LOUISVILLE RIVERPORT AUTHORITY

Bylaws of the Louisville-Jefferson County Riverport Authority

Article I: Offices and Filings

Section 1.1: Principal Office

The Principal Office of the Louisville-Jefferson County Riverport Authority ("Authority") shall be the headquarters or main business office as designated by its Board of Directors ("Board"). The Board may change the Principal Office as needed to facilitate the Authority's operations.

Article II: Board of Directors

Section 2.1: General Powers

The Board of Directors is responsible for governing the Authority in accordance with KRS 65.530 and 65.540. All business and affairs of the Authority are managed under the Board's direction and authority. In practice, this means the Board sets policies and oversees the general operation of the riverport facilities, industrial parks, and other business activities in accordance with applicable laws and these Bylaws. Additionally, the Board is responsible for governing Foreign-Trade Zone 29 ("FTZ29"). (See Article VI below.)

Section 2.2: Number, Appointment, and Term of Directors

The Board of Directors shall consist of six (6) members, or such number as may be established by law. Directors are appointed by the Mayor of Louisville Metro Government, in accordance with KRS 65.540(3). Each Director serves a term of three (3) years and holds office until a successor is appointed and qualified, in accordance with KRS 65.540(4).

Directors must meet any qualification requirements set by Kentucky law or local ordinance (for example, residency or political party affiliation, if applicable). A Director may be removed for cause (such as inefficiency, neglect of duty, malfeasance, or conflict of interest) by the appointing authority (the Mayor), according to the procedures established by state law. In any such case, the Mayor must provide a written statement of the reasons for removal, and the removed Director has the right to appeal the decision in Jefferson Circuit Court, as provided by law.

Any vacancy on the Board (due to expiration of term, resignation, removal, death, or any other reason) shall be filled by the Mayor's appointment of a new member for the unexpired portion of the term, following the same process used for regular appointments.

Section 2.3: Regular Meetings

The Board shall hold Regular Meetings at times and places that are convenient for the public to attend, in compliance with the Kentucky Open Meetings Act, KRS 61.800, et seq. By resolution, the Board shall adopt an annual schedule of its Regular Meetings (including the date, time, and location of each meeting). This schedule shall be made available to the public as required by law. Regular Meetings will typically be held at the Authority's Principal Office unless the Board designates a different location in the meeting schedule.

Once the Board has established a schedule of Regular Meetings by resolution, no further notice to the Directors or public is required for each such meeting beyond the distribution or posting of the adopted schedule. Neither the business to be transacted, nor the purpose of a Regular Meeting need be specified in advance, unless otherwise required by law or these Bylaws. However, in practice an agenda will usually be

prepared to guide the meeting. All Regular Meetings shall be open to the public, except as allowed by the limited exceptions of the Open Meetings Act (for example, lawful closed sessions).

Section 2.4: Special Meetings

Special Meetings of the Board may be called when needed to address Authority business that cannot wait until the next Regular Meeting. A Special Meeting may be called by the Board's Chair (see Article III regarding officer roles) or by a majority of the Directors.

For any Special Meeting, notice shall be given to all Directors at least 24 hours in advance (or as soon as reasonably possible in an emergency). The notice shall state the date, time, and place of the Special Meeting and include an agenda listing the specific business to be discussed. Notice should be delivered to each Director personally by mail, e-mail, or facsimile to the Director's address on file. Notice is effective once it is delivered to the address or contact point provided to the Director.

In addition to notifying Directors, the Authority shall provide public notice of Special Meetings as required by the Open Meetings Act. This includes posting notice of the meeting and agenda in a conspicuous place and notifying media organizations that have requested such notice, at least 24 hours before the meeting. Only the items listed on the agenda in the Special Meeting notice may be discussed or acted upon during that meeting, in accordance with state law.

Section 2.5: Participation and Teleconferencing

Directors may participate in meetings via video teleconference as permitted by Kentucky law. A "video teleconference" means a meeting occurring with Directors in two or more locations connected by video and audio technology, allowing all participants to see and hear each other simultaneously. The Authority will ensure that any meeting held by video teleconference complies with the Open Meetings Act requirements for such meetings. In particular:

- **Notice of Video Meetings:** If a Board meeting will be conducted by video teleconference (in whole or in part), the meeting notice shall clearly state that the meeting will be a video teleconference. The notice must provide specific information on how the public and media can view or attend the meeting electronically (e.g., a weblink or access code). This information will be included in both the Regular Meeting schedule (if applicable) and any Special Meeting notice.
- **Physical Location:** The Authority may choose to conduct a video meeting with no physical anchor location (meaning no two members are in the same place). In that case, the Authority is not required to provide a central physical location for the public to attend. However, if two or more Directors will be participating from the same physical location, then the notice for the video teleconference must designate that location as the primary meeting site. At the primary site, all members present there should be audible and visible to the public, and the public shall be allowed to attend at that site. The notice will precisely identify this primary location (including address) where the public may go to view the video meeting in real time. If the Authority does opt to provide a physical location for a fully virtual meeting (even if not required), it will similarly identify a public location. All video conference locations (including any Director's remote location) must comply with state and local law, ensuring that the public's right to hear and observe the meeting is protected.
- **Conduct of Video Meetings:** During a video teleconference, all participating Board members shall remain visible and audible on camera (to the extent possible) so that other members and the public can follow the proceedings. Quorum and voting requirements for a video meeting are the same as for an in-person meeting. The meeting will be conducted in such a way that the discussion and voting are clear to all participants and observers.

- **Technical Difficulties:** If a video or audio feed to the meeting is interrupted or lost for any reason, the meeting shall be immediately suspended until the issue is resolved and the broadcast is restored. This ensures that no part of the meeting continues without the ability for all members and the public to see and hear it. The Chair (or presiding officer) will announce the pause and resume the meeting once full communication is reestablished.

