

**GIRARD TOWNSHIP
ERIE COUNTY, PENNSYLVANIA**

ORDINANCE NO. 23-03

AN ORDINANCE AUTHORIZING GIRARD TOWNSHIP TO ENTER INTO AN INTER-MUNICIPAL COOPERATION AGREEMENT AND/OR MUNICIPAL AUTHORITY WITH THE BOROUGHES OF ALBION, CRANESVILLE, GIRARD, LAKE CITY AND PLATEA AND THE TOWNSHIPS OF CONNEAUT, ELK CREEK, FAIRVIEW AND SPRINGFIELD FOR THE PURPOSE OF FORMING, ESTABLISHING, AND JOINING A COUNCIL OF GOVERNMENTS OR CONSORTIUM TO BE KNOWN AS THE "WEST COUNTY PARAMEDIC ASSOCIATION" (WCPA) UNDER AND BY VIRTUE OF THE AUTHORITY SET FORTH IN THE PENNSYLVANIA INTERGOVERNMENTAL COOPERATION ACT, 53 PA. C.S.A. SECTION 2301 ET. SEQ.

NOW THEREFORE, be it ordained and enacted by Girard Township that:

Section 1. AUTHORIZATION

Girard Township Board of Supervisors does hereby approve and authorize entering into an inter-municipal cooperation agreement (together with all attachments thereto, the "Agreement"), a copy of which is attached hereto and incorporated herein by reference, with the intent and effect that the Township shall be bound by the Agreement.

Section 2. EXECUTION

The Chairperson of the Girard Township Board of Supervisors is hereby authorized and directed on behalf of the Township: (i) to execute and deliver the Agreement; and (ii) to execute and deliver such additional documents and instruments, and to take such further actions, as may be necessary or appropriate to carry out the Agreement and the actions to be effected under the Agreement, including the payment of any amount as may be due from time to time from the Township under the Agreement.

Section 3. RATIFICATION

All actions of any officer, agent or other representative of the Township heretofore taken pursuant to the establishment of the West County Paramedic Association (the "WCPA") and/or the Township's participation therein are hereby ratified and approved in all respects.

Section 4. NECESSARY ACTS

The Township is hereby authorized to take such actions as may be necessary or appropriate to carry out the purposes of this Ordinance and of the Agreement.

Section 5. PENNSYLVANIA INTERGOVERNMENTAL COOPERATION ACT PROVISIONS

This Ordinance is adopted pursuant to the authority granted in the Act and, as required thereby, the following matters are specifically found and determined:

- (a) The conditions of the Agreement are set forth in the Amended and Restated Articles of Incorporation (the "Articles") and will be reflected in amended and restated Bylaws (as the same may be amended from time to time in accordance therewith, the "Bylaws") to be adopted by the new Board of Directors of WCPA (the "Board") in conformity to the Articles;
- (b) The duration of the Agreement is unlimited subject to termination and withdrawal as provided by law and as will be further set forth in the Bylaws;
- (c) The purpose and objectives of the Agreement and the powers and scope of authority delegated in the Agreement are to provide emergency and non-emergency mobile medical and related services, without regard to race, creed, color, gender, age, national origin or ability to pay and to do any all lawful acts incidental to, related to, or in furtherance of the foregoing purposes.
- (d) The manner and extent of financing the Agreement is through the municipal contributions as will be further set forth in the Bylaws and resolutions adopted from time to time by the Board in conformity thereto.
- (e) The organizational structure of the WCPA shall be as set forth in the Articles, as attached, as supplemented from time to time by the Bylaws in conformity to the Articles.
- (f) All property, real or personal, of the WCPA will be acquired, managed, licensed, or disposed of under the authority and supervision of the Board subject to the rights and powers of the municipalities as members of WCPA in accordance with the terms of the Amended and Restated Articles of Incorporation and the Bylaws.
- (g) The WCPA is empowered to enter into contracts as provided under the Articles and the Bylaws.

Section 6. EXISTENCE AND OPERATION OF THE ASSOCIATION

The WCPA has amended and restated its Articles of Incorporation and its Bylaws and is authorized to commence operations under this Ordinance and in accordance with the Agreement immediately upon all ten (10) municipalities duly executing and adopting the appropriate Ordinance or Resolution and the filing of the Amended and Restated Articles of Incorporation of the WCPA substantially in the form attached.

