

SCHUYLKILL RIVER PASSENGER RAIL AUTHORITY
BOARD MEETING PACKET
OCTOBER 23, 2023

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OCTOBER MONTHLY REPORT



Schuylkill River Passenger Rail Authority

Meeting Agenda

October 23, 2023, 3pm*

1. Call to Order
2. Adoption of September 18 Minutes
3. Board Member Comments
4. Public Comment on Agenda Items
5. Presentation – Justin M. Keller, Pottstown Borough Manager
6. Transportation for America (T4A) Contract Renewal – *Action*
7. Committee Reports
 - a. Finance – Commissioner Lawrence, Chair
 - i. Motion to Pay Bills – *Action*
 - b. Marketing & Public Relations – Brian O’Leary, Chair
 - i. Committee Update
 - c. Planning – Scott France, Chair
 - i. Committee Update
 - d. Personnel – Commissioner Moskowitz, Chair
 - i. Committee Update
 - e. Community Engagement – Jim Gerlach, Chair
 - i. Committee Update
 - f. By-Laws – Scott France, Chair
 - i. Resolution to Amend Articles of Incorporation – *Action*
 - ii. Proposed Bylaw Recommendations
8. Executive Director’s Report
9. Other Business
10. General Public Comment
11. Adjourn

*****Downtown Trolley Tour (30 min) for Board and Staff Immediately Following Meeting*****

The next regularly scheduled meeting of the Schuylkill River Passenger Rail Authority will be held virtually at 3:00 PM on Monday, November 27, 2023. Virtual participation is available via the public registration link provided on the website. All SRPRA Board meetings are open to the public.

*The October meeting will be conducted as a hybrid meeting at 3:00 PM on Monday, October 23, 2023. The meeting will be held in-person at Montgomery County Community College, North Hall 202, 16 East High Street, in Pottstown. Virtual participation via the public registration link provided on the website will also be available. Please visit the Authority website for more information and the registration link. www.GoSRPRA.com

SCHUYLKILL RIVER PASSENGER RAIL AUTHORITY

BOARD MEETING PACKET

OCTOBER 23, 2023

DRAFT MINUTES FROM SEPTEMBER 18, 2023 MEETING

Schuylkill River Passenger Rail Authority Meeting

DRAFT Minutes

September 18, 2023

3:00 p.m.

The following members were in attendance:

Authority Members in Attendance:

Christian Leinbach, Berks County Board of Commissioners, Chair
Marian Moskowitz, Chester County Commissioner, Vice Chair
Scott France, Executive Director, Montgomery County Planning Commission, Secretary
Jim Gerlach, President, GRCA, Assistant Secretary
Peter Urscheler, Phoenixville Borough Mayor, Assistant Treasurer
Brian O’Leary, Executive Director, Chester County Planning Commission
Eddie Moran, Mayor, City of Reading

Authority Members Absent:

Kenneth Lawrence, Jr., Montgomery County Commissioner, Treasurer
David Zellers, Montgomery County Director of Commerce

1. Call to Order

Commissioner Christian Leinbach, Chair of the SRPRA, called the meeting to order at 3:00 p.m.
Mr. Dan Becker of Kozloff Stoudt Attorneys, legal counsel for the Authority, read the guidelines for making public comments.

2. Adoption of August 28, 2023 Minutes

Christian Leinbach called for any corrections to the minutes.

As there were no corrections or objections to the draft minutes of the August 28, 2023 SRPRA meeting submitted, the minutes were approved.

3. Board Member Comments

There were no Board member comments.

4. Public Comment on Agenda Items

There were no public comments on agenda items.

5. Committee Reports

a. Finance – Commissioner Kenneth Lawrence Jr., Chair

i. Motion to Pay Bills – Action

On behalf of Commissioner Lawrence who was not present, Assistant Treasurer Peter Urscheler said there were four bills presented for payment, subject to the Board’s approval.

Peter Urscheler motioned, and Brian O’Leary seconded, all voted unanimously, and the motion was carried to approve the payments of four bills presented in the SRPRA’s September 18, 2023 Board meeting packet.

b. Marketing & Public Relations– Brian O’Leary, Chair**i. Committee Update**

Brian O’Leary reported that the committee met on September 6th. They discussed social media outreach efforts and reviewed the website. Changes were made to the initial landing page to make it more compelling. It now includes key questions and is more user friendly. He encouraged meeting attendees to check out the website.

c. Planning – Scott France, Chair**i. Committee Update**

Scott France reported that the Planning Committee meeting with PennDOT has been rescheduled and will be held at the end of November.

Scott said coordination with the FRA continues on the schedule of work for the federal appropriation funds and work on the RFP and it should be ready to go out in a week; meeting this Wednesday with the FRA to continue the process. An FRP review team has been formed and will meet to review the RFPs once they go out and are returned.

Scott explained that this Thursday’s meeting with SEPTA has been postponed, to be held a few weeks later. He mentioned that on the Montgomery County side, they are coordinating with Pottstown for the upcoming October SRPRA Board meeting to be held at Montgomery County Community College to discuss specific arranges and presentations for the meeting.

Finally, Scott announced that the executive members of the SPRA’s Executive Committee will be participating in October the Pennsylvania Economic Development Authority (PEDA) Conference.

d. Personnel – Comm. Moskowitz, Chair**i. Committee Update**

Commissioner Moskowitz, Chair, said that the Committee had no news to report.

e. Community Engagement – Jim Gerlach, Chair**i. Committee Update**

Jim Gerlach thanked Scott, Peter and Tom for their help in preparing the Committee’s memo to regional state and federal legislators to update them on the SRPRA project and what the municipalities (Reading, Pottstown, and Phoenixville) are doing as well. Jim reminded attendees that a second community engagement meeting will be held in on October 4th at 4:30 p.m. at Collegetown in Reading. This meeting will include a broader group of stakeholders than the first meeting and answer questions and provide updates on the rail restoration project, the Franklin Street Train Station analysis and Reading Transit Oriented Development planning process.

Jim recalled Scott’s comment on the upcoming Pennsylvania Economic Development Authority (PEDA) Conference on October 17th, and said that he would follow up with Deb Millman and Aaron Gantz at Greater Reading Chamber Alliance (GRCA) who are coordinating to connect with Scott and Tom re participation in the event.

Finally, Jim asked Scott and Peter if they wanted to conduct second community outreach meetings in both Pottstown and Phoenixville, and if so, to let him know if they’d like the committee’s assistance in arranging the meetings.

f. By-Laws – Scott France, Chair**i. Committee Update**

Scott France, Chair of the new subcommittee on the SRPRA’s by-laws, reported that he and the other committee members (Brian O’Leary, Dan Becker and Tom Frawley) met in September to begin a

review of the complete SRPRA by-laws for language, consistency, expanding on vacancies clause, reappointments and roll-call vote procedures. They will: finish the review, assemble formal changes to the bylaws to be proposed over the next two weeks; internally share a draft of the proposed changes with Board members; run it by the Executive Committee; present the final proposal and take a vote to advertise the amendment at the October 23rd SRPRA Board meeting. Per the current by-laws, 30 days are required for the full draft to go to Board members.

Dan Becker said that each of the three individual municipalities for review, followed by satisfying advertising requirements. The final step would be to submit the Articles to the Secretary of the Commonwealth.

6. Executive Director's Report

Tom Frawley, Executive Director, said that he will meet with the FRA on Wednesday on the grant agreement technical review. Technical staff would still have to be reviewed by the FRA legal team to finalize it, but once the tech side has signed off, the RFP can be advertised.

Tom encouraged everyone to who has an Instagram, Facebook and LinkedIn account to spread the word about the SRPRA project and website.

Tom reminded the Board and attendees that the October SRPRA board meeting would be held as a hybrid/in person meeting in Pottstown, at Montgomery County Community College's North Hall at 3 p.m.

Tom asked that anyone interested in the October 17th Pennsylvania Economic Development Authority (PEDA) event to contact David Hunter of Berks County, as he is coordinating efforts.

7. Other Business

There was no other business discussed.

8. General Public Comment

There was no public comment.

9. Adjourn

Christian Leinbach called to adjourn the meeting.

Peter Urscheler motioned, and Marian Moskowitz seconded, all voted unanimously, to adjourn the September 2023 meeting of the SRPRA Board.

Next Board Meeting

The October 23, 2023 SRPRA Board meeting will be held at 3:00 p.m., as a hybrid meeting at Montgomery County Community College's North Hall in Pottstown, and via Zoom.

Respectfully submitted,



Ann Marie Meehan

SCHUYLKILL RIVER PASSENGER RAIL AUTHORITY
BOARD MEETING PACKET
OCTOBER 23, 2023

T4A CONTRACT EXTENSION AMENDMENT



Smart Growth America

Improving lives by improving communities



National Complete
Streets Coalition



State
Smart Transportation
Initiative



Responsible Real Estate
Developers & Investors



Form-Based
Codes Institute

1152 15th Street NW • Suite 450
Washington, DC 20005
Phone: 202-207-3355

www.smartgrowthamerica.org

October 13, 2023

Schuykill River Passenger Rail Authority
Attn: Thomas Frawley, Executive Director
633 Court Street
Reading, PA 19601

Via email: tfrawley@gosrpra.com

RE: 2023-2024 SGA/T4A Contract Extension

Dear Mr. Frawley:

Thank you and the Schuykill River Passenger Rail Authority (SRPRA) for being an esteemed client of Smart Growth America's Transportation for America ("Consultant"). This memorandum serves as an opportunity to share with you and the SRPRA board the upcoming issues in the passenger rail space that warrants continued and consistent engagement with Transportation for America.

Within the past year, the Consultant has kept abreast of federal and state policy and funding activities that have implications for the advancement of passenger rail service that SRPRA is leading and planning for. Looking forward to the forthcoming year and the pending imminent announcement that may yield SRPRA a Corridor ID Program designation, the Consultant looks to position SRPRA to rapidly advance passenger rail service development, in addition to advancing policies that will streamline and ensure sustainable development and operations of SRPRA passenger rail service. More specifically:

- Collaborating with SRPRA to develop targeted grant narratives that can be adapted for upcoming grant opportunities such as FY24 RAISE (due out by the end of 2023), the MEGA grant program in Spring 2024, and the CRISI grant program in Spring/Summer 2024.
- Serve as a conduit for SRPRA in evolving annual federal appropriation discussions that has implications for grant programs and operating support for passenger rail service SRPRA is seeking to pursue to advance its vision.
- 2024 will be a pivotal year in policy development for the next surface transportation reauthorization legislation. The consultant will be positioned to advise SRPRA about key policy issues that may slow down or hinder passenger rail service development and

operation in the region, requiring a federal legislative adjustment. The consultant will further work to create new programs and investments with direct application to SRPRA issues.

