

## ORDINANCE #61

FIRST READING - DECEMBER 23, 1988  
 SECOND READING - JANUARY 10, 1989

AUTHORIZING THE ISSUANCE OF GRANT ANTICIPATION NOTES IN AMOUNTS NOT TO EXCEED THREE MILLION DOLLARS (\$3,000,000) IN AGGREGATE PRINCIPAL AMOUNT OUTSTANDING AT ANY GIVEN TIME; PROVIDING FOR THE DATE, DENOMINATION, INTEREST RATE, MATURITY DATE AND PLACE OF PAYMENT PROVISIONS IN RESPECT OF THE NOTES; ACCEPTING THE PROPOSAL OF THE THIRD NATIONAL BANK AND TRUST COMPANY OF SCRANTON FOR THE PURCHASE OF THE NOTES; PROVIDING THE SECURITY FOR THE NOTES; AUTHORIZING AND DIRECTING THE PREPARATION, CERTIFICATION AND FILING OF THE PROCEEDINGS WITH THE DEPARTMENT OF COMMUNITY AFFAIRS; ESTABLISHING A SINKING FUND IN RESPECT OF THE NOTES; PROVIDING FOR A SINKING FUND DEPOSITARY AND PAYING AGENT; SETTING FORTH A FORM OF NOTE; PROVIDING FOR A REBATE FUND; REPEALING INCONSISTENT ORDINANCES; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Multi Purpose Stadium Authority, (the "Authority") is involved in the construction of the Lackawanna County, Pennsylvania (the "Stadium").

WHEREAS, the Authority anticipates receiving, during the fiscal year ending December 31, 1989, grants from the State of Pennsylvania to provide for costs of constructions of the stadium, such grants being as yet unreceived.

WHEREAS, the Authority has received a commitment from the State for a grant to be received in fiscal year 1989 and, on a monthly basis, the Stadium will experience a cashflow deficit during some portions of such fiscal year until receipt of the grant.

WHEREAS, the County of Lackawanna (the "County") has determined it to be in the best interests of the County to fund the cashflow deficit of the Stadium pending its receipt of the State Grant.

WHEREAS, the County has therefore determined to borrow for the purpose of meeting current expenses of the Authority by issuing Notes to be repaid from said anticipated grant, all in accordance with the Local Government Unit Debt Act (the "Debt Act") being Act No. 185 of the 1972 General Assembly of the Commonwealth of Pennsylvania, approved July 12, 1972, as amended and re-enacted by Act No. 52 of the 1978 General Assembly of the Commonwealth of Pennsylvania.

WHEREAS, the County has received an acceptable proposal for the purchase of its Grant Anticipation Notes hereinafter described.

WHEREAS, as required by Section 506 of the Debt Act, the authorized officers of the County have heretofore made an estimate of the moneys to be received as grants from the Commonwealth of Pennsylvania during the period when the said Grant Anticipation Notes will be outstanding and, by their execution of a certificate with respect thereto dated as of \_\_\_\_\_, 1989, (the "Certificate as to Taxes and Revenues") have certified the said estimate.

WHEREAS, Section 501 of the Debt Act provides, with regard to tax and revenue anticipation notes, that "Such power to borrow from time to time shall include but not be limited to, the power to make a single authorization and then issue and sell portions of such amount of authorized notes whenever desired during the fiscal year."

WHEREAS, it is the intent of the County to authorize the issuance and sale of its Grant Anticipation Notes in amounts not to exceed \$3,000,000 in aggregate principal amount outstanding at any given time, such Notes to be completely repaid on or before December 31, 1989.

WHEREAS, such Grant Anticipation Notes shall be borrowed pursuant to and evidenced by Notes, the form of which is as substantially specified herein.

NOW, THEREFORE, BE IT ENACTED AND ORDAINED, by the Board of County Commissioners of the County of Lackawanna, Pennsylvania, that:

**SECTION 1.** For the reasons and purposes recited above, the County hereby authorizes the issuance of its grant anticipation notes in amounts not to exceed \$3,000,000 in aggregate principal amount outstanding at any given time (the "Notes") in anticipation of the receipt of a grant from the Commonwealth of Pennsylvania, said Notes to be sold and delivered as hereinafter provided.

**SECTION 2.** At least two of the members of the Board of Commissioners, Administrative Director, Controller and/or Treasurer of the County, or any duly appointed successor, as the case may be, are hereby authorized and directed to prepare and verify a certified copy of this Ordinance and a true copy of the accepted proposal for the purchase of the Notes, all as required by Section 508 of the Debt Act and to file all of the above, together with an executed copy of the Certificate as to Taxes and Revenues, the contents of which are hereby approved, with the Department of Community Affairs of the Commonwealth of Pennsylvania.

**SECTION 3.** The Notes shall be designated "Grant Anticipation Notes, Series A of 1989", shall be borrowed pursuant to and evidenced by Notes and shall be issued in denominations to be agreed upon by the County and the Purchaser, shall be subject to prepayment prior to maturity, shall be payable to the registered owner thereof, shall be dated the date of delivery thereof, shall bear interest from the date of delivery at a rate equal to 8.875% shall be payable, in full, at maturity, shall mature on December 31, 1989, and shall be payable at the place and in the manner and be otherwise in substantially the form recited in Section 10 hereof.

