

FIRST READING

December 15, 1987

ENACTED

December 29, 1987

AN ORDINANCE OF THE BOARD OF COUNTY COMMISSIONERS OF LACKAWANNA COUNTY AUTHORIZING AND APPROVING AN INTERGOVERNMENTAL AGREEMENT ("AGREEMENT") BETWEEN LACKAWANNA COUNTY AND THE CITY OF SCRANTON WITH RESPECT TO THE CREATION OF A JOINT ZOO AUTHORITY AND CONSTRUCTION OF A NATIVE AMERICAN ZOO AT NAY AUG PARK, SCRANTON, PENNSYLVANIA.

WHEREAS, Section 103 of the Lackawanna County Home Rule Charter (the "Charter") authorizes the County to "exercise any powers and perform any functions not denied by the Constitution of Pennsylvania by this Charter or by the General Assembly at any time."

WHEREAS, Section 303(g) of the Charter authorizes the Board of Commissioners of the County (the "Board") "to legislate with respect to intergovernmental programs involving negotiations with units of the national, state or local government".

WHEREAS, Section 303(r) of the Charter authorizes the Board "to enter into agreements with units or groupings of local governments with respect to establishment, revision or cancellation of service agreements".

WHEREAS, Section 303(s) of the Charter authorizes the Board "to legislate concerning county participation in development programs including but not limited to...cultural development".

WHEREAS, Sections 6780-2(c) (7.1) and 6780-153 of the Pennsylvania Local Government Unit Debt Act (the "Debt Act") authorizes a unit of local government, such as the County, to guaranty the debt of an "authority" and Section 6780-2(c) (1.1) of the Debt Act defines the term "authority" as "an authority or non-profit corporation organized under any law of the Commonwealth by or on behalf of the Commonwealth, any local government unit or jointly by any one or more of the foregoing."

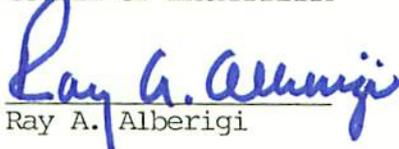
WHEREAS, the Board has determined that the financing of the construction of a Native American Zoo will enhance economic and social conditions in Lackawanna County.

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of Lackawanna County (the "Board") as follows:

SECTION 1. The Inter-Governmental Agreement with the City of Scranton with respect to the creation of a Joint Zoo Authority and the construction of a Native American Zoo, Scranton, Pennsylvania, in the form attached hereto, and made a part hereof, and incorporated herein by reference, is hereby approved and shall be executed by the County Commissioners on behalf of the County, such Agreement providing for the creation of the Joint Zoo Authority and Lackawanna County's assumption of 50% of the Authority's obligations with regard to payment of principal of and interest on the Authority's Notes in the aggregate principal amount of approximately 1.5 million dollars.

DULY ADOPTED, by the Governing Body of this County, in lawful session duly assembled, this 29th day of December, 1987.

COUNTY OF LACKAWANNA


Ray A. Alberigi


Joseph J. Corcoran

Charles Luger

ATTEST:


Gerald L. Stanvitch
Administrative Director

(SEAL)

FIRST READING - DECEMBER 15, 1987
 SECOND READING - DECEMBER 29, 1987

INTERGOVERNMENTAL AGREEMENT

This Agreement, made this 29th day of December, 1987, by and between Lackawanna County, a body politic of the Commonwealth of Pennsylvania with offices at 200 Adams Avenue, Scranton, Pennsylvania 18503, and the City of Scranton, a body politic of the Commonwealth of Pennsylvania with offices at North Washington Avenue, Scranton, Pennsylvania 18503. Lackawanna County and the City of Scranton are sometimes hereinafter referred to collectively as the "Governmental Units".

WHEREAS, the Governmental Units have determined that it is in the best interest of the citizens of Lackawanna County and the City of Scranton to create a Zoo Authority for the purpose of financing, constructing and operating a Native American Zoo within the City of Scranton, Lackawanna County, Pennsylvania; and

WHEREAS, the Governmental Units shall authorize the appropriate officials to take whatever action is necessary to create a Zoo Authority; and

WHEREAS, the purpose of the Zoo Authority shall be to finance, construct and operate a Native American Zoo on the site of the current Zoo at Nay Aug Park; and

WHEREAS, in order to finance the Native American Zoo, the Governmental Units will be required to guaranty the bonds to be issued by the Zoo Authority;

NOW, THEREFORE, in consideration of the mutual covenants contained herein and intending to be legally bound hereby, the parties hereto agree as follows:

1. Lackawanna County and the City of Scranton shall take all necessary action to create a Zoo Authority for the purpose of financing, constructing and operating a Native American Zoo at Nay Aug Park, Scranton, Lackawanna County, Pennsylvania.

