

**POCONO TOWNSHIP  
MONROE COUNTY, PENNSYLVANIA**

**ORDINANCE NO. 2023-02**

**AN ORDINANCE OF THE TOWNSHIP OF POCONO, COUNTY OF MONROE, AND COMMONWEALTH OF PENNSYLVANIA (I) AUTHORIZING AND APPROVING THE SALE OF THE WATER SYSTEM ASSETS OF THE POCONO-JACKSON JOINT WATER AUTHORITY TO THE BRODHEAD CREEK REGIONAL AUTHORITY; (II) AUTHORIZING AND DIRECTING THE EXECUTION AND DELIVERY OF THE ASSET PURCHASE AGREEMENT BY THE TOWNSHIP AND POCONO-JACKSON JOINT WATER AUTHORITY; (III) AUTHORIZING AND APPROVING THE FORM OF AN ASSET PURCHASE AGREEMENT SUBSTANTIALLY IN THE FORM PRESENTED AT THIS MEETING; (IV) AUTHORIZING AND DIRECTING THE PROPER OFFICERS OF THE TOWNSHIP TO DO ALL THINGS NECESSARY TO CARRY OUT THE ORDINANCE AND THE SALE OF THE WATER SYSTEM ASSETS; (V) AUTHORIZING INCIDENTAL ACTIONS; (VI) PROVIDING FOR SEVERABILITY OF THE PROVISIONS OF THIS ORDINANCE; (VII) RESCINDING INCONSISTENT ORDINANCES AND RESOLUTIONS; AND (VIII) ESTABLISHING THE EFFECTIVE DATE OF THIS ORDINANCE.**

**WHEREAS**, the Township of Pocono, County of Monroe, Pennsylvania (the “Township”), is a Township of the First Class governed by the Pennsylvania First Class Township Code (the “Code”); and

**WHEREAS**, The Pocono-Jackson Joint Water Authority, a municipal authority created jointly by the Township and the Township of Jackson (“PJJWA”), owns and operates a water treatment and distribution system, which includes water treatment works and approximately ten and nine-hundredths (10.09) miles of water transmission and distribution mains, laterals and pipes, including associated pump, storage and filtering assets and various mechanisms and treatment equipment relating thereto that furnish drinking water to approximately one hundred forty-five (145) residential, commercial, institutional and governmental users within the Pocono Service Area and the Jackson Service Area (collectively, and together with the all real and personal property rights and assets owned by PJJWA, the “Water System Assets”); and

**WHEREAS**, the Township desires to enact this Ordinance to authorize and approve (i) the sale of the Water System Assets (the “Sale”) by PJJWA to the Brodhead Creek Regional Authority, a regional authority furnishing water and wastewater services to multiple municipalities within the County of Monroe (“BCRA”), (ii) the execution and delivery of an Asset Purchase Agreement among PJJWA, BCRA, the Township and the Township of Jackson, and (iii) the undertaking of all incidental action in connection therewith.

**NOW, THEREFORE, BE IT ENACTED AND ORDAINED**, by the Board of Commissioners of Pocono Township, Monroe County, Pennsylvania, the following:

**SECTION 1. APPROVAL OF SALE OF PJJWA WATER SYSTEM.** The Sale of the Water System Assets by PJJWA to BCRA is hereby approved.

**SECTION 2. AUTHORIZATION TO EXECUTE ASSET PURCHASE AGREEMENT.**

Each of the President and Vice President of the Township Board of Commissioners (each, an “Authorized Officer”) is hereby authorized, directed and empowered to execute and deliver the Asset Purchase Agreement on behalf of the Township, and the Township Manager is hereby authorized, directed and empowered to attest the execution of the Asset Purchase Agreement by an Authorized Officer.

**SECTION 3. APPROVAL OF FORM OF ASSET PURCHASE AGREEMENT.**

The Asset Purchase Agreement shall be substantially in the form presented to this meeting, which form is hereby approved in all respects, together with such changes therein as shall be approved by the Authorized Officer executing the same after consultation with the Township Solicitor, with the execution thereof to conclusively constitute and demonstrate such Authorized Officer's approval of the same.

**SECTION 4. AUTHORIZATION TO EXECUTE ADDITIONAL DOCUMENTS.**

Each Authorized Officer is hereby authorized, directed and empowered to execute on behalf of the Township any and all additional agreements, consents, applications, assignments, certificates, instruments, permits, licenses and other documents determined by such Authorized Officer, after consultation with the Township Solicitor, to be necessary or proper to effectuate (i) the Sale, (ii) the execution and delivery by the Township and PJJWA of the Asset Purchase Agreement, and (iii) the performance by each of the Township and PJJWA of their respective obligations under the Asset Purchase Agreement and the transactions contemplated hereby and thereby.

**SECTION 5. AUTHORIZATION TO TAKE INCIDENTAL ACTIONS.**

Each Authorized Officer is hereby further authorized, directed and empowered to execute on behalf of the Township any and all other agreements and documents and to do and take, or cause to be done and taken, any and all actions and things necessary or proper for the carrying out of the provisions of this Ordinance.

**SECTION 6. SEVERABILITY.**

In the case any one or more of the provisions of this Ordinance shall, for any reason, be held to be illegal, invalid or enforceable, such illegality, invalidity or unenforceability shall not affect any other provisions of this Ordinance, and this Ordinance shall be construed and enforced as if such illegal, invalid or unenforceable provisions had not been contained herein.

**SECTION 7. REPEALER.**

All ordinances or resolutions or parts thereof inconsistent herewith shall be, and the same hereby are, rescinded, cancelled and annulled.

**SECTION 8. EFFECTIVE DATE.**

This Ordinance shall become effective immediately.

**ENACTED AND ADOPTED** by the Board of Commissioners this 6<sup>th</sup> day of March, 2023.

ATTEST:

TOWNSHIP OF POCONO,  
MONROE COUNTY

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TAYLOR MUNOZ  
Township Manager

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RICHARD WIELEBINSKI  
President, Board of Commissioners