

**BYLAWS OF THE SPORTS & EXHIBITION AUTHORITY
OF PITTSBURGH AND ALLEGHENY COUNTY**

ARTICLE I. - NAME, ADDRESS AND SEAL

Section 1. Name. The name of the Authority is the Sports & Exhibition Authority of Pittsburgh and Allegheny County (hereinafter referred to as the "Authority").

Section 2. Office. The principal office of the Authority shall be located within the County of Allegheny, Pennsylvania, as may be established from time to time by the Board of the Authority. The Authority shall have such other offices located at such other places within the Commonwealth of Pennsylvania as the Board may designate from time to time, and as provided by law.

Section 3. Seal. The seal of the Authority shall be in such form as the Authority's Board shall from time to time determine.

ARTICLE II. - PURPOSES AND POWERS

Section 1. Specific Purposes. The Authority is organized to carry out all purposes authorized by the "Sports and Exhibition Authority Act," 16 P.S. Section 5501-A et seq., as amended from time to time, hereinafter the "Act."

Section 2. Powers. The Board of Directors shall have, and shall exercise on behalf of the Authority, all of the powers provided by the Act, as from time to time amended, and as otherwise provided under the laws of the Commonwealth of Pennsylvania.

The Authority shall have no power at any time or in any manner to pledge the credit or taxing power of the Commonwealth or any political subdivision, nor shall any of its obligations be deemed to be obligations of the Commonwealth or of any of its political subdivisions, nor

shall the Commonwealth or any political subdivision thereof be liable for the payment of principal of or interest on such obligations, unless specifically provided for by the Commonwealth or the political subdivision.

ARTICLE III. - BOARD OF DIRECTORS

Section 1. The Board of Directors shall be appointed, hold office, and discharge their duties as prescribed by the Act and by law.

ARTICLE IV. - OFFICERS

Section 1. Officers. A Chairman, a Vice-Chairman, a Secretary, and a Treasurer shall be elected from the members of the Board of Directors. The Board of Directors may designate and appoint such other officers or assistant officers of the Authority, who may but need not be members of the Board of Directors, as the Board of Directors may from time to time deem necessary or appropriate. The Board of Directors shall appoint an Executive Director.

Section 2. Election of Officers. The officers of the Authority shall be elected by a majority vote of the members of the Board of Directors present and voting at a meeting duly called for the purpose of electing one or more officers. Each Board member shall be given at least five (5) days' notice of such election meeting, and that such election will occur at such meeting. The election of the officers shall be held at the first regularly scheduled meeting of the calendar year or at the earliest meeting thereafter during which the matter of election of officers is considered. The officers of the Authority shall serve in such office for a term of one calendar year, serving in office until a successor is elected. Members may serve successive terms as officers of the Authority.

Section 3. Vacancies. In the event that a vacancy should occur in any office of the Authority (other than a member of the Board of Directors), the Board of Directors shall elect a successor who shall fill the unexpired term of the vacant office.

Section 4. Removal. Any officer of the Authority may be removed from office by the affirmative vote of four (4) members of the Board of Directors, whenever the Board, in its judgment, shall determine that the best interests of the Authority shall be served. Such vote shall be subject to the notice provisions of Section 2. Following removal from office, such individual continues to be a member of the Board of Directors.

ARTICLE V. - DUTIES OF OFFICERS

Section 1. Chairman. The Chairman shall preside at all meetings of the Board of Directors and, subject to the direction of the Board, exercise such powers and discharge such duties and functions incident to the office of Chairman. At each meeting, the Chairman shall cause the submission of such recommendations and information as he or she may consider proper concerning the business affairs and policies of the Authority. The Chairman shall also perform such other duties as shall be prescribed by the Board of Directors, or by law.

Section 2. Vice-Chairman. In the case of the resignation or death of the Chairman, the Vice-Chairman shall perform such duties as are imposed on the Chairman, until such time as a new Chairman shall be elected. In the absence of or disability of the Chairman, the Vice-Chairman shall perform the duties and exercise the powers of the Chairman. The Vice-Chairman shall also perform such other duties as shall be prescribed by the Board of Directors.

Section 3. Secretary. The Secretary shall cause the keeping of all the minutes of all meetings of the Board of Directors and shall cause notice of all such meetings to be given as required by these Bylaws or law. He or she shall perform the duties and functions customarily

performed by the Secretary, together with such other duties as the Board of Directors may prescribe.

Section 4. Treasurer. The Treasurer shall cause full and accurate accounts of the Authority's funds to be maintained as well as accounts of all receipts and disbursements and shall cause the prompt deposit of all monies and other valuable effects in the name of and to the credit of the Authority in such depositories as may be designated by the Board of Directors. He or she shall oversee the disbursement of the funds of the Authority as may be authorized by the Board of Directors, shall cause the taking of proper vouchers for such disbursements and shall cause to be rendered an accounting of the financial condition of the Authority whenever called upon to do so. The Treasurer shall perform such other duties as shall be prescribed by the Board of Directors.

Section 5. Executive Director. The Executive Director of the Authority shall be an officer of the Authority and is responsible for implementing the policies set forth by the Board of Directors and for conducting the day-to-day operations of the Authority. Specifically, and without limitation, the Executive Director shall retain, employ and remove all employees, agents, advisors and technical experts (permanent or temporary) as he or she may deem in the best interest of the Authority, and shall determine the qualifications and fix the compensation of such persons, subject to the supervision and control of the Board. Unless limited by law or by the Board, the Executive Director shall execute such documents and take such other actions as may be necessary or proper to conduct the business of the Authority. The Executive Director shall also perform such other duties as may be assigned from time to time by the Board of Directors. The Chairman shall appoint, annually, a committee composed of three (3) members of the Board

of Directors, one of which may be the Chairman, which shall review the performance of the Executive Director and fix the compensation of the Executive Director.

