

RESOLUTION NO. 2006-20

RESOLUTION APPOINTING AN ACTING PRESIDENT AND SECRETARY AND APPROVING RELATED MATTERS

WHEREAS, this Board has heretofore appointed Kimberly Satzger as the Acting President and Secretary of the Port of Greater Cincinnati Development Authority with such authority as is granted to the president ("President") by or pursuant to the Bylaws of the Port of Greater Cincinnati Development Authority ("Bylaws"), including Article IV, Section 1 thereof, and with all powers of the Secretary of the Port Authority and this Board ("Secretary") pursuant to the Bylaws, including Article II, Sections 1 and 8, thereof, in each case through the earlier of (i) the appointment of and acceptance by a new President and Secretary and (ii) December 31, 2006 ("Expiration Date"); and

WHEREAS, this Board is actively engaged in a 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, resulting in a vacancy in the offices of President and Secretary as of the Expiration Date; 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 during the transition to a new President and Secretary, it is necessary and proper for the Port Authority to continue to have an Acting President and Secretary during such transition and, at the request of the Chairperson, in order to assist the Port Authority and this Board in the transition to a new President and Secretary, Kimberly Satzger has agreed that, if she is appointed by the Board to continue as the Acting President and Secretary for a period ending not later than March 31, 2007 (or such earlier date as this Board appoints a different President or Secretary, on either an interim or permanent basis, and such appointee accepts such office), she will accept that appointment;

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, in order to provide for the continued implementation and development of the business and projects of the Port Authority during the transition to a new President and Secretary, it is necessary and proper for the Port Authority to continue to have an Acting President and Secretary, with such authority as is granted by or pursuant to the Bylaws to the President and Secretary. Pursuant to applicable provisions of the Bylaws, and notwithstanding anything to the contrary therein, to further assist the Port Authority during the transition to a new President and Secretary, this Board hereby appoints Kimberly Satzger to continue as Acting President and Secretary of the Port Authority, on a temporary and interim basis, . effective January 1, 2007 and, unless and except to the extent sooner revoked by this Board, through and including the earlier of (i) the appointment of and acceptance by a different President and Secretary, as applicable, and (ii) March 31, 2007. The Acting President and Secretary shall have such authority and duties as are provided under the Bylaws to the President and Secretary, subject to any limits on that authority or those duties in or pursuant thereto, but shall serve without compensation. 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 Acting President and Secretary as it has heretofore provided, and all such costs shall be paid from the funds that have heretofore been used to pay for such surety bond and insurance coverages. Nothing herein shall be construed to affect the existing appointments of Kimberly Satzger as Acting President and Secretary through the Expiration Date, which appointments are hereby confirmed.

Section 2. 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 3. This Resolution shall be in full force and effect upon its adoption.

Adopted: November 21, 2006

Yeas: 8

Nays: 0

Chairperson

Attest: _____
Secretary