

# Stevens & Lee

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December 2, 2021

DATE OF DEPOSIT

DEC 2 2021

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

VIA FEDERAL EXPRESS

Rosemary Chiavetta, Secretary  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
400 North Street, 2nd Floor  
Harrisburg, PA 17120

**RE: TowerDirect, LLC Application for Approval or Transfer and Exercise of Common Carrier or Contract Rights**  
**Docket Nos. A-2010-2177833 and A-2018-3002771**

Dear Secretary Chiavetta:

Enclosed for filing please find the Application of TowerDirect, LLC for Approval of Transfer and Exercise of Common Carrier or Contract Rights. TowerDirect, LLC is requesting approval for the transfer of the paratransit common carrier rights of Southern Berks Regional Emergency Medical Services, Inc., as more fully described in the Application.

Please note that the Statement of Financial Position attached to the Application contains confidential and non-public financial information, and it has been marked as such and provided in a separate envelope for filing under seal.

A check in the amount of \$350 is enclosed for the filing fee for this Application. Kindly return a time-stamped copy of this Application to me in the enclosed self-addressed stamped envelope. Thank you, and should you have any questions or concerns, please feel free to contact me.

Best Regards,

STEVENS & LEE



Michael A. Gruin

Enclosure

cc: Tatjana Roth, Motor Carrier Compliance Supervisor (via electronic mail)

Allentown • Bergen County • Bala Cynwyd • Cleveland • Fort Lauderdale • Harrisburg • Lancaster • New York  
Philadelphia • Princeton • Reading • Rochester • Scranton • Valley Forge • Wilkes-Barre • Wilmington  
A PROFESSIONAL CORPORATION

**APPLICATION FOR APPROVAL OF TRANSFER  
AND EXERCISE OF COMMON CARRIER OR CONTRACT RIGHTS**

\_\_\_\_\_  
**BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION**  
\_\_\_\_\_

Application of TowerDIRECT, LLC  
(Applicant/Transferee-Buyer)

as a common carrier, described at Docket  
(common - contract)

No. A-2010-2177833, Folder No. A-6412211, issued to  
Southern Berks Regional Emergency Medical Services, Inc.  
(Transferor – Seller)

for transportation of persons in paratransit service.

**SEE INSTRUCTIONS BEFORE COMPLETING APPLICATION**

1. TowerDIRECT, LLC  
(Full and Correct Name of Applicant/Transferee)

2. TowerDIRECT  
(Trade Name, If Any)

The trade name has been registered with the Secretary of the Commonwealth  
(has or has not)

On 1/28/2020 (attach copy of stamped registration form.)  
(Date)

3. 420 South Fifth Avenue \_\_\_\_\_  
(Business Street Address) (P. O. Box, If Any)

West Reading Berks PA 19611  
(City) (County) (State) (Zip)

(484) 628-8908 Charles.Barbera@towerhealth.org  
(Telephone) (E-mail Address)

**DATE OF DEPOSIT**

DEC 2 2021



8. Applicant is (check one):

Individual.

Partnership. Must attach a copy of the partnership agreement (unless a copy is presently on file with PUC), and list names and addresses of partners below (use additional sheet if necessary).

\_\_\_\_\_  
Name Address

\_\_\_\_\_  
Name Address

\_\_\_\_\_  
Name Address

Corporation. **(LLC)** Organized under the laws of the state of \_\_\_\_\_ Pennsylvania and qualified to do business in Pennsylvania by registering with the Secretary of the Commonwealth on 1/12/18 (Attach copy of Certificate of Incorporation or Authority and statement of charter purpose). Include as an attachment a list of corporate officers and their titles and the names, addresses and number of shares held by each stockholder. **See Exhibit 3, hereto**

9. If applicant, its stockholder or partnership members are in control of or affiliated with any other carrier, state name of carrier(s), Docket Number(s) and nature of control or affiliation.

10. Applicant proposes to acquire all of the operating rights now held by transferor.  
(all or part)

Attach a sheet describing rights to be transferred to applicant and rights to be retained by transferor, if any. If any rights are to be omitted give reasons.

