

It was moved by Ms. Reindl-Johnson and seconded by Mr. Ficke that the following resolution be adopted:

RESOLUTION NO. 2016-11

A RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A COOPERATIVE AGREEMENT, AND APPROVING RELATED MATTERS.

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") to, among other things, finance port authority facilities that are related to, useful for, or in furtherance of, one or more of the authorized purposes defined in the Act;

WHEREAS, the Village of West Milton, Ohio (the "Village") has requested the Authority's assistance with the financing in connection with the acquisition, construction, improvement, and equipment of an approximately 100 acre mixed-use development with a focus on senior healthcare, additional commercial activity, and approximately 150 single-family homes within the Village (the "Stillwater Crossing Project"), which Stillwater Crossing Project is expected to enhance, foster, aid, provide, and promote economic development within the Village and the State by creating and preserving jobs and employment opportunities and enhancing the availability of adequate housing in the Village and improving the economic and general well-being of the people of the State of Ohio;

WHEREAS, the location of the Stillwater Crossing Project is outside the geographic area in which the Authority is otherwise authorized to exercise its powers, and in order to assist the Village with the Stillwater Crossing Project, the Authority must obtain the Village's authorization to exercise powers possessed by the Village for such purposes;

WHEREAS, Section 4582.431(B) of the Act authorizes the Authority to enter into agreements with certain other political subdivisions, to exercise any power, perform any function, or render any service on behalf of the Village which the Village is authorized to exercise, perform, or render;

WHEREAS, the Board desires to collaborate with the Village in support of the Stillwater Crossing Project and, to that end, to enter into a Cooperative Agreement between the Authority and the Village (the "Cooperative Agreement") defining the obligations of the parties with respect to the Project.

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

Section 1. The Board hereby approves and authorizes the Executive Director to execute the Cooperative Agreement in substantially the form attached hereto as Exhibit A, together with such changes as are not materially adverse to the Authority.

Section 2. The Executive Director 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 Port Authority as the Executive Director deems necessary or appropriate to carry out the Cooperative Agreement and purposes of this Resolution. The signature of the Executive Director appearing on any of the foregoing instruments or actions will be conclusive evidence of the Port Authority's approval of such instruments or actions.

Section 3. 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.


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

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

Voting Nay: **None**


**Ms. Zindel had to leave the meeting prior to this vote and was therefore absent.**

Adopted: December 15, 2016

  
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Chairperson, Board of Directors  
Warren County Port Authority

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 December 15, 2016, and appearing upon the official records of that Board.

Dated: December 19, 2016

Attest:   
\_\_\_\_\_  
Secretary, Board of Directors Warren  
County Port Authority

**EXHIBIT A**

**COOPERATIVE AGREEMENT**

[See attached]