Federal policy actions in passenger rail ebb and flow over the course of the year, but there is never a moment there is no action from the legislative or administrative perspective in passenger rail. As such, it requires the Consultant to maintain a steady pulse (and dedicated staffing bandwidth) on these issues to ensure the SRPRA is well positioned to take action in pursuing funding opportunities and advancing the development, construction, and operation of passenger rail service.

For questions or more information, please contact John Robert Smith at jrsmith@t4america.org or 601-527-5040.

Sincerely,

A handwritten signature in cursive script, appearing to read "Beth Osborne", followed by a long horizontal flourish.

Beth Osborne
Vice President, Transportation & Thriving Communities

Schuykill River Passenger Rail Authority
Attn: Thomas Frawley (tfrawley@gosrpra.com)
633 Court Street
Reading, PA 19601

Re: Consultant Contract Amendment for Passenger Rail Service Development

2023-2024 Service Agreement Amendment: Option Year Exercised

Dear Mr. Frawley:

Thank you and the Schuykill River Passenger Rail Authority (SRPRA) for being an esteemed client of Smart Growth America's Transportation for America ("Consultant"). This memorandum serves as an amendment of the services agreement, executed 27 October 2022. Upon ratification of this amendment, the SRPRA elects to exercise the contract option year for calendar year 2024, with a contract expiration date of 31 October 2024. Furthermore, the monthly service fee is amended to \$3,920 per month during the option period, as agreed upon during the services agreement execution. All other terms and conditions specified in the agreement remain unchanged.

IN WITNESS WHEREOF, AND INTENDING TO BE LEGALLY BOUND HEREBY, the parties hereto have executed this Agreement as of the dates set forth below.

SMART GROWTH AMERICA

By: _____
Calvin Gladney
President and CEO

Attest: _____
Name: _____
Title: _____

Date: October ____, 2023

Countersignature Required

If the terms and conditions of this Agreement are acceptable to the Client, please sign two copies of this Agreement and return them to:

John Robert Smith
Smart Growth America
1152 15th Street, NW, Suite 450
Washington, DC 20005

TERMS OF AGREEMENT CONFIRMED AND AGREED TO:

SCHUYKILL RIVER PASSENGER RAIL AUTHORITY

By: _____
Thomas Frawley, Executive Director

Attest: _____
Name: _____
Title: _____

Date: October ____, 2023
EIN/SSN #:

SCHUYLKILL RIVER PASSENGER RAIL AUTHORITY
BOARD MEETING PACKET
OCTOBER 23, 2023

BILLS RECEIVED SINCE SEPTEMBER 18 MEETING

FROM: THOMAS E FRAWLEY CONSULTING, LLC

551 Daventry Road
Berwyn, PA 19312-1740
Attention: Thomas E. Frawley

Thomas E. Frawley Contact Information:
Tom@FrawleyConsulting.com
610-724-5028 (Mobile)

TO: SCHUYLKILL RIVER PASSENGER RAIL AUTHORITY
Berks County Courthouse and Government Services Center
633 Court Street
Reading, PA 19601
Attention: Finance Committee

Contract Date: 20SEP2022	Sequential Payment Request Number: 13
Start Date: 26SEP2022	Invoice Number: 2023-09
	Invoice Date: 13OCT2023

Invoice for services performed as Executive Director of the Schuylkill River Passenger Rail Authority for the period: Friday, September 1, 2023 through Saturday, September 30, 2023.

LABOR, INCLUDING OVERHEAD AND FEE				
ELEMENT DESCRIPTION		TASK HOURS	CONTRACT RATE	TOTAL LABOR CHARGES
September 2023		67.00	\$130.00	\$8,710.00
				\$8,710.00

EXPENSES, AT COST			
DESCRIPTON OF EXPENSES		NOTES	EXPENSES INVOICED
Personal auto; meeting materials			\$245.15

TOTAL CHARGES THIS INVOICE - LABOR AND EXPENSES	
	\$8,955.15

INVOICE LABOR, EXPENSES, AND HOURS SUMMARY AND STATUS			
	LABOR	EXPENSES	TOTAL
CHARGED PRIOR TO 01SEP2023	\$97,336.50	\$1,283.59	\$98,620.09
CHARGED DURING 01SEP2023 - 30SEP2023	\$8,710.00	\$245.15	\$8,955.15
OVERALL CHARGED TO DATE	\$106,046.50	\$1,528.74	\$107,575.24
PREVIOUS INVOICES OUTSTANDING	\$0.00	\$0.00	\$0.00
TOTAL INVOICES OUTSTANDING INCLUDING THIS INVOICE	\$8,710.00	\$245.15	\$8,955.15

	HOURS
HOURS EXPENDED PRIOR TO 01SEP2023	950.65
TOTAL HOURS CHARGED DURING 01SEP2023 - 30SEP2023	67.00
TOTAL HOURS CHARGED 01SEP2022 THROUGH 30SEP2023	1,017.65

I have personally examined this billing statement. All entries are correct and reasonable for the services performed and allowable costs incurred, and no item on this statement has been previously billed.

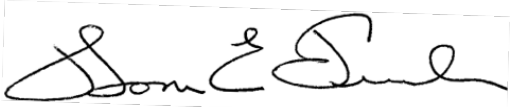
Thomas E. Frawley, P.E., Esq. - Principal

13-OCT-2023
DATE

Thomas E. Frawley, P.E., Esq., MBA - Executive Director
 Hours - Friday 01SEP2023 through Saturday 30SEP2023
 Invoice Number: 2023-09
 Invoice Date: 13OCT2023

DAY	DATE	HOURS	DESCRIPTION OF PRIMARY ACTIVITIES PERFORMED (ADDITIONAL INFORMATION PROVIDED IN ATTACHED MONTHLY EXECUTIVE DIRECTOR'S REPORT)
Friday	1	4.00	Bylaws Committee, FSWG and David Hunter calls; RFP development
Saturday	2	0.00	
Sunday	3	0.00	
Monday	4	0.00	
Tuesday	5	4.50	Consultant RFP; schedule Zoom meetings
Wednesday	6	2.50	Marketing & Public Relations Committee meeting
Thursday	7	2.50	Keystone Transportation Funding Coalition webinar
Friday	8	3.00	FRA grant agreement materials; website call
Saturday	9	0.00	
Sunday	10	0.00	
Monday	11	2.50	Planning Committee meeting
Tuesday	12	0.00	
Wednesday	13	6.00	Finance Cmte Report; Jacobs consultant briefing; consultant RFP
Thursday	14	5.50	Board Agenda; David Hunter call; Consultant RFP
Friday	15	4.00	Consultant RFP
Saturday	16	0.00	
Sunday	17	0.00	
Monday	18	4.00	Board meeting; Technical Committee meeting
Tuesday	19	4.00	Consultant RFP
Wednesday	20	4.50	FRA Coordination Meeting
Thursday	21	3.75	Presentation to PSPE
Friday	22	2.75	Prep for NS call
Saturday	23	0.00	
Sunday	24	1.50	Consultant RFP
Monday	25	0.00	
Tuesday	26	2.50	NS Coordination call
Wednesday	27	1.00	Website
Thursday	28	2.50	Consultant RFP
Friday	29	6.00	Bylaws Committee; AECOM consultant briefing; consultant RFP
Saturday	30	0.00	

Task Totals:	67.00	
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Certified: 
 Thomas E. Frawley, P.E., Esq. - Principal

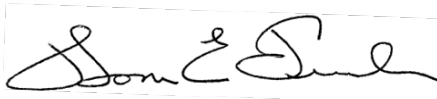
Date: 13-OCT-2023

Thomas E. Frawley, P.E., Esq., MBA - Executive Director
 Expenses - Friday 01SEP2023 through Saturday 30SEP2023
 Invoice Number: 2023-09
 Invoice Date: 13OCT2023

EXPENSES THIS INVOICE

DATE	DESCRIPTION	AMOUNT	NOTES
18-Sep-23	In-Person Board Meeting Materials	\$222.88	Crown Awards
21-Sep-23	Personal Auto: Berwyn-Trevoise RT	\$22.27	34 miles at \$0.655

Task 1 Total: \$245.15



Certified: _____
 Thomas E. Frawley, P.E., Esq. - Prinicpal

Date: 13-OCT-2023

1152 15th Street NW, Ste 450
 Washington, DC 20005
 Telephone: 202-955-5543
 Fax: 202-955-5543
 Federal EIN: 27-0038938

DATE: 10/15/2023
INVOICE # _____

FOR: SRPRA Rail consulting services
PROJECT NO. 1061
ACCOUNT CODE: 4100

BILL TO: Schuylkill River Passenger Rail Authority
 Attn: Thomas E. Frawley
 633 Court Street
 Reading, PA 19601
 tom@frawleyconsulting.com

Billing Period Start:	Billing Period End
9/1/2023	9/30/2023

DUE DATE: **11/14/2023**

DESCRIPTION	AMOUNT
Primary Services Tasks (September 1, 2023 - September 30, 2023)	\$ 3,500.00
<i>Please reference the above-mentioned invoice number on your payment.</i>	

	SUBTOTAL	\$ 3,500.00
ABA#	065000090	TAX RATE 0.00%
Beneficiary Acct #	3316957006	SALES TAX -
Beneficiary:	Smart Growth America	OTHER -
	TOTAL	\$ 3,500.00

ALERT! OUR BANK INFORMATION HAS CHANGED! PLEASE REMIT PAYMENT USING THE UPDATED BANK DETAILS PROVIDED ABOVE.

THANK YOU.



