

**BOARD OF DIRECTORS  
FAIRFIELD COUNTY PORT AUTHORITY**

The Board of Directors (Board) of the Fairfield County Port Authority (Port Authority), met at 8:30 a.m. on January 28, 2015, at the Fairfield County Court House, 210 East Main Street, Lancaster, Ohio 43130 with the following members present:

M\_\_ . \_\_\_\_\_  
M\_\_ . \_\_\_\_\_  
M\_\_ . \_\_\_\_\_  
M\_\_ . \_\_\_\_\_  
M\_\_ . \_\_\_\_\_  
M\_\_ . \_\_\_\_\_  
M\_\_ . \_\_\_\_\_

M\_\_ . \_\_\_\_\_ introduced the following resolution and moved its passage:

RESOLUTION NO. 2015-05

A RESOLUTION AUTHORIZING THE ENGAGEMENT OF GENERAL  
LEGAL COUNSEL FOR THE FAIRFIELD COUNTY PORT AUTHORITY

A. The Fairfield County Port Authority (Port Authority) is an Ohio port authority and body corporate and politic created and existing under Chapter 4582 of the Ohio Revised Code; and

B. By its Resolution No. 2015-02, the Board of Directors (Board) of the Port Authority adopted a budget for Fiscal Year 2015 of the Port Authority and appropriated funds for specific purposes; and

C. Resolution No. 2015-02 of this Board appropriated funds for the procurement of professional services; and

D. Section 4582.31(A)(19) of the Ohio Revised Code authorizes the Port Authority to contract with attorneys in order to carry out its functions as an Ohio port authority; and

E. The Board has determined that it is necessary and proper to expend funds appropriated for the procurement of professional services by Resolution No. 2015-02 for the procurement of general counsel legal services; and

F. The Board has determined that Bricker & Eckler LLP should serve as general counsel to the Port Authority upon the terms and conditions set forth in the engagement letter attached to this Resolution No. 2015-05 as Exhibit A.

THE BOARD OF DIRECTORS OF THE FAIRFIELD COUNTY PORT AUTHORITY  
THEREFORE RESOLVES AS FOLLOWS:

Section 1. The Board, pursuant to the authority in Section 4582.31(A)(19) of the Ohio Revised Code, hereby authorizes the Port Authority to engage Bricker & Eckler LLP for the provision of general counsel legal services on the terms and conditions stated in the engagement letter attached to this Resolution No. 2015-05 as Exhibit A.

Section 2. The Board hereby authorizes the Executive Director to sign the engagement letter attached to this Resolution No. 2015-05 on the Port Authority's behalf and by signing the engagement letter to bind the Port Authority to the terms and conditions stated within it.

Section 3. This Board finds and determines that all formal actions of this Board concerning and relating to the passage of this resolution were passed in an open meeting of this Board, and that all deliberations of this Board that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements, including Ohio Revised Code Section 121.22.

Section 4. This resolution shall be in full force and effect immediately upon its passage.

M. \_\_\_\_\_ seconded the motion and, after discussion, a roll call vote was taken and the results were:

Voting Aye: \_\_\_\_\_

Voting Nay: \_\_\_\_\_

Absent: \_\_\_\_\_

Passed: January 28, 2015

BOARD OF DIRECTORS,  
FAIRFIELD COUNTY PORT AUTHORITY

\_\_\_\_\_  
Chair

CERTIFICATE

The undersigned Assistant Secretary-Treasurer of the Fairfield County Port Authority hereby certifies that the foregoing is a true copy of a resolution duly adopted by the Board of Directors of the Port Authority on January 28, 2015.

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Assistant Secretary-Treasurer  
Fairfield County Port Authority

**EXHIBIT A**

**ENGAGEMENT LETTER FOR GENERAL COUNSEL LEGAL SERVICES**