These provisions are intended to conform to state and local laws governing open meetings via teleconference and shall be interpreted consistent with any amendments to those laws. The Authority will also follow any additional guidance or regulations about remote meetings to maintain transparency and public access.

Section 2.6: Quorum

Under state law, the Board has six (6) members with four (4) members present or participating by video teleconference to conduct official business constituting a quorum.

No official action can be taken in the absence of a quorum, except to adjourn the meeting to a later date or take measures to obtain a quorum (such as contacting absent members). If a quorum is not present, those present may reschedule or recess the meeting until a quorum can assemble.

Section 2.7: Voting and Manner of Acting

Each Director has one vote on matters before the Board. Official action of the Board requires a vote and will customarily be taken by voice vote or roll call vote, recorded in the minutes. Unless a greater number is required by law or by these Bylaws, the act of a majority of Directors present at or participating by video teleconference in a meeting at which a quorum is present shall be the act of the Board. In other words, if a quorum is in attendance, a simple majority of those voting in favor of a proposal will adopt it.

Certain significant actions (such as amending these Bylaws, see Article VII) may require a majority of the entire Board or other supermajority as specified. In all cases, voting will be conducted in compliance with any applicable Kentucky laws. Proxy voting (voting by someone on behalf of an absent Director) is not permitted. However, Directors participating via video teleconference as allowed in Section 2.5 may vote as if physically present.

The Board may make decisions by consensus on minor or administrative matters, but any Director may request a formal vote to ensure the decision is clearly recorded. The results of each vote (including who made motions and seconds) should be recorded in the meeting minutes.

Section 2.8: Committees

The Board may create an Executive Committee with powers, duties, and responsibilities as defined by the Board. An Executive Committee shall be comprised of the Board Chair and Board Vice Chair, along with such other Board members as the Board shall designate.

The Board may create such other standing or special committees as it deems necessary and proper. Those standing or special committees exist to perform the functions set forth in their respective written charges, which may be amended from time to time. They shall be advisory in nature and shall report to the Board or to the Executive Committee and shall not be authorized to take any independent action except in such advisory capacity. The standing or special committees need not adhere to formal parliamentary procedure when such practice is not helpful or practical.

The composition and terms of standing and special Board committees shall be established in each committee's charge. A quorum for any of the Board's committees shall be a majority of its members.

Committees shall produce written minutes or meeting summaries to 1) document actions the Executive Committee has the authority to take, or recommendations or findings it makes or 2) recommendations and findings made by any other standing or special committee.

Section 2.9: Compensation and Reimbursement

Members of the Board of Directors serve without compensation. Directors are not paid a salary or stipend for their services on the Board. However, Directors shall be reimbursed for any actual and necessary expenses they incur in the conduct of the Authority's affairs. For example, if a Director must travel on Authority business or purchase materials for a Board-approved task, the Director is entitled to repayment of those reasonable expenses. All expense reimbursements are subject to any guidelines or limits adopted by the Board and must be properly documented with receipts.

Article III: Officers

Section 3.1: Officers and Duties

The Authority's Board of Directors shall elect or appoint the following officers to conduct the organizational and administrative functions:

- **Chair of the Board:** The Chair is a Director elected to lead the Board. The Chair presides at all Board meetings and has the usual powers and duties associated with a chairperson, including the authority to call special meetings (see Section 2.4) and to ensure that resolutions and policies adopted by the Board are implemented. The Chair acts as the primary spokesperson for the Board in official matters and signs official documents on behalf of the Authority as authorized by the Board.
- **Vice Chair of the Board:** The Vice Chair is a Director elected to serve in the absence or incapacity of the Chair. If the Chair is unavailable or abstains due to conflict of interest, the Vice Chair will preside at meetings and perform the Chair's duties. The Vice Chair also assists the Chair and undertakes other duties as assigned by the Board. In the event the Chair's position becomes vacant, the Vice Chair shall assume the Chair's responsibilities until a new Chair is elected by the Board.
- **Executive Director/President:** The Executive Director (ED) is the chief executive officer responsible for day-to-day management of the Authority's operations. This individual (who may also be given the title President of the Authority) is not required to be a member of the Board. Under state law, the Executive Director of the Louisville-Jefferson County Riverport Authority is appointed by the Mayor of Louisville Metro and serves at the Mayor's pleasure. While the Mayor appoints the Executive Director, the Board sets his or her compensation and benefits. The Executive Director's duties are set forth in Section 3.5.
- **Secretary/Treasurer:** The Secretary/Treasurer is an officer responsible for both the record-keeping and financial oversight functions of the Authority. The Board may decide to split this into two separate offices—Secretary and Treasurer—but typically it is combined. The Secretary/Treasurer's duties are set forth in Section 3.7. The Secretary/Treasurer must be bonded (an official fidelity bond) in an amount determined by the Board, to protect the Authority against misuse of funds.
- **Additional Officers:** The Board may create and fill other officer positions if deemed necessary for the efficient operation of the Authority. For example, the Board could elect or appoint one or more Vice Presidents, an Assistant Secretary, an Assistant Treasurer, a General Counsel, or other officers to manage specific duties. The Vice President (if the Board appoints one) would assist the

Executive Director and could act in that capacity if the Executive Director is absent or unable to act, subject to Board direction. Any assistant officers (such as an Assistant Treasurer) would perform duties assigned by the primary officer or by the Board. The creation of new officer positions and the definition of their roles require a Board resolution. One person may hold two or more offices simultaneously, if the Board so decides, except that the roles of Chair and Vice Chair must be held by different individuals and any other combinations prohibited by law should be avoided. In general, combining offices should only occur if it will not create a conflict of interest and if one person can effectively perform the duties.

All officers shall exercise the authority and perform the duties customarily incident to their office, except as otherwise specified by the Board or these Bylaws. Officers must act in good faith and in the best interests of the Authority and may rely on the Authority's staff, counsel, and consultants to fulfill their responsibilities.