**SECTION 4.** The Note shall be executed by at least two members of the Board of Commissioners, the Treasurer and the Controller of the County and shall have the corporate seal of the County affixed thereto, duly attested by the Administrative Director. Those officers are further authorized and directed to deliver the Notes to the Purchaser hereinafter named upon the terms and conditions hereinafter provided for such delivery and to execute and deliver such other documents and to take such other action as may be necessary or appropriate in order to effectuate the issuance and sale of the Notes, all in accordance with this Ordinance and the Debt Act.

**SECTION 5.** The Notes, together with any other tax and/or revenue anticipation notes to be issued by the County during the County's fiscal year ending on December 31, 1989, shall be equally and ratably secured by a pledge of, security interest in, and a lien and charge on, the grant from the Commonwealth of Pennsylvania to be received by the County during the period when the Notes are outstanding; and the Administrative Director is hereby authorized and directed to prepare and file such financing statements as may be necessary under the Pennsylvania Uniform Commercial Code and Section 505 of the Debt Act to fully perfect said pledge, security interest, lien and charge.

**SECTION 6.** There is hereby established a Sinking Fund to be known as "Sinking Fund, County of Lackawanna Grant Anticipation Notes, Series A of 1989" into which the County covenants to deposit and into which the Treasurer is hereby authorized and directed to deposit, on or before December 31, 1989, from grants received by the County, amounts sufficient to pay the interest due on that date and the principal on the Note as provided in Section 3 hereof. All sums in the Sinking Fund shall be applied exclusively to the payment of said principal and interest. Said Sinking Fund shall be kept in a separate account at the principal office of the Sinking Fund Depository provided for in Section 7 hereof, until such time as the County and the Treasurer thereof shall provide for a similar separate account in another bank, trust company or bank and trust company located and lawfully conducting a bank or trust business in the Commonwealth of Pennsylvania. The said Sinking Fund Depository, without further authorization than is herein contained, shall pay from all moneys in the Sinking Fund the interest on and the principal of the Notes, when the same shall become due.

**SECTION 7.** The Treasurer is hereby authorized and directed to contract with a commercial bank for its services as sinking fund depository (the "Sinking Fund Depository") and paying agent (the "Paying Agent") said bank being hereby appointed to such positions in respect to the County's Grant Anticipation Notes, Series A of 1989.

**SECTION 8.** The Notes shall be sold at private, negotiated sale upon receipt of an acceptable proposal for the purchase thereof, which proposal shall be in compliance with the provisions of the Debt Act. The County Commissioners hereby find that such private, negotiated sale is in the best financial interest of the County.

**SECTION 9.** The proposal of the Third National Bank and Trust Company of Scranton (the "Purchaser"), presented to the Board of Commissioners at a public meeting on the date of second reading of this Ordinance, such proposal being in conformity with the requirements of Section 8 of this Ordinance for the purchase at private sale by negotiation of the Notes, is hereby accepted and the Notes are hereby awarded to the Purchaser. The Administrative Director is hereby authorized and directed to notify the Purchaser of such action and to file the original of said proposal with the records of the County. The officers of the County are hereby authorized to deliver the Notes to the Purchaser upon receipt of the principal amount thereof and upon compliance with all conditions precedent to such delivery required by the Debt Act, this Ordinance, the County Home Rule Charter and said proposal; and the officers of the County are hereby authorized and directed to prepare, verify and deliver to the Purchaser, concurrently with the delivery of the Notes, the certificate required by Section 507 of the Debt Act, a copy of which certificate shall be retained in the records of the County until all tax and/or revenue anticipation Notes issued by the County during the fiscal year ending on December 31, 1989, shall have been paid in full.

SECTION 10. The form of the Note shall be substantially as contained in Exhibit A attached hereto and made a part hereof (with necessary language changes, as approved by counsel), the terms and conditions set forth in such form being hereby incorporated by reference and enacted as if fully recited at length herein and said form is hereby approved.

SECTION 11. The Chairman and the Administrative Director is hereby authorized to enter into an Investment Rebates Agreement with the Sinking Fund Depository, providing for the deposit and delivery to the United States Treasury of "excess investment earnings," as may from time to time be required by Section 148 of the Internal Revenue Code.

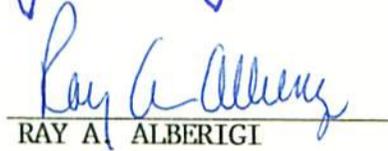
SECTION 12. All prior ordinances or resolutions or parts thereof inconsistent herewith are hereby repealed.

SECTION 13. This Ordinance shall become effective ten days after enactment.

This Ordinance is an Ordinance adopted pursuant to the Home Rule Charter of Lackawanna County and is also intended to qualify as a Resolution pursuant to §508 of the Local Government Unit Debt Act.

COUNTY OF LACKAWANNA

  
 JOSEPH J. CORCORAN

  
 RAY A. ALBERIGI

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 JOHN SENIO

ATTEST:

  
 GERALD L. STANVITCH,  
 ADMINISTRATIVE DIRECTOR