

**LEHIGH COUNTY AUTHORITY**  
**WORKSHOP AGENDA**  
**Monday, February 11, 2013 – 12:00 PM**

**INITIAL ITEMS** *(Collectively 5 Minutes)*

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1. **Identify items for February Board Meeting**
  - Review Board Discussion items, February 2013 – April 2013

**ACTION/DISCUSSION ITEMS**

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1. **Amend the Authority's Articles of Incorporation to Extend its Term of Existence**

In order to submit a bid for the Allentown sewer and water systems concession, the Authority will need to have its terms of existence extended the full fifty year period allowed under the Municipality Authorities Act. This will also aid in obtaining favorable terms with the necessary financing to do so as well as other Authority financing for capital improvements. Attached is Resolution 2-2013-2 for Board consideration and recommended approval (*salmon*). The County also has to approve this.

**INFORMATION ITEMS**

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1. ***None.***

**OTHER ITEMS**

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1. ***None.***

# **RESOLUTION No. 2-2013-1**

(Duly adopted 11 February 2013)

***A RESOLUTION PROPOSING AMENDMENT OF THE AUTHORITY'S ARTICLES OF INCORPORATION TO EXTEND THE AUTHORITY'S TERM OF EXISTENCE FROM 9 JUNE 2049 FOR A FULL ADDITIONAL FIFTY YEARS PERIOD***

WHEREAS, the Lehigh County Authority (the "Authority") was duly formed by the Board of Commissioners of Lehigh County (the "Board of Commissioners") under the Pennsylvania Municipality Authorities Act, with the Articles of Incorporation having been filed and approved by the Department of State of the Commonwealth of Pennsylvania (the "Department") on 21 September 1966 and amendments approved and filed with the Department on 3 June 1970, 22 April 1975 and 9 June 1999; and

WHEREAS, the Municipality Authorities Act establishes an initial term of existence for municipal authorities of fifty years from the approval of the Articles of Incorporation, which in the case of the Authority would have expired on 21 September 2016, but to accommodate financing of capital improvements for its systems, the date was extended by the 9 June 1999 Amendment until 9 June 2049; and

WHEREAS, the Authority continues to have the need to arrange financing for capital improvements to its many water and wastewater systems serving twelve municipalities; and

WHEREAS, limiting financing to the remaining Authority life will result in substantially increased costs and higher rates to the public for capital project financing; and

WHEREAS, the Authority is also participating in a bidding process for a fifty year concession and lease of the City of Allentown (the "City") water and wastewater systems; and

WHEREAS, the Authority will need to have a full fifty year life to be able to enter into the necessary agreements if it is the successful bidder in the City bidding process as well as to achieve the most appropriate and favorable financing to provide for such bid;

NOW, THEREFORE, BE IT RESOLVED THAT:

1. The Authority proposes that its Articles of Incorporation be amended to include a provision extending its term of existence for an additional fifty year period from the date such amendment is approved by the Department so that it may continue to provide capital improvements for the public with the most reasonable and favorable financing rates and participate in the bidding process for the City water and wastewater

system concession proposals. The form of the Articles of Amendment is attached hereto as Exhibit A and thereby made a part hereof.

2. This Resolution, and its proposal, be presented to the Board of Commissioners for their consideration and adoption.

3. Upon adoption by the Board of Commissioners, the Articles of Amendment are to be executed and verified by two officers of the Authority, advertised in accordance with the Municipality Authorities Act, and submitted to the Department for approval in accordance with the time frame necessary for the City concession documentation and/or any Authority financings.

On motion of Mr. Muller, seconded by Mr. Nagle, this resolution was adopted the 11<sup>th</sup> day of February 2013.

# ARTICLES OF AMENDMENT

TO: SECRETARY OF THE COMMONWEALTH OF PENNSYLVANIA

In compliance with requirements of the Pennsylvania Municipality Authorities Act and pursuant to a resolution duly adopted by the Board of Lehigh County Authority proposing an amendment to the Articles of Incorporation of the Authority, which proposed amendment has been submitted and adopted and approved by the Board of County Commissioners of the County of Lehigh, Pennsylvania (the governing authority of the municipality forming the Authority) by an ordinance duly adopted, the Authority does file these Articles of Amendment to its Articles of Incorporation and does certify:

1. The name of the Authority is LEHIGH COUNTY AUTHORITY and the registered office of the Authority presently is 1053 Spruce Street, Wescosville, Pennsylvania, with a mailing address of P.O. Box 3348, Allentown, Pennsylvania 18106-0348.

2. The Authority has been duly formed under the Pennsylvania Municipality Authorities Act, the Articles of Incorporation having been filed and approved by the Pennsylvania Department of State of on 21 September 1966, with Articles of Amendment filed and approved by the Department on 3 June 1970, 22 April 1975 and 9 June 1999.

3. A copy of the ordinance by the Board of Commissioners of the County of Lehigh, Pennsylvania, duly certified by the Chief Clerk of said Board of County Commissioners, adopting the amendment herein set forth, is attached hereto as Appendix I and thereby is made a part of these Articles of Amendment.

4. A copy of the resolution by the Board of the Lehigh County Authority, proposing the amendment herein set forth, is attached hereto as Appendix II and thereby is made a part of these Articles of Amendment.

5. The amendment proposed by the Board of the Authority and adopted and approved by the Lehigh County Board of Commissioners, is to amend the Articles of Incorporation of the Authority as follows:

"The Authority shall have a term of existence continuing through and until the date fifty years after the date of Pennsylvania Department of State approval of the Authority's fourth Articles of Amendment."

IN WITNESS WHEREOF, the Lehigh County Authority has caused these Articles of Amendment to be executed and verified by two of the Authority officers and its official seal to be affixed hereunto and attested by its Secretary or Assistant Secretary, all as of the \_\_\_\_\_ day of \_\_\_\_\_ 2013.

Attest:

LEHIGH COUNTY AUTHORITY

\_\_\_\_\_  
Name  
Office

By: \_\_\_\_\_  
Name:  
Office:

\_\_\_\_\_  
Name  
Office

By: \_\_\_\_\_  
Name:  
Office:

**EXHIBIT A**