**See attached Exhibit 1.**

11. The reason for the transfer is

The transfer is necessary to alleviate the overwhelming financial burden on local emergency medical service agencies and better enable efficient and sustainable advanced life support, basic life support, and emergency transport services in Berks County and its neighboring communities.

12.

a. The following must be attached:

- Sales Agreement – **See Exhibit 2.**
- List of equipment to be used to render service. **See Information Provided Below.**
- Operating authority to be transferred/retained. **See Exhibit 1.**
- Statement of Financial Position. **See Attached.**
- Statement of unpaid business debts of transferor and how they will be satisfied. **N/A – Applicant has no unpaid business debts.**
- Statement of Safety Program.
- Statement of transferee's experience.

b. Attach the following, as appropriate (check those attached):

- Partnership Agreement
- Trade Name registration certificate.
- Certificate of Incorporation. (Pa. Corporations only) **Applicant is a PA LLC, see attached Certificate of Organization, Exhibit 3.**
- Certificate of Authority. (Foreign (out-of-state) Corporations only).
- Statement of Corporate charter purpose. (Corporations only)
- List of Corporate officers and stockholders. (Corporations only)
- Copy of short form certificate showing date of death of transferor and name of executor/administrator/administratrix.

13. Transferor attests that all General Assessments and fines are paid and agrees to continue to render the service which is to be transferred until this application is approved, whereupon transferor will surrender said certificate or permit for cancellation.

14. Transferee agrees to assume and pay any General Assessments that may be made against transferor as a common carrier for any and all operating periods up to the actual date of the transfer.

WHEREFORE, Transferee and Transferor request that the Commission grant the Transfer.

Transferee sign here: Charles F Barbera, MD 11/23/2021 (Date)  
 \_\_\_\_\_  
 (Each Partner Must Sign)

TowerDIRECT, LLC

Transferor sign here: Malcolm Cole 11/19/2021 (Date)  
 \_\_\_\_\_

Southern Berks Regional Emergency Medical Services, Inc.

**APPLICATION VERIFICATION**

**I/We hereby state that the statements made in the application are true and correct to the best of my/our knowledge, information and belief.**

**The undersigned understand(s) that false statements herein are made subject to the penalties of 18 Pa. C. S. Section 4904 relating to Unsworn Falsification To Authorities.**

**TRANSFEROR (SELLER)**

<u>Malcolm Cole</u>	<u><i>Malcolm Cole</i></u>	<u>11/19/2021</u>
(Print Name)	(Signature)	(Date)

_____	_____	_____
(Print Name)	(Signature)	(Date)

_____	_____	_____
(Print Name)	(Signature)	(Date)

**TRANSFeree (BUYER)**

<u>Charles Barbera, M.D.</u>	<u><i>Charles F Barbera, MD</i></u>	<u>11/23/2021</u>
(Print Name)	(Signature)	(Date)

_____	_____	_____
(Print Name)	(Signature)	(Date)

_____	_____	_____
(Print Name)	(Signature)	(Date)

**If the Applicant is a sole proprietor, he/she must complete and sign the Application Verification form. If the application is for a partnership, all partners to the partnership agreement must sign this form. If the Applicant is incorporated, the President or Secretary must sign this form.**

## VERIFIED STATEMENT OF APPLICANT

THE FOLLOWING INFORMATION IS REQUIRED BY THE COMMISSION TO DETERMINE THE APPLICANT'S FITNESS TO OPERATE. STATEMENTS SHOULD BE TYPED OR PRINTED. ILLEGIBLE STATEMENTS WILL DELAY YOUR APPLICATION.

TowerDIRECT, LLC

Legal Name of Applicant

TowerDIRECT

Trade Name, if any

420 South Fifth Avenue	West Reading	PA	19611
Street Address (principal place of business)	City or Municipality	State	Zip Code

The Verified Statement of the Applicant is more or less a business plan, or your proposal for providing the transportation service for which you are making application. Prior to deciding to make application for operating authority from the Public Utility Commission, you likely gave much consideration to the manner in which you would operate the business in order that you could provide satisfactory service to your customers and so that you could make a reasonable profit. As part of the application process, you must provide the Commission with your proposal to provide the transportation service.

