regular Meetings. Regular meetings of the Board shall be held at least quarterly pursuant to notice at such time and place as shall from time to time be determined by resolution of the Board.

5.03 Special Meetings. Special meetings of the Board may be called at any time by the Chairman, the Secretary or, with the approval of the Chairman by any two (2) members of the Board. The Secretary shall give notice to each member of the Board of each special meeting by mailing or faxing a notice at least two (2) days before the meeting or by delivering or telephoning the same on the day before the meeting, but the right to such notice may be waived by any member of the Board before or after such notice should have been sent. Special meetings may be held at any time or place. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

5.04 Notice. Notice of all meetings shall be made pursuant to and all meetings shall be conducted in conformity with the requirements of the Act of 1986, P.L. 388 No. 84, known as the Sunshine Act. All meetings of the Board shall be open to the public. The Secretary of the Board shall, as soon as practical following the annual meeting (but in no event later than three days prior to the first regularly scheduled meeting after the annual meeting), give public notice, in the manner hereinafter provided, of the regularly scheduled meetings of the Board for the following year and of the next following annual meeting, showing the date, time and place of all such meetings. The Secretary shall also give public notice of each special meeting and rescheduled regular or special meeting at least twenty-four hours prior to the time thereof, showing the date, time and place thereof. Public notice shall consist of (a) publishing such notice in a newspaper of general circulation in the political subdivision where the meeting will be held and (b) posting a copy of such notice prominently at the principal office of the Commission, or, if a meeting is to be held other than at such principal office, at the public building in which the meeting is to be held, provided that such posting may be given at both the principal office and at the actual place of meeting. The Secretary shall provide a copy of all public notices to any newspaper, radio station and/or television station which may request the same. Nothing herein, however, shall prevent the Board from holding executive sessions to which the public is not admitted, but no official action shall be taken nor official policy adopted at any such executive session.

5.05 Use of Conference Telephone and Similar Equipment. One or more persons may participate in a meeting of the Board by means of conference telephone or similar

communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

5.06 Quorum. A majority of the Board shall constitute a quorum for the purpose of conducting business of the Board and for all other purposes. All actions of the Board shall be taken by a majority of the Board.

5.07 Election of Officers. A Vice Chairman, Secretary and a Treasurer of the Commission shall be elected from the Board by ballot at its annual meeting and each such officer shall hold office for a term of one year until a successor has been selected and qualified or until his or her earlier death, resignation or removal. If any office becomes vacant during the year, the Board shall fill the same for the unexpired term. In the event that an office is created during any year, the term of the first incumbent shall be for the balance of the year, or until his successor is elected and qualifies for the office.

ARTICLE VI

OFFICERS

6.01 Officers. The executive officers of the Commission shall be a Chairman, Vice Chairman, a Treasurer and a Secretary, who shall be members of the Board. There shall also be a General Counsel appointed by the Board. The Board may appoint such other officers, who need not be members of the Board, as may from time to time be deemed necessary, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these by-laws or as the Board may from time to time determine. No person shall hold the position of more than one executive officer at any one time.

6.02 Authority. All officers of the Commission, as between themselves and the Commission, shall have such authority and perform such duties in the management of the Commission as may be provided by or pursuant to resolutions or orders of the Board or, in the absence of controlling provisions in the resolutions or orders of the Board, as may be determined by or pursuant to these by-laws.

6.03 Chairman. Commencing July 1, 1993, one of the members of the Board shall be designated by the Governor as Chairman of the Board for a term concurrent with such member's appointment as a Board member. The Chairman shall preside at all meetings of the Board and shall sign all rules and regulations thereof. The Chairman shall appoint all committees of the Board and shall, with the approval of the Board, authorize members of the Board to conduct hearings and to administer oaths. In the absence or disability of the Chairman, whether temporary or otherwise, the Vice Chairman shall preside at its meetings.

