

**BYLAWS
OF
THE NEW HAVEN PORT AUTHORITY**

ARTICLE I

DEFINITIONS

(a) The term "Authority" shall mean the body politic and corporate entity created by this ordinance and known as the New Haven Port Authority;

(b) The term "District" shall mean the port district more particularly described in Schedule A attached hereto and made a part hereof.

(c) The term "Port Facilities" shall mean wharves, docks, piers, air or bus terminals, railroad tracks or warehouses, elevators, freight handling machinery and such equipment as is used in the handling of freight, passengers and vessels, vehicles, and the establishment and operation of a port and any other works, vessels, vehicles, wharves, properties, buildings, structures or other facilities necessary or desirable for commerce and industry or waterfront development within the district or in connection with the development and operation of the same, and may include manufacturing and industrial facilities, recreation and entertainment facilities, residential facilities or other commercial facilities necessary for commerce and industry or waterfront development and located within the District;

(d) The term "City" shall mean the City of New Haven, acting through its Economic Development Administrator or his/her designee;

(e) The term "Connecticut General Statutes" shall mean the revision of 1958, as amended;

(f) The term "Mayor" shall mean Mayor of the City of New Haven;

(g) The term "Board" shall mean the Board of Commissioners of the New Haven Port Authority;

(h) The term "Commissioner" shall mean any single member of the Board of Commissioners;

(i) The term "Port Authority Legislation" shall mean Section 70-329a through Section 7-329u of the Connecticut General Statutes.

(j) The term "Ordinance" shall mean the Ordinance Amendment to the New Haven Code of General Ordinances Establishing a Port Authority for the City of New Haven.

ARTICLE II

OFFICES AND FISCAL YEAR

A. Offices

The principal office of the Authority shall initially be located at 165 Church Street, New Haven, CT. 06510. The Corporation may change its principal office from time to time in accordance with the relevant provisions of Connecticut law.

B. Fiscal Year

The Fiscal Year of the Authority shall coincide with the Fiscal Year of the City of New Haven.

ARTICLE III

POWERS AND DUTIES

A. General Powers

The powers and duties of the Authority shall include (without limitation) those set forth in Section 7-329c of the Connecticut General Statutes, as the same may be modified from time to time, and in the Ordinance Amendment to the New Haven Code of General Ordinances Establishing a Port Authority for the City of New Haven.

B. By-Laws, Rules and Regulations

The Authority shall have the power to adopt, alter or repeal its own by-laws and/or rules and regulations governing the manner in which its business may be transacted and may provide for the appointment of such committees, and the functions thereof, as the Authority may deem necessary or expedient in facilitating its business.

C. Regulations by the Authority

The Authority may make and enforce any reasonable rules and regulations, which it may determine to be necessary for the proper development, maintenance and use of the Port Facilities .

D. Investigations

Pursuant to the provisions of Section 7-329e of the Port Authority

Legislation the Authority may make any investigation which it may deem necessary to enable it to effectively carry out its responsibilities. The Authority may enter upon such real property within the District as it may consider necessary from time to time for the purpose of making surveys and examinations to accomplish any purpose authorized herein.

E. Acquisition of Property

Pursuant to the provisions of Section 7-329f of the Port Authority Legislation, the Authority may lease or acquire title to real or personal property and may, with the approval of the Board of Aldermen, condemn such real property located within the District as it deems necessary for the development of Port Facilities.

F. Bonds

The Authority, with the approval of the Board of Aldermen, shall have the power to issue bonds in accordance with the provisions of Section 7-329g of the Port Authority Legislation, which may be secured in accordance with the provisions of Section 7-329h of the Port Authority Legislation.

G. Rates, Rents, Fees and Charges

The Authority shall be authorized to fix, revise, charge and collect rates, rents, fees and charges in accordance with the provisions of Section 7-329i of the Port Authority Legislation.

H. Comprehensive Plan

Pursuant to the provisions of Section 7-329c of the Port Authority Legislation, the Port Authority shall prepare a comprehensive plan for the development of Port Facilities in the District.

I. Recreational Trail

Pursuant to the provisions of Section 7-329b(4)(B) of the Port Authority Legislation, the Port Authority shall determine the location of the segment of the proposed trail connecting Forbes Avenue with East Shore Park.

J. Payment in Lieu of Taxes

The Authority will assess a Payment in Lieu of Taxes (PILOT) payable to the City of New Haven on profit-making lessees of all otherwise taxable property owned by the Authority. In addition, the Authority shall pay a PILOT to the City, in accordance with Section 7-329u of the Connecticut General Statutes, in such an amount to be established should the Authority become profitable.

However, in no case shall any payment be made unless the Port Authority has sufficient funds to make such payment and to operate the Authority and maintain a reasonable reserve for necessary operating and/or capital expenditures.

