

RESOLUTION NO. 2006-19

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGREEMENT FOR CONSULTING SERVICES AND RELATED MATTERS.

WHEREAS, this Board previously appointed Kimberly Satzger as the president of the Port Authority ("President") pursuant to Article IV, Section 1, of the Bylaws of the Port of Greater Cincinnati Development Authority ("Port Authority"), and as the Secretary of the Port Authority and this Board ("Secretary") pursuant to Article II, Sections 1 and 8, of those Bylaws and, effective on July 1, 2006, the Port Authority and Kimberly Satzger mutually agreed in order to assist the Port Authority in its transition to a new President and Secretary, to enter into a Consulting Agreement ("Existing Consulting Agreement") for not more than six months, under which Kimberly Satzger has, on an interim basis and as an independent contractor, performed duties and provided services identified in the Existing Consulting Agreement subject to the limitations contained therein, any directions from and limits imposed by this Board and in consultation with the Chairperson or, in his absence or unavailability, the Vice Chairperson;

WHEREAS, this Board is actively engaged in the search for a new President and Secretary, but does not expect to complete the appointment of a new President and Secretary before December 31, 2006 and Kimberly Satzger has executed her duties under the Existing Consulting Agreement with distinction and commitment and the Port Authority and Kimberly Satzger have mutually agreed, in order to assist the Port Authority in its transition to a new President and Secretary, to extend or renew, or enter into a new Consulting Agreement on substantially the same terms as the Existing Consulting Agreement, with Kimberly Satzger on an interim basis for a period not to exceed three months;

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 it is necessary and proper, and in the best interest of the Port Authority, to agree, in order to continue to obtain the necessary assistance in the transition to a new President and Secretary, to enter into a renewal or extension of, or a new Consulting Agreement on substantially the same terms as, the Existing Consulting Agreement under which Kimberly Satzger would, on an interim basis commencing on January 1, 2007 and continuing for a period not to exceed three months, as an independent contractor, perform duties and provide services identified in the Existing Consulting Agreement subject to the limitations contained therein and in the instrument or agreement evidencing the terms and conditions of the renewal, extension or new consulting agreement ("Extension"), any directions from and limits imposed by this Board and in consultation with the Chairperson or, in his absence or unavailability, the Vice Chairperson. The compensation to be paid for the consulting services to be provided to the Port Authority pursuant to the Extension, and the scope of work and terms and conditions on which those consulting services will be provided, shall be substantially as set forth in the Existing Consulting Agreement, as modified by or in the Extension, and those terms are all hereby approved by this Board and that compensation shall be paid from the 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 in 2007.

Section 2. The Chairperson of this Board (or, in his absence, the Vice Chairperson) is hereby authorized and directed, for and in the name of the Port Authority, to execute the Extension, in substantially the form now on file with the Chairperson, with such changes therein as are not substantially adverse to the Port Authority and are approved by the official executing the Extension, or in such other form as is consistent with this resolution and acceptable to the official executing the Extension, all, to be conclusively evidenced by the execution of the Extension.

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: November 21, 2006

Yeas: 8

Nays: 0

Chairperson

Attest: _____
Secretary