Section 3.2: Election and Term of Office

The Board of Directors shall elect the Authority's officers annually from among eligible individuals. The election of officers (except for the Executive Director, who is appointed by the Mayor) will typically occur at the first Board meeting of each fiscal year. If the Board's Regular Meeting schedule specifies an "Annual Meeting," the officer elections should be held at that meeting.

Each elected officer serves a term of one (1) year, or until the next annual election of officers, whichever comes first. Officers are not term-limited by the Bylaws; they may be re-elected for successive one-year terms if the Board so chooses and the individual is willing to serve. The election shall be by majority vote of the Directors present, provided there is a quorum. It is advisable to elect the Chair first, then Vice Chair, then Secretary/Treasurer, followed by any additional officers. Newly elected officers assume their duties immediately upon election unless the Board sets a different effective date for the transition.

If for any reason the Board does not hold its officer elections at the designated Annual Meeting, it should do so as soon thereafter as practical. The existing officers will continue in their roles until the new officers are elected (subject to any resignation or removal). The Board may also hold elections to fill officer positions that become vacant during the year, as described in Section 3.4.

Section 3.3: Removal of Officers

Any officer elected or appointed by the Board (except the Executive Director, who is subject to removal only by the Mayor) may be removed from their officer position by the Board at any time, if the Board determines that such removal is in the best interests of the Authority. Removal of an officer requires a majority vote of the entire Board of Directors to ensure that at least a majority of all Directors agree to the change in leadership.

Removal from an officer position does not necessarily mean removal from the Board itself. A Director who is removed as an officer (e.g., as Chair or Secretary/Treasurer) remains a member of the Board unless separately removed as a Director by the Mayor. Likewise, removal from an officer role is without prejudice to any contract rights the officer may have with the Authority. For example, if the Authority has an employment agreement with an Executive Director or has agreed to pay a stipend to a Secretary/Treasurer, those agreements should be honored or terminated according to their terms. However, typically Board-elected officers are not under separate contracts and serve at the pleasure of the Board.

The Board should record the reason for any officer's removal in the meeting minutes (such as inactivity, misconduct, or a change in organizational needs) to maintain transparency. After removal of an officer, the Board may proceed to elect a replacement to fill the unexpired term (see Section 3.4).

Section 3.4: Vacancies in Offices

A vacancy in any office may occur due to an officer's death, resignation, removal, disqualification, or other inability to serve. If an officer (other than the Executive Director) resigns, he or she should provide written notice to the Board, and the resignation is effective upon receipt or at the time specified in the notice. The Board should acknowledge the resignation in the minutes.

When a vacancy occurs in any elected office, the Board shall fill the vacancy as soon as reasonably possible. An election to fill an unexpired term can be held at a Regular or Special Board Meeting. The new officer elected in this manner will serve for the remainder of the original term of that office (until the next annual officer election) and will have the same powers and duties as the predecessor. For example, if the Secretary/Treasurer steps down mid-year, the Board can elect a new Secretary-Treasurer to serve for the remainder of that year.

If the Executive Director position becomes vacant, the vacancy will be filled through appointment by the Mayor, as stipulated under state law. In the interim, the Board may designate an acting or interim Executive Director (such as a senior staff member or even a Board member) to manage executive duties until the Mayor appoints a new Executive Director.

The Board's Chair (or Vice Chair, if the Chair position is vacant) shall ensure that all Directors are notified of officer vacancies and that elections to fill those vacancies are placed on the agenda in a timely manner.

Section 3.5: Executive Director

The Executive Director is the chief executive of the Authority, charged with the overall supervision and control of the Authority's day-to-day business and affairs, subject to oversight by the Board of Directors. This officer's specific responsibilities include, but are not limited to, the following:

- **General Supervision:** The Executive Director manages all programs, operations, and activities of the Authority in accordance with the policies and directives approved by the Board. He or she coordinates the development of the riverport, industrial parks, and other business activities, as well as maintenance of facilities, and expansion projects, aligning them with the Authority's mission and the purposes set forth under state law. He or she also coordinates the work of FTZ 29 as discussed in Article VI.
- **Implementing Board Decisions:** The Executive Director ensures that resolutions, orders, and policies adopted by the Board are executed and conducted. Between Board meetings, the Executive Director has the authority to make operational decisions and sign necessary documents, if those actions are within the scope of authority granted by the Board and budget.
- **Financial Management:** Although the Secretary/Treasurer manages record-keeping, the Executive Director is responsible for the overall financial health of the Authority. He or she prepares annual budgets for the Board's consideration, oversees expenditure of funds, seeks out funding sources such as grants or bonds (with Board authorization), and generally conducts the financial affairs in a prudent manner. The Board shall adopt an annual budget for each upcoming fiscal year, so that it is in place by June 30. The budget will outline expected revenues and planned expenditures from July through June. During the fiscal year, the Board may amend the budget as necessary to address material changes in revenues or expenses but should always maintain an appropriate and lawful financial plan. The Board may also authorize the Executive Director to sign financial instruments such as checks or contracts (co-signing if required with the Treasurer or Chair for added security, per Article IV). Large or unusual financial transactions should always have explicit Board approval as defined in the Authority's Board-approved policies.