VFC, Inc.
 31A Ridge Road, Suite One
 Phoenixville, Pennsylvania 19460
VirtualFarm.com

Invoice

Date	Invoice No.
9/25/2023	14528

SRPRA
 Thomas Freawley

Terms
Net 30

Description	Amount
ANNUAL MARKETING PARTNERSHIP: October 2023	2,500.00
Refer to proposal for defined plan elements and reactionary marketing consultation (start date 7/2023 - 12/2023)	
Billed monthly \$2500.00	
Sales Tax	0.00
Total	\$2,500.00

To remit payment via ACH: Phoenixville Federal Bank and Trust 533 Kimberton Rd. P.O Box 1046 Kimberton, PA 19442
 ACH# 231374916, Account: Virtual Farm Creative, Account # 0041033796 *Please email ideas@virtualfarm.com with invoice #'s and invoice amounts
 paid for ACH payments.
 INVOICES ARE DUE UPON RECEIPT
 THANK YOU FOR YOUR BUSINESS!

SCHUYLKILL RIVER PASSENGER RAIL AUTHORITY
BOARD MEETING PACKET
OCTOBER 23, 2023

PROPOSED UPDATES TO SRPRA
ARTICLES OF INCORPORATION AND BYLAWS

Summary

Bylaws Redline

Articles of Amendment

SRPRA Board Resolution

Summary of Proposed Amendments to the SRPRA Bylaws, Articles of Incorporation, and Procedural Timeline

This summary and the proposed amendments in the attached red-line Bylaws document represent a notice to the SRPRA Board in writing of the intention to put these amendments before the board for action after a minimum review period of 30 days.

Put forward by the SRPRA Bylaws Subcommittee and its following members:

- Scott France, Chair
- Brian O’Leary
- Tom Frawley
- Dan Becker

SRPRA Bylaws Amendments

Section	Summary of Changes	Why?
1.01 Purpose	Expand the scope of service reference points from just the 3 counties to other counties beyond, and also made the language more consistent with the proposed amendment to the purpose in the Articles of Incorporation.	In addition to creating more consistency with Bylaws & AOI, this a cautionary move to protect against any challenge based on service extending elsewhere in the state.
2.01 Number and Term of Office	Added more precise language toward the responsibility of appointment for expired board member terms.	The current version of this section was written to apply toward any vacancy in board seats for any reason. It has been narrowed to address expired board terms, with more direction for other types of causes in vacancy addressed in a later section (2.14)
2.02 Residency	Removed language that authorized board members to be a taxpayer, maintain a business, or be a citizen of any county that the Authority operates in. Also shortened the requirements to just be a resident of or employed in the county they are appointed.	Simplified the requirements for board members selected by their respective county. Member activity must be relevant to the county that appoints that member. The new language allows non-citizens and non-business owners to qualify.
2.03 Place of Meetings	Added a reference to section 2.07 in the case of virtual meetings.	More clarity on the option for virtual meetings has been provided in section 2.07.
2.04 Annual Meeting	Specifically authorized the annual meeting to be virtual if desired, and specified the purpose of an Annual Meeting to elect officers and reorganize committees.	The current version had attributed some tasks to the Annual Meeting, such as passing a budget. Those other tasks may be done at a different time of the year now.

2.05 Regular Meetings	Another reference to the updated standards for virtual meetings in section 2.07.	More clarity on the option for virtual meetings has been provided in section 2.07.
2.06 Special Meetings	Minor update to include email as an allowable form of communication.	Email has been the effective and preferred method of communication.
2.07 Virtual Meetings	Simplified the designation of a virtual meeting option and added a reference to applicable laws of PA.	Just a bit more flexible and tied to any current or future changes in applicable laws.
2.09 Manner of Voting	Removed the existing requirement for roll call votes.	We rarely take roll call votes, but do collect ayes and nays when voting.
2.11 (h) Budget	Removed the requirement of a new budget being established at the annual meeting.	The annual meeting is in January, and we should be passing budgets during a prior month in advance of the ensuing year.
2.14 Vacancies	New section for vacancies. Comprehensively covers potential causes of vacancy. Establishes the appointment to fill a vacancy by the respective county.	Current Bylaws were incomplete in accommodating for various causes of vacancy. This will add more clarity and direction.
4.01 Methods of Paying, Endorsing, Authorizing, Etc.	Provide an exception for the requirements of making a payment if authorized via resolution.	Makes Bylaws consistent with actual practice of ratifying routine payments after they are made, and explicitly allowing for payments to be authorized by resolution.

Procedural Timeline for Action on Amended Bylaws and Articles of Incorporation

Articles of Incorporation:

One paragraph is proposed for amendment in order to make it more consistent with the purpose of the Bylaws and protect against any future challenge based on the expansion of service beyond the 3 counties.

October 23 – The SRPRA Board will vote on a resolution to amend the Articles of Incorporation pursuant to each county taking individual action by resolution of their respective Boards of County Commissioners.

November TBD - If SRPRA resolution passes, each county must authorize the amended Articles of Incorporation during their scheduled November business meetings.

End of November – If all preceding actions take place, the SRPRA will file amended Articles of Incorporation by the end of November, with a public advertisement preceding the intent to file.

Bylaws:

October 20 – Board packet includes these proposed amendments to the Bylaws. Current Bylaws require that any amendments be provided in writing to board members at least 30 days before taking any action on those amendments.

October 23 – A presentation on the amendments to the Bylaws will be made to the board. For information and discussion.

November 27 – Action may be taken on the proposed amendments at the November SRPRA Board Meeting.

** Amendment of the SRPRA Bylaws do not require any individual action by the member county governments or specific public advertisement beyond posting the SRPRA agendas.*

BYLAWS

OF

SCHUYLKILL RIVER PASSENGER RAIL AUTHORITY

ARTICLE I

PURPOSES, OFFICES AND FISCAL YEAR

Section 1.01 Purpose. The Schuylkill River Passenger Rail Authority (“Authority”) is formed under the Act for the purposes of: (a) ownings, maintainings, fundings and operatinges, or may in the future owning, maintaining, funding and operatinge, or in the future owning, inter-county maintaining, funding; and (b) operatinge, passenger rail services, and all facilities necessary or incidental thereto, and contractings with, or may in the future contracting with, passenger rail providers and the owners and beneficiaries of railroad rights-of-way in order to provide inter-county passenger rail services to the public, in Berks County, Pennsylvania (“Berks County”), Chester County, Pennsylvania (“Chester County”) and Montgomery County, Pennsylvania (“Montgomery County”), and beyond to other counties within the Commonwealth of Pennsylvania and other states within the United States, and (c) conducting, or in the future conducting, ~~and~~ ancillary efforts in connection therewith, including but not limited to land acquisition and management, ~~and~~ bonding and leasing. All funding for the Authority shall be provided equally by Berks County, Chester County and Montgomery County.

Section 1.02. Registered Office. The registered office of the Authority in the Commonwealth of Pennsylvania shall be Berks County Services Center, Attention: Berks County Commissioners, 633 Court Street, Reading, Berks County, Pennsylvania 19601, until otherwise established by a vote of a minimum of five (5) members of the Board of the Authority (“Board”), at least one of whom shall be a member appointed by Berks County, at least one of whom shall be a member appointed by Chester County, and at least one of whom shall be a member appointed by Montgomery County, and a record of such change is filed with the Pennsylvania Department of State, Bureau of Corporations and Charitable Organizations.

Section 1.03 Other Offices. The Authority may also have offices at such other places within or without Berks County, Chester County and Montgomery County as the Board may from time to time appoint or the business of the Authority may require.

Section 1.04 Fiscal Year. The fiscal year of the Authority shall begin on the first day of January of each year.

ARTICLE II BOARD

Section 2.01 Number and Term of Office. The business and property of the Authority shall be managed and controlled by the Board. The Board shall be composed of nine (9) members, three (3) of whom shall be appointed by Berks County, three (3) of whom shall be appointed by Chester County, and three (3) of whom shall be appointed by Montgomery County, all of whom shall be appointed for such terms, and the vacancies therein filled, as provided by applicable law, including but not limited to the Municipality Authorities Act, 53 Pa. C.S. §5601, et seq. (the "Act"), and the Articles of Incorporation of the Authority ("Articles"). The names, addresses and terms of office of the first members of the Board of the Authority are as set forth in the Articles of Incorporation of the Authority, as may be amended from time to time. The terms of the members of the Board shall commence on the effective date of their appointment and extend to, but not include, from the first Monday in January next succeeding each member's term of office. Thereafter, whenever a vacancy occurs by reason of expiration of the term of any member, the governing body of the County which has the power of appointment shall appoint a member of the Board for five (5) years from the date of expiration of the prior term. The foregoing notwithstanding, members shall hold office until their successors have been appointed, and members may succeed themselves. Each vacancy shall be filled by the respective County who appointed the member by whom the vacancy was created. A member may be appointed for successive terms, and there shall be no limit on the number of terms for which a member may serve on the Board.

Section 2.02 Residency. Each member of the Board shall be a taxpayer in, maintain a business in, or be a citizen of the County by which he or she is appointed, ~~or be a taxpayer in, maintain a business in, or be a citizen of a County into which one or more of the projects of the Authority extends or is to extend, or to which one or more projects of the Authority extends or is to extend, or to which one or more projects has been or is to be leased. The members of the Board shall be appointed, their terms fixed and staggered and vacancies filled pursuant to the Articles of Incorporation of the Authority and/or these Bylaws.~~

Section 2.03 Place of Meetings. The Board may hold its meetings and keep its books and records at the offices of the Authority or at such other place within Berks County, Chester County or Montgomery County as the Board may determine by resolution from time to time; subject, however, to Section 2.07 below.

Section 2.04 Annual Meeting. The annual meeting of the Authority shall be held at the first regularly scheduled monthly meeting of the Board each year at the offices of the Authority or at such other place within Berks County, Chester County or Montgomery County as the Board may determine by resolution from time to time, or

through a virtual meeting process, provided that all members are given advanced notice that such meeting is to take place through a virtual meeting process and are provided with the information required to join in said virtual meeting in accordance with applicable laws of the Commonwealth of Pennsylvania, in order to elect officers and reorganize committees.

Section 2.05 Regular Meetings. Regular meetings of the Board shall be held on the fourth (4th) Monday of each month, at 3:00 p.m., prevailing time, at the offices of the Authority or at such other place within Berks County, Chester County and/or Montgomery County as the Board may determine by resolution from time to time; subject, however, to Section 2.07 below. Public notice of the regular monthly meetings of the Board shall be advertised annually in accordance with all applicable laws then in effect, including but not limited to the Pennsylvania Sunshine Act.