6.04 Vice Chairman. The Vice-Chairman shall have all powers and duties of the Chairman in the absence of the Chairman and shall perform such other duties as may be assigned by the Board. Should both the Chairman and Vice-Chairman be absent from any meeting of the Board, the members present shall appoint a Chairman pro tempore.

6.05 Secretary. The secretary may issue calls for meetings of the Board and shall notify all officers of their election. The secretary shall attend all meetings of the Board and shall record all votes of the members and the minutes of the meetings of the Board in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the Commission as required by law; shall be the custodian of the seal of the Commission and see that it is affixed to all documents to be executed on behalf of the Commission under its seal; and, in general, shall perform all duties as may from time to time be assigned by the Board or the Chairman.

6.06 Assistant Secretary. The Board may appoint one or more assistant secretaries who shall in the absence or disability, whether temporary or otherwise, of the Secretary, perform the duties and exercise such powers of the Secretary and such other duties as the Board shall from time to time prescribe.

6.07 Treasurer. The treasurer shall be the custodian of all funds and any moneys of the Commission, shall keep full and accurate records and accounts of all receipts, disbursements, credits, assets, liabilities and general financial transactions of the Commission. He shall endorse for collection or deposit to the credit of the Commission all bills, notes, checks and other negotiable instruments of the Commission coming into the treasurer's hands in such depositories and safe deposits as may be designated by the Board. The treasurer shall disburse the funds of the Commission as may be ordered by the general or specific instructions of the Board. The treasurer shall report all receipts and expenditures to the Board monthly and at such other times as the Board may require. The treasurer shall annually prepare and submit to the Commission a report for such year. The treasurer's books and records shall be subject to the inspection of the members of the Commission at any time and to examination and audit by the Comptroller's Office of the Governor's Office of the Budget, and the Auditor General of the Commonwealth of Pennsylvania and the Governor's Office of the Inspector General from time to time or by any certified public accountant or accountants selected by the Board.

6.08 General Counsel. The General Counsel shall serve as legal counsel to the Board and the staff of the Commission to provide guidance on legal matters entrusted to the General Counsel by the Commission. The General Counsel shall have the authority to affix his or her signature to documents upon which his or her signature is required.

6.09 Resignation. Any officer may resign at any time upon written notice to the Board. The resignation shall be effective upon receipt thereof by the Board or at such subsequent time as may be specified in the notice of resignation.

6.10 Removal. Any officer or agent of the Commission may be removed by the Board with or without cause. The removal shall be without prejudice to the contract rights, if any, of any person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

6.11 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board or by the officer or committee to which the power to fill such office has been delegated pursuant to Article 5.07, as the case may be, and if the office is one for which these bylaws prescribe a term, shall be filled for the unexpired portion of the term.

6.12 Bonding. Such officers or agents of the Commission as the Board may direct from time to time shall be bonded for the faithful performance of their duties, in such amounts and by such surety companies as the Board may determine. Premiums on such bonds shall be paid by the Commission and the bonds so furnished shall be in the custody of the Chairman.

ARTICLE VII

EMPLOYEES

7.01 Comptroller. The Governor shall appoint a Comptroller in accordance with the provisions of Section 214 of the Act of April 9, 1929 (P.L. 177, No. 175), known as the Administrative Code of 1929.

7.02 Executive Director. The Board may appoint an Executive Director, who shall serve at the will of the Board and who shall, subject to the orders of the Board, have general supervision and direction of the business affairs of the Commission. The Executive Director shall see that all orders, resolutions, rules and regulations of the Commission are carried into effect, subject, however, to the right of the Board to delegate any powers or duties to any other officer, agent or employee of the Commission.

7.03 Other Employees. The Board may name and appoint from time to time such special technical experts, legal counsel, consultants, agents, and employees as it may require, to serve at the will of the Board, and for such compensation as the Board may provide; Provided, however, that legal counsel may only be hired pursuant to the requirements set forth for an Independent Agency under the Commonwealth Attorneys Act, Act of 1980, P.L. 950 No. 164.