ARTICLE VI. - COMMITTEES

Section 1. Committees. The Board of Directors shall constitute and create such committees consisting of Directors, officers and others with such functions, powers, duties and tenure as the Board shall in its discretion deem appropriate and necessary. The Chairman shall appoint the members of any committee and fill any vacancies on such committees, all members of which shall serve at the pleasure of the Board.

ARTICLE VII. - MEETINGS AND HEARINGS

Section 1. Board Meetings. The Board of Directors shall meet at least once during each quarter of the fiscal year of the Authority at such time, place and date to be fixed by the Board. Any meeting may take place with some or all members participating by conference telephone, or other devices, allowing simultaneous communication accessible to the public, except as prohibited by law.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be called by the Chairman whenever he or she shall deem such a meeting necessary. Special meetings of the Board of Directors shall also be called by the Chairman upon receipt of a written request for such meeting signed by at least two (2) members of the Board of Directors. Any Authority business may be conducted at any meeting of the Board of Directors.

Section 3. Place of Meeting. The Board of Directors may designate any place within the County of Allegheny as a place for any meeting of the Board of Directors.

Section 4. Notice. Except in an emergency, or as provided by law, notice of all meetings of the Board of Directors shall be given to each Director personally or by mail or by facsimile at

least forty-eight (48) hours prior to the time of such meeting. Notice of all Board meetings shall also be given as otherwise required by law.

Section 5. Waiver. Either before or after any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to giving such notice. Attendance by a Director at any meeting of the Board shall constitute a waiver by that Director of notice of the time and place of that meeting. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 6. Open Meetings. All meetings of the Board of Directors shall be subject to and be conducted in accordance with the Sunshine Act, 65 Pa. C.S.A. Section 701 et seq., as amended from time to time.

Section 7. Quorum. At all meetings of the Board of Directors, four (4) members appointed to the Board of Directors shall constitute a quorum for the purpose of conducting the business of the Board and for all other purposes; provided, however, that a smaller number may meet and adjourn to some other time or until a quorum is obtained. If a quorum is present at the time any meeting is called to order, it shall be conclusively presumed to be present for the balance of such meeting to adjournment. All action of the Board, unless otherwise specified herein, however, shall be taken only on the affirmative vote of the greater of a majority of those present or three (3) members of the Board.

ARTICLE VIII. - FINANCIAL OPERATION

Section 1. Operating Budget. At least thirty (30) days before commencement of the ensuing fiscal year of the Authority, the Board shall cause to be prepared and submitted to it a recommended operating budget. The operating budget shall set forth the estimated operating

receipts and revenues of the Authority during the next fiscal year. Before the end of the fiscal year, the Board of Directors shall adopt an operating budget for the next fiscal year.

Section 2. Investment.

(1) The Board of Directors shall invest Authority funds consistent with sound business practice, and with law.

(2) The Board of Directors shall provide for an investment policy subject to the restrictions set forth by applicable, these Bylaws or any other rule or regulation adopted by the Board.

Section 3. External Audit. The Board shall provide for an annual audit of fiscal and other records by an independent certified public accountant firm, and reporting of same.

Section 4. Fiscal Year. The fiscal year of the Authority shall set by the Board.

ARTICLE IX. - OPERATIONS

Section 1. Execution of Documents. All checks, drafts, promissory notes, orders for payment of money, and other evidences of indebtedness of the Authority shall be signed by such persons authorized by the Board of Directors. Unless otherwise provided by the Board or by law, contracts, deeds, leases, or other instruments or documents executed on behalf of the Authority may be signed by the Chairman, the Vice Chairman or the Executive Director.

Section 2. Books and Records. The Authority shall keep correct and complete books and records of account and minutes of its Board of Directors' meetings. The Authority will keep at its established office the original or copy of its bylaws, including amendments to date verified by the Secretary or Assistant Secretary of the Authority.

Section 3. Ethics Act. The affairs of the Authority shall be subject to and be conducted in accordance with the provisions of the Public Official and Employee Ethics Act, 65 Pa. C.S.A. Section 1101.1 et seq., as amended from time to time.

Section 4. Fidelity Bonds.

(1) The Treasurer, the Executive Director and such other officers and employees specified from time to time by the Board of Directors shall be bonded or otherwise insured in such sum with one or more sureties or insurance companies authorized to do business in the Commonwealth of Pennsylvania as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his or her office, for the just and faithful accounting or payment over according to law and these bylaws of all monies and all balances thereof paid to, received or held by him or her by virtue of his or her office or employment and for the return to the Authority of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Authority.

(2) The premiums on the insurance or bonds given under subparagraph (1) above shall be paid by the Authority.

ARTICLE X. - INDEMNIFICATION AND INDEMNITIES

Section 1. Indemnification. Members of the Board of Directors shall not be liable personally on the bonds or other obligations of the Authority and the rights of creditors shall be solely against the Authority. To the extent that any insurance then in effect may not be applicable, the Authority, itself or by contract, shall, to the fullest extent permitted by law, defend Board members, officers and employees, and shall indemnify and hold harmless Board members, officers, and employees, whether currently in office or employed or not, against and from any and all personal liability, actions, causes of action and any and all claims made against

them for whatever actions they may perform within the scope of their duties as Board members, officers or employees.

Section 2. Immunities. The Authority and its officers, officials and employees shall enjoy governmental immunity, to the fullest extent permitted by law.

ARTICLE XI. - AMENDMENT

These Bylaws may be altered, amended or repealed at any regular or special meeting of the Board of Directors by the affirmative vote of not less than four (4) members of the Board of Directors.

ADOPTED THIS 30th day of July 2001 at a regular meeting of the Board of Directors of the Authority during which time a quorum was present.