

**BOARD OF DIRECTORS
BUTLER COUNTY FINANCE AUTHORITY**

The Board of Directors (the "Board") of the Butler County Finance Authority ("Finance Authority") met in special session on February 12, 2024, at 2:30 p.m., at 345 High Street, Hamilton, Ohio 45011, with the following members present:

It was moved by Brian Fox and seconded by Dona Canaan that the following resolution be adopted:

RESOLUTION NO. 2024-03

RESOLUTION CONDITIONALLY APPROVING AN EMPLOYMENT AGREEMENT WITH JOSHUA A. SMITH AS THE EXECUTIVE DIRECTOR OF THE BUTLER COUNTY FINANCE AUTHORITY, AND APPROVING OTHER MATTERS RELATED THERETO.

WHEREAS, pursuant to the laws of the State of Ohio, including Sections 4582.21, et seq., of the Ohio Revised Code and the authorities therein mentioned, including Article VIII, Section 13 of the Ohio Constitution (collectively, the "Act"), the Board of County Commissioners of Butler County, Ohio (the "County") created the Butler County Finance Authority (f/k/a the Butler County Port Authority) (the "Authority") by virtue of Resolution No. 04-07-2364, adopted July 29, 2004; and

WHEREAS, pursuant to the Act and the Authority's By-Laws, the Board is authorized to appoint an executive director (the "Executive Director"), which Executive Director shall serve as the chief operating officer of the Authority; and

WHEREAS, the Board desires to appoint Joshua A. Smith as the Executive Director of the Authority pursuant to the terms and conditions set forth in the Employment Agreement, by and among the City of Hamilton, Ohio (the "City"), the Authority and Joshua A. Smith, a form of which is attached hereto as *Exhibit A* (the "Employment Agreement"); and

WHEREAS, in accordance with the Employment Agreement, and in connection with such appointment, the Board has requested that the City nominally employ Executive Director for the limited purposes of administering payroll processing and various benefits offered to Executive Director; provided, that the Executive Director shall serve as the full-time executive director of the Authority and all conditions of the Executive Director's employment shall be at the sole direction of and subject to the approval of the Board, including, but not limited to, the assignment of the duties of the Executive Director from time to time, the conditions upon which the Executive Director remains employed or may be terminated, and the periodic evaluation of the Executive Director's performance; and

WHEREAS, Executive Director shall serve only at the pleasure of, and shall only be responsible for reporting to, the Board, and the City shall have no operational control or decision-making authority over Executive Director during the term of the employment contemplated by the Employment Agreement; and

WHEREAS, the effectiveness of this resolution shall be conditioned upon the approval by the City and the County of the joinder of the City to the Authority, and the Authority's acceptance of such joinder, which acceptance shall be the subject of a separate resolution to be adopted by the Board;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Butler County Finance Authority:

SECTION 1. That the Board hereby appoints Joshua A. Smith as the Executive Director of the Authority, to be effective on the date to be set forth in the Employment Agreement.

SECTION 2. That the Employment Agreement is hereby approved in substantially the form attached hereto as *Exhibit A*, with such changes as are not adverse to the Authority, the approval of which changes shall be conclusively evidenced by the execution thereof. The Chairperson, the Vice-Chairperson, or any one member or all members of the Board, individually or collectively, are hereby authorized to execute and deliver the Employment Agreement.

SECTION 3. That the effectiveness of this resolution, the appointment referenced in Section 1 above, and the approval referenced in Section 2 above, shall each be conditioned upon the approval by the City and the County of the joinder of the City to the Authority, and the Authority's acceptance of such joinder, which acceptance shall be the subject of a separate resolution to be adopted by the Board.

SECTION 4. It is hereby found and determined that all formal actions of this Board concerning and related to the adoption of this resolution were taken in an open meeting of this Board and that all deliberations of this Board and any of its committees 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, and the rules of this Board adopted in accordance therewith.

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SECTION 5. This resolution shall be in full force and effect from the date of its adoption.

Dora Canaan seconded the motion and roll called for adoption of the foregoing Resolution, the vote resulted as follows:

AYES: Fox, Canaan, Schmidt, Eglott, Bockhorst, Quinn, Evans

NAYS: NONE

ABSTENTION: NONE

By: 

Name: Brad Evans

Title: Chairperson

ATTEST:

By: 

Name: Brenda Todd-Finnell

Title: Secretary

Date Approved: February 12, 2024

EXHIBIT A
FORM OF EMPLOYMENT AGREEMENT

[SEE ATTACHED]