At minimum, the Verified Statement of the Applicant should include a discussion of the numbered items listed below and on the following pages. You are encouraged to provide as much information as possible about the particular subject as is necessary to fully explain your plan. If you fail to provide sufficient information about the subjects listed below, it may cause the review of your application to be delayed until you provide the necessary information. If you need more space to provide your explanation, please attach additional pages that list the appropriate item by number.

1. Identify the person making the Verified Statement on behalf of the applicant. If the applicant is a sole proprietor making the statement, this will be the same information as provided above. If an employee/officer of applicant is making the statement, give name, title, business address and telephone number, and indicate that the applicant's directors/owners/partners/etc. have authorized the witness to speak for the business.

**Anthony Martin, Director of EMS and Trauma Program Manager for TowerDIRECT, LLC. Anthony Martin has authority to make this statement on behalf of the Applicant. His business address is 420 South Fifth Avenue, West Reading, PA 19611.**

2. List the applicant's affiliation (owner, manager, controls) with any other carrier, with the description of affiliation.

**None.**

3. Describe your business experience, particularly any experience relating to the operation of a transportation service. You may also include an explanation of education or training that you believe may be relevant.

**TowerDIRECT, LLC (“TowerDIRECT”) (formerly known as Pottstown Memorial Ambulance Company, LLC) has been certificated as a paratransit provider since July 2015 (Docket No. A-64163697). Pursuant to the Commission’s Secretarial Letter issued on January 23, 2019 in Docket No. A-2018, TowerDIRECT’s authority is as follows:**

*“To provide transport as a common carrier, persons in paratransit services, limited to persons requiring service:*

- i) between nursing facilities, hospitals, surgical, diagnostic, or similar clinics, dialysis centers, and physician offices or from a nursing facility, hospital, surgical, diagnostic, or similar clinics, dialysis centers, or physician office to a patient’s residence, anywhere between the points in the area bound between PA Route 100, PA Route 73, PA Route 113, and the Schuylkill River, and*
- ii) from Brandywine Hospital, Jennersville Hospital, Phoenixville Hospital, Reading Hospital or Pottstown Hospital, to nursing facilities, hospitals, surgical, diagnostic, or similar clinics, dialysis centers, physician offices and/or patient’s residences within the Counties of Berks, Chester and Montgomery in the Commonwealth of Pennsylvania.”*

**TowerDIRECT’s prior filings with the Commission and approvals from the Commission confirm its capabilities to operate as a paratransit provider.**

4. Describe your facilities, record maintenance plan and your communication network. Please include a description of your physical location, to include the office area, office machines that will be utilized, and the facility to house vehicles. Household goods in use carriers should include a description of their storage facilities, if applicable. Please include an explanation of your plan to maintain records required by the PUC, as well as normal business records. In regard to your communication network, please explain how you will receive customer requests for transportation, how you will dispatch the vehicles to fulfill the request, and how you will maintain continuous communication with your drivers. Finally, please state your intended business hours.

**Facilities:**

**TowerDIRECT operates from three locations. The Main Station, located at 769 Mt. View Road, Reading, PA 19607, has four garage bays, a spacious parking lot, and a mechanic bay. There are also four office spaces for management and employee documentation. The Corporate office space, which contains the department director and managers’ offices, is located at 830 Knitting Mills Way, Wyomissing, PA 19610. The final location is at Pottstown Hospital, located at 1600 E. High Street, Pottstown, PA 19464, which contains an ambulance bay**

and parking area, as well as office space for two staff members to complete documentation as necessary.

**Record Maintenance:**

The primary dispatch office at the Main Station houses three desktop computers for record maintenance, documentation, and dispatch purposes. Access is also available for gathering information on pick-up and drop-off facilities, and for evaluating local weather and road conditions. A controlled-access storage location is utilized for maintaining and storing records of the service. All electronic records maintained on service computers are protected by SYMANTEC ENDPOINT software. Transport records, staff records, and vehicle records will be stored in this location. All records required by the Public Utility Commission and other governing entities are maintained in this manner. The Company adheres to generally accepted accounting principles for its accounting and reporting matters and will continue to do so. TowerDIRECT also works with its legal counsel to ensure that all of its records are prepared and maintained in compliance with the regulations of the Pennsylvania Public Utility Commission, including properly classifying revenue for purposes of the Company's annual assessment under 66Pa. C.S. §510. TowerDIRECT will continue to follow the reporting requirements for accidents as outlined in 52 Pa. Code §29.44.

