

**BY-LAWS OF
THE OMAHA INLAND PORT AUTHORITY**

November 6, 2025 as Amended February 5, 2026

ARTICLE I

Defined Terms

Section 1.1 Authority.

The Omaha Inland Port Authority (OIPA) is an authority created by the City of Omaha (Approved January 10, 2024, Ordinance 43660) and independently operating as a Nebraska public body corporate under the provisions of the Municipal Inland Port Authority Act (Neb. Rev. Stat §§13-3301 to 13-3316) (Act) to develop, operate and manage the inland port district located in Omaha Nebraska as approved under the Act.

Section 1.2 Board.

The Board of Commissioners of the Authority, which is the governing body of the Authority.

Section 1.3 City.

The City of Omaha, Nebraska.

Section 1.4 City Council.

The City Council of Omaha, Nebraska.

Section 1.5 Commissioner(s).

Member(s) of the Board of Commissioners.

Section 1.6 Mayor

The mayor of the City.

Section 1.7 Port Authority Act (the "Act").

Neb. Rev. Stat. §§13-3301 to 13-3313.

Section 1.8 Port Authority Ordinance (the "Ordinance")

Omaha City Council Ordinance No. 43660

Section 1.9 Nebraska Accountability and Disclosure Act.
Neb. Rev. Stat §§ 49-14,103.01 to 49-14,103.06 Contracts with the Authority.

Section 1.10 Nebraska Open Meetings Act.
Neb. Rev. Stat. § 84-1407 to 84-1415.

Section 1.11 Nebraska Open Records Act.
Neb. Rev. Stat. §§ 84-712 through 84-712.09.

Section 1.12 Undefined Terms.

Any term undefined by this Article shall have the same meaning as such term is given under the Port Authority Act, if defined therein, otherwise as defined by the Nebraska Open Records Act, or other Nebraska statute or case law.

ARTICLE II

Offices and Records

Section 2.1 Principal Office.

The principal office of the Authority shall be located at such place in Omaha, Nebraska, as may be designated by the Board. The Authority may have such other offices within Omaha, Nebraska, as the business of the Authority may require from time to time, located at such place or places as may be designated by the Board.

Section 2.2 Records.

The Authority shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board, and each committee having any of the authority of the Board. The Authority shall keep at its principal office a record of the name and address of each Commissioner.

ARTICLE III

Board of Commissioners

Section 3.1 General Powers.

The business and affairs of the Authority shall be managed by, or under the authority of, the Board.

Section 3.2 Number/Term of Office.

The Board shall consist of nine (9) Commissioners drawn from persons residing in the City of Omaha. All Commissioners are to be appointed in the manner prescribed by the Act and the Ordinance.

Section 3.3 Term/Staggering.

Appointments to the Board shall be for a term of four (4) years, except that the duration of one or more terms may be modified by the Board for the purpose of ensuring that no more than three (3) terms expire in

any given calendar year. Notwithstanding the foregoing, a Commissioner whose term has expired may continue to serve until such time as his or her successor has been appointed by under the Ordinance.

Section 3.4 Qualifications.

A Commissioner shall possess, whether by training or experience, knowledge with respect to matters involving development and land and river based transportation so as to provide meaningful oversight with respect to the Authority's statutory mission of promoting the general welfare, promoting development, encouraging private capital investments through the creation of industrial facilities and industrial parks, and endeavoring to increase the volume of commerce.

Section 3.5 Community Advisory Committee.

The Board shall create and maintain a community advisory committee consisting of nine members that include (a) at least two owners of residential property located within the inland port district, (b) at least two owners of businesses located within the inland port district, (c) a member of the city council of such city of the metropolitan class whose city council district is located within the inland port district, (d) a member of the Legislature whose legislative district is located within the inland port district, and (e) a youth representative or someone closely involved with youth in the community. A single member may satisfy more than one qualification described in subdivisions (3.5)(a) through (e) of this section.

Section 3.6 Removal.

A Commissioner may be removed by upon written notice from the Mayor of the City of Omaha, with the approval of the City Council as provided in the Ordinance. The Board may request such removal by the affirmative vote of at least three-fourths (3/4) of the Board's total membership in the event the Board reasonably believes that the Commissioner to be removed is not acting or fulfilling his/her duties in the best interest of the Authority. The Board shall confer with the Executive Director prior to any request for removal of any Commissioner, but the approval of the Executive Director shall not be required.

Section 3.7 Resignation.

