

PEASE DEVELOPMENT AUTHORITY

BY-LAWS

ARTICLE I. AUTHORITY

1.1 Commission: The Pease Development Authority (the "Authority"), a body politic and corporate of the State of New Hampshire, established pursuant to NH RSA ch. 12-G operates under, and subject to, the Constitution and laws of the State of New Hampshire. (All statutory references in these By-Laws shall be presumed to refer to NH RSA ch.12-G unless expressly stated to the contrary. Unless otherwise defined herein, all capitalized terms shall be defined as set forth in NH RSA ch. 12-G.

1.2 By-Laws: These By-Laws are enacted pursuant to the Authority's powers set forth in NH RSA 12-G:8, XIX.

ARTICLE II. PURPOSE

2.1 Purpose: The purpose of the Authority is to foster and promote the redevelopment of the former Pease Air Force Base ("Pease") and to promote, oversee and integrate the development and conversion of Pease to civilian use, in all respects for the benefit of the economies, environment and quality of life of the City of Portsmouth, the Town of Newington, the seacoast region, and the State of New Hampshire, and for the improvement of their wealth and prosperity, including the creation of employment and other business opportunities.

ARTICLE III. THE PEASE DEVELOPMENT AUTHORITY

3.1 Membership: The membership of the Authority shall be as set forth in NH RSA 12-G:4. No member of the Authority may enter into or continue his duties unless a Statement of Financial Interests has been filed in satisfaction of the requirements of NH RSA 12-G:5.

3.2 Meetings: The Authority shall meet at least as frequently as quarterly at a time and place either within the City of Portsmouth, or the Town of Newington, to be designated by the Chairman, or such other location within or without the State of New Hampshire as may be otherwise agreed by a majority of the Board of Directors (the "Board"). Additionally, meetings of the Authority may be called at any time by the Chairman of the Board, or, when requested in writing by any two (2) Directors. No meeting of the Directors shall take place and no business shall be conducted unless a quorum is present, except that less than a quorum of the Directors may adjourn a meeting.

3.2.1 Presence at Meetings: Directors or members of Committees who cannot be physically present at a meeting location may participate in a duly noticed meeting of the Board of Directors or a Committee by means of conference telephone, television or similar communications equipment through which all persons participating in such meeting can hear and talk to each other, and participation by such means shall constitute presence in person at such meeting.

3.3 Notice of Meetings: Pursuant to NH RSA 91-A, the Chairman shall send notice of any meeting to each Director not later than five (5) days prior to the date of the meeting specified in the meeting notice. An Agenda setting forth, in reasonable detail, the business proposed to be conducted at the meeting being called, the time of the meeting, and the place of the meeting shall be sent to each Director not later than two (2) days prior to the date of the specified meeting.

3.3.1 Emergency Meetings: When immediate undelayed action is deemed imperative by the Chairman or a Committee chair, notice may be made by telephone, facsimile transmission or other means as far in advance as possible, provided that the requirements of NH RSA ch. 91-A have been fulfilled.

3.4 Annual Meetings: The Authority shall hold its Annual Meeting in December of each calendar year or shall designate the last meeting of each calendar year as its Annual Meeting, and the Agenda thereof shall include establishing a budget, electing officers of the Authority, appointing Directors to Committees, receiving the Annual Report of the Executive Director, and transacting such other business as may properly come before the Authority at such meeting.

3.5 Quorum/Action by the Board: Four (4) Directors of the Board shall constitute a quorum. Action by the Board shall be by resolution or motion. Each resolution or motion considered by the Board, whether or not adopted, shall be entered in the meeting minutes, and the vote, including any abstentions, recorded.

3.6 Officers: The officers of the Authority shall be (i) a Chairman of the Board; (ii) a Vice-Chairman; (iii) a Treasurer; and (iv) a Secretary. The Governor shall annually designate one (1) Director as Chairman of the Board. The Board of Directors shall elect from the remaining six (6) Directors a Vice-Chairman and a Treasurer. The Vice-Chairman and the Treasurer shall serve in such capacity for a term of one (1) year, or until the next Annual Meeting whichever first occurs. The Executive Director of the Authority, in office from time to time, shall serve as Secretary of the Authority. Vacancies in all offices shall be filled by the Board of Directors, and may be filled by a vote at any meeting at which a quorum is present.

