

RESOLUTION NO. 2008-01

RESOLUTION AUTHORIZING THE EXTENSION OF AN AGREEMENT FOR CONSULTING SERVICES AND APPROVING RELATED MATTERS.

WHEREAS, pursuant to the laws of the State of Ohio and the Bylaws of this Port Authority, this Board may retain such professional consultants or advisors as it deems necessary or desirable, as independent contractors to serve at the pleasure of, and to perform such duties as shall be determined from time to time by, this Board; and

WHEREAS, pursuant to Resolution No. 2007-1, this Board engaged Kimberly A. Satzger as a professional consultant and an independent contractor ("Consultant"), to provide consulting services (collectively, "Services") to the Port Authority in connection with the implementation and development of the business and projects of the Port Authority and the promotion of the efficient and effective delivery of services by the Port Authority, all as further described in an agreement (as amended, supplemented, renewed or extended from time to time, "Consulting Agreement") currently effective from March 1, 2007 through February 29, 2008 ("Existing Term"); and

WHEREAS, this Board has determined that the Port Authority will continue to need the Services provided by the Consultant after the expiration of the Existing Term, that the Consultant has provided the Services and otherwise discharged her duties under the Consulting Agreement in an exemplary manner and with commitment to the business, goals, policies, projects, practices and procedures of the Port Authority and that, subject to the agreement of the Consultant, it is in the best interest of the Port Authority at this time to extend the Consulting Agreement for an additional year on substantially the same terms and conditions as are provided in the Consulting Agreement;

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: (i) the Port Authority will continue to need the Services provided by the Consultant after the expiration of the Existing Term in order to provide for the continued implementation and development of the business and projects of the Port Authority, and to promote the efficient and effective delivery of services by the Port Authority, (ii) the Consultant has provided the Services and otherwise discharged her duties under the Consulting Agreement in an exemplary manner and with commitment to the business, goals, policies, projects, practices and procedures of the Port Authority, and (iii) it is in the best interest of the Port Authority at this time to extend the Consulting Agreement for an additional year on substantially the same terms and conditions as are provided in the Consulting Agreement. The Consulting Agreement shall be extended under a form of extension agreement ("Extension Agreement") consistent herewith and satisfactory to the Chairperson of this Board (or, in his absence or unavailability, the Vice Chairperson) and, upon signing of the Extension Agreement, the Consulting Agreement shall remain in effect for a period ending not later than February 28, 2009, subject to termination, extension and renewal only in accordance with the Consulting Agreement. All terms of the Consulting Agreement and of the resolution authorizing the same, except to the extent modified hereby or by the Extension Agreement, are adopted, approved, confirmed and ratified by this Board. The compensation of the Consultant under the Consulting Agreement shall be paid from amounts available in the general operating fund of the Port Authority and appropriated by this Board at the time to pay for consulting and other services during the extended term of the Consulting Agreement.

Section 2. The Chairperson of this Board (or, in his absence or unavailability, the Vice Chairperson) is hereby authorized and directed, for and in the name of the Port Authority, to sign the Extension Agreement, in substantially the form on file with the Chairperson, with such changes therein as are not substantially adverse to the Port Authority and are approved by the official signing the Extension Agreement, all to be conclusively evidenced by the signing thereof.

Section 3. This Board finds and determines that all formal actions of this Board and of any of its committees concerning and relating to the adoption of this resolution were taken, and 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: February 21, 2008

Yeas: 7

Nays: 0

Chairperson

Attest: _____
Secretary