

It was moved by **Mrs. Jill Hreben** and seconded by **Mr. Dave Gully** that the following resolution be adopted:

Resolution No. 2012-01

RESOLUTION AUTHORIZING THE PORT AUTHORITY TO ENTER INTO
A COOPERATIVE AGREEMENT WITH WARREN COUNTY AND A
MEMORANDUM OF UNDERSTANDING WITH THE SINCLAIR
COMMUNITY COLLEGE FOUNDATION, AND THE RECEIPT AND
DISBURSEMENT OF CERTAIN PUBLIC FUNDS CONTEMPLATED BY
THOSE AGREEMENTS

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 receive public funds from the Warren County Board of County Commissioners (the "County") in furtherance of education; to hold, use, apply, appropriate, and expend those public funds in furtherance of education; and to make other provisions for the disbursement of those public funds as provided in and pursuant to this Resolution and the Act; and

WHEREAS, the County desires to cooperate with the Authority to provide financial contributions to the Sinclair Community College District, through the Sinclair Community College Foundation (the "Sinclair Foundation"), for Warren County residents who are enrolled at the Courseview Campus; and

WHEREAS, by the Act, this Resolution, the Cooperative Agreement (the "Cooperative Agreement") with the County, and the Memorandum of Understanding (the "MOU", and together with the Cooperative Agreement, the "Agreements") with the Sinclair Foundation it authorizes, the Authority desires to cooperate with the County to receive financial contributions from the County; to hold, use, apply, appropriate, and expend those contributions in furtherance of education; and to disburse those contributions through the Sinclair Foundation in furtherance of the education of Warren County residents enrolled at the Courseview Campus.

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 Agreements. The Agreements, in the forms now on file with this Authority in the office of the Economic Development Director, are approved, and the Economic Development Director is hereby authorized to execute, acknowledge, deliver, and perform, in the name of the Authority, the Agreements, which enable the Authority to receive from the County certain public funds, and which require the Authority to appropriate and expend those public funds by disbursing the same to the Sinclair Foundation, 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 Agreements, 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 Agreements.

Section 2. Authorization and Execution of Other Documents. Subject to the terms hereof, 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 3. 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 4. 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. Bolton, Mr. Gully, Mrs. Hreben and Mr. Wilson**

Voting Nay:

Abstained: **Ms. Riendl-Johnson**

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 30, 2012, and appearing upon the official records of that Board.

Adopted: January 30, 2012

Dated: January 30, 2012

Attest: 

Secretary, Board of Directors of the
Warren County Port Authority