**Communications:**

All requests for transportation services are received via phone by a dispatcher or member of the transport team. A single dispatch phone number is utilized, with a secondary phone line available for non-dispatch use. Transports are scheduled and documented electronically, and dispatch information is given to a vehicle crew in person or via two-way radio communication when the crew is in the field. All crews have phone and /or two-way radio communication with the dispatch office and other vehicles while on duty.

**Business hours for paratransit services shall be 24 hours/day and 7 days/week.**

5. Please state the number of employees you intend to use, along with a description of their duties. Please explain why that number of employees is appropriate to provide reasonable and efficient service to the geographical territory you will be serving. **(Do not address drivers in your explanation about this item; drivers are addressed separately in item # 6).**

**Excluding drivers, TowerDIRECT currently utilizes five primary employees in its operation as a paratransit service provider. These positions are as follows:**

- **Director of EMS: responsible for the delivery of patient care that promotes safety and well-being of all patients in assigned division 24 hours a day, 7**

days a week basis. Plans, directs, coordinates, and evaluates the overall pre-hospital transportation, clinical practice and administrative activities, including fiscal, material, and human resource management. Participates in the development and implementation of hospital policies and procedures. Maintains open communication with staff, physician and nursing leaders, to promote performance improvement and consistency of care across the continuum. Maintains open communication with external stakeholders including community leaders, regulatory bodies, government agencies, and the general public.

- **EMS Operations Manager**: responsible for the 24/7 operations of EMS Operations to ensure that patients requiring care as the result of illness/injury receive timely response and quality pre-hospital patient care. Supervises EMS staff and students as well as other support staff involved within their unit. Works closely with Transfer Center director and EMS Dispatch to ensure system efficiency for all medical transportation needs. Collaborates with external stakeholders and hospital leadership, physicians, nurses, case managers, social workers, allied health professionals, ancillary services, and hospital support personnel to ensure the EMS system is supporting overall patient flow along the continuum of care.
- **EMS Quality and Finance Manager**: responsible for the 24/7 performance and improvement of EMS Operations to ensure that patients requiring care as the result of illness/injury receive timely response and quality pre-hospital patient care. Supervises EMS staff and students as well as other support staff involved within their unit. Works closely with the Operations Manager and EMS Dispatch to ensure system efficiency for all medical transportation needs. Collaborates with hospital leadership, physicians, nurses, case managers, social workers, allied health professionals, ancillary services, and hospital support personnel to ensure the EMS system is supporting overall patient flow along the continuum of care. The Manager plans, coordinates, and manages business development, education and EMS outreach for TowerDIRECT. Works with internal and external stakeholders and customers of TowerDIRECT EMS, Transfer Center, and aeromedical service to facilitate adoption and grow the utilization of these services. The Manager plans, manages, coordinates, and evaluates Community Paramedic services including clinical practice, and administrative activities, including fiscal, material, and human resource management. Maintains open communication with external stakeholders including community leaders, municipalities, government agencies, and the general public. Also maintains open communication with internal stakeholders including staff, physician and nursing leaders.
- **Pre-Biller**: responsible for all of the department's billing functions including prebilling, logging payments, investigating billing issues.
- **EMS Mechanic**: responsible for vehicle service and grounds maintenance at TowerDIRECT station locations. Keep the Grounds maintenance shop organized and inventoried. Operate, maintain, diagnose and repair all

equipment and vehicles that support TowerDIRECT. Performs clean up all cigarette butts and trash in assigned areas on campus. Cleans parking garages and lots. Maintains a safe station and garage during snow and ice conditions. Performs safety inspection on equipment prior to use. Completes preventive maintenance work orders efficiently. Keeps work areas orderly, clean, and safe. Properly uses and cares for power and hand tools. Utilizes proper personal protective equipment (PPE) when performing duties. Complies with established department policies and procedures, safety, environmental, and infection control. Consults with Manager concerning assignments, and keeps Manager informed of activities, needs, and problems. Works as a team member effectively communicating with other team members. Is polite and tactful when interacting with employees in department and throughout hospital. Adjusts schedule to accommodate hospital needs when requested. Reports to work on time and is ready, and punctual while on duty.

