

## **RESOLUTION NO. 2010-13**

### **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 the Port Authority to now have, an Interim President and an Secretary, and a Vice President of Public Finance 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, including Resolution No. 2010-12 with respect to the office of Vice President of Public Finance (collectively, "Board Action") and subject to any limitations therein; and

**WHEREAS**, this Board finds that Raymond E. Schafer has discharged his duties to the Port Authority from time to time, including as Senior Vice President and Assistant Secretary, in an exemplary manner and with commitment to the business, goals, policies, projects, practices and procedures of the Port Authority and this Board has determined that it is in the best interest of the Port Authority to appoint him at this time as Interim President and Secretary, at the request of the Chairperson and Vice Chairperson, he has agreed that if he is appointed by the Board as the Interim President and the Secretary, he will accept those appointments; and

**WHEREAS**, by Motion adopted at its October 8, 2010 Board meeting, this Board appointed Susan E. Thomas to the office of Vice President of Public Finance, with the understanding that the office so created would be further defined by the Board upon further study; and

**WHEREAS**, by Resolution No. 2010-12, the Board did so further define the office of Vice President of Public Finance; and

**WHEREAS**, this Board finds that Susan E. Thomas has discharged her duties as Director of Public Finance during her tenure with the Port Authority in an exemplary manner and with commitment to the business, goals, policies, projects, practices and procedures of the Port Authority and this Board has determined that it is in the best interest of the Port Authority to ratify her appoint at this time as Vice President of Public Finance and further to appoint her Assistant Secretary of the Port Authority if acceptable to her and, at the request of the Chairperson and Vice Chairperson, she has agreed that if she is ratified and appointed by the Board as the Vice President of Public Finance and Assistant Secretary, respectively, of the Port Authority, she will accept those appointments;

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

Section 1. This Board hereby finds and determines that Raymond E. Schafer has discharged his duties to the Port Authority from time to time, including as Senior Vice President, in an exemplary manner and with commitment to the business, goals, policies, projects, practices and procedures of the Port Authority and that it is in the best interest of the Port Authority to appoint him at this time as the Interim President of the Port Authority and Secretary of the Port Authority and this Board. Pursuant to applicable provisions of the Bylaws, including without limitation the provisions of Article I, Section 8 and Article VII, Section 1 thereof, and other applicable resolutions of this Board, this Board hereby appoints Raymond E. Schafer as Interim President of the Port Authority and as Secretary, both such appointments to 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 a different President or Secretary, as applicable, of such office or his resignation from the applicable office delivered in writing to the Chairperson or, in the absence or unavailability thereof, to the Vice Chairperson. The Interim President and Secretary shall have such authority and duties as are provided under the Bylaws to the President and Secretary, respectively, together with such additional authority as shall be delegated from time to time to the President or Secretary by applicable Board Action, but subject to any limits on that authority or those duties in or pursuant to applicable Board Action. Raymond E. Schafer shall continue also in his appointment as Senior Vice President pursuant to and consistent with his prior appointment to such office in Resolution 2007-03, and ratified in Resolution No. 2010-12. 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 President and Secretary 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. The Board hereby authorizes and directs the Chairperson to negotiate and enter into on behalf of the Port Authority, an employment agreement with Mr. Schafer with respect to his appointment as Interim President and the terms of his compensation therefore, on such terms and conditions deemed appropriate by the Chairperson in his reasonable judgment.

Section 3. This Board hereby finds and determines that Susan E. Thomas has discharged her duties as Director of Public Finance during her tenure with the Port Authority in an exemplary manner and with commitment to the business, goals, policies, projects, practices and procedures of the Port Authority and that it is in the best interest of the Port Authority to ratify her appoint as the Vice President of Public Finance of the Port Authority. Pursuant to applicable provisions of the Bylaws (including without limitation Article IV, Section 1 thereof) and applicable Board Action, this Board hereby ratifies the appointment of Susan E. Thomas as the Vice President of Public Finance of the Port Authority and hereby further appoints her Assistant Secretary of the Port Authority, effective immediately and, unless and except to the extent sooner revoked by this Board, until the earlier of the appointment of and acceptance by a different Vice President of Public Finance or Assistant Secretary, as applicable, of such office or her resignation as such officer delivered in writing to the Chairperson or, in the absence or unavailability thereof, to the Vice Chairperson. The Vice President of Public Finance and Assistant Secretary shall have such authority and duties as are provided under the Bylaws or applicable Board Action establishing such respective offices and duties of the Vice President of Public Finance and Assistant Secretary, together with

such additional authority as shall be delegated to the Vice President of Public Finance and Assistant Secretary from time to time by resolution or other Board Action, President or Senior Vice President, 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 Vice President of Public Finance as it has heretofore provided to officers of the Port Authority, 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 4. 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 Interim 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 Vice President of Public Finance and Assistant Secretary shall be in writing submitted to the Interim President or, in the absence or unavailability of the Interim President, to the Chairperson or Vice Chairperson. The Chairperson or Vice Chairperson, or the Interim 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 Interim President in the case of any request by the 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 Interim 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 5. 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 6. This Resolution shall be in full force and effect upon its adoption.

Adopted: November 12, 2010

Yeas:     6    

Nays:     0    

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Chairperson

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

Secretary