A Commissioner may resign at any time by delivering a written resignation to the Mayor and Chairperson of the Authority specifying the time at which such resignation shall be effective. In the absence of any specification, such resignation shall be effective upon delivery thereof. The acceptance of a resignation shall not be necessary to make it effective.

Section 3.8 Vacancies.

Any vacancy created by the removal, resignation, death, disqualification or failure or inability to fulfill the duties of a Commissioner shall be filled as provided in Section 3.2 of these By-Laws, except that the Commissioner appointed to fill the vacancy shall only serve for the remainder of the vacated term. The Commissioner may thereafter be appointed to serve one or more full terms as provided in these By-Laws.

Section 3.9 Effect of Vacancies.

The failure of the Mayor and City Council to fill, or election not to fill, any vacancy on the Board in a manner as to preclude the Board from having less than nine (9) seated Commissioners at any given time shall not preclude the Board from transacting business or otherwise exercising any powers delegated to the Authority under the Port Authority Act.

Section 3.10 Regular Meetings.

The Board shall hold regular meetings at such time, date and location as may from time to time be determined by the Commissioners.

Section 3.11 Special Meetings.

The Chairman or any two (2) Commissioners may call special meetings of the Board and may fix the time and place for the holding of such meetings, which shall be held for the purpose of transacting any business designated in the notice of the special meeting, or as permitted by Section 3.14.

Section 3.12 Annual Meetings.

The Board shall hold a meeting annually during the month of August of each year, which shall include the passage of a budget for the upcoming fiscal year and for the election of any officers pursuant to Article IV of these By-Laws. If no Regular Meeting is scheduled for August in a given year, then the Annual Meeting shall correspond to the next scheduled Regular Meeting.

Section 3.13 Meetings and Notices.

- A. The Authority must give reasonable advance publicized notice of the time and place of each meeting to their members and the public in accordance with Neb. Rev. Stat, § 84-1411 as amended by LB 287 (2024) :
- 1) Publication in a newspaper of general circulation within the public body's jurisdiction that is finalized for printing prior to the meeting date and time.
 - 2) Posting on the newspaper's website, if available.
 - 3) Posting on a statewide website established and maintained as a repository for such notices by a majority of Nebraska newspapers.
 - 4) The minutes of the Authority shall note the information about publication for that meeting.
 - 5) A current agenda for the meeting must be available for public inspection at the Authority's principal office during normal business hours but does not need to be published with the meeting notice.
- B. The Authority may hold meetings according to the Nebraska Open Meetings Act including scheduling regular, special and emergency meetings as authorized by law.
- C. Emergency meetings without reasonable advance notice are permitted only as allowed in the Nebraska Open Meetings Act. The minutes must clearly state the nature of the emergency that necessitated the meeting and any action taken during the meeting must pertain only to the stated emergency. Complete minutes of the emergency meeting must be made available to the public no later than the end of the next regular business day following the emergency meeting.

Section 3.14 Quorum.

A majority of the members of Commissioners serving at the time of any meeting shall constitute a quorum for the transaction of business at such meeting. If a quorum shall not be present at any such meeting, a majority of the Commissioners then present shall have power to adjourn the meeting, without notice other than announcement at the meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present any business may be transacted which could have been transacted at the original session of the meeting.

Section 3.15 Action.

The concurrence of the majority of the Commissioners present in any meeting at which a quorum is present shall bind the Authority.

Section 3.16 Virtual Conferencing and Electronic Participation in Meetings.

Commissioners may participate in any Board meeting so that the requirements of the Nebraska Open Meetings Act are met. Participation by a Commissioner in Board meetings by electronic means shall constitute the Commissioner's presence in person at the meeting and any Commissioner participating in this manner shall be entitled to vote and will count for the purpose of determining whether a quorum is present.

Section 3.17 Closed Meetings.

If the Board intends to hold a closed session or a closed portion of a public meeting shall be done only in accordance with the Nebraska Open Meetings Act,

Prior to a closed meeting, a closed portion of a public meeting or a closed vote, the Chairman or Commissioner presiding at the meeting shall state the topic to be discussed. Only the disclosed topic may be discussed in the closed session. The vote taken to hold a closed session shall be by roll call and shall be made a part of the minutes of the public portion of the meeting. Any formal action of the Board must be taken only in an open session.

Only that portion of the meeting facility necessary to house the Board may be closed, allowing the members of the public to remain to attend any subsequent open portion of the meeting held by the Board following the closed portion of the meeting.

Section 3.18 Manner of Voting.

Votes by the Board shall be by roll call.

