

**BYLAWS OF**  
**UNION STATION GATEWAY INC.**  
**A California Nonprofit Public Benefit Corporation**

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BYLAWS OF  
UNION STATION GATEWAY INC.  
A California Nonprofit Public Benefit Corporation

ARTICLE I  
PURPOSES AND POWERS

Section 1.01           General Purposes. Union Station Gateway Inc. (the "Corporation") is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law of the State of California (hereinafter, the "Law") for public or charitable purposes.

Section 1.02           Specific Purposes. In order to promote the common good and public welfare of the people in Southern California, the specific purposes of the Corporation are to provide services and resources essential for the design and construction of a project to be located in central Los Angeles known as the Gateway Center Project, which shall include a public agency headquarters facility, public parking , and a public transportation center, all as more specifically described in that certain Development Agreement by and between The Southern California Rapid Transit District ("SCRTD") and Catellus Development Corporation ("CDC"), dated October 30, 1991.

Section 1.02           General Powers. The Corporation is to have and exercise all rights and powers conferred on nonprofit public benefit corporations under the laws of the State of California.

ARTICLE II  
OFFICES

Section 2.01           Principal Office. The principal office for the transaction of the business of the Corporation is located at 425 South Main Street, Los Angeles, California 90013. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another.

Section 2.02           Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the Corporation is qualified to do business.

## ARTICLE III

### MEMBERS

Section 3.01            Classification and Eligibility of Members. This Corporation shall have two classes of Members, designated as follows: Class A Members and Class B Members. There shall be no more than one Member of each Class, absent the unanimous approval of the Class A Member and Class B Member. The initial Class A Member shall be SCRTD. The initial Class B Member shall be CDC.

Section 3.02            Dues. No dues are required of any Member. This provision shall in no way be deemed to modify any contractual obligation of a Member to make payments to the Corporation.

Section 3.03            Voting Rights. The Class A Members and the Class B Members shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the assets of the Corporation, on any merger and its principal terms and any amendment of those terms, on any election to dissolve the Corporation, and on all other matters submitted to a vote of the Members whether or not required by the Law. In addition, Members shall have all rights afforded members under the Law. If the Corporation is dissolved, all assets will be distributed in accordance with the Articles of Incorporation of the Corporation, subject to payment or provision for payment of the obligations and debts of the Corporation. Except with regard to the election of directors, each Class of Members shall have one half of the votes eligible to be cast on a particular matter. (For example, if SCRTD is the sole Class A Member, and CDC has transferred half of its Class B Membership to "X Co." pursuant to Section 3.05 hereof, on a vote on a matter submitted to the Members, SCRTD would have 1 vote as Class A Member and CDC and X Co. would each have one half of one vote as Class B Members.) With regard to the election of directors, the Class A Member shall be entitled to elect only the Class A Directors and to fill any Class A Director vacancies. Likewise, the Class B Member shall be entitled to elect only the Class B Directors and fill any Class B Director vacancies.

Section 3.04            Termination of Membership. A membership shall terminate on the resignation of a Member, on reasonable notice to the Corporation; provided however, no Member may resign if the effect of such resignation would be the breach of any contractual obligation of the Member to the Corporation.

Section 3.05            Transfer of Memberships. No Member may transfer or assign its membership to another person or entity, whether by sale, pledge, merger, operation of law or otherwise, without the prior written consent of the other Member(s) which consent may be withheld in the reasonable discretion of the non-transferring Member; provided, however, that, so long as SCRTD is a Member of this Corporation, the other Member(s) must consent to a transfer of the Class A Membership of SCRTD occasioned by any reorganization of SCRTD mandated by governmental authorities having the power to require or effect such reorganization.

Section 3.06            Meetings of Members.

(a)    Regular Meetings. Regular meetings of the Members of the Corporation shall be held once each fiscal year, in the month of September, on the second Monday at 8:00 a.m., Pacific Time, at the SCRTD Board Room, located at 425 South Main Street, Los Angeles, California. If the regular meeting date falls on a holiday, the meeting shall be held on the next business day, at the same time and place or on the date, and at the time and place, fixed by the Board of Directors at any regularly scheduled Board meeting.

(b)    Notice.

