

## RESOLUTION

**WHEREAS**, the term of the current Employment Agreement of Port Authority of Allegheny County's Chief Executive Officer Katharine Eagan Kelleman ("Kelleman") expires on December 31, 2025; and

**WHEREAS**, Kelleman's performance as Chief Executive Officer has met or exceeded expectations; and

**WHEREAS**, the Board has determined that it is in the best interests of the Authority, based upon Kelleman's performance and other factors, to amend and restate the terms of her current employment agreement and extend her term as the Chief Executive Officer for the Authority, such terms to be retroactive and effective as of January 1, 2025, to continue until December 31, 2029;

**WHEREAS**, Kelleman is willing to accept the amended and restated terms of her employment as the Chief Executive Officer for the Authority.

**NOW, THEREFORE, BE IT RESOLVED**, that subject to the execution of a Second Amended and Restated Employment Agreement, as approved by, and in a form satisfactory to, the Board's Solicitor, Kelleman shall continue to serve as Chief Executive Officer of Port Authority of Allegheny County at an annual salary of \$312,000.00 plus other benefits, and under such other terms and conditions as may be contained within the Second Amended and Restated Employment Agreement, effective retroactively to January 1, 2025 and to continue until December 31, 2029.

**NOW, THEREFORE, BE IT FURTHER RESOLVED**, that the Chair of the Board be, and hereby is, authorized to execute the Second Amended and Restated Employment Agreement on behalf of Port Authority of Allegheny County and to take all such other actions necessary and proper to carry out the purpose and intent of this resolution.