

9791. RESOLUTION 08-31 - ADOPTION OF AMENDMENTS TO BY-LAWS FOR THE DELAWARE RIVER AND BAY AUTHORITY

WHEREAS, The Delaware River and Bay Authority (the “Authority”) is a body politic and an agency of government of the State of Delaware and the State of New Jersey; and

WHEREAS, the Authority was created in 1962 by a Compact between the States of Delaware and New Jersey with the consent of the Congress of the United States of America and approval of the President; and

WHEREAS, the Authority was established for the purpose of providing crossings of the Delaware River and the Delaware Bay between the two States, to undertake transportation and terminal facilities, and performance of such other functions as may be approved by the two states and consented to by Congress; and

WHEREAS, the original Compact was amended in 1990 for the purpose of authorizing the Authority to undertake certain Commerce facilities and developments within the State of Delaware or in the New Jersey counties of Cape May, Cumberland, Gloucester and Salem; and

WHEREAS, the terms of the Compact authorize the Authority to adopt By-Laws to govern the conduct of its affairs by a Board of Commissioners; the Authority having most recently exercised said authority through the adoption of its current By-Laws by Authority Resolution 04-16 (adopted April 13, 2004) and amended by Resolution 05-21 (adopted May 17, 2005); and

WHEREAS, the Authority periodically reviews its corporate governance to ensure it is accountable, meets the objectives for which the Authority was created, and is in the best interest of the public; and

WHEREAS, the Authority has determined that these aforementioned objectives will be best met by the adoption of a certain amendment to Section 8.12 of its By-Laws (“Amendment”) in the form attached hereto; and

WHEREAS, the Amendment shall take effect immediately upon the expiration of the respective Governors’ veto period; and

NOW THEREFORE BE IT RESOLVED, that the Authority hereby adopts the attached Amendment to its By-Laws.

-----Attachment to Resolution 08-31-----

**PROPOSED AMENDMENT TO BY-LAWS OF
THE DELAWARE RIVER AND BAY AUTHORITY**

SECTION 8.12 Quorum shall be deleted in its entirety and replaced with the following:

“8.12 **Quorum.** A quorum of any committee shall consist of a number equal to one-third (1/3) of the regular members of the committee, provided that at least one (1) Commissioner from each State shall be present. A committee shall not take action on Authority business in the absence of a quorum.”

A motion to approve Resolution 08-31 was made by Commissioner Simmerman, seconded by Commissioner Lowe, and approved by a roll call vote of 11-0.