Section 3.19 Compensation.

No Commissioner shall receive compensation from the Authority for any services performed; provided, however, Commissioners may receive reimbursement of actual and necessary expenses incurred by them on behalf of the Authority. The reimbursement of expenses shall be approved as provided in the Employee Manual as the same may be amended from time to time.

Section 3.21 Conflicts of Interest.

A Commissioner shall recuse himself or herself from any discussions, deliberations or votes on matters creating an actual, potential, or apparent conflict of interest or in which his or her participation

would violate any provision of state or local law governing such matters, including but not limited to the Nebraska Accountability and Disclosure Act and the Ordinance.

ARTICLE IV

Officers

Section 4.1 Officers.

The officers of the Authority shall consist of Chairman, Vice Chairman, Executive Director, Secretary, Treasurer and such other offices as may from time to time be established by the Board.

Section 4.2 Election and Term of Office.

- A. Chairman and Vice Chairman. The Board shall elect from its membership a Chairman and a Vice Chairman to each serve a two (2) year term or until their successor has been duly elected and qualified or until death, resignation or removal.
- B. Other Officers. All other officers of the Authority shall be elected by the Board at the Annual Meeting of the Authority. If the annual election of officers shall not be held at such meeting, all previously elected officers shall continue to hold their respective offices and the election shall be held at the next scheduled Regular Meeting. Any officer duly elected may succeed himself. Each officer shall hold office until his successor shall be duly elected and qualified or until death, resignation or removal. Other than the Chairman and Vice Chairman, no officer need be a member of the Board.

Section 4.3 Removal.

Any officer or agent elected or appointed by the Board may be removed by it whenever, in its judgment, the best interests of the Authority will be served thereby. The Ordinance also provides for the removal of Commissioners.

Section 4.4 Vacancies.

A vacancy in any office for any reason shall be filled by the Board at any meeting for the unexpired portion of the term of such officer, subject to approval under the Ordinance.

Section 4.5 General Powers.

The officers of the Authority shall have such powers and authority in the control and management of the business and affairs of the Authority as is usual and proper in the case of, and incident to, such offices, except insofar as such power and authority is limited by these By-Laws, by resolution of the Board, and/or by Port Authority Act.

Section 4.6 Duties of Chairman and Vice Chairman.

The Chairman shall preside at all Board meetings, and in his absence, the Vice Chairman shall preside.

Section 4.7 Duties of Other Officers.

- A. Executive Director. The Executive Director shall be the principal executive officer of the Authority and, subject to the control of the Board, shall in general supervise and control the business and affairs of the Authority. Unless otherwise directed by these By-Laws or by the Board, the Executive Director shall supervise the business and affairs of the Authority and shall sign and deliver all agreements, documents and instruments executed in the name of the Authority. The Executive Director, in coordination with the Treasurer, shall prepare a budget annually to be considered at the Annual Meeting. The Executive Director shall also be the coordinating officer of the Authority for public funding and port development activities as well as coordinator of City-related activities, the Community Advisory Committee, and shall perform such other duties as are properly required by the Board.
- B. Secretary. The Secretary shall have the following powers and duties:
- (1) Keep the minutes for the meetings of the Board as provided by law in one or more books provided for that purpose;
 - (2) Assure that all notices are properly given, in accordance with these By-Laws and as required by law;
 - (3) Be custodian of the records and seal of the Authority;
 - (4) Assure that the seal of the Authority is affixed to all documents duly authorized for execution under seal on behalf of the Authority;
 - (5) Keep a register which includes the address and telephone number of each Commissioner whose address and telephone number shall be furnished to the Secretary by the Commissioner;
 - (6) Perform all duties incidental to the office of Secretary and such other duties as may be assigned to the Secretary by the Chairman or the Board; and
 - (7) Exercise such other authority as is from time to time delegated by the Board by resolution.
- C. Treasurer: The Treasurer shall have the following powers and duties:
- (1) Cause all money paid to the Authority from all sources whatsoever to be properly receipted;
 - (2) Cause all funds of the Authority to be deposited in such banks, trust companies or other depositories as shall be selected by the Board;
 - (3) Coordinate the presentation of an annual budget, to be prepared by the Executive Director;
 - (4) Cause an audit to be performed annually, pursuant to Article XII of these By-Laws;

- (5) Authorize, pursuant to Board direction, all orders and checks for the payment of money and shall cause the Authority's money to be paid out as directed by the Board;
- (6) Assure that regular books of accounts are kept showing receipts and expenditures, and render to the Board, at each regular meeting (or more often when requested), an account of the Authority's transactions and also of the financial condition of the Authority;
- (7) Perform all duties incidental to the office of Treasurer and such other duties as may be assigned to the Treasurer by the Chairman or the Board; and

If required by the Board, the Treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine. The costs, if any, of such bonds shall be paid by the Authority.

