

It was moved by Paul J. Ali and seconded by Tal Moon that the following resolution be adopted:

RESOLUTION NO. 2022-02

**ADOPTING A VIDEO CONFERENCE AND TELECONFERENCE
BOARD MEETING PARTICIPATION POLICY OF THE
MIDDLETOWN PORT AUTHORITY PURSUANT TO OHIO REVISED
CODE 4582.60**

WHEREAS, the Middletown Port Authority (the "Port Authority") is a body corporate and politic duly organized and existing under the laws of the State of Ohio, including Ohio Revised Code (the "ORC") Section 4582.01, *et seq.*; and

WHEREAS, pursuant to ORC Section 4582.60, the requirement in division (C) of ORC section 121.22 that a member of a public body be present in person at a meeting open to the public in order to be part of a quorum or to vote does not apply to the Board of Directors (the "Board") of a port authority if the Board holds meetings by video conference and teleconference, provided certain conditions are satisfied, including the adoption of rules necessary to allow attendance; and

WHEREAS, the Board of the Port Authority has determined it is in the best interest of the Port Authority allow the ability for Board members to attend Board meetings remotely, and to adopt a Video Conference and Teleconference Board Meeting Participation Policy for the Port Authority (the "Policy") that will supplement and amend the Rules and Regulations of the Port Authority.

NOW, THEREFORE, BE IT RESOLVED by the Board that:

Section 1. The Policy is hereby adopted.

Section 2. The Policy will supplement and amend the Port Authority Rules and Regulations as attached hereto, hereby adding the Policy as Article III, Section 10 and entitled "Meeting Attendance by Video Conference or Teleconference."

Section 3. It is found and determined that all formal actions of this Board concerning and relating to the adoption of this resolution were adopted 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 Section 121.22 of the Ohio Revised Code, the rules for notification of meetings to the public and news media as set forth in the Bylaws of this Board.

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

Video Conference and Teleconference Board Meeting Participation Policy

Introduction:

The Board of Directors (the "Board") of the Middletown Port Authority (the "Port Authority") acknowledges that the Port Authority is a public body and is subject to Ohio's Open Meeting Act. Board members also acknowledge that Ohio Revised Code Section 4582.60 provides that members of the Board may under certain circumstances attend Board meetings via video conference or teleconference. The purpose of this policy is to set forth those circumstances.

To ensure compliance with applicable laws and to protect the Port Authority, its officers, directors and staff from potential legal problems regarding Ohio's Open Meetings Act, the Port Authority Board hereby adopts the following Policy:

I. Authorization of Attendance at Board Meetings by Video or Teleconference:

The Board hereby authorizes attendance by its members by video conference or teleconference; provided, however that the conditions set forth below must be met:

- A. At least one Board member must be physically present in person at the primary meeting location if the Board conducts a meeting by video conference or teleconference;
- B. No more than one Board member remotely attending a Board meeting by teleconference may be physically present at the same remote location;
- C. A Board member may remotely attend by video conference or teleconference only if the Board member is not present at the City of Middletown Building, One Donham Plaza, Middletown, OH 45042 (or, if the meeting is held elsewhere, such other primary meeting location) location of the Board Meeting;
- D. The Port Authority will distribute and circulate meeting-related materials to Board members, the public, and the media in advance of or during a meeting at which Board members will attend by video conference or teleconference ;and
- E. The Port Authority will verify the identity of a Board member who remotely attends a meeting by video conference or teleconference. The Board member's identity may be verified by any reasonable means provided all other Board members attending the

meeting (both in person and remotely) unanimously agree that the Board member's identity has been verified.

II. Compliance with Other Requirements of Ohio's Open Meetings Act:

The Port Authority will continue to comply with applicable requirements of Ohio's Open Meetings Act if Board members attend a meeting by video conference or teleconference, including the following requirements:

- A. The Board will establish a primary meeting location that is open and accessible to the public;
- B. Meeting-related materials that are available before the meeting will be sent via electronic mail, facsimile, hand-delivery, or U.S. Postal Service to each Board member;
- C. For a video conference, the Board will cause a clear video and audio connection to be established that enables all meeting participants at the primary meeting location to see and hear each Board member;
- D. For a teleconference, the Board will cause a clear audio connection to be established that enables all meeting participants at the primary meeting location to hear each Board member;
- E. All Board members can and will receive meeting-related materials that are distributed during the meeting;
- F. A roll call voice vote will be recorded for each vote taken; and
- G. The minutes of the meeting will identify which Board members remotely attended by video conference or teleconference.

III. Authorization of the Chair to Declare the Policy Active:

The Board hereby authorizes to the Chair the power to implement and rescind this Policy at his or her discretion, provided that the Chair's decisions shall comply with all notice requirements otherwise applicable for Regular and Special Meetings of the Board as enumerated in the Middletown Port Authority Rules and Regulations Article III, ORC Section 4582.60, and the provisions of this Policy.

This Policy was adopted by the Board at a meeting on the 22ND day of September, 2022 and shall be in full force and effect immediately upon its adoption

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

Voting Aye: Ken Cohen, Mike Stauchberg, Tal Moon, Paul Lelli, Nathan Cahall
Sam Zimmerman

Voting Nay: 0

Abstain: Alex Martin, Jim Kleinfelder

Adopted: September 22, 2022

[Signature]
Chairperson, Board of Directors
Middletown Port Authority

The undersigned, Secretary of the Board of Directors of the Middletown Port Authority, does hereby certify that the foregoing is a true and correct copy of a resolution of the Middletown Port Authority, duly adopted on September 22, 2022, and appearing upon the official records of that Board.

Dated: September 22, 2022

Attest: Deborah L. Garison
Secretary, Board of Directors
Middletown Port Authority