- **Contracts and Agreements:** The Executive Director may negotiate and sign contracts, leases, and other agreements on behalf of the Authority, provided the Board has authorized such contracts or agreements or they are within thresholds pre-approved by Board policy. This includes contracts for use of the port facilities, service agreements, and employment contracts for staff. All contracts must comply with the requirement that they do not hamper public use of the riverport (see Article IV). The Executive Director also ensures the Authority complies with any government regulations or reporting requirements tied to contracts (for example, grants or loans).
- **Representation and Liaison:** The Executive Director represents the Authority in dealings with government agencies, other port authorities, customers, and the general public. He or she may attend meetings of the Louisville Metro Council or state committees as needed to report on the Authority's activities, pursue funding, or coordinate economic development efforts. These duties may be delegated by the Executive Director to other staff members, as appropriate.
- **Staff Management:** The Executive Director hires, terminates, and supervises all employees, agents, consultants, or contractors of the Authority, within the staffing plan and budget approved by the Board. This includes defining job duties, setting salaries (within budget), and overseeing staff performance. Key hires may be made in consultation with the Board, but day-to-day personnel decisions rest with the Executive Director. The Executive Director is also responsible for ensuring a safe work environment and compliance with employment laws.
- **Reporting to the Board:** At each Regular Board meeting (and as otherwise requested), the Executive Director should provide a report summarizing recent activities, project status updates, financial results, and any issues requiring Board attention. The Executive Director should promptly inform the Board Chair of any significant or emergency situations affecting the Authority (such as major accidents, legal disputes, or economic opportunities) between meetings.
- **Authority to Sign Documents:** The Executive Director has authority to sign, on behalf of the Authority, all routine documents and instruments that the Board has authorized or which fall within the Executive Director's scope of authority. This can include executing deeds, leases, permits, bonds, checks, and other documents necessary to effectuate the Board's decisions. However, if the Board or these Bylaws delegate a specific signing duty to another officer (for example, checks might require the Treasurer's signature as per Section 4.3), or if law requires another signature, those provisions take precedence. The Executive Director may not sign any document that legally binds the Authority without proper authorization.

In performing these duties, the Executive Director shall act consistently with the policies of the Board and the requirements of applicable law. The Board will evaluate the Executive Director's performance at least once annually and communicate any changes in direction or expectations. Because the Executive Director serves "at the pleasure of the Mayor," the Mayor of Louisville Metro Government retains the power to remove or replace the Executive Director. Nevertheless, the Executive Director is expected to work closely with the Board as its executive officer.

If the Board has also conferred the title of President on the Executive Director, then any reference in these Bylaws or other documents to the "President" of the Authority refers to the Executive Director. The use of the term President is to align with traditional corporate nomenclature in contracts and official acts, but it does not imply a separate position. The roles are one and the same.

Section 3.6: Vice Presidents (if any)

The Board may appoint one or more Vice President officers if it determines that the size and complexity of the Authority's operations warrant it. A Vice President would typically be a member of senior management and would assist the Executive Director in specified areas of administration.

If the Board chooses to have a Vice President, it should define the scope of that officer's duties at the time of appointment. A Vice President may oversee particular departments or functions (such as port operations, finance, business development) and report to the Executive Director.

In the event of the absence or temporary inability of the Executive Director to act (for instance, due to illness, travel, or vacancy in the position), the Board may authorize a Vice President to perform the Executive Director's duties on an interim basis. If there are multiple Vice Presidents, the Board should designate an order of succession or specify which Vice President handles which responsibility. When acting in the stead of the Executive Director, a Vice President has the same authority to make decisions and sign documents, subject to proper documentation under Section 4.3, as the Executive Director would under these Bylaws but remains subject to the Board's oversight and any limitations the Board imposes.

Apart from filling in for the Executive Director, any Vice President shall perform such other duties as the Board or the Executive Director may assign from time to time. Vice Presidents do not have an independent policymaking role separate from the Executive Director; they operate within the framework set by the Executive Director and Board.

If no Vice Presidents are appointed, Section 3.6 does not apply. The powers and duties of any Vice President may also be exercised by the Executive Director directly or delegated to other staff or officers as needed.

Section 3.7: Secretary/Treasurer

The Secretary/Treasurer serves as the chief recording officer and financial officer of the Authority (unless these roles are separated by the Board). This is a critical position ensuring both transparency of Board actions and the sound financial management of the Authority. The duties of the Secretary-Treasurer are:

- **Meeting Minutes:** The Secretary portion of the role requires keeping full and accurate minutes of all meetings of the Board of Directors and its committees. Minutes should record the date, time, and place of the meeting, the names of those present or absent, the proceedings held, motions made and seconded, the results of votes, and any other relevant discussions or decisions. After each meeting, the Secretary prepares the draft minutes and, after review, ensures they are presented for approval by the Board or committee at a subsequent meeting. Once approved, the Secretary signs the minutes or otherwise attests to their accuracy and maintains them in the official minute book or digital archive.
- **Official Records:** The Secretary is the custodian of the Authority's official records. This includes the Bylaws, resolutions, and motions passed by the Board, contracts and agreements, important correspondence, and any seal or logo the Authority adopts. The Secretary ensures that required filings, such as annual reports to state agencies (e.g., compliance reports for special districts), are completed on time. The Secretary also manages legal notices and correspondence addressed to the Board, bringing such communications to the Board's or Executive Director's attention as appropriate.
- **Financial Oversight:** The Treasurer aspect of the role involves overseeing all financial transactions and accounts of the Authority. The Secretary/Treasurer maintains, supervises, and safeguards the complete books of account, showing in detail all money received and all money spent by the

Authority, including receipts for all expenditures. These accounting records should follow generally accepted accounting principles for governmental entities, including tracking of funds by source and by usage.

- **Receipts and Deposits:** The Secretary/Treasurer ensures that all the Authority's funds are promptly received and deposited. All monies received should be deposited into the proper Authority bank accounts. The Board will have designated official depositories (banks or other financial institutions) for Authority funds; the Treasurer makes sure funds are deposited in those accounts. Funds not needed for immediate use may be invested in a lawful manner as directed by the Board, in conformity with state law and any Investment Policy adopted by the Board.

