

RESOLUTION NO. 2007-02

RESOLUTION ESTABLISHING THE OFFICE OF THE VICE PRESIDENT OF THE PORT AUTHORITY AND APPROVING RELATED MATTERS.

WHEREAS, pursuant to Ohio law 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 appoint such assistant and subordinate officers or employees, in addition to the President, as it may deem desirable or necessary, who shall hold office or employment at the pleasure of, and perform such duties as shall be determined from time to time by, this Board; and

WHEREAS, this Board has determined that, for the continued implementation and development of the business and projects of the Port Authority during leadership transitions, and to promote continuity of leadership and the more 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 establish the office of Vice President of the Port Authority at this time, with the appointment to that office to be made from time to time in the discretion of the Board and the appointee to have such authority as is granted or provided by or pursuant to this resolution and to all other provisions applicable to the Vice President from time to time under the Bylaws or under or pursuant to any actions taken or authority granted by this Board ("Board Action") and subject to any limitations herein or therein;

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, for the continued implementation and development of the business and projects of the Port Authority during leadership transitions, and to promote continuity of leadership and the more 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 establish the office of Vice President of the Port Authority at this time. This Board hereby establishes the office of Vice President of the Port Authority. The Vice President appointed from time to time by this Board shall have such authority and duties and shall otherwise be governed by the provisions of Section 2 of this resolution, as amended or supplemented, and by all other provisions applicable from time to time under the Bylaws or other applicable Board Action to the Vice President, and subject to any limitations herein or therein.

Section 2. Anything in the Bylaws to the contrary notwithstanding, the Vice President shall be the chief operating officer of the Port Authority reporting to the President, who shall be the chief executive officer of the Port Authority. The Vice President shall serve at the pleasure of this Board and shall perform the duties from time to time assigned to the Vice President by this Board or by the President. The Vice President shall do all things necessary and appropriate for the proper implementation of the policies and programs of this Board. The Vice President shall report to and consult with the President and, in the President's absence, the Chairperson or Vice Chairperson on questions of procedure, policy or practice. Subject to the provisions of the statutes of the State of Ohio, and without intending to limit the authority of this Board or of the President, the Vice President, in consultation with the President, shall have authority to hire, discharge and supervise all employees. In addition to and without limitation on any other provision hereof, the Vice President shall have the authority and overall responsibility for the duties heretofore discharged by the Director of Finance and Administration. The Vice President shall, in consultation with the President and the Secretary, develop, implement and supervise procedures essential to good corporate practices consistent with applicable Ohio law. The Vice President shall, upon request, assist the President in development efforts and coordinate such efforts with the Chairperson, Vice Chairperson and other Board members. In addition, the Vice President shall have such authority to

execute checks, drafts, notes, bonds and other instruments for and on behalf of the Port Authority, as is also delegated to the President pursuant to Section 3(b) of Article IV of the Bylaws. In the event of any vacancy in the office of President, until and in the absence of any further action by this Board, and without any intended limitation on the authority of this Board, the Vice President shall immediately and without the need for any further action by this Board, become the Acting President of the Port Authority, with all such authority as is provided under the Bylaws to the President, together with such additional authority as shall be delegated to the President by applicable Board Action and subject to any limitations therein.

Section 3. Nothing contained herein, including in Section 2 hereof, shall be in derogation of any authority granted to the President of the Port Authority, all of which is hereby ratified and confirmed; provided that, from and after adoption of this resolution, and notwithstanding anything to the contrary in the Bylaws, the President shall not be the chief operating officer of the Port Authority, but shall instead be the chief executive officer of the Port Authority (in addition to those duties and responsibilities of the President heretofore established by the Bylaws or by other Board Action), reporting to this Board and to the Chairperson or, in the absence thereof, to the Vice Chairperson. In addition to all other authority granted by the Bylaws or other applicable Board Action, the President shall have such authority to execute deeds, leases, contracts, agreements, checks, drafts, notes, bonds and other instruments or documents for and on behalf of the Port Authority, and to select (and designate other qualified administrative officers of the Port Authority to select) providers of goods, equipment, material and services, and contract for the purchase thereof, as is delegated to the Chairperson pursuant to Section 3 of Article IV and Section 2 of Article VI of the Bylaws.

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

Adopted: February 22, 2007

Yeas: 8

Nays: 0

Chairperson

Attest: _____

Secretary