

**BOARD OF DIRECTORS
WARREN COUNTY PORT AUTHORITY**

The Board of Directors (the "Board") of the Warren County Port Authority (the "Authority") met in regular session on January 29, 2016, at 12:00 p.m. in the offices of the Board, with the following members present:

Mr. Gully introduced the following resolution and moved its passage:

RESOLUTION NO. 2016-03

A RESOLUTION AUTHORIZING THE EXECUTION AND
DELIVERY OF A COOPERATIVE AGREEMENT AND
MEMORANDUM OF UNDERSTANDING IN CONNECTION
WITH A PROJECT TO ENHANCE EDUCATION AND
HOUSING WITHIN WARREN COUNTY WITHIN THE
MEANING OF OHIO REVISED CODE SECTION 4582.21(B)(1)
AND AUTHORIZING AND APPROVING RELATED
MATTERS

WHEREAS, the Abuse and Rape Crisis Shelter of Warren County, Inc. (the "ARCS") is a non-profit corporation duly created, organized, and existing under the laws of the State of Ohio that provides education and housing within the meaning of Ohio Revised Code Section 4582.21(B)(1) to residents within Warren County, Ohio (the "County");

WHEREAS, the Authority desires to provide a one-time financial contribution to the ARCS for the purposes of enhancing education and housing within the County (the "Project"), the terms of which contribution are set forth in the Memorandum of Understanding attached hereto as Exhibit A (the "Memorandum of Understanding") and are subject to, and expressly limited to, the Country Contribution as defined hereinbelow;

WHEREAS, Warren County Board of County Commissioners (the "County") has determined or will soon determine to provide additional funding to the Authority for the purposes of the Project in the form of a grant in the estimated amount of \$75,000 (the "County Contribution"), the terms of which County Contribution are set forth in the Cooperative Agreement attached hereto as Exhibit B (the "Cooperative Agreement"); and

WHEREAS, the Board has determined to undertake the Project for the purposes of enhancing education and housing within the County, as authorized by Ohio Revised Code Section 4582.21(B)(1);

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

Section 1. The Board hereby approves and determines to undertake the Project pursuant to the terms of the Memorandum of Understanding and the Cooperative Agreement, including by accepting the County Contribution; provided, however, that the Authority shall be under no obligation hereunder to provide grant funding to the ARCS unless and until the Authority receives the County Contribution. The obligation of the Authority with respect to the Project shall be expressly limited to the final amount of the County Contribution as is determined by the County.

Section 2. The Board hereby authorizes the Executive Director or, in his absence, the Secretary, to enter into, execute, and deliver the Memorandum of Understanding in the form attached to this Resolution as Exhibit A, with such modifications as the Executive Director or, in his absence, the Secretary, may determine are not contrary to the purposes of this Resolution, and to enter into, execute, and deliver the Cooperative Agreement in the form attached to this Resolution as Exhibit B, with such modifications as the Executive Director and/or the Secretary may determine are not contrary to the purposes of this Resolution.

Section 3. The Executive Director or, in his absence, the Secretary, is hereby authorized to perform all acts and execute and deliver all instruments and to take all such other and further action in the name of and on behalf of the Authority as the Executive Director and/or the Secretary deems necessary or appropriate to carry out the Project and the purposes of this Resolution. The signature of the Executive Director or the Secretary appearing on any of the foregoing instruments or actions will be conclusive evidence of the Authority's approval of such instruments or actions.

Section 4. This Board hereby finds and determines that all formal actions relative to the adoption of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of its committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Revised Code.

Ms. Reindl-Johnson seconded the motion and, after discussion, a roll call vote was taken and the results were:

Voting Aye: **Mr. Bolton, Mr. Ficke, Mr. Gully, Ms. Reindl-Johnson, Mr. Wilson**

Voting Nay: **None**

The resolution passed.

Passed: January 29, 2016

BOARD OF DIRECTORS
WARREN COUNTY PORT AUTHORITY

Attest:

Secretary

Chairman



CERTIFICATE

The undersigned Secretary of the Board of Directors of the Warren County Port Authority hereby certifies that the foregoing is a true and correct copy of a resolution of such Board of Directors, duly adopted at a meeting of the Board of Directors on January 29, 2016, at which a quorum was present, and appearing upon the official records of such Board of Directors.

Dated: January 29, 2016



Secretary, Board of Directors
Warren County Port Authority

EXHIBIT A

MEMORANDUM OF UNDERSTANDING

[See attached]

EXHIBIT B

COOPERATIVE AGREEMENT

[See attached]