- **Disbursements:** The Secretary/Treasurer is responsible for disbursing funds to pay the obligations of the Authority. This means preparing or supervising the preparation of checks, drafts, or electronic payments for expenses, such as vendor invoices, payroll, and debt service. Per Article IV, Section 4.3, all such payment orders must be signed or authorized by designated persons. The Treasurer checks that each expenditure is authorized (by the budget or specific Board action) and retains duplicate vouchers or documentation for each disbursement. These could be invoices, receipts, or contract payment schedules, which are filed systematically. In practice, actual check signing may be done by the Treasurer or another authorized person as per Section 4.3, but the Treasurer oversees the process

- **Financial Reporting:** At the request of the Board (which is typically at every Regular Meeting, or at least quarterly), the Secretary/Treasurer presents a financial report. This report may include statements of current revenues and expenditures, comparisons to the budget, account balances, and any notable financial trends. Additionally, the Treasurer assists in the preparation of annual financial statements and coordinates with any outside auditors. If an independent audit or examination is conducted (for example, by state auditors or as required under state law since the Authority is a special purpose governmental entity), the Treasurer provides the necessary books and records to the auditors. Additionally, the Secretary/Treasurer shall provide any reports or financial information in compliance with financial governing bodies.

- **Audit:** At the end of each fiscal year, the Authority's financial books shall be closed and audited as required by law. The Authority will prepare an annual financial statement and any reports required by the Kentucky Department for Local Government or other entities specified under state law at the close of the fiscal year. The Secretary/Treasurer shall work with 1) the Executive Director to recommend an independent auditor for the Board's consideration and 2) the firm selected by the Board to conduct the audit. Additionally, the Secretary/Treasurer will file the audit report eventually accepted by the Board with the Kentucky Department for Local Government, along with any other appropriate government entities.

- **Public Inspection:** Kentucky law requires that the Authority's financial records be open for inspection by the creating governmental body (Louisville Metro Government) and by the public under the Open Records Act, unless an exception applies. The Secretary/Treasurer facilitates such transparency. Upon request, and in accordance with applicable open records procedures, the Treasurer will make non-confidential financial records available for review.

- **Annual Report:** As noted, the Secretary/Treasurer must send an annual report on the Authority's activities to Louisville Metro Government. This report, customarily submitted after the close of each fiscal year, recaps the year's major projects, financial outcomes, and any other pertinent information. It may be delivered to the Mayor and Metro Council.

The Board may choose to appoint an Assistant Secretary or Assistant Treasurer to help with these tasks, especially if the workload is significant. Such assistants act under the direction of the Secretary-Treasurer. For instance, an Assistant Secretary could take minutes if the Secretary is absent, or an Assistant Treasurer could manage accounting entries under supervision. If the Authority has a staff Finance Officer or hires an external accountant, certain bookkeeping duties may be delegated to such personnel, but the Secretary/Treasurer remains responsible for oversight and for certifying official records and reports.

By policy, the Authority may also require that checks above a certain dollar amount have dual signatures (e.g., the Treasurer and the Chair), and that the Treasurer be bonded (as mentioned in Section 3.1). All these measures ensure strong financial governance and integrity.

Article IV: Contracts, Loans, Checks, and Deposits

Section 4.1: Contracts and Use of Facilities

The Authority may enter into contracts or agreements with any person, firm, corporation, government agency, or other entity for the use of the riverport and its facilities, including an industrial park. This includes, for example, leases of warehouse space, operating agreements with terminal operators, rental of equipment, or contracts granting certain rights to private companies to load or unload cargo at the port. The Board must approve such contracts (unless the Board delegates authority for certain routine agreements to the Executive Director) and they must comply with state and local law.

Importantly, no contract shall prevent, restrict, or hamper the general use of the riverport by the public. This means the Authority cannot sign an agreement that gives a private party exclusive control over the port to the detriment of other potential users or otherwise shuts out the public or other businesses from reasonable access, except as allowed by law. The riverport is considered a public facility intended to benefit the community and region, so contracts must preserve its availability. For instance, if the Authority contracts with a company to run port operations, that contract should include provisions that ensure other users can still access the port under fair conditions (such as provisions in state law regarding general public use).

The Board of Directors should establish policies on contracting, such as requiring competitive bidding for certain expenditures or leases, in accordance with relevant procurement standards for public entities. The Executive Director may negotiate contracts, but final approval should be given by the Board unless specifically delegated. All executed contracts should be kept on file by the Secretary and monitored by the Executive Director to ensure both parties fulfill their obligations.

The Authority is also empowered by state law to fix and charge reasonable rates or fees for the use of its facilities. Any schedule of rates (tariffs) or changes to fees should be adopted by Board resolution and made publicly available. Contractual agreements for facility usage should be consistent with any such approved rate schedules, unless the Board explicitly approves a special arrangement (for example, a volume discount for a major user, if permitted by law).

Lastly, any revenues from contracts for use of the facilities should be applied to the maintenance, operation, or improvement of the riverport and its facilities, as required by law (see KRS 65.610(2), which implies using such funds for maintenance costs.

Section 4.2: Loans and Indebtedness

The Authority is authorized to borrow money to fund its operations and projects, in accordance with state law and any applicable bond ordinances or resolutions. The Board of Directors may decide to incur

indebtedness for purposes such as constructing new facilities, purchasing equipment, or bridging timing gaps in revenue (e.g., awaiting grant funds or tax distributions).

The Authority may borrow from a variety of sources, including banks, government loan programs, or by issuing bonds or notes. It may borrow on its own credit in anticipation of revenues to be received from taxes, appropriations, or other income. For example, if the Authority expects to receive funds from a grant or a dedicated portion of local taxes, it can take a short-term loan anticipating that income. For such purposes, the Authority may pledge the anticipated taxes, appropriations, or income as collateral. This is often done through a resolution that pledges specific revenue streams to repay a loan, ensuring lenders of repayment.

Additionally, the Authority may pledge its assets as security for repayment of loans. Assets could include real property (land or buildings at the port), personal property (equipment, vehicles), or other holdings of the Authority. However, any pledge of significant Authority assets typically requires careful consideration and compliance with statutory procedures (for instance, issuing a mortgage on Authority land might require public notice or government approval).