- 3.6.1 Chairman:** The Chairman shall be responsible for conducting the meetings of the Authority, appointing Directors to Committees, overseeing the general affairs of the Authority, and such other duties and such other authority as may be prescribed by law or as may be assigned to him from time to time by the Board. The Chairman shall have the authority to sign all contracts, leases, releases, bonds, notes and other instruments and documents approved by the Authority, without derogation of the authority specifically granted by NH RSA ch. 12-G, these By-Laws or by the Board to other persons.
- 3.6.2 Vice-Chairman:** The Vice-Chairman shall act as the Chairman at the request of the Chairman or in the Chairman's absence or incapacity to act. When acting as Chairman, the Vice-Chairman shall have all the powers of the Chairman, including the authority to sign, in the name of the Authority, all contracts, leases, releases, bonds, notes and other instruments and documents required to be executed. The Vice-Chairman shall have such other duties and such other authority as may be prescribed by law or as may be assigned to him from time to time by the Chairman or the Board.
- 3.6.3 Treasurer:** The Treasurer shall be responsible for overseeing the general fiscal affairs of the Authority, for accepting monies paid into the Pease Development Authority fund in accordance with NH RSA 12-G:36, IV, shall have such duties and powers as are incident to the office of treasurer, and such other duties and such other authority as may be prescribed by law or as may be assigned to him from time to time by the Board. Except as to any duties which under State law can be discharged only by the Executive Director, the Treasurer shall, in the Executive Director's absence or incapacity to act, have all the powers of the Executive Director with respect to the care and custody of the funds of the Authority, including the authority, on behalf of the Authority to endorse or deposit for collection all drafts, checks, notes and other instruments for the payment of money to the Authority or to its order.
- 3.6.4 Chief Executive/Secretary:** The Executive Director shall be the chief executive and administrative officer and Secretary of the Authority. The Executive Director shall, subject to the direction and control of the Board, be responsible for the general and active supervision over the day-to-day business of the Authority and its officers and employees, shall have the duties and responsibilities set forth in Sub-paragraph 3.11.1 of these By-Laws, and such other duties and such other authority as may be prescribed by law or as may be assigned to him from time to time by the Board.

3.7

Voting: Each Director shall have one (1) vote on all matters to be decided by the Board. A minimum of four (4) affirmative votes shall be required for any action of the Board except for the adoption, amendment, interpretation or

overriding of land use controls, which action shall require five (5) affirmative votes.

3.8 Public Access: All meetings of the Board and all Standing or Ad-Hoc Advisory Committees of the Board shall be governed by the provisions of NH RSA ch. 91-A.

3.9 Committees: The Board shall designate such Standing Committees, and Ad-Hoc Advisory Committees, as it deems necessary and desirable. The Standing Committees include, but shall not be limited to, (1) the Executive Committee, (2) the Finance Committee, (3) the Airport Committee, (4) the Marketing and Economic Development Committee, and (5) the Zoning Adjustment and Appeals Committee. The Ad-Hoc Advisory Committees include, but shall not be limited to, (1) the Capitol Improvement and Land Planning Committee, (2) the Transportation Management Committee, (3) the Golf Committee, (4) the Port Committee, and (5) the Audit Committee.

3.9.1 Duties of Committees: In addition to the functions and duties set forth below, the Chairman may delegate to each Committee such additional responsibilities and powers appropriate for the tasks of each Committee. Each Committee, by its Chair, shall provide a report to the Board, at its meeting next following any Committee meeting, of the activities, recommendations, and business conducted at any Committee meetings held since the last meeting of the Board. No Committee shall have any independent capacity or power to bind the Board to any contract, policy, or financial obligation, unless and until ratification and/or consent of the Board to such action is obtained.