**TowerDIRECT also uses 9 dispatchers who answer and schedule calls for service.**

6. Please state the number of drivers you intend to use or hire in your business and explain why that number of drivers is appropriate for the size of the geographical territory you will be serving. In addition, please explain:
  - a. Your hiring standards for drivers:
  - b. Your system to ensure prospective drivers will be subject to a criminal background check:
  - c. Your driver training program:
  - d. Your system for ensuring that your drivers are properly licensed at all times:
  - e. Your system to ensure that all drivers will be subject to a criminal background check every two years;
  - f. Your policies regarding alcohol and drug use by your drivers.

**TowerDIRECT presently has 121 drivers on staff whose sole duties shall be provision of paratransit service to the community. Additional paratransit drivers shall be hired and trained based on service needs. In addition to these dedicated paratransit drivers, Emergency Medical Technicians and Paramedics on staff with TowerDIRECT (approximately 20 staff) are qualified emergency vehicle operators, are trained in the safe operation of all paratransit vehicles, and are held to the same standards for drivers within the organization.**

**A. Hiring Standards for Drivers:**

- a. All paratransit drivers are required to have a valid PA driver's license upon hire. Driver status is validated and a background check completed through the Human Resources department to check driving history.

**B. Ensuring Drivers are Subject to Criminal Background Check:**

- a. As part of the hiring process, all employees are subject to a criminal background check with information reported to the Human Resources department.

**C. Driver Training Program:**

- a. Paratransit drivers must complete an orientation to the service and to the vehicles which they are driving. Orientation includes vehicle dynamics, inspections and maintenance, operations, communications, lift orientation, and a driving observation component. This orientation is documented and kept on file in the employee's HR record.

**D. Ensuring Drivers are Properly Licensed at all Times:**

- a. Paratransit drivers must maintain valid license to operate the vehicles of the service, and are required to report any change in driver status immediately. Annual reviews of license status are performed through the Human Resources department.

**E. Ensuring Drivers are Subject to Criminal Background Check Every Two Years:**

- a. As per requirements, all paratransit drivers are subject to criminal background checks every two years, with information reported to the Human Resources department.

**F. Policies Regarding Alcohol and Drug Use by Drivers:**

- a. The policy of Tower Health applies to the employees of TowerDIRECT at all times with regard to alcohol and drug use.

7. Please state the number of vehicles you plan to use in your business and why that number is appropriate to provide reasonable and efficient service to the geographical territory you will be serving. If you have already obtained vehicles for your business, please list them in the chart below. Taxicabs and limousines may not be used if the vehicle's age is greater than eight model years.

<u>YEAR</u>	<u>MAKE</u>	<u>MODEL</u>	<u>SEATING CAPACITY</u>	<u>VEHICLE ID #</u>
2011	Dodge	FR Con	3	2D4RN4DG0BR773487
2019	Ford	Transit	5	1FBZX2CM9KKB57518
2017	Ford	Transit	5	1FBZX2CM1HKA06326
2008	Ford	E-250 AEV	4	1FTNS24L18DB05294
2008	Ford	E-250 AEV	4	1FTNS14W38DA96196
2008	Ford	E-250 AEV	4	1FTNS24L48DB09873
2016	Dodge	FR Con	3	2C4RDGBG6GR152444
2017	Dodge	FR Con	3	2C4RDGCG9HR691026
2019	Dodge	FR Con	3	2C4RDGBG7KR808787
2019	Dodge	FR Con	3	2C4RDGBG2KR808793
2016	Ford	Transit	5	1FDZK1CM6GKA56685

8. Describe your vehicle safety program. Please include the following in your explanation:
  - a. Your periodic vehicle maintenance plan;
  - b. Your system for ensuring your vehicles will continuously comply with Pennsylvania's equipment standards (67 Pa. Code, Chapter 175) that are applicable to the type of vehicles used in your business;
  - c. Your system for ensuring your vehicles will maintain compliance with the PUC's requirements for passenger service at 52 Pa. Code, Section 29.403 (applicable to passenger applicants only);
  - d. Your system for replacing vehicles once they are greater than eight model years in age in compliance with 52 Pa. Code, Section 29.314(d) (applicable to taxicabs) or 52 Pa. Code, Section 29.333(e) (applicable to limousines);
  - e. Your system for ensuring the filing of an annual vehicle list (taxicabs and limousines);
  - f. Your system for ensuring your vehicles will comply with the requirements of 49 CFR Parts 393 and 396, as adopted by the PUC at 52 Pa. Code, Chapter 37 (applicable to HHG applicants)

