

**RESOLUTION NO. 2012-01**

**RESOLUTION APPOINTING OFFICERS OF THE PORT OF GREATER CINCINNATI DEVELOPMENT AUTHORITY AND APPROVING RELATED MATTERS.**

**WHEREAS**, pursuant to Ohio law and the Bylaws of the Port of Greater Cincinnati Development Authority ("Port Authority") this Board may appoint the President, the Secretary and assistant and subordinate officers as it deems necessary or desirable from time to time; and

**WHEREAS**, this Board has determined that, in order to provide for the continued implementation and development of the business and projects of the Port Authority at this time, and to promote the efficient and effective delivery of services by the Port Authority, it is necessary, desirable, proper and appropriate, and is in the best interest of the Port Authority, for this Board to now appoint and re-appoint, as applicable, a President, Senior Vice President, Vice President of Public Finance, Secretary and Assistant Secretary, each to have such authority as is granted or provided by or pursuant to the Bylaws or under or pursuant to any actions taken or authority granted by this Board and subject to any limitations therein; and

**WHEREAS**, by motion of this Board at its special meeting on December 16, 2011, the Board authorized the Chairman of the Board to extend an offer to Laura N. Brunner for the position of President of the Port Authority and to negotiate the terms of her employment in that capacity; and

**WHEREAS**, Ms. Brunner has accepted the offer so extended and the Board now desires to formalize her appointment to the offices of President and Secretary of the Port Authority; and

**WHEREAS**, this Board further finds that Raymond E. Schafer has discharged his duties to the Port Authority from time to time, including most recently, as Interim President and Interim Secretary and Senior Vice President and this Board has determined that it is in the best interest of the Port Authority to re-appoint him at this time as Senior Vice President and Assistant Secretary; and

**WHEREAS**, this Board finds that Susan E. Thomas has discharged her duties as Vice President of Public Finance and interim Assistant Secretary and this Board has determined that it is in the best interest of the Port Authority to re-appoint her at this time as Vice President of Public Finance;

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

Section 1. This Board hereby appoints the following persons to the offices set forth below, to serve in such offices pursuant to applicable provisions of the Bylaws, including without limitation the provisions of Article I and Article VII, Section 1 thereof, and other applicable resolutions of this Board:

Laura N. Brunner	President and Secretary
Raymond E. Schafer	Senior Vice President and Assistant Secretary
Susan E. Thomas	Vice President of Public Finance

Such appointments shall be effective immediately and, unless and except to the extent sooner revoked by this Board, until the earlier of the appointment of and acceptance by successors to such offices, as applicable, or resignation from the applicable offices delivered in writing to the Chairperson. The officers so appointed shall have such authority and duties as are provided under the Bylaws with respect to such offices, together with such additional authority as shall be delegated from time to time to such officers by

applicable Board action, but subject to any limits on that authority or those duties in or pursuant to applicable Board action. The Port Authority shall pay the cost of any surety bond required under the Bylaws or under the laws of the State, and shall procure and pay the cost of such liability insurance coverages for the offices so appointed as it has heretofore provided, subject to change in accordance with the insurance program at the time maintained by the Port Authority, and all such costs shall be paid from funds appropriated for that purpose.

Section 2. This Board expressly authorizes each officer appointed hereby to request that the Port Authority consent to, or permit such officer to withdraw from, participation in matters before the Port Authority if such officer shall have determined that such consent or withdrawal is permitted or mandated under applicable Ohio law and that adequate provision for the Port Authority's participation in all such matters can be made consistent with applicable law. All such requests by the President and Secretary hereby appointed shall be in writing (describing in reasonable detail the nature of the proscription, the consent, waiver or permission requested, any matters to be withdrawn from and the provision to be made for such matters) submitted to the Chairperson of this Board or, in the absence or unavailability of the Chairperson, to the Vice Chairperson, and all such requests by the Senior Vice President and Assistant Secretary or Vice President of Public Finance shall be in writing submitted to the President or, in the absence or unavailability of the President, to the Chairperson or Vice Chairperson. The Chairperson or Vice Chairperson, or the President in consultation with the Chairperson or Vice Chairperson, is hereby directed to review all such requests and, in such officer's discretion, to consult with any other officer authorized to review such request, or with any other member of this Board as he or she shall see fit, and to either refer the matter to this Board or approve or deny the request, in whole or in part; provided, that any such approval shall only be given if and to the extent that the Chairperson or Vice Chairperson has determined that the provision to be made for the Port Authority's participation in such matters is satisfactory and has determined to take supervisory responsibility for such matters, with assistance from the administrative staff, or has identified a particular Board member (or the President in the case of any request by the Senior Vice President or Vice President of Public Finance) to take such supervisory responsibility, with notification of the actions taken to be given in all cases to the Board at or prior to the next meeting of this Board after the actions taken. Additional procedures may be established by the Chairperson, including on recommendation of the President, Senior Vice President or Vice President of Public Finance in order to further ensure the efficient and effective provision of services by the Port Authority in the event of any withdrawal by an officer from participation in any matters before the Port Authority.

Section 3. 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 actions were held, in meetings open to the public, in compliance with the law.

Section 4. This Resolution shall be in full force and effect upon its adoption.

Adopted: January 11, 2011

Yeas:         6        

Nays:         0        

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Chairperson

Attest: \_\_\_\_\_  
Secretary