3.9.1.1 Executive Committee: The Executive Committee shall monitor the activities of the Executive Director and, as required, consult with the Executive Director regarding the day to day business of the Authority between meetings of the Board, maintain a close liaison with State officials and members of the State's congressional delegation, and advise the Board with respect to proposed legislation or amendments related to the operations of the Authority. Notwithstanding anything to the contrary in Subparagraph 3.9.1 above, the Executive Committee shall have authority to approve or commit to an expenditure of funds up to the amount of Twenty-Five Thousand Dollars (\$25,000.00). Any expenditures authorized by the Executive Committee pursuant to this section shall be reported to the Board at its next regular meeting.

3.9.1.2 Finance Committee: The Finance Committee shall be for the purposes of assisting the Board by overseeing the financial affairs of the PDA and making recommendations to the Board of Directors specific to PDA=s financial affairs and policies. The Finance Committee shall review the biennial operating budget as proposed by the Executive Director and shall present it and the Capital budget to the Board for approval. The responsibilities of the Finance Committee shall include making recommendations on debt financing and capital structure; contract approvals; risk management, investment guidelines, and cash management.

3.9.1.3 Marketing and Economic Development Committee: The Marketing and Economic Development Committee shall be responsible for making recommendations to the Board regarding the acquisition, lease, sale, improvement, management, development, marketing and disposition land and facilities controlled by the Authority.

3.9.1.4 Zoning Adjustment and Appeals Committee: The Zoning Adjustment and Appeals Committee shall be responsible for making recommendations to the Board in accordance with the provisions of the Pease Development Authority Zoning Requirements, Site Plan Review Regulations and Subdivision Regulations (collectively the "Land Use Control Regulations") including, but not limited to, recommendations regarding a) requests for variances from the terms and requirements of said Zoning Requirements, and b) appeals from decisions and orders of Building Inspectors.

3.9.1.5 Technical Review Committee: The Technical Review Committee shall be responsible for making recommendations to the Board in accordance with the Land Use Control Regulations, including, but not limited to, recommendations regarding applications for site plan review.

3.9.2 Membership: There shall be at least three (3) Directors appointed to each Standing Committee, including a Committee Chair to be appointed from among such appointees. Each Committee Chair, appointed pursuant to Subparagraph 3.9.3, shall be responsible for conducting all meetings, reporting on the activities, and generally overseeing the activities, of the

Committee. Each Director shall at all times serve on at least one (1) Standing Committee.

3.9.2.1 Technical Review Committee: The membership of the Technical Review Committee shall include the following:

A. The PDA Engineer who shall, unless the Chairman of the Board shall otherwise designate, be appointed Committee Chair; and

B. For Projects in Portsmouth:

Portsmouth Planning Director
Portsmouth City Engineer
Portsmouth Water & Sewer Representative
Portsmouth Fire Chief Representative
Portsmouth Police Chief Representative

C. For Projects in Newington:

Newington Town Planner
Newington Building Inspector
Newington Fire Chief Representative
Newington Police Chief Representative
Portsmouth Fire Chief Representative
Portsmouth Police Chief Representative
Portsmouth Planning Director
Portsmouth Water & Sewer Representative

3.9.3 Committee Chairs: The Chairman of the Board shall appoint a Chair for each Committee; except that (i) the Executive Committee shall have as its Chair the Chairman of the Board, and, as its Vice-Chairman the Vice Chairman of the Board; and (ii) the Finance Committee shall have as its Chair the Treasurer of the Authority.

3.9.4 Appointment of Committee Members: With the exception of those positions enumerated in Subparagraph 3.9.3, and the requirements of Paragraph 4.3, the Chairman of the Board may exercise sole discretion to appoint Directors to Committees.

3.9.5 Appointment of Ex-Officio Members: The Board may appoint and remove, in its sole discretion, non-voting ex-officio members to any Committee. Such ex-officio members may include, but are not limited to, members of the State's congressional delegation, and representatives of State and local agencies.

3.9.6 Removal of Members: Committee members shall serve for a term of one (1) year, or until the next Annual Meeting, whichever first occurs, at the discretion of the Chairman.

3.9.7 Meetings: Committees shall meet at the call of either the Committee Chair, or of the Chairman of the Board. No Committee meeting shall take place, and no business shall be conducted, unless a quorum is present, except that less than a quorum of the Committee may adjourn a meeting. All Committee meetings shall be subject to the provisions of NH RSA ch. 91-A, including, but not limited to, the recording of minutes.