**All vehicles undergo a daily vehicle safety check prior to initiation of the first service transport, with any deficiencies reported to the supervisor on duty.**

**A weekly detailed safety check is completed on each paratransit vehicle, with deficiencies reported to the supervisor on duty. For immediate needs, a vehicle shall be removed from service and taken to a certified vehicle maintenance garage or to a wheelchair lift service provider for correction of deficiencies.**

**Vehicles undergo annual semi-annual passenger left inspection and service with a review of fitness for transport duty to include passenger wheelchair restrain systems.**

**Vehicles undergo annual vehicle inspection and emissions inspection as required by PA standards at an official inspection station.**

9. Please explain what steps you have taken to determine if you can obtain and pay the premiums to maintain insurance coverage for the proposed number of vehicles for your business.

**All vehicles currently owned by TowerDIRECT are presently insured for 2021. The vehicles titled to SBREMS are also currently included on TowerDIRECT's insurance policy. Any additions to the fleet of paratransit vehicles shall be insured through the same means, with documentation on file, prior to being placed in service.**

10. Please describe your customer service standards. Within your description, please explain:
- a. Your plan to inform customers of the procedures for filing complaints with the PUC;
  - b. Your intended customer complaint resolution procedure.

**TowerDirect staffs its dispatch center be 24 hours/day and 7 days/week. Customer service is overseen by the EMS Quality and Finance Manager and EMS Operations Manager. Any customer complaints are escalated to the appropriate manager depending on the nature of the dispute (i.e., communications, billing, operations, etc.) Every effort is made to quickly and thoroughly answer all customer inquiries and satisfy all customer complaints and disputes. If a customer is not satisfied with the resolution they are informed of the ability to file a complaint to the PUC.**

11. Criminal Record. Have you, any members (if LLC or LLP), shareholders, or officers (corporations) been convicted of a misdemeanor or felony for which you remain subject to supervision by a court or correctional institution?

YES     NO

12. Financial Data. In addition to demonstrating your technical fitness, you must also demonstrate that you possess the financial fitness to provide the proposed transportation service. Therefore, you must complete both parts of the "Statement of Financial Position", which follows this page. The first part is the Balance Sheet. You need only provide the applicable information. The second part of the Statement of Financial Position is the Projected Income Statement. The projection is your estimation of expected revenues and specific expenses for one year. You should use the projected information, along with the financial data reported on your balance sheet to help you determine if the proposed business can be feasible. Please feel free to also provide clarification information with your "Statement of Financial Position", which explains why you believe you have sufficient funds to ensure your transportation business can provide reliable service to the public in a safe manner.

**See Balance Sheet and One Year Projected Income Statement to Verified Statement of Applicant. The Projected Income Statement represents all of TowerDIRECT's operations, including those of Southern Berks Regional Emergency Medical Services, Inc., as projected through the end of 2022.**

### Verification of Statement

The undersigned deposes and says that he/she is authorized to and does make this verification and that the facts set forth therein are true and correct to the best of his/her knowledge, information, and belief. The undersigned understands that false statements herein are made subject to penalties of 18 Pa. C. S. Section 4904 relating to unsworn falsification to authorities.

*Anthony Martin*

11/23/2021

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Date)

Anthony Martin

Director, EMS

\_\_\_\_\_  
(Name and Title, printed or typed)

**EXHIBIT 1**

**Operating Rights of Transferor Southern Berks Regional Emergency Medical Services**

“To transport, as a common carrier, by motor vehicle, persons, in paratransit service, from points in the county of Berks, to points in Pennsylvania, and return”

**EXHIBIT 2**  
**Sales Agreement**

**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is made and entered into as of this 5th day of May 2020 by and between TowerDirect, a Pennsylvania non-profit corporation and Southern Berks Regional Emergency Medical Services, Inc., ("SBREMS") a Pennsylvania nonprofit corporation.