Section 2.06 Special Meetings. Special meetings of the Board shall be held whenever called by the Chairman of the Board or by not less than five (5) current members of the Board, for the purpose of transacting any business designated in such call. Each call for a special meeting shall be in writing, shall be served upon the Secretary of the Authority, and shall specify the purpose(s) of such special meeting. Each call for a special meeting, specifying the place, time and purpose(s) of such special meeting, may be hand delivered to each member of the Board or may be mailed or emailed to the business or home address or business or home email address of each member of the Board. Each member of the Board shall be notified of the special meeting at least twenty-four (24) hours prior to the date of such special meeting. Public notice of each special meeting and the business to be transacted and/or the purpose of such special meeting shall be advertised in accordance with all applicable laws then in effect, including but not limited to the Pennsylvania Sunshine Act. At each special meeting all business to be transacted and/or purposes as advertised in the public notice of such meeting may be discussed and/or transacted in accordance with these Bylaws.

Section 2.07 Virtual Meetings. Notwithstanding the foregoing, any meeting of the Board may be held ~~without the physical presence of each member of the Board~~ through a virtual meeting process, provided that all members are given advanced notice that such meeting is to take place through a virtual meeting process and are provided with the information required to join in said virtual meeting in accordance with applicable laws of the Commonwealth of Pennsylvania. The Secretary shall provide minutes of the proceedings which shall be shared with the members at the next regular meeting of the Board.

Section 2.08 Quorum and Transaction of Business. Five (5) members of the Board then in office, at least one of whom shall be a member appointed by Berks County, at least one of whom shall be a member appointed by Chester County, and at least one of whom shall be appointed by Montgomery County, shall constitute a

quorum for the transaction of business; provided, however, if at any meeting of the Board there shall be less than a quorum present, a majority of the members present at such meeting may adjourn the meeting from time to time until a quorum shall be present.

Section 2.09 Manner of Voting. The voting on all questions coming before the Board shall be by ~~roll call, and~~ the number of ayes and nays and shall be entered upon the minutes of such meeting, unless the vote is unanimous of all members present, in which case the minutes shall so indicate. Each vote for the purpose of consideration and action on a matter shall be by a majority of the votes present and constituting a quorum; provided, however, at least one (1) vote in favor of such action shall be by a member appointed by Berks County, at least one vote in favor of such action shall be by a member appointed by Chester County and at least one vote in favor of such action shall be by a member appointed by Montgomery County in order for the Board to approve such action.

Section 2.10 Conduct of Meetings. The conduct of the meeting, when not in conflict with an express provision of these Bylaws, shall be in accordance with Roberts Rules of Order, Revised.

Section 2.11 Powers and Duties. The Board shall have the general management and control of the business and affairs of the Authority and shall exercise and perform all powers that may be exercised or performed by the Authority under all applicable laws, including but not limited to the Municipality Authorities Act of 1945, 53 Pa.C.S.A. §5601, et seq., as amended, supplemented, modified and/or reenacted by the General Assembly of the Commonwealth of Pennsylvania ("Act"), the Articles of Incorporation of the Authority and these Bylaws. Without prejudice to the general powers conferred by the preceding sentence and any other powers conferred by or duties imposed by these Bylaws, the Board shall have the following powers and duties:

(a) Appointment of Agents. To appoint and, in the Board's sole discretion, remove or retain any officer, agent or servant not otherwise elected or appointed, permanently or temporarily, as the Board shall deem appropriate and proper; to prescribe their duties; to determine their compensations; to require security in such instances and in such amounts as the Board shall deem appropriate; to confer, by resolution, upon any appointed officer of the Authority the power to choose, remove or suspend any officer, agent or servant so appointed who may be under such officer's supervision.

(b) Execution of Instruments. To determine by resolution, except as otherwise provided by statute or these Bylaws, who shall be authorized on behalf of the Authority to sign bills, notes, receipts, acceptances, endorsements, checks, releases, agreements, contracts and other documents.

(c) Management of Authority Personnel. To employ, from time to time, such personnel as the Board deems necessary for the operation of the Authority; provided, however, no single member of the Board may direct the actions of an Authority employee or make personnel decisions.

(d) Delegation of Powers. To delegate any of the powers of the Board in the current business of the Authority to any officer or agent, or to appoint any person or persons to be the agent or agents of the Authority, with such powers, including but not limited to the power to sub-delegate, and upon such terms as the Board shall deem appropriate, including but not limited to granting the Authority's Executive Director a designated spending authority limit for purchases or services which would not require the prior approval of the Board.

(e) Committees. To delegate from time to time to suitable committees any duties, and such committees shall report to the Board when and as required.

(f) Election of Officers. To elect a Chairperson, Vice Chairperson, Secretary, Treasurer, Assistant Secretary and Assistant Treasurer, and to define their duties and limit the authority of all officers and agents of the Authority in any way the Board deems advisable, not contrary to the laws of the Commonwealth of Pennsylvania or the express provisions of the Articles of Incorporation of the Authority or these Bylaws.

(g) Designation of Depositories. The Board may and shall designate the trust company(ies) or bank(s) in which shall be deposited the moneys or securities of the Authority.

(h) Budget. The Board shall annually ~~at the Board's annual meeting,~~ establish a budget for the ensuing calendar year.

(i) Rules and Regulations. The Board may adopt, by resolution from time to time, such rules and regulations for the ~~use of the facilities of the~~ Authority as the Board may deem proper or as are otherwise required by law.

Section 2.12 Resignation of Board Members. Any member of the Board may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein; provided, however, if no time is specified, the resignation shall take effect at the time of its receipt by the Secretary, who shall accept such resignation, noting the day, hour and minute of its receipt. The acceptance of a resignation shall not be necessary to make it effective. The Secretary shall promptly notify the Board and the proper county officials of the resignation of any member of the Board.

Section 2.13 Removal of Board Members. Unless excused by the Board, a member of the Board who fails to attend three (3) consecutive meetings of the Board may be removed by the County by which such member was appointed up to sixty (60) days after the date of the third (3rd) meeting of the Board which such member failed to attend.

Section 2.14 VACANCIES. A vacancy in the Board because of death, resignation, removal, failure to meet the required qualifications set forth in Section 2.02 of these Bylaws, disqualification, failure to continue to facilitate the mission and purposes of the Authority as set forth in Section 1.01 of these Bylaws, or any other cause, shall be filled by the governing body of the County which has the power of appointment for such deceased, resigned, removed, disqualified or other former member of the Board for the unexpired portion of the term.

ARTICLE III OFFICERS

Section 3.01 Officers. The officers of the Authority shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, an Assistant Secretary and an Assistant Treasurer, each of whom shall be a member of the Board, and such other officers as shall from time to time be provided by the Board. No member shall hold more than one (1) office at any one time. The Chairperson shall be elected by the Board at the annual meeting of the Board and shall hold office for two (2) years, or until his or her successor shall have been duly elected and qualified; provided, however, the member elected by the Board to the position of Chairperson shall rotate every two (2) years to a member that was duly appointed to the Board by each of the member Counties so that a Chairperson from any member County may only hold the office for two (2) years during any six (6) year period. All other officers shall be elected by the Board at the annual meeting of the Board and shall hold office for one (1) year or until their respective successors shall have been duly elected and qualified; provided, however, all officers, agents and employees of the Authority shall be subject to removal at any time by the affirmative vote of a minimum of five (5) members of the whole Board, at least one of whom shall be a member appointed by Berks County, at least one of whom shall be a member appointed by Chester County, and at least one of whom shall be a member appointed by Montgomery County. The administrative duties of any officer may be delegated to an agent or employee of the Authority.

Section 3.02 Powers and Duties of Chairperson. The Chairperson shall, from time to time, except as otherwise authorized by resolution of the Board: (a) be the chief executive officer of the Authority; (b) have general charge and supervision of the business of the Authority; (c) preside at all meetings of the Board; (d) sign all authorized bonds, contracts, notes, evidence of indebtedness or other obligations of

the Authority in the name of the Authority; (e) make such reports of the affairs of the Authority as the Board may require; and (f) do and perform such other duties as may from time to time be assigned to him or her by the Board.

Section 3.03 Powers and Duties of Vice Chairperson. The Vice Chairperson shall: (a) perform the duties of Chairperson in the absence or incapacity of the Chairperson; (b) in the case of resignation or death of the Chairperson, perform such duties as are imposed upon the Chairperson until such time as the Board shall appoint a new Chairperson; and (c) do and perform such other duties as may from time to time be assigned to him or her by the Board.

Section 3.04 Powers and Duties of Secretary. The Secretary shall: (a) have charge of such books and records of the Authority as the Board may direct, all of which shall be, at all reasonable times, open to the examination of any member of the Board upon application to the Secretary; (b) act as Secretary at the meetings of the Board; (c) keep the minutes of all meetings of the Board and record all votes and resolutions of the Board; (d) attend to the giving and serving of all notices of the Authority; (e) sign with the Chairperson, in the name of the Authority, all contracts, bonds, notes, evidences of indebtedness or other obligations authorized by the Board, and when so ordered by the Board, affix the seal of the Authority thereto; (f) in general, perform all of the duties incident to the office of Secretary, subject to the control of the Board; (g) deliver all books and papers of the Authority in his or her possession to his or her successor immediately upon such successor's qualification, or to the Board, when so required by the Board; (h) maintain the books and records of the Authority at the office of the Authority; and (i) do and perform such other duties as may from time to time be assigned to him or her by the Board.

Section 3.05 Powers and Duties of Treasurer. The Treasurer shall: (a) review the Authority's financial statements, including but not limited to the Authority's ledgers, books and accounts as prepared by Authority personnel, not less often than monthly, and more frequently as may be necessary to insure the fiscal soundness of the Authority; (b) provide a financial report to the Board at each regular monthly meeting, which report may be written or oral, at the sole discretion of the Board; (c) pay to each of the officers of the Board, if applicable, in such amounts and at such intervals as the Board may determine from time to time, the annual salary of each such officer of the Board, if applicable; and (d) do and perform such other duties as may from time to time be assigned to him or her by the Board.