(1)    General Notice Requirements. Notice of each regular meeting shall be sent, at least ten but not more than fifty days before the meeting, by the Secretary or a delegate. Such notice shall be mailed by first-class, registered or certified, mail, to each Member of the Corporation on the

Corporation's records on the date of mailing. In lieu of mailing, such notice may be given by personal delivery to the office address of the Member or sent via telecopier (electronic transmission receipt acknowledged) to the office address of the Member. The notice shall specify the place, date, and hour of the meeting, and (i) for a special meeting, shall state the general nature of the business to be transacted, and that no other business may be transacted, or (ii) for the annual meeting, shall state those matters that the Board, at the time notice is given, intends to present for action by the Members, but it shall also state that any proper matter may be presented at the meeting. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

(2) Notice of Certain Agenda Items. Approval by the Members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (A) Removing a director without cause;
- (B) Filling vacancies on the Board;
- (C) Amending the articles of incorporation;
- (D) Approving a contract or transaction between the Corporation and one or more directors, or between the Corporation and any entity in which a director has a material financial interest; or

- (E) Electing to wind up and dissolve the Corporation.

(c) Special Meetings. Special meetings of the Members may be called at any time and for any lawful purpose by the vote or written consent of the Board of Directors, Chairman of the Board, the President or by five percent (5%) or more of the Members. Written notice of the time and place of special meetings of the Members may be given in the same manner as for regular meetings of the Members.

(1) Calling Meetings. A special meeting called by any person (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the Secretary of the Corporation. The Secretary shall cause notice to be given promptly to the Members, in accordance with Section 3.06(b) of these bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after receipt of the request, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of Members may be held when the meeting is called by the Board.

(2) Proper Business of Special Meeting. No business, other than the business whose general nature was set forth in the notice of the meeting, may be transacted at a special meeting.

(d) Quorum. So long as the Corporation has one Class A Member and one Class B Member, a quorum for any meeting of the Members shall consist of all Members. If there is more than one Class A Member and/or Class B Member, a quorum shall consist of Members holding a majority of the eligible votes as calculated pursuant to Section 3.03 hereof.

(e) Adjournment. A majority of the Members present, whether or not constituting a quorum, may adjourn any meeting from time to time to another time and place. No meeting of Members may be adjourned for more than forty-five (45) days. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

(f) Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to Members if the time and place of the meeting is announced at the adjourned meeting. If after adjournment a new record date is fixed for notice or voting, notice of the adjourned meeting shall be given, in the manner specified in Section 3.06(c) hereof for giving notice of special meetings.

(g) Voting. Voting may be by voice or ballot, except that any election of directors must be by ballot if demanded by any Member at the meeting before the meeting begins. Members shall be entitled to vote by proxy. Subject to the voting rights of the respective classes of Members with regard to the respective classes of directors, if a quorum is present, the affirmative vote of Members holding an absolute majority of the voting power of the Members shall be the act of the Members, unless the vote of a greater number or voting by classes is required by the Law or the articles of incorporation.

(h) Ralph M. Brown Act. All meetings of the Members shall be called, noticed, held and conducted in accordance with the provisions of the Ralph M. Brown Act, as amended (commencing with Section 54950 of the Government Code of the State of California).

ARTICLE IV  
DIRECTORS

Section 4.01. Number and Classification of Directors.

(a) Composition of the Board.

(1) The Board of Directors of the Corporation shall consist of six directors, three of whom shall be classified as Class A Directors and three of whom shall be classified as Class B Directors.

(2) All directors shall be nominated and elected by the Members. Subject to Section 4.01(c) hereof, each director shall serve for a term of four years and until his or her successor has been elected and qualified.

(3) The Class A Directors shall be elected by the Class A Member and the Class B Directors shall be elected by the Class B Member. Each such director shall hold office for four years and until a successor has been designated and qualified.

(b) Vacancies. A vacancy in the Board of Directors may only be filled by the Member entitled to elect directors of the Class in which the vacancy exists. Subject to Section 4.01(c) hereof, a successor director so elected shall serve for the unexpired term of his predecessor.

(c) Removal Without Cause. Any or all directors may be removed without cause provided that such removal is approved by the Member with the authority to elect such director.

(d) Compensation. Each director shall receive the sum of \$50 per meeting of the Board, or duly constituted committee of the Board, or such other sum as may be determined from time to time by the Board. This subsection shall not be construed to preclude any director from (i) serving the Corporation in any other capacity as officer, employee, agent or otherwise, and receiving additional remuneration for those services, or (ii) receiving additional reimbursement for expenses incurred in connection with such director's official duties.