3.9.8 Quorum/Action by a Committee: A majority of a Committee shall constitute a quorum. Action by a Committee shall be by resolution or motion. Each resolution or motion considered by a Committee, whether or not adopted, shall be entered in the meeting minutes, and the vote, including any abstentions, recorded.

3.9.9 Voting: Each member of a Committee (except ex-officio members) shall have one (1) vote on all matters. The affirmative vote of a majority of the Committee members (excluding ex-officio members) present and voting at any meeting shall be required for any action of a Committee.

3.10 Advisory Committees: The Board may, from time to time, designate, or discontinue, such Advisory Committees as it deems necessary and desirable; provided, however, that the Board shall at all times maintain Committees, either Standing or Advisory, to perform the services set forth in Sections 3.9.1.4 and 3.9.1.5 above as required by the Land Use Control Regulations.

3.11 Employees and Consultants: No employee position shall be created without prior approval of the Board. No contract or agreement with any consultant, engineer, provider of professional services or other person requiring the expenditure, commitment or payment by the Authority of more than \$25,000.00 may be entered into without the prior approval of the Board. Except as otherwise specifically provided, the adoption of a resolution or motion authorizing or approving an employee position, contract or other agreement requiring the expenditure of funds shall be deemed to include the authority to incur expenses, make payments, enter into contracts, and to perform such other acts as are necessary or incidental thereto.

3.11.1 Executive Director: As set forth in Subparagraph 3.6.4 above, the Executive Director shall have the following duties, responsibilities and benefits:

3.11.1.1

Duties. The Executive Director shall be appointed by the Authority and shall be the chief executive and administrative officer of the Authority. The Executive Director shall have general and active supervision over the day-to-day business and affairs of the Authority and its officers and employees, subject, however, to the direction and control of the Board. The Executive Director shall perform all such other duties as may be prescribed by law or as may be from time to time assigned to him by the Board. The Executive Director shall also be the Secretary of the Authority, shall keep a record of the proceedings of the Authority, including Committee Meetings, and shall be the custodian of all books, documents, and papers filed with the Authority and of its minute book and seal. He shall have the power to cause copies to be made of all minutes and other records and documents of the Authority or its Committees and to give certificates under the seal of the Authority to the effect that such copies are true copies, and all persons dealing with the Authority may rely upon such certificates. Without derogation of the authority specifically granted by NH RSA ch. 12-G, these By-Laws or the Board to other persons, the Executive Director shall have all the authority of the Chairman with respect to the signing of contracts, leases, releases, bonds, notes and other instruments and documents approved by the Authority. The Executive Director shall have the care and custody of the funds of the Authority, and may, on behalf of the Authority, endorse for deposit or collection, and may deposit, all drafts, checks, notes and other instruments for the payment of money to the Authority or its order, and may sign receipts therefore. The Executive Director shall also be empowered on behalf of the Authority to endorse checks on which the Authority is designated as a joint payee for its own protection under leases, contracts, insurance settlements or other documents; and to deliver such checks to other payees or such other persons as are properly entitled to receive the same. The Executive Director shall be deemed to have discharged his responsibilities under these By-Laws if he shall have caused the same to be discharged by an assistant or employee recommended or assigned by the Executive Director and properly authorized by the Executive Committee, except as to any duties which under State law can be discharged only by the Executive Director. If changes arise during the fiscal year following the Annual

Meeting which make it unnecessary to use budget funds as specified, the Executive Director may transfer from one budget category to another any unexpended balance; provided, however, that the total amount spent shall not exceed the total budget approved by the Board and that such transfers are reported to the full Board at its next regular meeting. Subject to the direction and control of the Board, and except as otherwise provided under State law, the Executive Director shall have authority to approve or commit to a contract or agreement with any consultant, engineer, provider of professional services or other person requiring the expenditure, commitment or payment by the Authority of funds up to the amount of Twenty-Five Thousand Dollars (\$25,000.00). Any expenditure authorized by the Executive Director pursuant to this provision shall be approved by the Treasurer or another member of the Executive Committee and reported to the full Board at its next regular meeting.

