

RESOLUTION NO. 2010-08

A RESOLUTION BY THE PORT OF GREATER CINCINNATI DEVELOPMENT AUTHORITY IN SUPPORT OF SEWER ENHANCEMENTS BEING IMPLEMENTED BY THE METROPOLITAN SEWER DISTRICT OF GREATER CINCINNATI

WHEREAS, among other matters, the Port of Greater Cincinnati Development Authority (the "Port Authority") partners with local communities and organizations to facilitate various public improvement projects within the City of Cincinnati (the "City") and Hamilton County, Ohio ("County"); and

WHEREAS, the Metropolitan Sewer District of Greater Cincinnati ("MSD") serves as the wastewater utility for nearly 850,000 residents in Hamilton County and as the stormwater utility for the City of Cincinnati; and

WHEREAS, in its role as a wastewater and stormwater utility, MSD executes wastewater treatment and stormwater management projects;

WHEREAS, by collaborating and consulting to study, identify and implement available opportunities and options for sustainable wet weather solutions in various watersheds, wastewater treatment, and stormwater management, the Port Authority and MSD will better promote sustainable wet weather solutions, water reclamation, and watershed management throughout greater Cincinnati; and

WHEREAS, MSD has requested that the Port Authority make itself available, upon MSD request and in accordance with such terms as mutually agreed upon by the parties to assist MSD in and with the study, development and implementation of various infrastructure projects for storm water management, water reclamation, and watershed management throughout greater Cincinnati, including providing consulting services, assisting with procurement of funding, real estate acquisitions, project support and other tasks as may from time to time be identified and agreed to by MSD and the Port Authority (collectively, "Projects"); and

WHEREAS, in accordance with its powers set forth in Ohio Revised Code Chapter 4582, the Port Authority is willing to consult and collaborate with MSD on Projects on the conditions set out herein;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Port of Greater Cincinnati Development Authority:

Section 1. Subject to the conditions set out below, the Port Authority staff is hereby authorized for and in the name of the Port Authority and on its behalf and on behalf of this Board, to collaborate and consult with MSD in the implementation of Projects and to enter into one or more agreements with MSD specifically outlining the respective roles and responsibilities of each entity as to the implementation of Projects, including, but not necessarily limited to, delegation to the Port Authority, as agent for MSD, the acquisition of real estate and

procurement of grant and other funding sources. The foregoing approval is expressly conditioned on satisfaction of the following conditions:

- a. Any agreements between the Port Authority and MSD shall be approved as to form and content by the Chair of the Port Authority Board or his designee, the President of the Port Authority, and legal counsel; and
- b. MSD shall have agreed to pay to the Port Authority (i) such reasonable compensation as may be deemed appropriate by the President given the terms of the engagement under such agreement; and (ii) any costs and expenses incurred or to be incurred by the Port Authority in fulfilling its obligations under any such agreements; and
- c. Any such agreements and the projects described therein shall first be approved by the appropriate staff members of the City and County, and, if required by law or other agreement, by the legislative authorities of the City or County, as applicable.

Upon satisfaction of the foregoing conditions, the Chair and the President, alone or together with the Secretary or Assistant Secretary of this Board, are hereby authorized and directed to execute and deliver any such agreements as satisfy the foregoing conditions and as are not adverse to the Port Authority and as are approved by the officer executing the same as being necessary or desirable and in the best interest of the Port Authority, such execution being conclusive evidence of approval of any such agreement as being necessary or desirable and in the best interest of the Port Authority, that they are not adverse to the Port Authority and that they are in satisfactory form.

Section 2. This Board finds and determines that all formal actions of this Board and any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Board and of any of its committees that resulted in such formal action were held, in meetings open to the public, in compliance with the law.

Section 3. This Resolution shall be in full force and effect upon its adoption.

Adopted: June 22, 2010

Yeas: 6

Vice Chairman

Nays: 0

Attest: _____
Secretary