

RESOLUTION NO. 2012-09

A RESOLUTION AUTHORIZING THE AGREEMENT BETWEEN THE PORT OF GREATER CINCINNATI DEVELOPMENT AUTHORITY AND RICHARD GANULIN, ESQ.

WHEREAS, as part of operation of the Port of Greater Cincinnati Development Authority (the "Port Authority"), this Board has determined it is necessary to retain professional legal services for various aspects of the operations of the Port Authority; and

WHEREAS, Richard Ganulin, Esq. ("Mr. Ganulin"), represents and covenants that he has the requisite competence, skill and physical resources to perform such services for the Port Authority in connection with the Kenwood Towne Place litigation, filed in the Hamilton County Court of Common Pleas, Case No. A0902785; and

WHEREAS, Mr. Ganulin's representation of the Port shall include litigation on the issue relating to the public nature of the funds contained within the trust for which U.S. Bank is the Trustee, which is the issue on which Squire Sanders, PLL, the Port's current counsel of record on this matter, is conflicted; and

WHEREAS, Mr. Ganulin has made a proposal to the Port Authority to provide those legal services in the form of an engagement and fee agreement, a draft which is on file with the Secretary of the Board (the "Fee Agreement"); and

WHEREAS, the fees incurred by the Port Authority in connection with the Fee Agreement will exceed \$25,000;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Port of Greater Cincinnati Development Authority:

Section 1. The President is hereby authorized to engage Mr. Ganulin legal counsel and enter into the Fee Agreement for and in the name of the Port Authority and on its behalf and on behalf of this Board, with such changes therein as are not inconsistent with this Resolution and as are not substantially adverse to the Port Authority and which are permitted by Sections 4582.21 through 4582.71, Ohio Revised Code, and shall be approved by the officer executing that document. The approval of such changes and that such changes are not substantially adverse to the Port Authority shall be conclusively evidenced by the execution of that document by the President. The President is authorized to spend such amount as incurred pursuant to the Fee Agreement consistent with the terms of the Fee Agreement, including but not limited to the payment of fees in excess of \$25,000.00.

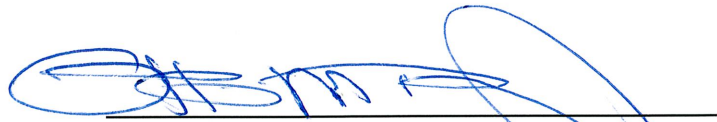
Section 2. This Board finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken, and that deliberations of this Board that resulted in such formal action were held, in meetings open to the public, in compliance with the law.

Section 3. This resolution shall be in full force and effect upon its adoption.

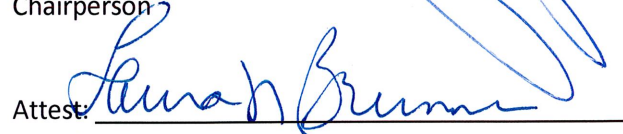
Adopted: June 13, 2012

Yeas: 6

Nays: 0



Chairperson



Attest:

Secretary