3.11.1.2 Term of Employment; Salary: The Executive Director shall hold office for an indefinite term at the pleasure of the Board. The Board may remove the Executive Director from office at any time, for any reason and without cause. The salary and other compensation of the Executive Director shall be established, from time to time, by the Board.

3.11.2 Staff; Operating Divisions:

3.11.2.1 Staff: The Executive Director may employ such assistants, legal counsel, clerical and administrative staff, as directed by the Board, and within limits of funds available for that purpose.

3.11.2.2 Operating Divisions: The Executive Director may from time to time, with the prior consent of the Board, establish and maintain such operating divisions within the Authority as he shall deem necessary for the proper and efficient conduct of the duties of the Authority and may assign such staff members to any such division.

ARTICLE IV. CONDUCT OF BUSINESS

- 4.1 Expenditures:** Subject to the direction and control of the Board, the Treasurer or the Executive Director may authorize the expenditure of funds in accordance with any budget or contract approved by the Board.
- 4.2 Audits:** An Audit of the financial affairs of the Authority shall be conducted on an annual basis, and the results shall be reviewed by the auditors with the Audit Committee and reported to the Board.
- 4.3 Conflict of Interest:** If any Director, or the spouse or issue of any Director, shall be interested either directly or indirectly or shall be a director, officer or employee of or have an ownership interest in any firm or corporation interested directly or indirectly in any contract or other matter with the Authority, including any loan to any eligible mortgagor or loan to or purchase of any loan from any lending institution, such interest shall be disclosed to the Board and shall be set forth in the minutes of the Board. The Director having such interest shall not participate on behalf of the Authority in any proceedings or decision relating to such contract or matter.
- 4.4 Bank Accounts:** The Authority shall maintain depository accounts for funds of the Authority in financial institutions authorized to conduct business in the State of New Hampshire. The Authority shall maintain such other accounts as it shall deem necessary and advisable in furtherance of its statutory duties.

ARTICLE V. CONSTRUCTION AND AMENDMENT OF BY-LAWS; COPIES

- 5.1 Effective Date:** These By-Laws shall become effective upon approval by the Board at a duly noticed meeting of the Authority.
- 5.2 Severability:** Any determination that any provision of By-laws is for any reason inapplicable, illegal or ineffective shall not affect or invalidate any other provision of these By-laws.
- 5.3 Pronouns:** All pronouns used in these By-laws shall be deemed to refer to the masculine, feminine or neutral, singular or plural, as the identity of the person or persons may require.

5.4 Amendments: These By-Laws may be altered, amended or repealed, or new by-laws may be adopted, at any time by the Board at any duly noticed meeting of the authority, provided that notice of such meeting clearly states the purpose, nature and substance of the proposed By-Law change.

5.5 Copies: A verified copy of these By-Laws shall be kept on file in the Office of the Authority, the Office of Legislative Services (in accordance with the time periods set forth in RSA 12:G-53) and in the Office of the Attorney General of the State of New Hampshire.

ARTICLE VI. TERMINATION OF BY-LAWS; DISPOSITION OF ASSETS

6.1 Effective Date: These By-Laws, and any amendments thereto, shall remain in effect until such time as the Authority is dissolved by operation of law.

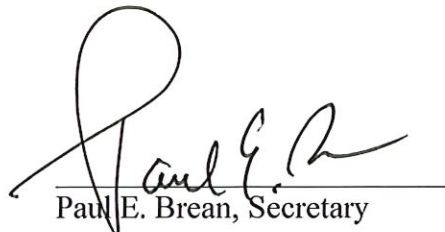
6.2 Disposition of Assets: Prior to the dissolution of the Authority, the Board shall determine the disposition of any funds or other assets of the Authority. Any disposition of funds or assets shall be consistent with state and federal law.

<u>Enacted:</u>	July 31, 1990
1 st Revision:	July 21, 1992
2 nd Revision:	December 14, 1993
3 rd Revision:	December 19, 2002
4 th Revision:	March 4, 2004
5 th Revision:	January 18, 2007
6 th Revision:	December 18, 2008
7 th Revision:	March 14, 2024

Attest: Raeline A. O'Neil



Adopted: *March 14, 2024*



Paul E. Brean, Secretary

