

It was moved by Tom James and seconded by Robert Carbonara that the following resolution be adopted:

RESOLUTION NO. 2026-02

A RESOLUTION APPROVING AND AUTHORIZING THE EXECUTION OF AN INTERGOVERNMENTAL AGREEMENT BETWEEN THE FAIRFIELD COUNTY PORT AUTHORITY, THE BOARD OF COMMISSIONERS OF FAIRFIELD COUNTY, OHIO, THE CITY OF CANAL WINCHESTER, OHIO, AND THE FAIRFIELD COUNTY TRANSPORTATION IMPROVEMENT DISTRICT RELATING TO THE BASIL WESTERN ROAD IMPROVEMENT DISTRICT.

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

WHEREAS, the Authority is authorized by ORC § 4582.31(A) to, among other things, construct improvements in furtherance of recreational or cultural activities; and

WHEREAS, the Authority, the Board of County Commissioners of the County (the "Board"), the City Council of the City (the "Council"), the Board of Trustees of the District (the "TID Board"), desire to cooperate with each other and, in furtherance of such cooperation, to enter into an Intergovernmental Agreement through they will cooperate with each other to assist with the right of way acquisition, construction, equipping and installation of certain improvements to Basil Western Road, and other roads and areas adjacent or in close proximity thereto, within the County, including, but not limited to, the construction, widening, and repaving of roads, the installation of water and sewer lines and stormwater drainage, the installation of lighting and traffic signage, the relocation of overhead wires underground, and landscaping (collectively, the "Project"); and

WHEREAS, attached to this Resolution as Exhibit A is a draft of the Intergovernmental Agreement.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Fairfield County Port Authority that:

Section 1. This Board hereby approves the Intergovernmental Agreement, substantially in the form attached hereto as Exhibit A, with such changes as shall not be materially adverse to the Authority and as may be approved by the officer or officers of the Authority executing the same. The Vice Chairperson/Secretary of the Authority, or the President and CEO of the Authority, or any of them, are hereby authorized and directed to execute and deliver, for and in the name and on behalf of the Authority the Intergovernmental Agreement, with such changes thereto as shall not be materially adverse to the Authority. The execution of the Intergovernmental Agreement by a duly authorized officer or officers of the Authority shall evidence conclusively

that any such changes are not materially adverse to the Authority and that any conditions to its execution and delivery have been satisfied.

Section 2. This Board hereby finds and determines that all formal actions taken relative to the passage 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 Ohio Revised Code.

Section 3. This Board finds and determines that all formal actions of this Board concerning and relating to the adoption of this Resolution were taken in an open meeting of this Board and that all deliberations of this Board and of any committees that resulted in those formal actions were in meetings open to the public in full compliance with applicable legal requirements including Section 122.22 of the Ohio Revised Code.

Section 4. This Resolution shall be in full force and effect upon its adoption.

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

Voting Aye: Cathy Bitler, Robert Carbonara, Brian Householder, Tom Samms, Rick Lemonds
Craig Maxey, Jeff Sauer, Lwanna Snyder

Voting Nay: N/A

The undersigned, Chairman and Secretary of the Board of Directors of the Fairfield County Port Authority, do hereby certify that the foregoing is a true and correct copy of a resolution of the Fairfield County Port Authority, duly adopted February 5, 2026, and appearing upon the official records of that Board.

Adopted: 2/5, 2026

Dated: 2/5, 2026

BOARD OF DIRECTORS OF THE FAIRFIELD
COUNTY PORT AUTHORITY

Jeff A. Sam
Chairman

Attest: *Brian E. [Signature]*
Vice Chairman/Secretary