Section 3.06 Powers and Duties of Assistant Secretary. The Assistant Secretary(ies) shall possess the power and may perform the duties of the Secretary in case of the Secretary's absence or disability, and shall do and perform such other duties as may from time to time be assigned to him or her by the Board.

Section 3.07 Powers and Duties of Assistant Treasurer. The Assistant Treasurer(s) shall possess the power and may perform the duties of the Treasurer in case of the Treasurer’s absence or disability, and shall do and perform such other duties as may from time to time be assigned to him or her by the Board.

Section 3.08 Additional Duties. The officers of the Authority shall perform such other duties and functions as may from time to time be required by the Authority, these Bylaws or the Rules and Regulations, if applicable, of the Authority.

Section 3.09 Vacancies. Should the office of Chairperson, Vice Chairperson, Secretary, Treasurer, Assistant Secretary or Assistant Treasurer become vacant, the Board shall elect a successor from its membership at the next regular meeting, and such election shall be for the unexpired term of said office.

Section 3.10 Solicitors. The Authority’s solicitors shall be the chief consulting officers of the Authority in all legal matters and, subject to the control of the Board, shall have general control of the matters of legal import concerning the Authority.

Section 3.11 Additional Personnel. The Authority may from time to time employ an Executive Director and such other personnel as the Board deems necessary to exercise its powers, duties and functions, as prescribed by the Act and all other laws of the Commonwealth of Pennsylvania applicable thereto. The selection and compensation of such personnel shall be determined by the Board, subject to the laws of the Commonwealth of Pennsylvania. The duties, responsibilities and management of Authority employees shall be established by a minimum of five (5) members of the Board, at least one of whom shall be a member appointed by Berks County, at least one of whom shall be a member appointed by Chester County, and at least one of whom shall be a member appointed by Montgomery County. No single member of the Board may direct the actions of an employee or make personnel decisions. Each member of the Board shall be entitled to review employee files in accordance with all applicable laws, rules and regulations in effect from time to time; provided, however, all such information shall be and remain confidential and shall not be released to the public, and no member shall remove the contents, or any part thereof, of any employee file from such file.

ARTICLE IV CHECKS, NOTES, ETC.

Section 4.01 Methods of Paying, Endorsing, Authorizing, Etc. Payments by the Authority shall be made by drafts, checks or other orders, all of which shall be signed by two (2) of the officers of the Board. No payment shall be made ~~unless and~~ until approved ~~and/or~~ unless subsequently ratified by the Board ~~by at a public meeting,~~ unless otherwise authorized by Resolution of the Board ~~motion and/or resolution.~~ Bills

receivable, drafts and other evidences of indebtedness to the Authority shall be endorsed for the purpose of discount or collection by the Treasurer or such other officer(s) of the Authority as the Board shall from time to time by resolution designate. No bonds, bills or notes shall be executed by or on behalf of the Authority unless the Board shall by resolution authorize the same.


Section 4.02 Payment of Wages. Payroll payments to all officers, if applicable, and employees of the Authority shall be made by drafts, checks or other orders which shall be signed by those members of the Board or those members of the Authority staff whom the Board shall from time to time designate.

ARTICLE V INDEMNIFICATION

To the extent that any insurance then in effect may not be applicable, and to the extent permitted by law, each current and former member of the Board, officer and employee of the Authority shall be indemnified and reimbursed by the Authority for all costs and expenses, including but not limited to attorneys' fees, court costs and the amount of any judgment, reasonably paid or incurred by or imposed upon him or her in connection with any civil or criminal action, suit or proceeding, instituted or threatened, to which he or she may be made a party or prospective party by reason of his or her being or having been such member of the Board, officer, committee member and/or employee, as applicable, or by reason of any act or thing alleged to have been done or committed by him or her, either alone or with others, in his or her capacity as such member of the Board, officer and/or employee.

The foregoing notwithstanding, no member, officer or employee of the Authority shall be indemnified or reimbursed by the Authority for any costs or expenses incurred by or imposed upon him or her: (1) in any criminal action or proceeding in which he or she shall have been finally adjudged guilty; or (2) in any civil action, suit or proceeding in which he or she shall have been finally determined to have acted in bad faith or performed an act of willful misconduct and by reason of which a final judgment, decree or order shall have entered against him or her, either alone or with others, for the payment of any fine, penalty or damages; or (3) in any civil action, suit or proceeding if such action, suit or proceeding shall be settled or otherwise terminated as against such member, officer or employee, and a minimum of five (5) members of the Board of the Authority, at least one of whom shall be a member appointed by Berks County, at least one of whom shall be a member appointed by Chester County, and at least one of whom shall be a member appointed by Montgomery County, excluding any member disqualified to vote by personal interest, shall have determined that such member, officer or employee acted in bad faith or performed an act of willful misconduct in connection with such action.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: Nancy L. Hess, Paralegal Kozloff Stoudt, Professional Corporation <hr/> Name 2640 Westview Drive <hr/> Address Wyomissing, PA 19610 <hr/> City State Zip Code City: Wyomissing State: PA Zip Code: 19610 <hr/> <input checked="" type="checkbox"/> Return document by email to: <u>n.hess@kozloffstoudt.com</u>	Articles of Amendment Domestic Corporation DSCB:15-1915/5915 (rev. 7/2015)  1915
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Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$70

Check one: Business Corporation (§ 1915) Nonprofit Corporation (§ 5915)

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is: <u>Schuylkill River Passenger Rail Authority</u>
2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is: (Complete only (a) or (b), not both) (a) Number and Street City State Zip County <u>Berks County Services Center, Attention: Berks County Commissioners</u> <u>633 Court Street, Reading, Pennsylvania 19601</u> <u>Berks County</u> (b) Name of Commercial Registered Office Provider County c/o:
3. The statute by or under which it was incorporated: <u>Municipality Authorities Act of 1945, 53 Pa.C.S.A.; §5601, et. seq.</u>
4. The date of its incorporation: <u>06/16/2022</u> (MM/DD/YYYY)
5. Check, and if appropriate complete, one of the following: <input checked="" type="checkbox"/> The amendment shall be effective upon filing these Articles of Amendment in the Department of State. <input type="checkbox"/> The amendment shall be effective on: _____ at _____ Date (MM/DD/YYYY) Hour (if any)

6. Check one of the following:

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate complete, one of the following:

The amendment adopted by the corporation, set forth in full, is as follows

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

_____ day of _____, 2023

SCHUYLKILL RIVER PASSENGER
RAIL AUTHORITY

Name of Corporation

By: _____

Signature

Christian Y. Leinbach, Chairperson

Title

EXHIBIT "A"
TO
ARTICLES OF AMENDMENT
OF
SCHUYLKILL RIVER PASSENGER RAIL AUTHORITY

~~Section 3 of the Articles of Incorporation of Schuylkill River Passenger Rail Authority is hereby amended and restated in its entirety so as to hereafter read as follows:~~

~~The Articles of Incorporation of Schuylkill River Passenger Rail Authority is hereby amended as follows:~~

~~3.~~

~~(1) Section 3 of the Articles of Incorporation is hereby amended and restated in its entirety so as to hereafter read as follows: "3. The Authority is formed under the Act for the purposes of: (a) planning for the operation, maintenance and funding of passenger rail services in Berks County, Pennsylvania, Chester County, Pennsylvania, Montgomery County, Pennsylvania and beyond to other counties in the Commonwealth of Pennsylvania and other states within the United States; (ab) owning, operating, maintaining, and funding and operating, or in the future owning, maintaining, funding and operating, passenger rail services and all facilities and equipment necessary or incidental thereto, and (b) contracting with, or in the future contracting with, passenger rail providers and railroad rights-of-way beneficiaries in order to provide passenger rail services to the public in Berks County, Pennsylvania, Chester County, Pennsylvania, and Montgomery County, Pennsylvania and beyond to other counties within the Commonwealth of Pennsylvania and other states within the United States, and (c) conducting, or in the future conducting, ancillary efforts in connection therewith, including but not limited to land acquisition and management, and bonding and leasing."~~

~~(2) The introductory paragraph of Section 7 of the Articles of Incorporation is hereby amended and restated in its entirety so as to hereafter read as follows: "7. The names, addresses and terms of office of the first members of the Board of the Authority are as follows, and their terms shall commence on the effective date of their appointment and extend to, but not include, from the first Monday in January next succeeding each member's term of office. Thereafter, whenever a vacancy occurs by reason of expiration of the term of any member, the governing body of the County which has the power of appointment shall appoint a member to the Board for five (5) years from the date of expiration of the prior term. The foregoing notwithstanding, members shall hold office until their successors have been appointed, and members may succeed themselves."~~

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

Docketing Statement – Changes DSCB:15-134B (rev. 7/1/2015)	 134B
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BUREAU USE ONLY:			
Revenue _____	Labor & Industry _____	Other _____	Filed Date _____

Part I. Complete for each filing:

Current name of entity or association (*survivor or new entity*):
Schuylkill River Passenger Rail Authority

Entity number, if known: 7551672 Formation/foreign registration date in PA: 06/16/2022

State of formation: Pennsylvania Effective date, if any: _____

Part II. Check appropriate transaction:

- | | |
|--|---|
| <input checked="" type="checkbox"/> Amendment (complete Section A) | <input type="checkbox"/> Correction (complete Section A) |
| <input type="checkbox"/> Merger (complete Section B) | <input type="checkbox"/> Division (complete Section C) |
| <input type="checkbox"/> Conversion (complete Sections A and D) | <input type="checkbox"/> Abandonment (complete Section E) |
| <input type="checkbox"/> Revival (complete Section F) | <input type="checkbox"/> Domestication (complete Section G) |
| <input type="checkbox"/> Dissolution before Commencement of Business
(complete Section H) | |

Section A – Amendment or Correction - Complete fields which pertain to changes:

Name _____

Registered Office: _____
Number and street City State Zip County

Purpose See Exhibit "A" attached hereto and made a part hereof

Stock (aggregate number of shares authorized): _____ Effective Date: _____

Term of Existence: _____ Other: _____

Filing type to be amended or corrected: _____

Section B – Merger - Complete Section A with any changes to the association surviving the merger, if any
 Merging entities not surviving the merger are: (*attach sheet for additional merging entities*)

Name _____

Effective Date _____ Incorporation/foreign registration date in PA _____ State of Jurisdiction _____

Name _____

Effective Date _____ Incorporation/ foreign registration date in PA _____ State of Jurisdiction _____

Section C – Division - Complete Section A with any changes to the association surviving the division, if any

Check only one: Entity named in Part I survives Entity named in Part I does not survive.

