

WS 5/28/14
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COUNTY OF DAUPHIN
Commonwealth of Pennsylvania

A RESOLUTION #18-2014

OF THE BOARD OF COUNTY COMMISSIONERS OF COUNTY OF DAUPHIN, PENNSYLVANIA, APPROVING A COOPERATION AGREEMENT WITH DAUPHIN COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY IN CONNECTION WITH REDEVELOPMENT CAPITAL ASSISTANCE PROGRAM FUNDS FOR A SUSQUEHANNA ART MUSEUM PROJECT; APPROVING EXECUTION AND DELIVERY OF SAID AGREEMENT; AND AUTHORIZING AND APPROVING OTHER RELATED MATTERS.

WHEREAS, Dauphin County Industrial Development Authority (the "Authority") is a public instrumentality and a body politic and corporate organized and existing under the laws of the Commonwealth of Pennsylvania, having been duly organized by this County pursuant to provisions of the Pennsylvania Economic Development Financing Law, Act of August 23, 1967, P.L. 251, as amended; and

WHEREAS, the Susquehanna Art Museum, a non-profit corporation with its offices in the City of Harrisburg, Dauphin County, Pennsylvania (the "Corporation") has determined to undertake the renovation of the former Keystone Bank building along with the new addition to the north of the site to create a 20,000 square foot Art Museum. The renovated Bank building will serve as a grand entrance to the Museum and will house the admissions and retail components as well as the Doshi Gallery, a gallery dedicated to highlighting emerging and established artists from the Central Pennsylvania region. An upstairs staff conference room will overlook the main entry, and the bank vault below will also provide additional space for visitor-specific services. The new 2-story addition to the north will house the core functions of the museum: two education rooms dedicated to public programming, staff offices, loading and receiving, collections processing spaces, and the 4,000 square foot main Gallery on the second floor. All of the foregoing being undertaken by the Corporation constitute and are herein referred to as the "Project"; and

WHEREAS, the Project, as proposed, has been determined to qualify pursuant to the standards established in the Capital Facilities Debt Enabling Act, Act of February 9, 1999 (P.L. No. 1) as a Redevelopment Assistance Project to be funded, in part, with a grant or grants in the estimated amount of \$5,000,000 (the "Grant") under the Commonwealth's Redevelopment Assistance Capital Program ("Program"); and

WHEREAS, the Authority shall be the grantee and the administrative agency for the Grant under and pursuant to a grant agreement by and between the Commonwealth, acting by and through the Office of the Budget, and the Authority (the "Grant Agreement"); and

WHEREAS, the Grant Agreement sets forth the conditions under which the Commonwealth agrees to make funds from the Grant available to the Authority to be applied for and toward eligible costs and expenses of the Project, including a condition that the Authority shall enter into a cooperation agreement with a local taxing entity that authorizes the project and obligates the local taxing entity to reimburse the Commonwealth for the Commonwealth's share of any costs and/or expenditures with respect to the Project determined by the Commonwealth to be ineligible under the Program; and

WHEREAS, the County qualifies as a local taxing entity, within the meaning of the Grant Agreement; and

WHEREAS, the Authority has requested the County to undertake the reimbursement obligation required by the Grant Agreement in order to support the Project, which reimbursement obligation shall be set forth in an agreement between the Authority and the County (the "Cooperation Agreement"); and

WHEREAS, the Authority, supported by indemnification from the Corporation, has agreed to reimburse the County with respect to any amounts which the County pays over to the Commonwealth pursuant to the Cooperation Agreement.

NOW THEREFORE, be and it hereby is resolved by Board of County Commissioners of County of Dauphin, Pennsylvania, as follows:

Section 1. *Reimbursement Undertaking.* This County shall enter into a Cooperation Agreement with the Authority, in the form approved herein, whereby this County agrees to reimburse the Commonwealth for expenditures disbursed by the Authority to the Corporation that are determined by the Commonwealth to be ineligible for funding under the Grant.

Section 2. *Approval of Form of Cooperation Agreement.* The form of the Cooperation Agreement presented at this meeting hereby is approved. Appropriate officers of the County are hereby authorized and directed to execute, attest, seal and deliver the Cooperation Agreement in substantially such form with such insertions, deletions and amendments as the officers of the County executing said documents and the Solicitor to the County shall deem necessary. The execution, attestation and delivery of the Cooperation Agreement by appropriate officers of the County shall constitute conclusive evidence of such approval. Said officers of the County are authorized to take all other required, necessary or desirable action in connection with the execution and delivery of the Cooperation Agreement.

Section 3. *Effective Date.* The provisions of this Resolution shall become effective in accordance with law.

Section 4. *Severability.* Should any section, part or provision of this Resolution be declared by appropriate authority to be unlawful or unconstitutional, all other terms, conditions, provisions, and parts hereof, and of any Code of which this Resolution may be or may be considered to be part, shall continue in full force and effect as if the provision declared to be unlawful or unconstitutional had been omitted as of the date of final enactment hereof.

Section 5. *Repealer.* Any resolution or portion thereof inconsistent herewith be, and the same hereby is, repealed.

RESOLVED AND ADOPTED by the Board of Commissioners of the County of Dauphin, Pennsylvania, the 28 day of May, 2014.

COUNTY OF DAUPHIN, Pennsylvania

By:  _____
Chair, Board of Commissioners

By:  _____
Vice Chair, Board of Commissioners

[Handwritten Signature]

Chief Clerk

By *[Handwritten Signature]*

Secretary, Board of Commissioners

(SEAL)

