

RESOLUTION NO. 2007-03

RESOLUTION APPOINTING OFFICERS OF THE PORT AUTHORITY AND APPROVING RELATED MATTERS.

WHEREAS, pursuant to Ohio law and the Bylaws of the Port of Greater Cincinnati Development Authority ("Port Authority") this Board may appoint the President, the Secretary and assistant and subordinate officers as it deems necessary or desirable from time to time and this Board has determined that it is necessary and desirable to appoint a Vice President of the Port Authority; 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 at this time, 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, for this Board to now appoint, and the Port Authority to now have, a President, a Vice President and a Secretary, each to have such authority as is granted or provided by or pursuant to the Bylaws or under or pursuant to any actions taken or authority granted by this Board ("Board Action") and subject to any limitations therein; and

WHEREAS, this Board finds that Kimberly A. Satzger has discharged her duties to the Port Authority from time to time, including as Acting President and Secretary since July 1, 2006, in an exemplary manner and with commitment to the business, goals, policies, projects, practices and procedures of the Port Authority and this Board has determined that it is in the best interest of the Port Authority to appoint her at this time as President and Secretary if acceptable to her and, at the request of the Chairperson and Vice Chairperson, she has agreed that if she is appointed by the Board as the President and the Secretary, she will accept those appointments; and

WHEREAS, this Board finds that Raymond E. Schafer has discharged his duties as Director of Finance and Administration during his tenure with the Port Authority in an exemplary manner and with commitment to the business, goals, policies, projects, practices and procedures of the Port Authority and this Board has determined that it is in the best interest of the Port Authority to appoint him at this time as Vice President of the Port Authority if acceptable to him and, at the request of the Chairperson and Vice Chairperson, he has agreed that if he is appointed by the Board as the Vice President of the Port Authority, he 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 at this time, 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, for this Board to now appoint, and the Port Authority to now have, a President, a Vice President and a Secretary, each to have such authority as is granted or provided by or pursuant to the Bylaws and applicable Board Action and subject to any limitations therein.

Section 2. This Board hereby finds and determines that Kimberly A. Satzger has discharged her duties to the Port Authority from time to time, including as Acting President and Secretary since July 1, 2006, in an exemplary manner and with commitment to the business, goals, policies, projects, practices and procedures of the Port Authority and that it is in the best interest of the Port Authority to appoint her at this time as the President of the Port Authority and Secretary of the Port Authority and this Board. Pursuant to applicable provisions of the Bylaws, including without limitation the provisions of Article II and of Section 1 of Article IV thereof, and other applicable

Board Action, and notwithstanding anything to the contrary in the Bylaws, this Board hereby appoints Kimberly A. Satzger as President of the Port Authority and as Secretary, both such appointments to be effective immediately and, unless and except to the extent sooner revoked by this Board, until the earlier of the appointment of and acceptance by a different President or Secretary, as applicable, of such office or her resignation from the applicable office delivered in writing to the Chairperson or, in the absence or unavailability thereof, to the Vice Chairperson. The President and Secretary shall have such authority and duties as are provided under the Bylaws to the President and Secretary, respectively, together with such additional authority as shall be delegated from time to time to the President or Secretary by applicable Board Action, but subject to any limits on that authority or those duties in or pursuant to applicable Board Action. The President and Secretary need not be an employee of the Port Authority but, if not an employee, the President and Secretary shall serve without compensation for acting as such officer; provided, that nothing herein is intended to or shall prevent such officer from providing consulting services to the Port Authority and being compensated therefor under a contract approved by this Board. 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 President and Secretary as it has heretofore provided, subject to change in accordance with the insurance program at the time maintained by the Port Authority, and all such costs shall be paid from funds appropriated for that purpose.

Section 3. This Board hereby finds and determines that Raymond E. Schafer has discharged his duties as Director of Finance and Administration during his tenure with the Port Authority in an exemplary manner and with commitment to the business, goals, policies, projects, practices and procedures of the Port Authority and that it is in the best interest of the Port Authority to appoint him at this time as the Vice President of the Port Authority. Pursuant to applicable provisions of the Bylaws (including without limitation Section 10 of Article II thereof) and applicable Board Action, this Board hereby appoints Raymond E. Schafer as the Vice President of the Port Authority, effective immediately and, unless and except to the extent sooner revoked by this Board, until the earlier of the appointment of and acceptance by a different Vice President of such office or his resignation as such officer delivered in writing to the Chairperson or, in the absence or unavailability thereof, to the Vice Chairperson. The Vice President shall have such authority and duties as are provided under the Bylaws or applicable Board Action establishing the office and duties of the Vice President, together with such additional authority as shall be delegated to the Vice President from time to time by resolution or other Board Action, but subject to any limits on that authority or those duties in or pursuant to applicable Board Action. The Vice President need not be an employee of the Port Authority but, if not an employee, the Vice President shall serve without compensation for acting as such officer; provided, that nothing herein is intended to or shall prevent such officer from providing consulting services to the Port Authority and being compensated therefor under a contract approved by this Board. 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 Vice President as it has heretofore provided to officers of the Port Authority, subject to change in accordance with the insurance program at the time maintained by the Port Authority, and all such costs shall be paid from funds appropriated for that purpose.

Section 4. This Board expressly authorizes each officer appointed hereby to request that the Port Authority consent to, or permit such officer to withdraw from, participation in matters before the Port Authority if such officer 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 by the President or Secretary shall be in writing (describing in reasonable detail the nature of the proscription, the consent, waiver or permission requested, any matters to be withdrawn from and the provision to be made for such matters) submitted to the Chairperson of this Board or, in the absence or unavailability of the Chairperson, to the Vice Chairperson, and all such requests by the

Vice President shall be in writing submitted to the President or, in the absence or unavailability of the President, to the Chairperson or Vice Chairperson. The Chairperson or Vice Chairperson, or the President in consultation with the Chairperson or Vice Chairperson, is hereby directed to review all such requests and, in such officer's discretion, to consult with any other officer authorized to review such request, 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, 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 (or the President in the case of any request by the Vice President) 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 an officer from participation in any matters before the Port Authority.

Section 5. 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 6. This Resolution shall be in full force and effect upon its adoption.

Adopted: February 22, 2007

Yeas: 7

Nays: 1

Chairperson

Attest: _____
Secretary