Section 4.02. Powers. Subject to limitations of the Articles of Incorporation, other sections of these bylaws and of the Law, all corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Pursuant to Section 5212 of the Law, the Board by resolution, may create one or more committees as it deems appropriate to perform Board functions.

Section 4.03. Meetings of the Board.

(a) Ralph M. Brown Act. All meetings of the Board of Directors shall be called, noticed, held and conducted in accordance with the provisions of the Ralph M. Brown Act, as amended (commencing with Section 54950 of the Government Code of the State of California).

(b) Regular Meetings. Subject to Section 4.03(a) hereof, regular meetings of the Board of Directors shall be held at 8:00 a.m., Pacific Time, on the Second Monday of each month; provided however, that the September meeting shall be held immediately after completion of the Annual Meeting of Members held pursuant to Section 3.06(a) hereof. Such meetings shall be held at the SCRTD Board Room located at 425 South Main Street, Los Angeles, California, or at such other place as may be designated by the Board from time to time. Notice of the time and place of each regular meeting shall be given to directors only if the time or date or location of such meeting is other than specified in this Section

4.03(b). If necessary, 48 hours prior to such meeting, the Secretary or a delegate shall cause such notices to be delivered personally, or by telephone (including telecopier, electronic transmission receipt acknowledged) or telegraph, to each member of the Board of Directors at his or her address, telephone or telecopier number as shown on the records of the Corporation. Alternatively, such notices may be sent by first class mail four days prior to such meeting.

(c) Special Meetings. Special meetings of the Board of Directors may be called for any purpose or purposes by the Chairman of the Board, President, or by a majority of either Class of directors then in office. Notice of the time and place of each special meeting of the Board of Directors shall be given in the same manner as for regular meetings of the Board of Directors not to be held at the regular time or date or place.

(d) Meetings by Telephone. Subject to any contrary provisions of the Ralph M. Brown Act, if there is otherwise a quorum present in person, with the concurrence of the directors present in person, other directors may participate in a meeting by telephone conference or similar communication equipment, as long as all directors participating in the meeting and members of the public in attendance can hear one another. All directors participating by telephone or similar conference shall be deemed to be present in person at such a meeting for all purposes except the establishment of a quorum.

(e) Quorum and Voting. At all meetings of the Board of Directors, four Members of the Board present in person at the meeting shall constitute a quorum for the transaction of business; provided however, that two of such directors must be Class A Directors and two of such directors must be Class B Directors. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless the Law, the Articles of Incorporation of the Corporation or these bylaws require a greater number. If the Board becomes deadlocked on any issue before it, such issue shall be referred for immediate and

binding resolution to a dispute resolution panel consisting of three persons: one designated by the Class A Directors, one designated by the Class B Directors, and one independent member familiar with the design and construction of projects similar to the Gateway Center Project. Such panel shall be established by the Board by appropriate resolutions as soon as possible after the adoption of these bylaws.

(f) Waiver of Notice. The transactions of any meeting of the Board of Directors which are noticed within the same times as specified in the Ralph M. Brown Act for notice to the public shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present without protest, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(g) Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting from time to time to another time and place.

(h) Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than two full hours. If the meeting is adjourned for more than two full hours, notice of the adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment in the manner specified in Section 4.03(c) of these bylaws.

#### ARTICLE V OFFICERS

Section 5.01. Positions. The officers of the Corporation shall be Chairman of the Board, President, Executive Vice President, Secretary, Chief Financial Officer and such additional Vice Presidents as may from time to time be determined by the Board to be appropriate. The Corporation may also have, at the

FIRST AMENDMENT TO BYLAWS OF  
UNION STATION GATEWAY, INC.