Examples of indebtedness the Authority might undertake include:

- **Revenue Bonds or Notes:** These are bonds issued by the Authority where the repayment comes from specific revenues of the Authority (such as lease fees or port charges) rather than general tax money. The Authority can issue bonds if authorized by state law and local ordinance, often for large capital projects.
- **General Obligation Support:** In certain cases, the Metro Government might assist the Authority by issuing bonds or by lending credit, but that would be external to the Authority.
- **Bank Lines of Credit:** The Authority could arrange a line of credit for operating cash flow, secured by upcoming revenue.
- **State Loans:** The Authority might participate in state infrastructure loan programs or federal loans (such as through the Transportation Cabinet or the Economic Development Cabinet).

The Board of Directors must approve all borrowing by resolution, specifying the amount, terms, interest rate, and source of repayment. The resolution should also authorize specific officers (usually the Chair or the Executive Director, and the Secretary/Treasurer) to execute the loan documents. The Authority will not exceed any debt limits set by law or prudent financial management and will comply with state and local law regarding local government debt.

It is understood that any use of taxes or public appropriations to secure a loan would involve coordination with Louisville Metro Government, as those funds may flow through the Metro Government's budget.

Section 4.3: Checks, Drafts, and Financial Orders

All checks, drafts, or other orders for the payment of money, as well as all notes or other evidence of indebtedness issued in the name of the Authority, shall be signed or authorized by the proper officer(s) designated by the Board. The Board shall adopt a resolution specifying which officers or employees have signing authority on the Authority's bank accounts and for which amounts. Typically:

- Routine operating checks (such as budgeted expenses, payroll, and utility bills) might be signed by the Secretary/Treasurer or Executive Director alone up to a certain dollar limit.
- Larger disbursements may require dual signatures, for example, the Treasurer and the Chair, or the Executive Director and one Board member, to ensure oversight.

- Notes or other debt instruments would usually be signed by the Chair and attested by the Secretary, unless otherwise directed.

The Board's resolution will outline these parameters and may be updated as needed (for instance, when officers change or banking arrangements change). The Authority will notify its depository institutions of the authorized signatories and provide specimen signatures as required.

No payment shall be issued unless it is for a purpose that has been approved by the Board through the adopted budget or a specific motion/resolution. In emergency or time-sensitive situations, the Executive Director may authorize a disbursement that is not explicitly in the budget, but the Board should ratify such expenditure at its next meeting.

The Secretary/Treasurer shall keep track of all issued checks and financial instruments. For transparency, a register of checks issued (including date, payee, amount, and purpose) should be maintained and available for Board review. The Board may also require periodic reports of all expenditures. Any voided or canceled checks will be accounted for and filed.

For electronic fund transfers (EFTs) or automated payments, similar controls will be in place. The Board's financial policies may specify how electronic payments are authorized (for example, requiring the same approvals as paper checks, with documentation kept).

By having these controls, the Authority ensures that all disbursements are legitimate and supported by proper documentation and approval, protecting the public funds entrusted to it.

Section 4.4: Deposits and Investments

All funds of the Authority shall be deposited promptly to the credit of the Louisville-Jefferson County Riverport Authority in such banks, trust companies, or other depositories as the Board of Directors may select. The Board will designate one or more official depositories (financial institutions) through resolution, taking into account security, convenience, and any legal requirements. The Secretary/ Treasurer and Executive Director are responsible for ensuring that all receipts (cash, checks, electronic payments) are deposited intact and without delay.

The Authority's funds should be segregated as necessary to comply with any restrictions on their use, such as grant funds or bond proceeds earmarked for specific projects.

The Board may authorize the investment of funds that are not immediately needed for operations, in accordance with state law governing investments of public funds. Permissible investments may include U.S. Treasury obligations, insured certificates of deposit, Kentucky's local government investment pool, or other conservative instruments allowed by state law or authorized under the provisions of any Investment Policy adopted by the Board. The goals of the Investment Policy shall be preservation of principal, liquidity to meet obligations, and reasonable yield. Any investment actions will be reported to the Board and recorded by the Treasurer. Additional clarity concerning investments of funds shall be contained in any Investment Policy adopted by the Board.

Interest earned on deposits and investments will be credited to the appropriate fund of the Authority. For example, interest on bond proceeds might be required to go to the project fund or to pay interest on the bonds, depending on bond covenants. The Treasurer will track such earnings accordingly.

Article V: Fiscal Year

Section 5.1: Fiscal Year

The fiscal year of the Louisville-Jefferson County Riverport Authority shall begin on the 1st day of July and end on the 30th day of June of the following year. This July 1–June 30 fiscal year may also be referred to as the budget year or operating year for the Authority. The selection of this fiscal year conforms to the standard fiscal year for Kentucky local government entities, facilitating budgeting and financial reporting in line with Louisville Metro Government and state requirements.

If the Authority were ever to change its fiscal year (for example, to match the calendar year), these Bylaws would need to be amended accordingly. In the absence of such change, all financial reporting, budgeting, and terms of office that are tied to the "fiscal year" shall adhere to the July-June definition.

Article VI: Governance and Administration of Foreign-Trade Zone 29

Section 6.1: Purpose and Authority

The Louisville-Jefferson County Riverport Authority is the federally recognized Grantee of U.S. Foreign-Trade Zone 29 ("FTZ 29") under the Foreign-Trade Zones Act of 1934, as amended, 19 U.S.C. §§ 81a–81u ("FTZ Act"), the Grant of Authority issued by the U.S. Foreign-Trade Zones Board, the regulations of the U.S. Foreign-Trade Zones Board, and other applicable federal, state, and local laws and regulations.

The Authority's Board of Directors retains ultimate governance and oversight responsibility for LRA in its capacity as Grantee, including final authority over matters reserved to the LRA Board under applicable law, the Grant of Authority, or these Bylaws. The LRA Board's day-to-day role shall be one of policy direction, fiduciary oversight, and regulatory accountability.

