

It was moved by **Mr. Steve Wilson** and seconded by **Mr. Geoff Hearsom** that the following resolution be adopted:

Resolution No. 2008-02

RESOLUTION AUTHORIZING THE EXECUTION OF AN AGREEMENT BETWEEN THE PORT AUTHORITY AND AMS PLANNING AND RESEARCH CORP. FOR MARKET RESEARCH AND A FEASIBILITY STUDY, APPOINTING THE ECONOMIC DEVELOPMENT DIRECTOR AS THE PROJECT DIRECTOR UNDER THE AGREEMENT, AND AUTHORIZING THE DISBURSEMENT OF FUNDS

WHEREAS, by and pursuant to the laws of the State of Ohio, the Warren County Port Authority (the "Authority") was created and exists as a body both politic and corporate, performing essential public functions, and is authorized and empowered by Ohio Revised Code Section 4582.21 *et seq.* (the "Act"), among other things, to make and enter into contracts for the purpose of establishing port authority facilities; to contract with consultants and independent contractors for the purpose of establishing port authority facilities; and to engage in research and development with respect to port authority facilities;

WHEREAS, the Authority wishes to establish a regional performing arts center in Warren County, Ohio, which facility qualifies as a "port authority facility" under the Act;

WHEREAS, by the Act, this Resolution, and the Agreement they authorize, the Authority will be required to disburse certain funds in payment for services and expenses incurred by AMS, which funds shall be payable from any available funds of the Authority.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE WARREN COUNTY PORT AUTHORITY as follows:

Section 1. Authorization and Execution of the Agreement. The Agreement, in the form now on file with this Authority in the office of the Economic Development Director, is approved, and the Economic Development Director is hereby authorized to execute, acknowledge, deliver, and perform the Agreement with AMS for market research and a feasibility study in the name of the Authority, with such changes that are not materially adverse to the interests of the Authority and are approved by the Economic Development Director. The approval of any such changes to the Agreement, and that such changes are not materially adverse to the interests of the Authority, shall be evidenced conclusively by the Economic Development Director's execution of the Agreement.

Section 2. Appointment of Project Director. The Economic Development Director is hereby appointed as the "Project Director" under the Agreement. The Economic Development Director is hereby directed to cooperate and to coordinate with AMS in regard to all matters contemplated by the Agreement.

Section 3. Disbursement of Funds. The Authority is authorized to disburse funds pursuant to the Agreement, which funds shall be payable from any available funds of the Authority.

Section 4. Authorization and Execution of Other Documents. Subject to the terms of this Resolution, the Economic Development Director is authorized and directed to execute any other documents, agreements, assignments, and instruments as are necessary or appropriate, in the opinion of the Economic Development Director, to consummate the transactions contemplated by this Resolution.

Section 5. Open Meetings. It is found and determined that all formal actions of the Authority concerning and relating to adoption of this Resolution were taken in and adopted in an open meeting of the Authority, and that all deliberations of the Authority and of any of its committees that resulted in those formal actions were in meetings open to the public in compliance with all legal requirements, including Section 121.22 of the Revised Code.

Section 6. Effective Date. This Resolution shall be in full force and effect immediately upon its adoption.

The foregoing motion having been put to vote, the result of the roll call was as follows:

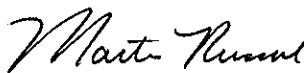
Voting Aye: **Mr. Ficke, Mr. Gully, Mr. Hearsum, Mr. Sample & Mr. Wilson**

Voting Nay: **None**

The undersigned, Secretary of the Board of Directors of the Warren County Port Authority, does hereby certify that the foregoing is a true and correct copy of a resolution of the Warren County Port Authority, duly adopted on January 14, 2008, and appearing upon the official records of that Board.

Adopted: January 14, 2008

Dated: January 14, 2008

Attest: 
Secretary, Board of Directors of the
Warren County Port Authority