

WS 5/29/19
RAM

BOARD OF COMMISSIONERS
OF DAUPHIN COUNTY, PENNSYLVANIA

Ordinance No. 4-2019

Adopted May 29, 2019

**Re: Amendment of Articles of Incorporation
of the Dauphin County General Authority**

AN ORDINANCE APPROVING AND ADOPTING A PROPOSAL
SUBMITTED TO THE BOARD OF COMMISSIONERS OF
DAUPHIN COUNTY, PENNSYLVANIA, BY THE DAUPHIN
COUNTY GENERAL AUTHORITY, PURSUANT TO THE
PROVISIONS OF THE PENNSYLVANIA MUNICIPALITY
AUTHORITIES ACT, PROPOSING TO AMEND THE ARTICLES
OF INCORPORATION OF THE GENERAL AUTHORITY BY
EXTENDING ITS TERM OF EXISTENCE FOR AN
ADDITIONAL FIFTY YEARS.

WHEREAS, pursuant to an ordinance duly enacted and ordained on February 23, 1984, by this Board of Commissioners (the "County Commissioners" or the "Governing Authorities") of Dauphin County, Pennsylvania (the "County" or the "Municipality"), the Dauphin County General Authority (the "General Authority") was duly organized under the Pennsylvania Municipality Authorities Act of 1945, approved May 2, 1945, P.L. 382, as amended and supplemented (the "Act"), and its Certificate of Incorporation was duly issued on March 7, 1984; and

WHEREAS, the General Authority presently maintains its principal place of business at 650 South Harrisburg Street, Harrisburg, Pennsylvania 17113-1216; and

WHEREAS, for purposes of various contemplated projects permitted under the Act, the Board of Directors of the General Authority (the "Board") has expressed to the Commissioners the desire to amend the General Authority's Articles of Incorporation extending the term of existence of the General Authority for an additional fifty (50) years, as permitted under the Act; and

WHEREAS, Section 3.2 A. of the Act provides for the amendment of articles of a municipality authority, such as the General Authority, among other reasons, "...[t]o add a provision therein increasing its term of existence to a date not exceeding fifty years from the date of approval of the articles of amendment or to modify any provision thereof limiting its term of existence, by increasing such term to such a date;" and

WHEREAS, Section 3.2 B. of the Act provides that “[e]very amendment to the articles shall first be proposed by the board by the adoption of a resolution setting forth the proposed amendment and directing that it be submitted to the governing authorities of the municipality or municipalities composing the Authority”, which resolution shall contain the language of the proposed amendment; and

WHEREAS, section 3.2 B. of the Act further provides that, “[a]fter the amendments have been submitted to the municipality or municipalities, such municipality or municipalities shall adopt or reject such amendment by resolution or ordinance”; and

WHEREAS, Section 3.2 C. of the Act provides that, “[a]fter an amendment has been adopted by the municipality or municipalities, articles of amendment shall be executed under the seal of the Authority and verified by two duly authorized officers of the corporation and shall set forth: (1) the name and location of the registered office of the Authority; (2) the act of Assembly under which the Authority was formed and the date when the original articles were approved and filed; (3) the resolution or ordinance of the municipality or municipalities adopting the amendment; and (4) the amendment adopted by the municipality or municipalities which shall be set forth in full; and

WHEREAS, Section 3.2 D. of the Act provides that an authority shall advertise, in a manner consistent with Section 3. of the Act. (that is, at least one time in the legal periodical of the county and in a newspaper of general circulation in the county), a notice as to its intention to file articles of amendment with the Secretary of the Commonwealth, which shall appear at least three days prior to the day upon which the articles of amendment are presented to the Secretary, which Notice shall set forth certain matters recited in such Section; and

WHEREAS, the Board of the General Authority, by resolution adopted on May 15, 2019, a certified copy of which has been received by the County Commissioners and made part of the minutes of this meeting, approved and recommended proposed Articles of Amendment for the General Authority, in the form attached thereto, for consideration as to adoption or rejection by the County Commissioners as such Governing Authorities of the Municipality.

NOW, THEREFORE, BE IT ORDAINED AND ENACTED, by the Board of Commissioners of Dauphin County, Pennsylvania, as follows:

Section 1. The definitions, provisions, and attachments recited above are made part hereof for all purposes.

Section 2. The proposed Articles of Amendment for the General Authority, substantially in the form attached hereto as **Exhibit “A”**, are hereby approved and adopted, whereby a new Section 9 will be added to the Articles of Incorporation of the General Authority, which hereafter shall read: “The term of existence of the Authority shall be fifty (50) years from the date of approval of these Articles of Amendment to the Articles of Incorporation.”

Section 3. The Chief Clerk of the County is hereby authorized and directed to execute and deliver to the General Authority such number of certified copies of this Ordinance as it may require for filing with the Secretary of the Commonwealth of Pennsylvania in connection with the General Authority's application to amend its Articles of Incorporation.

Section 4. The General Authority shall pay publication costs and filing fees regarding such Articles of Amendment.

Section 5. This Ordinance shall become effective immediately.

Section 6. All ordinances or resolutions, or parts thereof, inconsistent herewith are hereby expressly rescinded, canceled, annulled, and repealed.

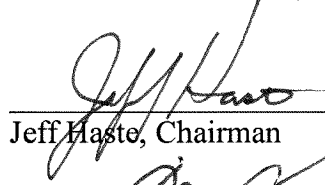
DULY ADOPTED AND ENACTED, by the Board of Commissioners of Dauphin County, Pennsylvania, in proper session duly assembled this 29th day of May, 2019.

ATTEST:

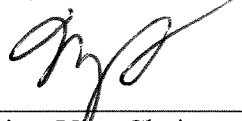
BOARD OF COMMISSIONERS OF
DAUPHIN COUNTY, PENNSYLVANIA:



Chad Saylor, Chief Clerk



Jeff Haste, Chairman



Mike Pries, Vice Chairman

(SEAL)



George P. Hartwick, III, Secretary