2. The Zoo Authority shall be comprised of nine members selected and appointed as follows:

- (1) three members shall be selected and appointed by the Lackawanna County Commissioners; and
- (2) three members shall be selected and appointed by the Mayor, with approval by the Scranton City Council; and
- (3) three members shall be selected by the Scranton Zoological Society and approved by both the Lackawanna County Commissioners and the Scranton City Council.

3. Lackawanna and the City of Scranton have agreed to guaranty Notes, Series of 1988 to be issued by the Zoo Authority in the aggregate principal amount of approximately 1.5 million dollars, the proceeds of the Notes to be used to fund the costs of construction of the Native American Zoo Project and for the payment of costs of issuance of the Notes.

4. Lackawanna County shall continue its present policy of appropriating \$100,000, annually, to the new Zoo Authority, said sum to aid the Authority in paying the debt service on the above referenced notes.

5. The City of Scranton shall amend File of Council No. 74 of 1971 to reflect the terms of this Agreement.

6. The City of Scranton shall maintain ultimate financial responsibility for the Zoo and shall continue to make an annual grant to the new Zoo Authority of the amount contained in the Authority's annual budget, payable monthly, to be used to pay salaries, expenses, repairs, and maintenance, excluding capital improvements, for the Native American Zoo.

7. The City of Scranton shall continue to maintain ownership of all buildings, improvements and exhibits at the Native American Zoo, and any capital improvements made by the Zoo Authority.

8. Lackawanna County and the City of Scranton shall each guaranty 50% of the Zoo Authority's obligations with regard to payment of principal and interest on the Notes.

9. The obligations of Lackawanna County and the City of Scranton with regard to the guaranty of debt on the Notes, as contained in Section 7 hereof, shall constitute a guaranty as defined in Section 102(c)(7.1) of the Pennsylvania Local Government Unit Debt Act (the "Act"), 53 P.S. 6780-2(7.1), and shall be subject to the provisions for enforcement of such a guaranty, as provided by the Act, including, but not limited to, the provisions of Section 1201 thereof.

10. This Agreement contains the entire agreement between the parties hereto, and there have been and are no oral agreements between said parties of any kind whatsoever as a condition precedent to or to induce anyone in the signing hereof or otherwise concerning this Agreement or the subject matter hereof.

11. This Agreement shall be governed by and construed under and in accordance with the laws of the Commonwealth of Pennsylvania.

12. This Agreement shall not be altered, amended, or reformed other than by written instrument, duly signed and executed by all parties hereto.

13. The waiver of any term, condition, covenant or provision of this Agreement shall in no way be deemed or considered a waiver of any other term, condition, covenant or provision.

14. In case any one or more of the provisions contained in this Agreement shall, for any reason, be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not effect any other provisions of this Agreement, and this Agreement shall be construed and enforced as if such invalid, illegal or unenforceable provision had never been contained therein.

15. This Agreement may be executed in any number of counterparts, each of which, when so executed and delivered, shall be an original; but such counterpart shall together constitute one and the same instrument.

16. Any notice to or demand upon the parties hereto, or either of them, shall be deemed to have been properly given if mailed to such party post-paid registered mail, return receipt requested, at the respective addresses first above written.

IN WITNESS WHEREOF, Lackawanna County has executed this Agreement by its Board of Commissioners, its Controller and its Treasurer, attested to by its Administrative Director, with its seals hereunto affixed, and the City of Scranton has executed this Agreement by its Council, with approval of the Mayor, with its seal hereunto affixed.

COUNTY OF LACKAWANNA

Ray A. Alberigi
Ray A. Alberigi

Joseph J. Corcoran
Joseph J. Corcoran

Charles Luger

ATTEST:
Gerald L. Stanvitch
Gerald L. Stanvitch
Administrative Director

Joseph Profera, Controller

Robert Payton, Treasurer

CITY OF SCRANTON

Approved

David J. Wenzel, Mayor
City of Scranton

ATTEST:

Secretary