Section 6.2: FTZ 29 Board Governance and Oversight

To assist the Authority in carrying out its responsibilities as Grantee, the LRA Board hereby establishes the FTZ 29 Board as a subordinate governing body of the Authority. The FTZ 29 Board acts on behalf of the Authority in providing governance and oversight for the administration, operation, and maintenance of FTZ 29, consistent with the Authority's responsibilities as Grantee to expedite and encourage foreign commerce and ensure compliance with applicable federal, state, and local laws.

The FTZ 29 Board is not a separate Grantee and shall not be construed as holding, possessing, or succeeding the Authority's Grant of Authority. The FTZ 29 Board shall act solely on behalf of and under authority delegated by the Louisville-Jefferson County Riverport Authority. Nothing in this Section shall be construed as transferring, assigning, or diminishing LRA's status, authority, duties, or responsibilities as Grantee of FTZ 29.

The FTZ 29 Board shall exercise such policy-level governance, oversight, approval, and reporting responsibilities as are assigned to it by these Bylaws, the LRA Board, or applicable law. All authority not expressly delegated to the FTZ 29 Board shall remain with the Louisville-Jefferson County Riverport Authority and its Board of Directors.

The FTZ 29 Board shall provide policy-level governance and oversight of FTZ 29, including:

1. Ensuring that LRA fulfills its obligations and responsibilities as Grantee of FTZ 29.
2. Establishing or approving policies necessary for the governance and administration of FTZ 29.

3. Approving applications, agreements, actions, or other matters for which formal Board action is expressly required by applicable law, federal regulation, the Grant of Authority, guidance issued by the U.S. Foreign-Trade Zones Board or U.S. Customs and Border Protection, these Bylaws, or Board policy.
4. Approving the establishment or material modification of FTZ 29 zone schedule, user fees, and service charges.
5. Approving material contractual or financial obligations that exceed the authority otherwise delegated to staff.
6. Receiving reports, no less than semi-annually, or more frequently as determined by the FTZ 29 Board, regarding FTZ 29 operations, compliance, performance, operator activity, and other matters determined appropriate by the Board.

Section 6.3: Board Composition, Terms, and Officers

The FTZ 29 Board shall consist of the same individuals who hold office as Directors of the Authority. Each Director's term on the FTZ 29 Board shall coincide with that Director's term on the Authority's Board of Directors. Any vacancy on the Authority's Board shall simultaneously create a vacancy on the FTZ 29 Board to be filled in accordance with Article III of these Bylaws.

The officers of the Authority shall serve as officers of the FTZ 29 Board. Officers shall perform the duties prescribed in Article IV of these Bylaws, as applicable to FTZ governance, and any additional duties pertaining to zone administration.

Each person who is appointed as a Director of the Authority shall, within ninety (90) days of assuming office, receive an orientation on the Authority's responsibilities as Grantee of FTZ 29, including obligations imposed by the FTZ Act, the Grant of Authority, and applicable federal regulations. Such orientation shall be arranged by the Administrator and documented in Board records. Written orientation materials shall be maintained at the Authority's principal office and provided to each incoming Director.

Section 6.4: Meetings and Voting

The FTZ 29 Board's Regular and Special Meetings shall comply with the provisions of Article II in these Bylaws; provided, however, the FTZ 29 Board shall not be required to meet as often or on the same schedule as the Authority's Board does for its Regular Meetings. FTZ 29 Board meetings are subject to Kentucky's Open Meetings Act.

A majority of the members of the FTZ 29 Board shall constitute a quorum for the transaction of business. Each member is entitled to one vote. All actions of the FTZ 29 Board require the affirmative vote of a majority of the members present, except as otherwise required by law or these Bylaws.

The FTZ 29 Board shall maintain minutes of all meetings, resolutions, agreements, and reports required by federal regulations and Kentucky's Open Records laws. Minutes of FTZ 29 Board meetings shall identify the legal or regulatory authority under which each formal Board action is taken.

Records shall be kept at the Authority's principal office and made available for inspection by U.S. Customs and Border Protection, the U.S. Foreign-Trade Zones Board, and other authorized parties under Kentucky's Open Records Act.

Section 6.5: Conflicts of Interest and Ethics

FTZ 29 Board members and officers shall comply with the Authority's Code of Business Practices and Ethics. Any transaction involving a potential conflict shall be disclosed and addressed in accordance with that Policy. No member shall participate in FTZ operations as an operator or user in a manner that compromises their impartiality. The Authority's conflict of interest policies shall apply equally to the Administrator (as defined in Section 6.6. below) and any Authority staff exercising delegated authority under Section 6.6 of these Bylaws. Further, Board members and the Administrator affirm that they will not be involved in the day-to-day operations of any FTZ zone operators in their role as a FTZ Grantee Board member.

Section 6.6: Delegation of Administrative Authority

The responsibility and authority for the day-to-day administration and operation of FTZ 29 are delegated to the Authority's Executive Director, or to such other staff member as the Authority's Board may designate to serve as FTZ Administrator ("Administrator"), except for matters expressly reserved to the LRA Board or the FTZ 29 Board by applicable law, federal regulation, the Grant of Authority, these Bylaws, or formal Board action.

The Authority's Board shall designate the Administrator by formal resolution, specifying the individual's name and title. Any change in the Administrator position shall be similarly documented.

The Administrator is authorized to take all routine and administrative actions reasonably necessary to administer FTZ 29 and fulfill LRA's responsibilities as Grantee, consistent with applicable law, federal regulation, the Grant of Authority, these Bylaws, and policies adopted by the Board.

Such delegated authority includes, but is not limited to:

1. Reviewing and approving minor boundary modifications and other applications, requests, amendments, or submissions that do not expressly require formal Board action.
2. Reviewing, approving, and submitting requests for activation, deactivation, alteration, relocation, expansion, or other actions involving U.S. Customs and Border Protection.
3. Executing routine applications, concurrence letters, acknowledgments, certifications, assurances, correspondence, and other documents necessary for FTZ administration.
4. Approving any non-material amendment to the fees, charges, policies, or procedures contained therein, provided that any material modification to user fees or service charges shall require FTZ 29 Board approval under Section 6.2.
5. Administering relationships with FTZ operators, users, applicants, lessees, service providers, federal agencies, and other public or private entities.
6. Reviewing and approving operator applications, magnet site or usage-driven site applications, minor boundary modifications, and other routine requests consistent with the Alternative Site Framework and applicable FTZ procedures.
7. Ensuring compliance with reporting, recordkeeping, audit, public-utility, and other regulatory requirements applicable to LRA as Grantee.