D. General Counsel. General Counsel shall have the following powers and duties:

- (1) General Counsel shall serve as a staff officer to the Executive Director, and in this capacity shall act as legal adviser to the Board, the Executive Director, and the Authority.
- (2) General Counsel shall be responsible for general control and supervision of any legal matter involving the Authority which requires the services of an attorney-at-law to protect the interests of the Authority.
- (3) General Counsel may approve hiring the services of attorneys to represent the Authority. General Counsel will make the initial contact with each outside attorney to be hired and will establish the terms and conditions of the legal services to be provided by such attorney to the Authority.
- (4) Legal services to be rendered by any outside attorney shall be limited to the scope of services approved by General Counsel, and such scope of services shall not be expanded without prior approval of General Counsel. All billing statements for services rendered by any outside attorney shall be sent or forwarded to the General Counsel for review and approval prior to payment.
- (5) Within forty-five days after the end of each fiscal year General Counsel shall submit to the Executive Director and the Board a written report providing a summary of the outside legal services for the Authority approved by General Counsel during the preceding fiscal year.
- (6) Until such time as determined by OIPA (such as when a staff employed person is deemed advisable) General Counsel, whether one or more, may serve as contracted legal professionals by engagement letter or other written agreement.

E. Additional Officers. The powers and duties of any additional officers shall be determined by the Board when creating such offices.

Section 4.8 Compensation.

No officer who is a member of the Board shall receive any salary or other compensation for services rendered unless the same shall be expressly approved by the Board.

Section 4.9 Employees and Independent Contractors.

The Authority may employ, or contract with another service provider for the services of, Executive Director, Treasurer, Legal Counsel, technical experts and such other officers, agents and employees, permanent and temporary, as the Authority may require, and shall determine their qualifications and duties and, if they are employees of the Authority, their compensation. For such legal services as it may require, the Authority may retain its own counsel. The Authority may delegate to one or more of its agents or employees such powers or duties as it may deem proper.

ARTICLE V

Contracts, Checks and Deposits

Section 5.1 Contracts.

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and such Authority may be general or confined to specific instances.

Section 5.2 Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Authority shall require the signature of the Executive Director or such other officers, agent or agents determined by resolution of the Board if the amount is equal or less than \$25,000; and that for budgeted expenses up to 250,000 shall require the two signatures from either of the Chairman, or Vice Chairman, or Treasurer and Executive Director, or such other officers, agent or agents of the Authority and in such manner as shall from time to time be determined by resolution of the Board.

Section 5.3 Deposits.

All funds of the Authority not otherwise employed shall be deposited from time to time to the credit of the Authority in such bank, trust companies or other depositories as the Board may select.

ARTICLE VI

Fiscal Year

The fiscal year of the Authority is the calendar year and shall begin on the first day of January of each year and end on the last day of December each year.

ARTICLE VII

Seal

The form of the corporate seal of the Authority shall be prescribed by the Board.

ARTICLE VIII

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of these By-Laws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the times stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX

Committees

The Board may from time to time establish such committees and confer upon them such powers as it deems expedient for the conduct of the Authority's business. The Board may similarly provide that the members of such committees need not all be members of the Board. The Standing Committees of the Board as of the adoption of these By-Laws are as follows:

Executive & Governance
Real Estate and Development
Finance
Operations and

Community Advisory Committee. The Standing Committees are advisory in nature and are not currently authorized to independently conduct the Authority's business. For clarification, the Board is permitted to make such authorizations subject to the requirements of the Open Meetings Act and create, change, rename or alter membership in any of its Committees without amending this By-Law.

ARTICLE X

Conflict of Interest

No officer, agent or employee of the Authority shall have or shall acquire any interest, direct or indirect, in any project which the Authority is promoting, or in any contract or proposed contract for materials or services in any lease, mortgage, sale, or contract of any nature whatever relating to any such project or the Authority without forthwith making written disclosure to the Authority of the nature and extent of his interest, and such disclosure shall be entered in writing upon the minute book of the Authority.

