

# **City of Philadelphia**



(Bill No. 161058)

## **AN ORDINANCE**

Adopting an amendment to the Articles of Incorporation of the Philadelphia Energy Authority (“Authority”) increasing the number of members on the Authority’s Board from five to seven, as proposed by the Board in a Resolution adopted November 30, 2016.

WHEREAS, In accordance with Bill No. 100163-AA, the Philadelphia Energy Authority (“Authority”) was organized by the City of Philadelphia pursuant to the terms of the Municipalities Authorities Act (“Act”) of June 19, 2001, P.L. 287, No. 22, as amended (codified at 53 Pa.C.S.A. § 5601 et seq.); and

WHEREAS, The Articles of Incorporation for the Authority currently provide that the Board shall consist of five members appointed by City Council, four of whom are appointed upon nomination by the Mayor, and one of whom is appointed by Council; and

WHEREAS, The Board has determined that it is in the best interest of the Authority to increase the size of the Board to seven members appointed by Council, with one of the additional members to be appointed upon nomination by the Mayor and one to be appointed upon nomination by Council; and

WHEREAS, The Act provides that every amendment to the Authority’s Articles of Incorporation shall first be proposed by the Board by the adoption of a resolution setting forth the proposed amendment. The Act further provides that the proposed amendment shall be submitted to the governing authority of the municipality, which shall adopt or reject such amendment (53 Pa.C.S.A. § 5605); and

WHEREAS, On November 30, 2016, the Authority’s Board adopted a Resolution (Exhibit A) proposing an amendment to the Articles of Incorporation to increase the size of the Board as described above. Thereafter, the Board submitted that amendment to City Council for its consideration; and

WHEREAS, Council concurs with the judgment of the Board that increasing the number of members of the Board will provide the Authority with additional sources of expertise and a greater capacity to fulfill its mission; now, therefore,

***THE COUNCIL OF THE CITY OF PHILADELPHIA HEREBY ORDAINS:***

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SECTION 1. The amendment to the Articles of Incorporation of the Philadelphia Energy Authority (“Authority”) proposed in the Resolution (Exhibit A) adopted by the Authority’s Board on November 30, 2016, is hereby adopted.

SECTION 2. The amendment adopted herein shall take effect upon the successful completion of the Execution and Verification, Advertisement, and Filing requirements imposed by the Act, 53 Pa.C.S.A. § 5605.

**EXHIBIT A****RESOLUTION OF THE BOARD OF THE PHILADELPHIA ENERGY AUTHORITY, ADOPTED NOVEMBER 30, 2016**

**WHEREAS**, The Philadelphia Energy Authority (“Authority”) was organized by the City of Philadelphia (“City”) pursuant to the terms of the “Municipalities Authorities Act” of 2001, June 19, P.L. 287, No. 22, as amended (“Act”) in accordance with Bill No. 100163-AA, an Ordinance of the City (“Ordinance”); and

**WHEREAS**, the Act provides that Amendments to the Articles of Incorporation of the Authority are to be made by resolution of the Board of the Authority which is then to be submitted to the City for approval; and

**WHEREAS**, the Board has determined that increasing the size of the Board from five (5) members to seven (7) members is in the best interest of the Authority, with one of the additional members to be appointed by City Council upon nomination by the Mayor and one to be appointed upon nomination by City Council;

**NOW, THEREFORE, BE IT RESOLVED**, that increasing the number of members of the Board of the Authority will provide the Authority with additional sources of expertise and is in the best interest of the Authority; and it is further

**RESOLVED**, that Section (e) of the Articles of Incorporation of the Authority shall be amended and restated to read as follows:

(e) The powers of the Authority shall be exercised by a governing body to be called “the Board of The Philadelphia Energy Authority,” which shall consist of seven (7) members appointed by City Council who shall serve without compensation. Five (5) members shall be appointed to Classes A, B, D, E, and G (below) by City Council upon nomination by the Mayor, and two (2) members shall be appointed to Classes C and F (below) upon nomination by City Council. Vacancies shall be filled in the same manner.

In order that the members shall continue to serve on a staggered basis, there shall be seven (7) classes of directors. The names, addresses and classes of the first members who served in Classes A, B, C, D and E from the date of incorporation to a date of termination are set forth below. Appointments to the Board for such Classes A, B, C, D and E following the dates of termination below are for a term of five (5) years. The names, addresses and classes of the first members who shall serve in Classes F and G from the date of amendment of these Articles to a date of termination are set forth below. Future appointments to the Board shall be made by class for a term of five (5) years:

**City of Philadelphia**

Name	Address	Class	Date of Termination
Kenneth Ogawa	2786 Highland Ave. Broomall, PA 19008	A	January 1, 2012
Christopher A. Lewis	717 S Columbus Blvd. Apt 902 Philadelphia, PA 19147	B	January 1, 2013
Emily Schapira	6301 N. 12 <sup>th</sup> St. Philadelphia, PA 19141	C	January 1, 2014
Barbara Adams	112 N. Woodstock St Philadelphia, PA 19103	D	January 1, 2015
E. Mitchell Swann	5010 Pine St. Philadelphia, PA 19143	E	January 1, 2016
To Be Appointed		F	January 1, 2018
To Be Appointed		G	January 1, 2019.

**FURTHER RESOLVED**, that any forms of amendment prescribed by the Secretary of the Commonwealth of Pennsylvania in order to amend the Articles of Incorporation of the Authority are hereby adopted and approved consistent with the terms of the amendment to the Articles of Incorporation of the Authority set forth above in this Resolution; and it is further

**RESOLVED**, that the Chair, the Secretary, the Treasurer and the Executive Director of the Authority (each, an "Authorized Officer" and, collectively, the "Authorized Officers") be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Authority, to submit this proposed amendment to the governing authority of the City, to execute and deliver all such certificates, instruments and other documents, and to take or cause to be taken any and all such further actions, in each case as any such Authorized Officer of the Authority may determine to be necessary, advisable or desirable to carry out fully the purpose and intent of the foregoing resolution, including, without limitation, the incurrence and payment of fees and expenses and the addition of names and addresses of appointees to Classes F and G above as determined by City Council; and it is further

**RESOLVED**, that any and all actions previously taken by the Authority or any of its directors or officers in connection with the actions contemplated by the foregoing resolutions be, and each of them hereby is, ratified, confirmed and approved in all respects as and for the acts and deeds of the Authority.

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CERTIFICATION: This is a true and correct copy of the original Bill, Passed by the City Council on February 9, 2017. The Bill was Signed by the Mayor on February 22, 2017.



Michael A. Decker  
Chief Clerk of the City Council