8. Coordinating and communicating with the U.S. Foreign-Trade Zones Board, U.S. Customs and Border Protection, other governmental agencies, FTZ operators, users, applicants, and interested parties.

9. Administering Board-approved user fees and service charges.

10. Negotiating, approving, and executing operator agreements, formerly referred to by the Authority as license agreements, and related administrative documents, provided that such agreements:

    a. Are substantially consistent with a standard form previously approved by the Board or legal counsel;

    b. Apply the fees, charges, policies, and procedures established in the then-current Zone Schedule;

    c. Do not materially deviate from Board-approved terms or policies;

    d. Do not create a material financial, contractual, indemnification, liability, or other obligation beyond the authority otherwise delegated to staff; and

    e. Have received such legal review as may be required by Authority policy.

11. Assigning administrative responsibilities to other Authority staff or qualified service providers, while retaining oversight of the delegated FTZ functions.

12. Taking any other administrative action reasonably necessary to operate and administer FTZ 29 within the authority delegated by the Board.

Actions properly taken by the Administrator pursuant to this Section shall constitute actions taken on behalf of LRA in its capacity as Grantee and shall not require subsequent approval or ratification by the Board unless such approval or ratification is specifically required by applicable law, federal regulation, the Grant of Authority, these Bylaws, or Board policy.

The Administrator shall promptly notify the FTZ 29 Board Chair of any action taken or proposed by the LRA Board that may materially affect FTZ 29 operations, compliance obligations, zone boundaries, or operator relationships. The FTZ 29 Board Chair, in consultation with the Administrator and legal counsel, shall determine whether such matter requires action by the FTZ 29 Board prior to or concurrent with implementation.

The Administrator shall provide the FTZ 29 Board with a written report at each regular FTZ 29 Board meeting covering: FTZ 29 operational status; a summary of operator activities; material regulatory correspondence; significant compliance and operational developments; and matters referred for Board consideration under Section 6.7. Reports shall be presented in a manner consistent with applicable confidentiality, privilege, and records requirements.

All filings, applications, reports, and other submissions to the U.S. Foreign-Trade Zones Board, U.S. Customs and Border Protection, or any other federal authority shall be made in the name of the Louisville-Jefferson County Riverport Authority as Grantee. Actions taken by the FTZ 29 Board shall constitute actions of the Authority in its capacity as Grantee for all purposes under federal law.

Section 6.7: Matters Reserved for Board Action

The Administrator shall refer a matter to the Board when the matter:

- Expressly requires formal Board action under applicable law, federal regulation, the Grant of Authority, or these Bylaws.
- Establishes or materially changes FTZ 29 policy.
- Establishes or materially modifies user fees or service charges.
- Creates a material contractual, financial, or legal obligation outside the authority otherwise delegated to staff.
- Presents a material compliance, legal, financial, or reputational risk to LRA or FTZ 29. In assessing materiality under this Section, the Administrator shall consult with legal counsel when in doubt and shall err on the side of referring matters to the Board.
- Involves an application or action for which a formal resolution of the Grantee is required.
- Is otherwise determined by the Administrator, Board Chair, or legal counsel to warrant Board consideration.

Section 6.8: Fiscal Year

The fiscal year of Foreign-Trade Zone 29 shall be the same as that of the Authority's Board, established in Article V of these Bylaws.

Article VII: Amendments

Section 7.1: Amendments to Bylaws

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the Board of Directors at any Regular or Special Meeting, provided that the following conditions are met:

- **Quorum:** A quorum of the Board (as defined in Section 2.6) must be present at the meeting where the Bylaw change is considered. No Bylaw amendment can be approved in the absence of a quorum.
- **Notice of Proposed Amendments:** Proposed Bylaw changes shall be circulated to all Directors in advance of the meeting (for example, included in the meeting notice or agenda) so that Directors have time to review and consider them.
- **Vote Required:** An affirmative vote of a majority of the entire Board of Directors is required to adopt any Bylaw amendment. This means more than half of all seats, not just those present or participating by video teleconference. For a six (6)-member Board, at least four (4) Directors must vote in favor of the proposed amendment for it to pass, regardless of whether the meeting has four, five, or six members present. This provision ensures that a significant consensus of the Board agrees to alter the governing rules of the Authority.
- **Consistency with Law:** Any amendments must not conflict with the enabling statutes of the Authority or other applicable laws. The Board's power to amend is subject to the requirement that the Bylaws remain in conformity with state law and local ordinances. If the law changes in a way that affects these Bylaws, the Board should amend the Bylaws to reflect the new law. Conversely, a Bylaw amendment that is inconsistent with current law is void to the extent of the inconsistency, even if the Board votes for it. Legal counsel should be consulted if there is any doubt about compliance.

After adoption of an amendment, the revised Bylaws should be promptly filed with the Authority's records. The Secretary should maintain a history of Bylaw amendments, noting the dates of approval.

These Bylaws become effective immediately upon the required vote unless the Board sets a later effective date as part of the amendment resolution.

Adoption Certification: These amended and restated Bylaws of the Louisville-Jefferson County Riverport Authority were adopted by the Board of Directors on July 20, 2026 in accordance with the applicable laws of the Commonwealth of Kentucky, Louisville Metro Government, and the provisions of Article VII of the Bylaws.

David S. Waskey
Chair of the Board of Directors

Sheri Duff
Secretary-Treasurer

Reviewed for form and legality:

Amy D. Cubbage
General Counsel