Section 7. IMMUNITIES

The services rendered, the actions taken, and the obligations and expenditures made by the officials, employees and agents of the Municipalities shall be deemed to be for public and governmental purposes, and all immunities from liabilities enjoyed by the Township and its officials and employees within its boundaries shall extend to the Township and the WCPA and their respective officials, representatives and employees in connection with their participation in the services and activities contemplated by, related to, arising out of, or in connection with the WCPA's jurisdiction.

Section 8. REPEALER OF ORDINANCES

Any ordinance or part of ordinances of the Township conflicting with the provisions of this Ordinance are hereby repealed insofar as they are inconsistent with this Ordinance's provisions.

Section 9. SEVERABILITY

If any provision of this Ordinance is, for any reason, declared to be illegal, unconstitutional or invalid, by any court of competent jurisdiction, this decision shall not affect or impair the validity of the Ordinance as a whole of the remaining portions thereof. Girard Township Board of Supervisors hereby declares that it would have adopted this Ordinance irrespective of the portion that may be declared illegal, unconstitutional or invalid.


Section 10. EFFECTIVE DATE



This Ordinance shall become effective five (5) days after adoption by the Township Board of Supervisors.

ENACTED AND ORDAINED this 14th day of November, 2023 by the Girard Township Board of Supervisors, Erie County, Pennsylvania, in lawful session duly assembled.

Attest:

Approved:


Lindy L. Platz, Secretary


Lindy L. Platz, Chairperson

Peter C. Dion, Vice Chairperson

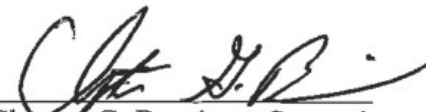

Clayton G. Brocius, Supervisor

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION

WEST COUNTY PARAMEDIC ASSOCIATION

1. The name of the corporation is: West County Paramedic Association.
2. The address of this corporation's current registered office in this Commonwealth is: 6852 Meadville Road, Girard, Pennsylvania 16417 (Erie County).
3. The corporation is deemed incorporated under the Nonprofit Corporation Law of 1988 for the following purpose or purposes:
 - a. to provide emergency and non-emergency mobile medical and related services, without regard to race, creed, color, gender, age, national origin, or ability to pay; and
 - b. to do any and all lawful acts incidental to, related to, or in furtherance of the foregoing purposes.

Notwithstanding any other provision of these Articles, the corporation is organized and shall operate exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or an organization contributions to which are deductible under Section 170(c)(2) of the Code.

4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
5. The corporation is organized on a nonstock basis.
 - a. No substantial part of the activities of the corporation shall be devoted to attempting to influence legislation, by propaganda or otherwise, nor shall the corporation participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
 - b. No part of the net earnings of the corporation shall inure to the benefit of any private person; provided, however, that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make such lawful payments and distributions in furtherance of the purposes set forth in Section 3 hereof as may from time to time be either required or permitted by Section 501(c)(3) of the Code.
6. The corporation shall have members. The members shall be municipalities who have designated the corporation as their Advanced Life Support (ALS) or primary EMS (Emergency Medical Services) provider. They shall be admitted and dismissed in accordance with provisions set forth in the bylaws of the corporation, as amended from time to time.
7. No director of the corporation will be personally liable for monetary damages as such for any action taken or any failure to take action, unless:
 - a. the director has breached or failed to perform the director's duties of office in good faith, in a manner the director reasonably believes to be in the best interest of the corporation, and with

such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances; and

- b. the breach of failure to perform constitutes self-dealing, willful misconduct, or recklessness.

The provisions of this Section 8 shall not apply to the responsibility or liability of a director pursuant to any criminal statute or to the liability of a director for the payment of taxes pursuant to local, state, or federal law.

8. In the event the corporation is dissolved, the members, or the corporation's board of directors if so directed by the members, shall distribute the corporate property and assets, after paying or making provisions for payment of the liabilities of the corporation, to one or more governmental entities, which may include the members, for public purposes, and/or to one or more exempt organizations for charitable purposes, within the meaning of Section 501(c)(3) of the Code. No private individual shall share in the distribution of any corporate assets upon dissolution.

9. References in these Articles to a section of the Code shall be construed to refer to such section and to the regulations promulgated thereunder as they now exist or as they may hereafter be adopted or amended.

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