

RESOLUTION NO. 2010-12

RESOLUTION ESTABLISHING THE OFFICES OF SENIOR VICE PRESIDENT AND VICE PRESIDENT OF PUBLIC FINANCE OF THE PORT OF GREATER CINCINNATI DEVELOPMENT AUTHORITY AND APPROVING RELATED MATTERS.

WHEREAS, pursuant to Ohio law and the Bylaws (including, without limitation, Section 10 of Article II and Section 1 of Article IV thereof) of the Port of Greater Cincinnati Development Authority (“Port Authority”), this Board may appoint such assistant and subordinate officers or employees, in addition to the President, as it may deem desirable or necessary, who shall hold office or employment at the pleasure of, and perform such duties as shall be determined from time to time by, this Board;

WHEREAS, by Resolution No. 2007-02, this Board established an office of Vice President to perform the functions of the chief operating officer of the Port Authority and having the duties previously discharged by the Director of Finance and Administration, among other things (as used herein, the office of Vice President created pursuant to the foregoing resolution shall be referred to as the “Senior Vice President”); and

WHEREAS, this Board has determined that, for the continued implementation and development of the business and projects of the Port Authority during leadership transitions, and to promote continuity of leadership and the more 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 establish the additional office of Vice President of Public Finance of the Port Authority at this time, with the appointment to that office to be made from time to time in the discretion of the Board and the appointee to have such authority as is granted or provided by or pursuant to this resolution and to all other provisions applicable to the Vice President of Public Finance from time to time under the Bylaws or under or pursuant to any actions taken or authority granted by this Board (“Board Action”) and subject to any limitations herein or therein;

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

Section 1. This Board hereby determines that, for the continued implementation and development of the business and projects of the Port Authority during leadership transitions, and to promote continuity of leadership and the more 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 establish the office of Vice President of Public Finance of the Port Authority at this time. This Board hereby establishes the office of Vice President of Public Finance of the Port Authority. The Vice President of Public Finance appointed from time to time by this Board shall have such authority and duties and shall otherwise be governed by the provisions of Section 2 of this resolution, as amended or supplemented, and by all other provisions applicable from time to time under the Bylaws or other applicable Board Action to the Vice President of Public Finance and subject to any limitations herein or therein.

Section 2. The Vice President of Public Finance shall serve at the pleasure of this Board and shall perform the duties from time to time assigned to the Vice President of Public Finance by this Board, President, or Senior Vice President. Anything in the Bylaws to the contrary notwithstanding, the Vice President of Public Finance shall report to the President, being the chief executive officer of the Port Authority. The Vice President of Public Finance shall do all things necessary and appropriate for the proper implementation of the policies and programs of this Board. The Vice President of Public Finance shall report to and consult with the President and, in the

President's absence, the Chairperson or Vice Chairperson on questions of procedure, policy or practice. Without limitation on any other provision hereof, the Vice President of Public Finance shall have the authority and overall responsibility for the duties heretofore discharged by the Director of Public Finance. In the event of any vacancy in the office of both the President and Senior Vice President, until and in the absence of any further action by this Board, and without any intended limitation on the authority of this Board, the Vice President of Public Finance shall immediately and without the need for any further action by this Board, become the Acting President of the Port Authority, with all such authority as is provided under the Bylaws to the President, together with such additional authority as shall be delegated to the President by applicable Board Action and subject to any limitations therein.

Section 3. The office of Vice President as established in Resolution 2007-02 hereafter shall be named and referred to as Senior Vice President. Nothing contained herein, including in Section 2 hereof, shall be in derogation of any authority granted to the President of the Port Authority, or to the Senior Vice President, all of which is hereby ratified and confirmed.

Section 4. 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 5. This Resolution shall be in full force and effect upon its adoption.

Adopted: November 12, 2010

Yeas: 6

Nays: 0

Chairperson

Attest: _____
Secretary