Newly created entity(s) from the division are: *(attach sheet for additional new entities)*

Name Entity Number

Name Entity Number

Section D – Conversion

Type of converting association (check only one):

- Business Corporation
- Nonprofit Corporation
- General Partnership
- Limited Partnership
- Limited Liability (General) Partnership
- Limited Liability Limited Partnership
- Limited Liability Company
- Professional Association
- Business Trust/Common Law Trust/Statutory Trust
- Other _____

Jurisdiction _____

Type of converted association (check only one):

- Business Corporation
- Nonprofit Corporation
- General Partnership
- Limited Partnership
- Limited Liability (General) Partnership
- Limited Liability Limited Partnership
- Limited Liability Company
- Professional Association
- Business Trust/Common Law Trust/Statutory Trust
- Other _____

Jurisdiction _____

Section E – Abandonment

_____ filed in the Department of State on _____
Type of filing Date of filing

Identify all entities involved *(attach sheet for additional entities)*

Name Entity Number

Name Entity Number

Section F – Revival - complete Section A with any changes to revived association

Entity named in Part I hereby revives its charter or articles which were forfeited by Proclamation or expired.

Section G – Domestication

Domesticating jurisdiction _____

Domesticated jurisdiction _____

Check if applicable

Domesticated entity is a nonregistered foreign association

Section H – Dissolution before Commencement of Business

Entity named in Part I hereby dissolves prior to the commencement of business.


EXHIBIT "A"
TO
DOCKETING STATEMENT CHANGES
OF
SCHUYLKILL RIVER PASSENGER RAIL AUTHORITY

The Articles of Incorporation of Schuylkill River Passenger Rail Authority is hereby amended as follows:

3. (1) Description of Business Activity: (a) owning, maintaining, funding and operating, or in the future owning, maintaining, funding and operating, passenger rail services and all facilities and equipment necessary or incidental thereto, (b) contracting with, or in the future contracting with, passenger rail providers and railroad rights-of-way beneficiaries in order to provide passenger rail services to the public in Berks County, Pennsylvania, Chester County, Pennsylvania, Montgomery County, Pennsylvania, and beyond to other counties within the Commonwealth of Pennsylvania and other states within the United States, and (c) conducting, or in the future conducting, ancillary efforts in connection therewith, including but not limited to land acquisition and management, bonding and leasing."
- (2) The introductory paragraph of Section 7 of the Articles of Incorporation is hereby amended and restated in its entirety so as to hereafter read as follows: "7. The names, addresses and terms of office of the first members of the Board of the Authority are as follows, and their terms shall commence on the effective date of their appointment and extend to, but not include, from the first Monday in January next succeeding each member's term of office. Thereafter, whenever a vacancy occurs by reason of expiration of the term of any member, the governing body of the County which has the power of appointment shall appoint a member to the Board for five (5) years from the date of expiration of the prior term. The foregoing notwithstanding, members shall hold office until their successors have been appointed, and members may succeed themselves."

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**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: Nancy L. Hess, Paralegal Kozloff Stoudt, Professional Corporation <hr/> Name 2640 Westview Drive <hr/> Address Womissing, PA 19610 <hr/> City State Zip Code <input checked="" type="checkbox"/> Return document by email to: nhess@kozloffstoudt.com	Articles of Amendment Domestic Corporation DSCB:15-1915/5915 (rev. 7/2015)  1915
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Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$70

Check one: Business Corporation (§ 1915) Nonprofit Corporation (§ 5915)

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
Schuylkill River Passenger Rail Authority

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:
(Complete only (a) or (b), not both)

(a) Number and Street City State Zip County
 Berks County Services Center, Attention: Berks County Commissioners
 633 Court Street, Reading, Pennsylvania 19601 Berks County

(b) Name of Commercial Registered Office Provider County

c/o:

3. The statute by or under which it was incorporated: Municipality Authorities Act of 1945, 53 Pa.C.S.A., §5601, et. seq.

4. The date of its incorporation: 06/16/2022
 (MM/DD/YYYY)

5. Check, and if appropriate complete, one of the following:
 The amendment shall be effective upon filing these Articles of Amendment in the Department of State.
 The amendment shall be effective on: _____ at _____
 Date (MM/DD/YYYY) Hour (if any)

6. Check one of the following:

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate complete, one of the following:

The amendment adopted by the corporation, set forth in full, is as follows

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

_____ day of _____, 2023

SCHUYLKILL RIVER PASSENGER
RAIL AUTHORITY

Name of Corporation

By: _____

Signature

Christian Y. Leinbach, Chairperson

Title

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

Docketing Statement – Changes DSCB:15-134B (rev. 7/1/2015)	 134B
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BUREAU USE ONLY:			
Revenue _____	Labor & Industry _____	Other _____	Filed Date _____

Part I. Complete for each filing:

Current name of entity or association (*survivor or new entity*):

Schuylkill River Passenger Rail Authority

Entity number, if known: 7551672 Formation/foreign registration date in PA: 06/16/2022

State of formation: Pennsylvania Effective date, if any: _____

Part II. Check appropriate transaction:

- | | |
|--|--|
| <input checked="" type="checkbox"/> Amendment (complete Section A)
<input type="checkbox"/> Merger (complete Section B)
<input type="checkbox"/> Conversion (complete Sections A and D)
<input type="checkbox"/> Revival (complete Section F)
<input type="checkbox"/> Dissolution before Commencement of Business
(complete Section H) | <input type="checkbox"/> Correction (complete Section A)
<input type="checkbox"/> Division (complete Section C)
<input type="checkbox"/> Abandonment (complete Section E)
<input type="checkbox"/> Domestication (complete Section G) |
|--|--|

Section A – Amendment or Correction - Complete fields which pertain to changes:

Name _____

Registered Office: _____
Number and street City State Zip County

Purpose See Exhibit "A" attached hereto and made a part hereof

Stock (aggregate number of shares authorized): _____ Effective Date: _____

Term of Existence: _____ Other: _____

Filing type to be amended or corrected: _____

Section B – Merger - Complete Section A with any changes to the association surviving the merger, if any
 Merging entities not surviving the merger are: (*attach sheet for additional merging entities*)

Name _____

Effective Date _____ Incorporation/foreign registration date in PA _____ State of Jurisdiction _____

Name _____

Effective Date _____ Incorporation/ foreign registration date in PA _____ State of Jurisdiction _____

Section C – Division - Complete Section A with any changes to the association surviving the division, if any

Check only one: Entity named in Part I survives Entity named in Part I does not survive.

Newly created entity(s) from the division are: *(attach sheet for additional new entities)*

Name Entity Number

Name Entity Number

Section D – Conversion

Type of converting association (check only one):

- Business Corporation
- Nonprofit Corporation
- General Partnership
- Limited Partnership
- Limited Liability (General) Partnership
- Limited Liability Limited Partnership
- Limited Liability Company
- Professional Association
- Business Trust/Common Law Trust/Statutory Trust
- Other _____

Type of converted association (check only one):

- Business Corporation
- Nonprofit Corporation
- General Partnership
- Limited Partnership
- Limited Liability (General) Partnership
- Limited Liability Limited Partnership
- Limited Liability Company
- Professional Association
- Business Trust/Common Law Trust/Statutory Trust
- Other _____

Jurisdiction _____

Jurisdiction _____

Section E – Abandonment

_____ filed in the Department of State on _____
Type of filing Date of filing

Identify all entities involved *(attach sheet for additional entities)*

Name Entity Number

Name Entity Number

Section F – Revival - complete Section A with any changes to revived association

Entity named in Part I hereby revives its charter or articles which were forfeited by Proclamation or expired.

Section G – Domestication

Domesticating jurisdiction _____

Domesticated jurisdiction _____


Check if applicable

Domesticated entity is a nonregistered foreign association

Section H – Dissolution before Commencement of Business

Entity named in Part I hereby dissolves prior to the commencement of business.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: Nancy L. Hess, Paralegal Kozloff Stoudt, Professional Corporation <hr/> Name 2640 Westview Drive <hr/> Address Wyomissing, PA 19610 <hr/> City State Zip Code XXX Return document by email to: nhess@kozloffstoudt.com	Articles of Amendment Domestic Corporation DSCB:15-1915/5915 (rev. 7/2015)  1915
--	---

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$70

Check one: Business Corporation (§ 1915) Nonprofit Corporation (§ 5915)

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
Schuylkill River Passenger Rail Authority

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:
(Complete only (a) or (b), not both)

(a) Number and Street City State Zip County
Berks County Services Center, Attention: Berks County Commissioners
633 Court Street, Reading, Pennsylvania 19601 Berks County

(b) Name of Commercial Registered Office Provider County
 c/o:

3. The statute by or under which it was incorporated: Municipality Authorities Act of 1945, 53 Pa.C.S.A., §5601, et. seq.