7.04 Duties of Employees. The Board may, by resolution, fix the respective duties of any special or technical experts, legal counsel, consultants, agents or employees, and under whose supervision or direction they or any of them shall serve.

ARTICLE VIII

AUDITS, FISCAL YEAR, NEGOTIABLE INSTRUMENTS AND MONEYS OF THE CORPORATION

Section 8.01 Audits. The books, accounts, records, operations and assets and liabilities of the Commission shall be audited annually in accordance with generally accepted auditing standards and principles by an independent certified public accountant. As soon after the end of each fiscal year and the completion of the audit as may be expedient, the Commission shall file an annual report and financial statement, which shall include a certified copy of the audit report of the independent certified public accountant, with the Department of Commerce. A condensed and concise version of the annual financial report shall be published once in the Pennsylvania Bulletin and once a week for two consecutive weeks in at least one newspaper of general circulation within the Port District. The Secretary of the Budget, the Auditor General, the Majority Chairman and the Minority Chairman of the Appropriations Committee of the Senate and the Majority Chairman and the Minority Chairman of the Appropriation Committee of the House of Representatives shall have the right to examine, from time to time and at any time, the books, accounts and records of the Commission, including, but not limited to, its receipts, disbursements, contracts, leases, sinking funds, investments and other matters relating to the finances, operations and affairs of the Commission.

Section 8.02 Fiscal Year. The fiscal year of the Commission shall commence on the first day of July and shall end on the next thirtieth day of June. The fiscal year shall be the same as the fiscal year of the Commonwealth of Pennsylvania.

Section 8.03 Negotiable Instruments. All bills, notes, checks or other instruments for the payment of money shall be signed or countersigned by such officers and in such manner as from time to time may be prescribed by resolution, whether general or special, of the Board.

Section 8.04 Moneys of the Commission. All moneys of the Commission, from whatever source derived, shall be paid to the treasurer of the Commission. The Board shall invest the funds of the Commission in a manner consistent with sound business practice, subject to the restrictions contained in the Act and any other applicable statutes.

ARTICLE IX

SOVEREIGN IMMUNITY; INDEMNIFICATION

9.01 Sovereign Immunity. The Commission and its members, officers, officials and employees shall enjoy sovereign and official immunity, as provided in 1 Pa. C.S. Section 2310, and shall remain immune from suit except as provided by and subject to the provisions of 42 Pa.C.S. Section 8501 through 8528. Notwithstanding the provisions of 42 Pa. C.S. Section 8525, the Commission, through its legal counsel, shall defend actions brought against the

Commission or its members, officers, officials and employees when acting within the scope of their official duties.

9.02 Indemnity. The Commission shall indemnify any member or officer of the Commission who was or is an "authorized representative" of the Commission (which shall mean, for the purpose of this Article, a member or officer of the Commission, including the Executive Director, or such a person serving at the request of the Commission as a director, officer, partner, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise) and who was or is a "party" (which shall include for purposes of this Article the giving of testimony or similar involvement) or is threatened to be made a party to any "proceeding" (which shall mean for purposes of this Article any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Commission or otherwise) by reason of the fact that such person was or is an authorized representative of the Commission to the fullest extent permitted by law, including without limitation indemnification against expenses (which shall include for purposes of this Article attorneys' fees and disbursements) damages, punitive damages, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding unless the act or failure to act giving rise to the claim is finally determined by a court to have constituted willful misconduct or recklessness. If an authorized representative is not entitled to indemnification in respect of a portion of any liabilities to which such person may be subject, the Commission shall nonetheless indemnify such person to the maximum extent for the remaining portion of the liabilities. The termination of a proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the authorized representative is not entitled to indemnification.

