

# Resolution

Number 07-176

Adopted Date February 06, 2007

## CREATE THE WARREN COUNTY PORT AUTHORITY, AND PROVIDE FOR THE ORGANIZATION THEREOF

WHEREAS, under the authority of the Ohio Revised Code Sections 4582.21 to 4582.99 (the "Act"), a county may, by resolution of its Board of County Commissioners, create a port authority which shall be a body corporate and politic, have the powers and jurisdiction enumerated in the Act and have territorial limits coterminous with the territorial limits of the county creating the port authority but excluding the territory of certain existing port authorities created by municipalities and/or townships; and

WHEREAS, the Board of County Commissioners of Warren County desires and determines that it is necessary to enhance, foster, aid, provide or promote transportation, economic development, housing, recreation, education, government operations, culture and research; and

WHEREAS there was no prior existing port authority established by the county; and

WHEREAS, the Commission desires and determines it to be necessary to create a port authority to serve Warren County for purposes of enhancing, fostering, aiding, providing or promoting transportation, economic development, housing, recreation, education, government operations, culture and research.

NOW THEREFORE BE IT RESOLVED, by the Board of County Commissioners of Warren County, Ohio, at least two members thereof concurring:

Section 1. That the port authority to be designated and known as the "Warren County Port Authority" (the "Port Authority") is hereby created pursuant to the Act.

Section 2. That the Port Authority shall have territorial limits coterminous with the boundaries of the county as they now or hereafter exist, but excluding the territory of the City of Mason's separate port authority that was in existence at the time of this Resolution. The Port Authority shall be a body corporate and politic and shall have the powers and jurisdiction now or hereafter given to it by the Act, except to the extent that such powers are limited by this Resolution or by any subsequent amendments hereto. The exercise of those powers and that jurisdiction by the Port Authority are deemed to be essential government functions of the State of Ohio.

Section 3. That the Port Authority shall not exercise any power of eminent domain where the primary purpose for the taking is economic development that will ultimately result in that property being sold or leased to another private person, but may exercise such eminent domain authority as permitted by the Act for the purpose of acquiring right of way or real property to be used for roadways or other public facilities to be owned by the Port Authority or for the purpose of implementing a project authorized by the Board of County Commissioners for the redevelopment of a blighted area. Members of the board of directors may receive reimbursement

for actual out-of-pocket expenses, but shall receive no per diem, mileage, or other compensation for serving on or attending meetings of the Board of Directors. Members of the board of directors and Port Authority staff shall follow the Board of County Commissioner's policy with regard to travel reimbursement and advance approval for conference and travel expenses.

Section 4. That the Port Authority shall be governed by a seven member board of directors each of whom shall serve a term of four years, provided that such board initially shall be composed of members having terms of office commencing on the effective date of their appointment and expiring as follows: two members shall have a term of office expiring one year after their appointment; two members shall have their term of office expiring two years after their appointment; two members shall have a term of office expiring three years after their appointment; and one member shall have a term of office expiring four years after his/her appointment. A majority of the members of the board of directors shall be qualified electors of, or shall have their business or places of business in, the county for a period of least three years next preceding their appointment. All the members of the board of directors shall be appointed by the Board of County Commissioners. Upon the resignation or removal of a member of the board of directors, or the expiration of the term of office of a member of the board of directors, a new member of the board of directors shall be appointed by the Board of County Commissioners. Any person appointed to fill a vacancy on the board of directors shall be appointed to only the unexpired term of that vacancy. Any member of the board of directors may be eligible for reappointment to the board of directors.

Section 5. That any member of the board of directors may be removed by the Board of County Commissioners for misfeasance, nonfeasance or malfeasance in office. No board member shall vote on or otherwise participate in any decision to enter into a public contract in which the board member or the board member's spouse, parent, sibling, child or stepchild, employer, partner or other co-owner of a business or investment with the board member, or any member of the board member's household has a direct financial interest; but this shall not prevent an employee or official of Warren County who is appointed to the board of directors in his or her official capacity from participating in any vote or discussion with regard to transactions between Warren County and the Port Authority to the extent otherwise permitted by law. Board members shall scrupulously follow Ohio's ethics laws and the Board's adopted policy regarding conflicts of interest.

Section 6. That the Warren County Economic Development Director, after the appointment of the initial members of the board of directors and in consultation with those members, shall give notice of the time and place of the organization meeting of the board of directors in a manner established for giving notice of regular meetings of the Board of County Commissioners. The Economic Development Director, shall give notice, at least twenty-four hours prior to the meeting, of the time, place and purpose of the organizational meeting of the board of directors to any news media to which notice of special meetings of the Board of County Commissioners is required to be given. The board of directors at such organizational meeting shall, in accordance with the Act, elect one of its members as chairperson and the other as vice-chairperson and shall designate their terms of office, and shall appoint a secretary, who need not be a member of the board of directors. At such organizational meeting, the board of directors shall also adopt by-

laws, policies for compliance with Ohio's Open Meetings and Public Records laws, and a conflict of interest policy, after giving due consideration to drafts of these documents recommended by legal counsel.

Section 7. That subject to compliance with the Act, the Port Authority may be dissolved at any time upon adoption of a resolution by the Board of County Commissioners.

Section 8. That, to the extent permitted by the Act or by any subsequent amendment thereto, the Board of County Commissioners reserves the right to amend this Resolution.

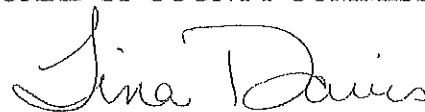
Section 9. That the Board of County Commissioners finds and determines that all formal actions taken by it concerning or relating to the adoption of this resolution were taken in an open meeting of the Board of County Commissioners and that all deliberations of the Board of County Commissioners that resulted in those formal actions were in meetings open to the public in compliance with the Ohio Open Meetings Law.

Mrs. South moved for adoption of the foregoing resolution, being seconded by Mr. Young. Upon call of the roll, the following vote resulted:

Mr. Kilburn – nay  
Mr. Young – yea  
Mrs. South – yea

Resolution adopted this 6<sup>th</sup> day of February 2007.

BOARD OF COUNTY COMMISSIONERS



Tina Davis, Clerk

cc: Economic Development (file)  
Commissioners file