

## **RESOLUTION NO. 2007-01**

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

WHEREAS, pursuant to the laws of the State of Ohio 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 hire such professional consultants or advisors as it may deem desirable or necessary and who may be retained as independent contractors at the pleasure of, and perform such duties as shall be determined from time to time by, this Board; and

WHEREAS, this Board has, since July 1, 2006, engaged Kimberly A. Satzger as a consultant ("Consultant") on a temporary and interim basis, and as an independent contractor, to assist the Port Authority under successive consulting agreements, including an existing month-to-month agreement ("Existing Consulting Agreement") scheduled to expire on March 31, 2007 ("Expiration Date"); and

WHEREAS, this Board has determined that the Consultant has discharged her duties under the Existing Consulting Agreement in an exemplary manner and with commitment to the business, goals, policies, projects, practices and procedures of the Port Authority, and that, 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, it is necessary, desirable, proper and appropriate, and is in the best interest of the Port Authority at this time, to terminate the Existing Consulting Agreement and enter into a new consulting agreement with the Consultant ("2007 Consulting Agreement"), under which the Port Authority will retain the Consultant to perform services required by the Port Authority for a period of not less than six months and on substantially the terms and conditions contained in the draft form of consulting agreement currently on file with the Chairperson of this Board and the Consultant has indicated that she will enter into a new consulting agreement with the Port Authority on such terms and conditions;

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, 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 at this time, to terminate the Existing Consulting Agreement and enter into the 2007 Consulting Agreement with the Consultant, under which the Port Authority will retain the Consultant to perform services required by the Port Authority for a period of not less than six months and on substantially the terms and conditions contained in the draft form of consulting agreement currently on file with the Chairperson of this Board, which is hereby approved and authorized. The 2007 Consulting Agreement shall become effective on March 1, 2007, shall remain in effect for a period of up to one year, with renewals or extensions only as set forth therein, and shall not be terminable by the Consultant prior to September 1, 2007. Pursuant to the 2007 Consulting Agreement, the Consultant shall, as an independent contractor, perform the duties and provide the services identified in the 2007 Consulting Agreement subject to the limitations contained therein, any directions from and limits imposed by this Board and in consultation with the other officers of the Port Authority and this Board, and shall be compensated in accordance therewith. The scope of work and terms and conditions on which those consulting services will be provided are hereby approved by this Board and the compensation of the Consultant under the 2007 Consulting Agreement 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 during the term of the 2007 Consulting Agreement.

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 2007 Consulting 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 executing the 2007 Consulting Agreement, or in such other form as is consistent with this resolution and acceptable to the official executing the 2007 Consulting Agreement, all to be conclusively evidenced by the execution of the 2007 Consulting Agreement. The Existing Consulting Agreement shall terminate immediately upon the execution and delivery of the 2007 Consulting Agreement.

Section 3. This Board expressly acknowledges and agrees to the right of the Consultant under the 2007 Consulting Agreement to request that the Port Authority consent to, or permit the Consultant to withdraw from, participation in matters before the Port Authority if she 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 shall be in writing submitted to the Chairperson of this Board or, in the absence or unavailability of the Chairperson, to the Vice Chairperson. The Chairperson and Vice Chairperson are hereby directed to review all such requests and, in their discretion to consult with the other, 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, however, 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 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 President or Vice President, in order to further ensure the efficient and effective provision of services by the Port Authority in the event of any withdrawal by the Consultant from participation in any matters before the Port Authority.

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

Adopted: February 22, 2007

Yeas: 8

Nays: 0

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Chairperson

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