4. The date of its incorporation: 06/16/2022
 (MM/DD/YYYY)

5. Check, and if appropriate complete, one of the following:
 XXX The amendment shall be effective upon filing these Articles of Amendment in the Department of State.
 The amendment shall be effective on: _____ at _____
 Date (MM/DD/YYYY) Hour (if any)

6. *Check one of the following:*

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. *Check, and if appropriate complete, one of the following:*

The amendment adopted by the corporation, set forth in full, is as follows

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. *Check if the amendment restates the Articles:*

The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

_____ day of _____, 2023

SCHUYLKILL RIVER PASSENGER
RAIL AUTHORITY

Name of Corporation

By: _____

Signature

Christian Y. Leinbach, Chairperson

Title

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

Docketing Statement – Changes DSCB:15-134B (rev. 7/1/2015)	 134B
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BUREAU USE ONLY:			
Revenue _____	Labor & Industry _____	Other _____	Filed Date _____

Part I. Complete for each filing:

Current name of entity or association (*survivor or new entity*):

Schuylkill River Passenger Rail Authority

Entity number, if known: 7551672 Formation/foreign registration date in PA: 06/16/2022

State of formation: Pennsylvania Effective date, if any: _____

Part II. Check appropriate transaction:

- | | |
|--|--|
| <input checked="" type="checkbox"/> Amendment (complete Section A)
<input type="checkbox"/> Merger (complete Section B)
<input type="checkbox"/> Conversion (complete Sections A and D)
<input type="checkbox"/> Revival (complete Section F)
<input type="checkbox"/> Dissolution before Commencement of Business
(complete Section H) | <input type="checkbox"/> Correction (complete Section A)
<input type="checkbox"/> Division (complete Section C)
<input type="checkbox"/> Abandonment (complete Section E)
<input type="checkbox"/> Domestication (complete Section G) |
|--|--|

Section A – Amendment or Correction - Complete fields which pertain to changes:

Name _____

Registered Office: _____
Number and street City State Zip County

Purpose See Exhibit "A" attached hereto and made a part hereof

Stock (aggregate number of shares authorized): _____ Effective Date: _____

Term of Existence: _____ Other: _____

Filing type to be amended or corrected: _____

Section B – Merger - Complete Section A with any changes to the association surviving the merger, if any
 Merging entities not surviving the merger are: (*attach sheet for additional merging entities*)

Name _____

Effective Date _____ Incorporation/foreign registration date in PA _____ State of Jurisdiction _____

Name _____

Effective Date _____ Incorporation/ foreign registration date in PA _____ State of Jurisdiction _____

Section C – Division - Complete Section A with any changes to the association surviving the division, if any

Check only one: Entity named in Part I survives Entity named in Part I does not survive.

Newly created entity(s) from the division are: *(attach sheet for additional new entities)*

Name Entity Number

Name Entity Number

Section D – Conversion

Type of converting association (check only one):

- Business Corporation
- Nonprofit Corporation
- General Partnership
- Limited Partnership
- Limited Liability (General) Partnership
- Limited Liability Limited Partnership
- Limited Liability Company
- Professional Association
- Business Trust/Common Law Trust/Statutory Trust
- Other _____

Type of converted association (check only one):

- Business Corporation
- Nonprofit Corporation
- General Partnership
- Limited Partnership
- Limited Liability (General) Partnership
- Limited Liability Limited Partnership
- Limited Liability Company
- Professional Association
- Business Trust/Common Law Trust/Statutory Trust
- Other _____

Jurisdiction _____

Jurisdiction _____

Section E – Abandonment

_____ filed in the Department of State on _____
Type of filing Date of filing

Identify all entities involved *(attach sheet for additional entities)*

Name Entity Number

Name Entity Number

Section F – Revival - complete Section A with any changes to revived association

Entity named in Part I hereby revives its charter or articles which were forfeited by Proclamation or expired.

Section G – Domestication

Domesticating jurisdiction _____

Domesticated jurisdiction _____

Check if applicable

Domesticated entity is a nonregistered foreign association

Section H – Dissolution before Commencement of Business

Entity named in Part I hereby dissolves prior to the commencement of business.

RESOLUTION NO. _____

**A RESOLUTION OF SCHUYLKILL RIVER PASSENGER
RAIL AUTHORITY AUTHORIZING AN AMENDMENT
TO THE ARTICLES OF INCORPORATION OF THE
AUTHORITY IN ORDER TO AMEND THE PURPOSES
OF THE AUTHORITY AND CLARIFYING THE TERMS
OF OFFICE OF THE MEMBERS OF THE AUTHORITY**

WHEREAS, the Schuylkill River Passenger Rail Authority (“Authority”) is an authority organized by Berks County, Chester County and Montgomery County, Pennsylvania (collectively, “Organizing Counties”); and

WHEREAS, the Board of the Authority deems it in the best interests of the Authority to execute, deliver and cause to be filed with the Pennsylvania Department of State Articles of Amendment amending the Articles of Incorporation of the Authority as follows: (1) amending Section 3 of the Articles of Incorporation of the Authority in order to amend the purposes for which the Authority was incorporated; and (2) amending the introductory paragraph of Section 7 of the Articles of Incorporation in order to provide that the term of office of the first members of the Board of the Authority are as follows, and their terms shall commence on the effective date of their appointment and extend to, but not include, from the first Monday in January next succeeding each member’s term of office. Thereafter, whenever a vacancy occurs by reason of expiration of the term of any member, the governing body of the County which has the power of appointment shall appoint a member of the Board for five (5) years from the date of expiration of the prior term. The foregoing notwithstanding, members shall hold office until their successors have been appointed, and members may succeed themselves; ; a copy of which Articles of Amendment is attached hereto as Exhibit “A” and made a part hereof (“Articles of Amendment”); and

WHEREAS, the Board of the Authority desires to submit the proposed Articles of Amendment to the County Commissioners of the Organizing Counties and to request each Organizing County to adopt or reject the Articles of Amendment by Resolution or Ordinance and submit such Resolution or Ordinance to the Board of the Authority.

NOW, THEREFORE, BE IT RESOLVED, that the Board of the Authority shall submit these Resolutions, with the proposed Articles of Amendment attached hereto as Exhibit “A”, to each Organizing County and shall request that each Organizing County adopt or reject the proposed Articles of Amendment by Resolution or Ordinance and submit such Resolution or Ordinance to the Board of the Authority; BE IT FURTHER

RESOLVED, in the event the Board of the Authority receives a Resolution or Ordinance from each Organizing County adopting the Articles of Amendment, the Board of the Authority hereby: (1) adopts the Articles of Amendment; (2) authorizes Christian Y. Leinbach, the Chairperson of the Board of the Authority, to execute the Articles of Amendment; (3) authorizes the Articles of Amendment to be submitted and filed with the Pennsylvania Department of State, Bureau of Corporations and Charitable Organizations; and (4) authorizes and directs Christian Y. Leinbach, the Chairperson of the Board of the Authority, to execute and deliver, on behalf of the Authority and in its name, such other documents and/or instruments as may be necessary or desirable and take such other actions as he may deem necessary or desirable to amend the Articles of Incorporation of the Authority in accordance with the Articles of Amendment attached hereto as Exhibit "A" and made a part hereof, and to implement the intent of the foregoing Resolutions.

DULY ADOPTED AND APPROVED this 23rd day of October, 2023.

SCHUYLKILL RIVER PASSENGER
RAIL AUTHORITY

By: _____
Christian Y. Leinbach, Chairperson

By: _____
Marian D. Moskowitz, Vice Chairperson

By: _____
Scott France, Secretary

By: _____
Kenneth E. Lawrence, Jr., Treasurer

By: _____
Peter Urscheler, Assistant Secretary

By: _____
Jim Gerlach, Assistant Treasurer


By: _____
Brian N. O'Leary, Director

By: _____
Eddie Moran, Director

EXHIBIT "A"

ARTICLES OF AMENDMENT

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: Nancy L. Hess, Paralegal Kozloff Stoudt, Professional Corporation	Articles of Amendment Domestic Corporation DSCB:15-1915/5915 (rev. 7/2015)
Name 2640 Westview Drive	 1915
Address Wyomissing, PA 19610	
City State Zip Code _____	
<input checked="" type="checkbox"/> Return document by email to: nhess@kozloffstoudt.com	

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$70

Check one: Business Corporation (§ 1915) Nonprofit Corporation (§ 5915)

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
 Schuylkill River Passenger Rail Authority

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:
 (Complete only (a) or (b), not both)

(a) Number and Street	City	State	Zip	County
Berks County Services Center, Attention: Berks County Commissioners	Reading, Pennsylvania	19601		Berks County

(b) Name of Commercial Registered Office Provider _____ County _____

c/o: _____

3. The statute by or under which it was incorporated: Municipality Authorities Act of 1945,
 53 Pa.C.S.A. § 5601, et. seq.

4. The date of its incorporation: 06/16/2022
 (MM/DD/YYYY)

5. Check, and if appropriate complete, one of the following:

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
 Date (MM/DD/YYYY) Hour (if any)

6. Check one of the following:

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate complete, one of the following:

The amendment adopted by the corporation, set forth in full, is as follows

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

_____ day of _____, 2023

SCHUYLKILL RIVER PASSENGER
RAIL AUTHORITY

Name of Corporation

By: _____

Signature

Christian Y. Leinbach, Chairperson

Title


EXHIBIT "A"
TO
ARTICLES OF AMENDMENT
OF
SCHUYLKILL RIVER PASSENGER RAIL AUTHORITY

The Articles of Incorporation of Schuylkill River Passenger Rail Authority is hereby amended as follows:

- (1) Section 3 of the Articles of Incorporation is hereby amended and restated in its entirety so as to hereafter read as follows: "3. The Authority is formed under the Act for the purposes of: (a) owning, maintaining, funding and operating, or in the future owning, maintaining, funding and operating, passenger rail services and all facilities and equipment necessary or incidental thereto, (b) contracting with, or in the future contracting with, passenger rail providers and railroad rights-of-way beneficiaries in order to provide passenger rail services to the public in Berks County, Pennsylvania, Chester County, Pennsylvania, Montgomery County, Pennsylvania and beyond to other counties within the Commonwealth of Pennsylvania and other states within the United States, and (c) conducting, or in the future conducting, ancillary efforts in connection therewith, including but not limited to land acquisition and management, bonding and leasing."

- (2) The introductory paragraph of Section 7 of the Articles of Incorporation is hereby amended and restated in its entirety so as to hereafter read as follows: "7. The names, addresses and terms of office of the first members of the Board of the Authority are as follows, and their terms shall commence on the effective date of their appointment and extend to, but not include, from the first Monday in January next succeeding each member's term of office. Thereafter, whenever a vacancy occurs by reason of expiration of the term of any member, the governing body of the County which has the power of appointment shall appoint a member to the Board for five (5) years from the date of expiration of the prior term. The foregoing notwithstanding, members shall hold office until their successors have been appointed, and members may succeed themselves."