Amend Section 5.01 to provide:

Section 5.01.        Positions. The officers of the Corporation shall be Chairman of the Board, the Vice Chairman of the Board, President Executive Vice President, Secretary, Chief Financial Officer and such additional Vice Presidents as may from time to time be determined by the Board to be appropriate. The Corporation may also have, at the discretion of the Board of Directors, such other officers as may be appointed in accordance with the provisions of Section 5.03 hereof. One person may hold two or more offices, except those of President and Secretary, or President and Chief Financial Officer.  
(Amended 9/13/93 - Amendment underlined)



DATE: September 14, 1993

INTEROFFICE  
MEMORANDUM  
LEGAL DEPARTMENT


**RECEIVED**

SEP 16 1993

MTA Secretary

TO: Helen Bolen  
FROM: Jeffrey J. Lyon  
SUBJECT: Amendment to USG Bylaws

Attached is a draft of the amendment to the USG Bylaws adopted by the members on September 13, 1993. It should be entered in to the corporate minutes as such. Although not a part of the amendment, the minute would also reflect Mr. Villaraigosa's election to that position.

  
JEFFREY J. LYON  
Assistant General Counsel

Attachment

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discretion of the Board of Directors, such other officers as may be appointed in accordance with the provisions of Section 5.03 hereof. One person may hold two or more offices, except those of President and Secretary, or President and Chief Financial Officer.

Section 5.02.           Election. The officers of the Corporation, including those appointed under Section 5.03 or Section 5.05 hereof, shall be chosen by the Board and shall serve at the pleasure of the Board.

Section 5.03.           Subordinate Officers. The Board of Directors may appoint such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these bylaws or as the Board of Directors may from time to time determine.

Section 5.04.           Removal and Resignation. Any officer may be removed either with or without cause by the Board of Directors or by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.05.           Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled by the vote of a majority of the Board of Directors.

Responsibilities of Officers.

(a) Chairman of the Board. The Chairman of the Board shall preside at meetings of Members and of the Board of Directors and shall exercise and perform such other duties and powers as the Board may assign from time to time. In the absence of the Chairman of the Board, the Board will designate a Chairman Pro Tem to preside at meetings of the Members and of the Board of Directors.

(b) President. The President shall be the chief executive officer of the Corporation. At the annual meeting of Members, he or she shall make a report of the activities of the Corporation during his or her term of office. He or she shall have the general powers and duties of management usually vested in the President of a nonprofit corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or these bylaws.

(c) Executive Vice President. The Executive Vice President shall have such duties and powers as may be prescribed by the Board of Directors or these bylaws, and, in the absence of the President, shall function as the chief executive officer of the Corporation with the powers and duties usually vested in the President.

(d) Vice-Presidents. Other Vice Presidents shall assist the President in the performance of his or her duties, and in the absence of the President and Executive Vice President, in order of rank prescribed by the Board of Directors, shall perform all the duties of the President and, while so acting, shall have all the powers of, and be subject to all restrictions upon, the President. Vice Presidents shall have such other powers and perform such other duties as may be prescribed for them respectively by the Board of Directors.

(e) Secretary. The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of the Board of Directors, of committees of the Board and of the Members, specifying the time and place of holding and whether regular or special, the notice given thereof, the names of those present at such meetings, and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office, a Membership book containing the name and address of each Member and in any case where Membership has been terminated such fact shall be recorded in the book, together with the date on which the Membership ceased.

The Secretary shall give, or cause to be given, notice of all meetings required by these bylaws or by law to be given, and he or she shall keep the seal of the Corporation in safe custody, affixing it to documents as the business of the Corporation may require, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these bylaws.

(f) Chief Financial Officer. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any Director.

The Chief Financial Officer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all of his or her transactions as Chief Financial Officer and of the financial condition of the Corporation, and shall have

such other powers and perform such other duties as may be prescribed by the Board of Directors or these bylaws.

ARTICLE VI  
RECORDS, REPORTS, AND INSPECTION RIGHTS

Section 6.01.       Records. The Corporation shall keep at its principal office: (1) copies of the Articles of Incorporation and bylaws of the Corporation, (2) complete and correct books of account, (3) written minutes of the proceedings of the Members, the Board of Directors and its committees, and (4) a record of each Member's name, address, and class of Membership.

Section 6.02.       Annual Report. Unless the Corporation receives less than \$10,000 of gross revenues or receipts during a fiscal year, an annual report shall be prepared within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information in appropriate detail:

(a)       A balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year, accompanied by any report on them by independent accountants, or, if there is no such report, by the certificate of The Chief Financial Officer of the Corporation that they were prepared without audit from the books and records of the Corporation.

(b)       A statement of the place where the names and addresses of current Members are located.