ARTICLE XI

Amendments

From time to time these By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Board after ten (10) days' written notice of the proposed alteration, amendment or change has been given to each Commissioner, provided that no alteration, amendment or change shall be made without the affirmative vote of a majority of the total number of Commissioners voting.

ARTICLE XII

Annual Report and Audit

The Board shall have prepared and file annual reports as required by the Port Authority Law, any City ordinance or any other law, and shall provide for the annual independent audits of the accounts of the Authority.

ARTICLE XIII

Indemnification of Commissioners and Officers

Section 13.1 Corporations Law - Incorporation.

Each person who was or is a Commissioner or officer of the Authority shall be indemnified by the Authority as a matter of right to the fullest extent permitted as described in Neb. Rev. Stat. § 21-2116, and as otherwise provided in this Article.

Section 13.2 Actions, Suits or Proceedings.

- A. Subject to the exclusions set forth in Paragraph B hereof, the Authority further agrees to hold harmless and indemnify each person who was or is a Commissioner or officer against any and all expenses (including attorneys' fees), judgments, and amounts paid in settlement actually and reasonably incurred by the Commissioner or officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action by or in the right of the Authority) to which the Commissioner or officer is, was or at any time becomes a party defendant, or is threatened to be made a party defendant, by reason of the fact that the Commissioner or officer is, was or at any time becomes a Commissioner, officer, employee or agent of the Port Authority, or is or was serving or at any time serves at the request of the Authority as a Commissioner, officer, employee or agent of another corporation, partnership, joint venture, trust or other entity or enterprise.
- B. No indemnity pursuant to Paragraph A hereof shall be paid by the Authority: (1) in respect to remuneration paid to the Commissioner or officer if it shall be determined by a final judgment or other final adjudication that such remuneration was in violation of law; (2) on account of any Commissioner's or officer's conduct which is finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct; (3) if a final decision by a court having jurisdiction in the matter shall determine that such indemnification is not lawful; or (4) with respect to any amounts paid pursuant to policies of insurance.

Section 13.3 Expenses.

Expenses incurred by any person who was or is a Commissioner or officer of the Authority in defending any threatened, pending or ongoing action, suit or proceeding (whether civil, criminal, administrative or investigative, including those by or in the right of the corporation) shall be promptly advanced by the Authority when so requested by such person at any time and from time to time, but only if the requesting person delivers to the Authority an undertaking to repay to the Authority all amounts so advanced if it should ultimately be determined that the requesting person is not entitled to be indemnified by the Authority under applicable law, this Article, by any bylaw of the Authority, agreement, vote of disinterested Commissioners or otherwise.

Section 13.4 Not Exclusive.

The indemnification and other rights provided by this Article shall not be deemed exclusive of any other rights to which a Commissioner or officer may be entitled under any bylaw, agreement, vote of disinterested Commissioners or otherwise, both as to action in such person's official capacity and as to action in any other capacity while holding the office of Commissioner or officer, and the Authority is hereby

specifically authorized to provide such indemnification and other rights by any bylaw, agreement, vote of disinterested Commissioners or otherwise.

Section 13.5 Third-Party Beneficiaries.

Each person who was or is a Commissioner or officer of the Authority and the heirs, executors, administrators and estate of such person, are third-party beneficiaries of this Article and shall be entitled to enforce against the Authority all indemnification and other rights granted to such person by applicable law and as otherwise provided in this Article.

Section 13.6 Insurance

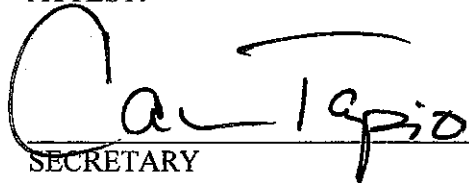
Pursuant to Neb. Rev. Stat. §13-401, the Authority shall provide its members and employees, either collectively or individually, with personal liability insurance coverage insuring against any liability and claim arising by reason of any act or omission in any manner relating to the performance, attempted performance, or failure of performance of official duties as such member or employee, and may authorize the payment of the premium, cost, and expense of such insurance from the general fund.

Section 13.7 Amendment.

These bylaws may be hereafter amended or repealed; provided, however, that no amendment or repeal shall reduce, terminate or otherwise adversely affect the right of a person who was or is a commissioner or officer to obtain indemnification or an advance of expenses with respect to an action, suit or proceeding that pertains to or arises out of actions or omissions that occur prior to the effective date of such amendment or repeal.

Adopted this 6th day of November, 2025 and amended on February 5, 2026.

VICE CHAIRMAN 

ATTEST:

SECRETARY