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

Docketing Statement – Changes DSCB:15-134B (rev. 7/1/2015)	 134B
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BUREAU USE ONLY:			
Revenue _____	Labor & Industry _____	Other _____	Filed Date _____

Part I. Complete for each filing:

Current name of entity or association (*survivor or new entity*):

Schuylkill River Passenger Rail Authority

Entity number, if known: 7551672 Formation/foreign registration date in PA: 06/16/2022

State of formation: Pennsylvania Effective date, if any: _____

Part II. Check appropriate transaction:

- | | |
|--|--|
| <input checked="" type="checkbox"/> Amendment (complete Section A)
<input type="checkbox"/> Merger (complete Section B)
<input type="checkbox"/> Conversion (complete Sections A and D)
<input type="checkbox"/> Revival (complete Section F)
<input type="checkbox"/> Dissolution before Commencement of Business
(complete Section H) | <input type="checkbox"/> Correction (complete Section A)
<input type="checkbox"/> Division (complete Section C)
<input type="checkbox"/> Abandonment (complete Section E)
<input type="checkbox"/> Domestication (complete Section G) |
|--|--|

Section A – Amendment or Correction - Complete fields which pertain to changes:

Name _____

Registered Office: _____
Number and street City State Zip County

Purpose See Exhibit "A" attached hereto and made a part hereof

Stock (aggregate number of shares authorized): _____ Effective Date: _____

Term of Existence: _____ Other: _____

Filing type to be amended or corrected: _____

Section B – Merger - Complete Section A with any changes to the association surviving the merger, if any
 Merging entities not surviving the merger are: (*attach sheet for additional merging entities*)

 Name

 Effective Date Incorporation/foreign registration date in PA State of Jurisdiction

 Name

 Effective Date Incorporation/ foreign registration date in PA State of Jurisdiction

Section C – Division - Complete Section A with any changes to the association surviving the division, if any

Check only one: Entity named in Part I survives Entity named in Part I does not survive.

Newly created entity(s) from the division are: *(attach sheet for additional new entities)*

Name Entity Number

Name Entity Number

Section D – Conversion

Type of converting association (check only one):

- Business Corporation
- Nonprofit Corporation
- General Partnership
- Limited Partnership
- Limited Liability (General) Partnership
- Limited Liability Limited Partnership
- Limited Liability Company
- Professional Association
- Business Trust/Common Law Trust/Statutory Trust
- Other _____

Jurisdiction _____

Type of converted association (check only one):

- Business Corporation
- Nonprofit Corporation
- General Partnership
- Limited Partnership
- Limited Liability (General) Partnership
- Limited Liability Limited Partnership
- Limited Liability Company
- Professional Association
- Business Trust/Common Law Trust/Statutory Trust
- Other _____

Jurisdiction _____

Section E – Abandonment

_____ filed in the Department of State on _____
Type of filing Date of filing

Identify all entities involved *(attach sheet for additional entities)*

Name Entity Number

Name Entity Number

Section F – Revival - complete Section A with any changes to revived association

Entity named in Part I hereby revives its charter or articles which were forfeited by Proclamation or expired.

Section G – Domestication

Domesticating jurisdiction _____

Domesticated jurisdiction _____

Check if applicable

Domesticated entity is a nonregistered foreign association

Section H – Dissolution before Commencement of Business

Entity named in Part I hereby dissolves prior to the commencement of business.

EXHIBIT "A"
TO
DOCKETING STATEMENT CHANGES
OF
SCHUYLKILL RIVER PASSENGER RAIL AUTHORITY

The Articles of Incorporation of Schuylkill River Passenger Rail Authority is hereby amended as follows:

3. Description of Business Activity: (a) owning, maintaining, funding and operating, or in the future owning, maintaining, funding and operating, passenger rail services and all facilities and equipment necessary or incidental thereto, (b) contracting with, or in the future contracting with, passenger rail providers and railroad rights-of-way beneficiaries in order to provide passenger rail services to the public in Berks County, Pennsylvania, Chester County, Pennsylvania, Montgomery County, Pennsylvania, and beyond to other counties within the Commonwealth of Pennsylvania and other states within the United States, and (c) conducting, or in the future conducting, ancillary efforts in connection therewith, including but not limited to land acquisition and management, bonding and leasing.”

- (2) The introductory paragraph of Section 7 of the Articles of Incorporation is hereby amended and restated in its entirety so as to hereafter read as follows: “7. The names, addresses and terms of office of the first members of the Board of the Authority are as follows, and their terms shall commence on the effective date of their appointment and extend to, but not include, from the first Monday in January next succeeding each member’s term of office. Thereafter, whenever a vacancy occurs by reason of expiration of the term of any member, the governing body of the County which has the power of appointment shall appoint a member to the Board for five (5) years from the date of expiration of the prior term. The foregoing notwithstanding, members shall hold office until their successors have been appointed, and members may succeed themselves.”

SCHUYLKILL RIVER PASSENGER RAIL AUTHORITY
BOARD MEETING PACKET
SEPTEMBER 18, 2023

TRANSPORTATION FOR AMERICA (T4A)
SEPTEMBER 2023 MONTHLY REPORT

Sep/Oct 2023 Report to the Schuylkill River Passenger Rail Authority

Senate Makes Bipartisan Attempts to Prevent Government Shutdown*

In the first half of September, the Senate had attempted to hold a vote on a “minibus” funding package which included the Transportation, Housing, and Urban Development [budget for FY24](#) that was approved in committee this summer. However, Sen. Ron Johnson (R-WI) objected to the unanimous consent agreement to move this bundle of bills forward, [stating](#) that he wanted a vote on a bill by Sens. James Lankford (R-OK) and Maggie Hassan (D-NH). [This legislation](#) would stop future shutdowns by automatically extending current spending levels two weeks at a time whenever Congress doesn’t pass a budget, as well as restricting both chambers’ ability to travel, adjourn, and consider other bills until a budget has been passed. But even after discussion on both sides of the aisle about pursuing this anti-shutdown bill, a new bipartisan continuing resolution (CR) was introduced in the Senate on September 26th to fund the government at current levels until November 17th.

Shutdown averted...for now

On September 30, 2023, after much brinkmanship between the House and Senate, Speaker Kevin McCarthy brought to the House floor a continuing resolution, extending FY23 funding levels through November 17, 2023. It kept out controversial elements such as Ukraine and border protection funding to allow the opportunity to pass both chambers of Congress. The bill passed the [House](#) with a 335-31 margin, later in the Senate with an 88-9 margin, and was signed by the President before midnight. This action allowed the government to remain open and not disrupt core functions at the Federal Railroad Administration, as [outlined](#) in their proposed shutdown plans.

FY 2024 Appropriations Update

Fallout from the Continuing Resolution that was adopted on September 30, 2023 prompted a motion to vacate the Speaker of the House on October 2, 2023 by Rep. Matt Gaetz (R-FL). The motion was taken up by the full House on October 3, 2023 and passed with a 216-210 margin. With this action, the House floor activities grind to a halt, impacting continued discussion for FY2024 appropriations.

Right before House business ground to a halt, the House Rules Committee had opened a call for amendments to the [FY24 House THUD Appropriations Bill](#), which closed on October 5, 2023. With the Speaker election outcome still uncertain, there is no timeline as to when the FY24 House THUD Appropriations Bill and its amendments will be debated and voted on the floor. Among those [amendments](#) filed, several pertained to passenger rail funding, including:

Amendment #	Sponsor	Amendment Scope
43	Moulton (MA) , Fitzpatrick (PA) , Sykes (OH) , Bacon (NE)	This amendment serves as a message that appropriations need to match authorized funding levels for Amtrak.

55	Molinaro (NY)	This amendment serves as a message for advancing railroad safety.
56	Molinaro (NY)	This amendment serves as a message to emphasize the importance of Amtrak to expeditiously advance ADA compliance at stations and on trains.
83	Jackson Lee (TX)	This amendment serves as a message to emphasize the need to provide dedicated funding to address community engagement on safety issues related to railroad crossings in urban areas.
88	Garbarino (NY)	Returns Amtrak Northeast Corridor funding to the FY23 enacted level.
101	Buck (CO)	Cuts all funding to FY 19 levels.
128	Molinaro (NY)	Prohibits any funds from going to Amtrak executives for bonuses.
132	Perry (PA)	Strikes National Network Grant Funding to Amtrak.
142	Lee (PA)	Strikes Sec. 108, which would have permanently rescinded unobligated FY22 funding from the Railroad Rehabilitation and Improvement Financing Program.

As of this report, no further actions have been taken by the Senate to advance FY24 THUD appropriations.

FRA awards \$178 million to Amtrak to restore Gulf Coast Service

On September 22, 2023, the [Federal Railroad Administration \(FRA\)](#) awarded \$178 million to Amtrak with the SRC in support. This grant will cover the infrastructure needs for the restoration of Amtrak service along the Gulf Coast between New Orleans and Mobile. When combined with \$44.6 million in non-federal matching funds provided by Mississippi, Louisiana, CSX, NS, Amtrak and the Port of Mobile, the project budget is now \$223 million. This imminent passenger rail service is the culmination of 17 years of advocacy by the Southern Rail Commission to pursue not only funding for the project, but passenger rail policy changes that have national implications, evident most recently in the Bipartisan Infrastructure Law's rail title, such as redirecting Amtrak's mission from justifying the use of public dollars through performance towards one that focuses on the value passenger rail provides in connecting urban and rural communities.

We bring this to your attention to re-enforce the long term commitment required for passenger rail projects and to encourage you to begin the process of developing your narrative to be used in upcoming grant funding rounds which will come in rapid succession, all while always looking for opportunities to amend existing legislation or create new legislation to further your project goals. Reauthorization looms over the next 3 years and work to improve it starts now.

FRA grants timeline updated

The Federal Railroad Administration (FRA) released a [useful reference tool](#) back in August to track their grant program release and award schedule. The calendar indicates that FRA will announce selected corridors under the Corridor Identification and Development Program (CIDP) in November or December of this year. However, with FY24 appropriations still unsettled in Congress and the possibility of a government shutdown in November, projected award dates in the FRA timeline, including CIDP, may slip as non-essential FRA staff would be [furloughed](#).

However, looking ahead with upcoming funding opportunities to advance corridor and station planning/design/construction, it would be timely to explore narrative development for the FY24 RAISE Grant program, which is due before the end of 2023, the MEGA grant program in Spring 2024, and the CRISI grant program in Spring/Summer 2024.

For questions or more information, please contact John Robert Smith at jrsmith@t4america.org or 601-527-5040.