ARTICLE IV

PORT AUTHORITY BOARD OF COMMISSIONERS

A. Appointment of Commissioners

The Commissioners shall be appointed by the Mayor and approved by The Board of Aldermen.

B. Removal of Commissioners

A Commissioner may be removed for cause by the Mayor with the approval of the Board of Aldermen.

C. Number and Qualifications of Commissioners

The Board shall consist of seven (7) Commissioners, at least one (1) shall have training in civil engineering and/or training or experience in urban planning, at least one (1) shall have training or experience in finance and accounting, and at least one (1) shall have training or experience in environmental science or advocacy. One (1) commissioner shall be a member of the Board of Aldermen, appointed by the Mayor after consultation with the President, Majority Leader, and Minority Leader of the Board of Aldermen. The Mayor shall give due consideration to the neighborhood in which the Port Authority is located in appointing or approving commissioners to the Board.

D. Voting Rights

Each Commissioner shall be entitled to one (1) vote in all matters which are submitted to the membership of the Commission.

E. Term of Office

Commissioners shall be appointed for terms of three (3) years, except that of those first appointed, two shall be appointed for a period of one (1) year and two shall be appointed for a period of two (2) years. Any Commissioner shall be eligible for reappointment by the Mayor at the expiration of the Commissioner's term. Each Commissioner shall serve until his or her successor is appointed and has qualified.

F. Vacancies

Any vacancy shall be filled by the Mayor, with the approval of the Board of Aldermen, for the remainder of the vacating Commissioner's term. Notwithstanding any of the foregoing, in the event that the Mayor shall appoint an official of the City to the Board, and such appointment shall result from such official's position at the City, then the Mayor may terminate such appointment if such official's position changes or ends, provided that concurrent with such termination, the Mayor shall appoint a successor to serve the remainder of such official's term.

G. Advisory Members

The Mayor may appoint up to seven (7) non-voting members to the Board for the purpose of providing advice from the perspective of landowners and commercial port operators. Such non-voting members shall be representatives of port area landowners and/or commercial port operators in the port area. The non-voting members shall serve terms of the same duration and staggering as voting members.

H. Compensation

Each Commissioner shall serve without compensation, except for reimbursement of reasonable and necessary expenses.

I. Indemnification and Insurance

The City shall indemnify and hold harmless the members for any liability that may result from a member's actions while in the performance of his or her duties as a member. The Board of Commissioners shall maintain an errors and omissions policy in an amount and subject to the terms it deems appropriate.

ARTICLE V

MEETINGS

A. Schedule of Meetings

The Board shall meet (monthly on the first Thursday day of each month) and upon the call of its Chairman.

B. Minutes

All proceedings shall be by motion or resolution recorded in a book

or books kept for such purpose, which shall be public records.

C. Quorum and Required Vote

A majority of the voting Commissioners shall constitute a quorum. A vote of a majority of the voting Commissioners present at any meeting in which a quorum is present shall constitute action by the Board.

D. Public Comment

All meetings shall be open and public and shall provide an opportunity for public comment.

E. Notices of Meetings

All meeting notices shall comply with Section 1-225 of the Connecticut General Statutes. In particular:

(a) A schedule of regular monthly meetings shall be filed with the City Town Clerk of the City of New Haven not later than January 31 of each year.

(b) The agenda for each regular meeting, and a written notice of each special meeting, stating the place, date, hour and purpose of such meeting, shall be issued by the Secretary or staff and filed with the City Town Clerk of the City of New Haven at least 24 (twenty-four) hours before the meeting.

(c) Such written notice of special meetings shall be delivered to the usual place of abode of each member of the Board so that the same is received prior to any such special meeting. The notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at any such special meeting by the Port Authority.

(d) The notice requirement for an emergency special meeting may be foregone if a copy of the minutes setting forth the nature of the emergency special meeting and the proceedings of the meeting are filed with the City Town Clerk within 72 hours of the meeting.

(e) Upon the affirmative vote of two-thirds of the Commissioners present and voting, any business not included in a filed agenda for a regular meeting may be considered and acted upon at such meeting.

F. Annual Meeting

The Annual Meeting shall take place each year on the first Thursday of February.

G. Committees

The Board shall create such committees or sub-committees as it deems necessary or expedient. The Chairman of the Board shall appoint committee chairmen from its ranks.

H, Executive Session

The Authority may hold an Executive Session upon an affirmative vote of two-thirds of the Commissioners present, taken at a public meeting and stating the reasons for such Executive Session, as defined in Section 1-200 of the Connecticut General Statutes. These include discussions concerning:

- The appointment, employment, performance, evaluation, health or dismissal of an employee
- Strategy and negotiations with respect to pending claims or pending litigation to which the Board, or a Commissioner thereof, because of his conduct as a member of the Board, is a party until such litigation or claim has been finally adjudicated or otherwise settled
- Matters concerning security strategy or the deployment of security personnel or devices affecting public security.
- Selection of a site or the lease, sale, or purchase of real estate
- Any matter which would result in the disclosure of public records or the information contained therein

ARTICLE VI

OFFICERS AND STAFF

A. Officers

The officers of the Authority shall consist of a Chairman, Vice-Chairman, Secretary, and a Treasurer.

