

RESOLUTION NO. 2012-04

RESOLUTION REMOVING AN ASSISTANT SECRETARY OF THE PORT OF GREATER CINCINNATI DEVELOPMENT AUTHORITY AND APPOINTING A NEW ASSISTANT SECRETARY OF THE PORT OF GREATER CINCINNATI DEVELOPMENT AUTHORITY.

WHEREAS, pursuant to Ohio law and the Bylaws of the Port of Greater Cincinnati Development Authority ("Port Authority") this Board may remove and appoint Assistant Secretaries; and

WHEREAS, this Board finds that Raymond E. Schafer has discharged his duties to the Port Authority, including as Senior Vice President and Assistant Secretary, in an exemplary manner and with commitment to the business, goals, policies, projects, practices and procedures of the Port Authority but, due to Mr. Schafer's impending retirement, this Board has determined that it is in the best interest of the Port Authority to remove him as Assistant Secretary; and

WHEREAS, this Board finds that Paula Boggs Muething has been appointed General Counsel for the Port Authority and has discharged her duties to the Port Authority with commitment to the business, goals, policies, projects, practices and procedures of the Port Authority and it is in the best interest of the Port Authority to appoint her as Assistant Secretary;

NOW, THEREFORE, BE IT RESOLVED by the Board of the Port of Greater Cincinnati Development Authority:

Section 1. This Board hereby finds and determines that Raymond E. Schafer has discharged his duties to the Port Authority, including as Senior Vice President and Assistant Secretary, in an exemplary manner and with commitment to the business, goals, policies, projects, practices and procedures of the Port Authority but, due to Mr. Schafer's impending retirement, this Board has determined that it is in the best interest of the Port Authority to remove him as Assistant Secretary. Pursuant to applicable provisions of the Bylaws, including without limitation the provisions of Article I, Section 8 and Article VII, Section 1 thereof, and other applicable resolutions of this Board, this Board hereby removes Raymond E. Schafer as Assistant Secretary, effective immediately.

Section 2. This Board hereby finds and determines that Paula Boggs Muething has discharged her duties to the Port Authority, including as General Counsel, with commitment to the business, goals, policies, projects, practices and procedures of the Port Authority and has determined that it is in the best interest of the Port Authority to appoint her as Assistant Secretary. Pursuant to applicable provisions of the Bylaws, including without limitation the provisions of Article I, Section 8 and Article VII, Section 1 thereof, and other applicable resolutions of this Board, this Board hereby appoints Paula Boggs Muething as Assistant Secretary, effective immediately.

Section 3. This Board expressly authorizes the Assistant Secretary 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 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 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 President, 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 administrative staff, 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.

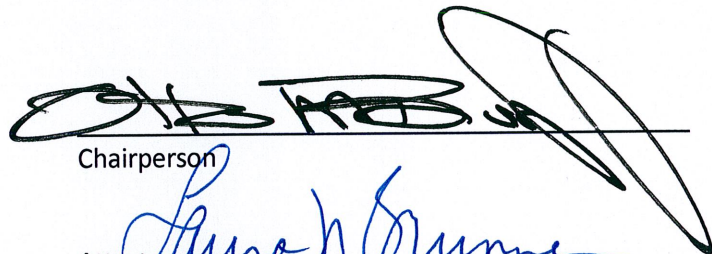
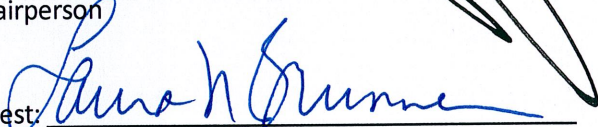
Section 4. This Board finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken, and that all deliberations of this Board that resulted in such formal actions were held, in meetings open to the public, in compliance with the law.

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

Adopted: May 14, 2022

Yeas: 7

Nays: 0


Chairperson
Attest: 
Secretary