(c)       Any information required by Section 8322 of the Law (regarding certain "interested person" transactions and indemnifications).

(d) A narrative statement reporting on the progress of the Project described in Section 1.02 of these bylaws.

Section 6.03. Members' Inspection Rights. Every Member shall have the right at any reasonable time to inspect, copy and make extracts of all books, records and documents of every kind and to inspect the physical properties of the Corporation as long as these acts are for a purpose reasonably related to the Member's interest as a member. Such inspection may be made in person or by an agent or attorney.

## ARTICLE VII INDEMNIFICATION

Section 7.01. Right of Indemnity. To the fullest extent permitted by Section 5238 of the Law, this Corporation shall indemnify its officers, directors, employees, and other agents of the Corporation, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any proceeding, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Agent," "proceeding," and "expenses," as used by this bylaw, shall have the same meaning as in Section 5238(a) of the Law.

Section 7.02. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or 5238(c) of the Law, the Board shall promptly determine under Section 5238(e) of the Law, whether the applicable standard of conduct set forth in Section 5238(b) or 5238(c) has been met, and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to the which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of Members. At that meeting, the Members shall

determine under Section 5238(e) whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met, and, if so, the Members shall authorize indemnification.

Section 7.03.           Successful Defense. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Section 5238(b) or Section 5238(c) of the Law, or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 7.04.           Advancement of Expenses. Expenses incurred by any agent in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding only upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it is determined ultimately that such person is entitled to be indemnified as provided in this Article VII.

Section 7.05.           Insurance. The Board of Directors is authorized to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability.

Section 7.06.           Further Limitations. This Article VII does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation, provided that nothing contained in this Section shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by law.

ARTICLE VIII  
MISCELLANEOUS

Section 8.01            Fiscal Year. The fiscal year of this Corporation shall be from the first day of July through the 30th day of June.

Section 8.02            Purchasing and Contracting.

(a)        The President, with the concurrence of the Executive Vice President, may enter into contracts for goods or services on behalf of the Corporation providing for payments of not more than \$25,000 without the prior approval of the Board of Directors. The President shall report all such contracts to the Board of Directors at the next regular Board meeting after the date of the contract, such report to contain the name of the vendor of goods or services, the amount of the contract, and a brief description of goods or services to be provided.

(b)        Except for suppliers, contractors and consultants retained or committed to either by SCRTD or CDC prior to the formation of this Corporation or pursuant to the Development Agreement between SCRTD and CDC described in Section 1.02 of these bylaws (which contracts or commitments have been assigned to the Corporation), to the extent possible, contracts for goods and services by the Corporation in amounts exceeding \$25,000 shall be entered into only after open competition pursuant to procedures established by the Board. Sole source contracts in excess of \$25,000 shall require written justification to, and approval by, the Board.

(c)        The Corporation shall comply with "disadvantaged business enterprise" ("DBE") guidelines established by the Board, which guidelines shall be consistent with those described in the Development Agreement between the SCRTD and CDC described in Section 1.02 of these bylaws.

Section 8.03            Amendment. The bylaws of this Corporation may be amended by the vote of Members at any regular meeting of Members, or at any special meeting of Members called for that purpose. In addition, these bylaws may be amended at any time by the Board of Directors. However, without the approval of Members, the Board may not adopt, repeal, or amend any bylaws that would:

- (1)     change the number or classification of directors;
- (2)     increase or extend the terms of directors; or
- (3)     allow any director to hold office by designation or selection rather than by election by a Member or Members; or
- (4)     change the quorum for Members' meetings;
- (5)     repeal, restrict, expand, or otherwise change proxy rights; or
- (6)     authorize cumulative voting.

Section 8.04.            Statutory and Other References. All references to particular sections of the Law contained herein shall include future amendments to such sections or renumbering of such sections. References to the "Board" shall mean the Board of Directors of this Corporation.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that:

- (1) I am the presently elected and acting secretary of Union Station Gateway, Inc.; and
- (2) The above Bylaws, consisting of eighteen (18) pages are the Bylaws of this Corporation as adopted at a meeting of the Board of Directors held on February 10, 1992.

IN WITNESS WHEREOF, I have subscribed my name and affixed the seal of this Corporation on February 20 1992.

  
Helen M. Bolen, Secretary