B. Election Term

The officers shall be elected by the Board at the next scheduled meeting following the Annual Meeting. Officers shall serve terms of one (1) year each or until their successors are elected and qualified. Vacancies in an office arising from any cause may be filled at any regular or special meeting of the Commission.

C. Chairman

The Chairman of the Authority Board shall preside at all meetings of the Board and shall sign all resolutions, contracts, and other instruments on behalf of the Commission as authorized by the Commission.

D. Vice Chairman

The Vice Chairman, in the absence of the Chairman, shall assume all

duties of that office and, upon the death, resignation, or removal of the Chairman, the Vice Chairman shall assume duties until a new Chairman has been elected.

E. Secretary

The Secretary shall keep the roll of Commissioners, give staff assistance in providing notice of all meetings and recording their minutes, review and sign the minutes of such meetings and generally oversee the records, and shall perform such other duties as may be assigned by the Chairperson.

F. Treasurer *

The Treasurer shall accept contributions to the Authority, work with staff to keep accurate accounts of all sums due and all expenditures made, report the financial condition of the Authority to the Board at each regular meeting. The Treasurer's signature is required for all Port Authority expenditures above \$1,500.00.

G. Staff

The Authority may employ such officers, agents, technical consultants, legal counsel or other employees as it requires from time to time. It shall abide by the provision for a living wage set forth in the New Haven Code of Ordinances when contracting for professional services.

ARTICLE VII

AMENDMENT

Amendments to these Bylaws may be adopted by the Board of Commissioners at any duly called meeting of the Authority, provided that written notice of such change is given each member in the notice of such meeting. A resolution adopting the proposed amendment must receive approval by at least 5 members of the Board.

ARTICLE VIII

CONFLICTS OF INTEREST

A. Definitions

(a) *Port Authority*

Only for the purposes of this Article VIII, Conflicts of Interest, "Port Authority" means and includes all Officers and Commissioners of

the Port Authority and employees of the Port Authority, and their relatives.

(b) *Relatives*

“Relative” means the spouse, child, stepchild, grandchild, parent, grandparent, brother, or sister, of the whole or half blood, and their spouses.

(c) *Substantial Interest*

“Substantial Interest” means substantial pecuniary or proprietary interest, either direct or indirect.

A. Substantial Interest

No Officer or Commissioner shall participate in the decision-making process on any matter in which such person has a substantial interest, pursuant to State law. Upon learning that the Port Authority (or a Committee thereof) is involved in a matter in which an Officer or Commissioner has a substantial interest, such Commissioner or Officer shall notify the Chairman of the Port Authority of such interest and shall immediately withdraw from any further communication or discussion with any Officer, Commissioner, or employee of the Port Authority with respect thereto.

No Officer or Commissioner shall use his or her position as an Officer, Commissioner, employee or Committee Member of the Port Authority to gain access to information or influence the decision making process of either the Port Authority or any governmental body or agency in connection with any Port Authority matter in which such Officer or Commissioner has a substantial interest.

Upon receipt of notice from an Officer or Commissioner that such person has a substantial interest in a matter in which the Port Authority is involved, the Chairman shall remove such Officer or Commissioner from any discussion and not furnish or provide him or her with the information pertaining to that matter which is furnished to the other Port Authority Officers or Commissioners, except to the extent that such information is generally available to the public at large.

ARTICLE IX

MISCELLANEOUS

A. Contracts

Except as otherwise provided by law or these Bylaws, an Officer or

Officers, employee or employees, or agent or agents of the Authority as shall be specified by the Board may sign, in the name and on behalf of the Authority, all deeds, bonds, contracts, leases, and other instruments or documents, the execution of which shall be authorized by a majority vote of the Board, and such authority may be general or confined to specific instances.

B. Checks, Drafts, etc.

All checks, drafts, notes, bonds, bills of exchange, or other orders, instruments, or obligations for payment of money shall be signed and countersigned by such Officer or Officers, employee or employees, or agent or agents of the Authority as shall be specified by the Board.

C. Audit

Within ninety (90) days following the close of the fiscal year, the Board of Commissioners shall have caused to be conducted an independent annual audit of the preceding year's financial activities.

D. Annual Report

Each year, at the Annual Meeting, an annual report shall be made to the Board and other interested parties, which shall include a statement of financial condition and a summary of the activities of the Authority for the preceding fiscal year.

Originally Adopted, April 1, 2004
* Amended, August 8, 2006