9.03 Proceedings initiated by Authorized Representatives. Notwithstanding any other provisions of this Article, the Commission shall not indemnify under this Article an authorized representative for any liability incurred in a proceeding initiated (which shall not be deemed to include counter-claims or affirmative defenses) or participated in as an intervenor or amicus curiae by the person seeking indemnification unless the initiation of or participation in the proceeding is authorized, either before or after its commencement, by the affirmative vote of a majority of the Board. This section shall not apply to reimbursement of expenses incurred in successfully prosecuting or defending the rights of an authorized representative granted by or pursuant to this Article.

9.04 Advancement of Expenses. The Commission shall pay the expenses (including attorneys' fees and disbursements) actually and reasonably incurred in defending a proceeding on behalf of any person entitled to indemnification under Section 9.02 in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Commission as authorized in this Article. The financial ability of such authorized representative to make such repayment shall not be prerequisite to the making of an advance.

9.05 Securing of Indemnification Obligations. To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Commission may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Commission, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board shall deem appropriate. Absent fraud, the determination of the Board with respect to such amounts, costs, terms and conditions shall be conclusive against all officers and directors and shall not be subject to voidability.

9.06 Payment of Indemnification. An authorized representative shall be entitled to indemnification within 30 days after a written request for indemnification has been delivered to the secretary of the Commission.

9.07 Contract Rights: Amendment or Repeal. All rights of indemnification under this Article shall be deemed a contract between the Commission and the person entitled to indemnification under this Article pursuant to which the Commission and each such person intend to be legally bound. Any repeal, amendment or modification hereof shall be prospective only and shall not affect any rights or obligations then existing.

9.08 Scope of Article. The rights granted by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, agreement or otherwise, both as to action in an official capacity and as to action in any other capacity while holding such office. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall continue as to a person who has ceased to be a member or an officer in respect of matters arising prior to such time, and shall inure to the benefit of the heirs and personal representatives of such a person.

9.09 Reliance on Provisions. Each person who shall act as an indemnified representative of the Commission shall be deemed to be doing so in reliance upon the rights provided by this Article.

ARTICLE X

CONFLICTS OF INTEREST

10.01 Conflicts of Interest. All members, officers and employees of the Commission shall be subject to the provisions of the Act of October 4, 1978 (P.L. 883, No. 170), referred to as the Public Official and Employee Ethics Law, and the act of July 19, 1957 (P.L. 1017, No. 451), known as the State Adverse Interest Act. For the purposes of application of such acts, employees of the Commission (including the Executive Director) shall be regarded as public employees of the Commonwealth, and members and officers of the Commission shall be regarded as public officials of the Commonwealth, whether or not they receive compensation.

ARTICLE XI

NOTICE AND WAIVER OF NOTICE

11.01 Notice. Whenever, under the provisions of these by-laws, notice is required to be given to any member of the Board, unless otherwise specifically stated, it shall not be construed to mean personal notice, but such notice may be given in writing by mail, postage prepaid, addressed to such member at such address as appears on the books of the Commission, or in default of such address, to such member at his official office, or in the case of a member appointed to the Commission, at his residence or usual place of business, and such notice shall be deemed to be given at the time when the same shall be thus mailed.

11.02 Written Waiver. Whenever any written notice is required to be given under these bylaws, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

11.03 Waiver by Attendance. Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XII

MISCELLANEOUS

12.01 Contracts. All contracts and obligations of the Commission shall be approved for form and legality by the Attorney General and Commission counsel and shall be signed by the Chairman or the Vice Chairman under the Seal of the Commission and shall be attested by the Secretary or an Assistant Secretary and certified by the Comptroller.

ARTICLE XIII

ADOPTION, AMENDMENTS AND EFFECTIVE DATE

13.01 Adoption and Amendments. The Board shall have power to make, alter, adopt, amend, suspend and repeal the by-laws of the Commission by a vote of not less than eight (8) members at any regular or special meeting of the Board without previous notice of such purpose.