**BACKGROUND**

1. TowerDirect is a Pennsylvania nonprofit corporation organized for the purpose of providing emergency and non-emergency ambulance services to residents in Tower Health's service area and mutual aid emergency and non-emergency services to neighboring counties.
2. SBREMS is a Pennsylvania nonprofit, non-stock corporation providing emergency medical services to the southern Berks County community.
3. The respective Boards of Directors of TowerDirect, and SBREMS deem the merger of SBREMS with and into TowerDirect, pursuant to the terms and conditions set forth or referred to herein, to be desirable and in the best interests of the respective organizations.
4. The respective Boards of Directors of TowerDirect, and SBREMS have adopted resolutions approving this Agreement.

In consideration of the promises and of the mutual covenants and agreements herein contained, and in accordance with the applicable laws and regulations of the Commonwealth of Pennsylvania, TowerDirect and SBREMS, intending to be legally bound, hereby agree as follows:

**AGREEMENT**

**ARTICLE 1  
MERGER; BUSINESS**

1.1 Merger. Subject to the terms and conditions of this Agreement and in accordance with the applicable laws and regulations of the Commonwealth of Pennsylvania on the Effective Date (as that term is defined in Article IV hereof), SBREMS shall merge with and into TowerDirect, the separate existence of each TowerDirect and SBREMS shall cease, and TowerDirect shall be the surviving nonprofit organization (such transaction referred to herein as the "Merger" and TowerDirect, as the surviving nonprofit organization in the Merger, referred to herein as the "Surviving Entity").

1.2 Business. The business of the Surviving Entity shall be conducted at its principal place of business, which is located at 405 S. 5<sup>th</sup> Ave, West Reading, Pennsylvania 19611.

1.3 Name. The name of the Surviving Entity shall be "TowerDirect."

ARTICLE II  
CHARTER AND BYLAWS

2.1 Articles. The Articles of Incorporation of TowerDirect shall be the Articles of Incorporation of the Surviving Entity until the same shall be duly altered, amended, or repealed.

2.2 Bylaws. As of the Effective Date, the bylaws of TowerDirect shall be the Bylaws of the Surviving Entity until the same shall be duly altered, amended, or repealed.

ARTICLE III  
BOARD OF DIRECTORS AND OFFICERS

3.1 Board of Directors. On and after the Effective Date, the current directors of TowerDirect shall be the directors of the Surviving Entity and shall serve as such until their successors have been elected and qualified.

3.2 Officers. On and after the Effective Date, the current officers of TowerDirect shall be the officers of the Surviving Entity and shall serve as such until their successors have been elected and qualified.

3.3 Advisory Board. One member from the Board of Directors of SBREMS shall serve on the TowerDirect Advisory Board and shall serve as such until a successor has been elected and qualified.

ARTICLE IV  
EFFECTIVE DATE OF THE MERGER

This Agreement, and other such documents and instruments as are required by, and complying in all respects with, the laws of the Commonwealth of Pennsylvania, shall be delivered to the appropriate state officials for filing. The Merger shall become effective as of 12:01 AM on September 1, 2020 (the "Effective Date") by filing of the Articles of Merger with the Secretary of State of the Commonwealth of Pennsylvania.

ARTICLE V  
EFFECT OF THE MERGER & POST MERGER COVENANTS

5.1 Effect. On the Effective Date the separate existence of SBREMS shall cease and all of the property (real, personal and mixed), rights, powers, duties and obligations of SBREMS shall be taken and deemed to be transferred to and vested in and assumed by the Surviving Entity, without further act or deed, as provided by applicable laws and regulations.

5.2 Personnel. Notwithstanding anything to the contrary herein, following the Effective Date, all SBREMS personnel will be transitioned to TowerDirect and will remain employed at or above their current pay rate as of the effective date. In addition, all SBREMS personnel shall retain credit for accrued time-off. The employee effective time off ("ETO") accrual banks shall remain and SBREMS cash assets shall be transferred as of the Effective Date to ensure the ETO banks are funded.

5.3 Municipal Agreements. As of the Effective date, SBREMS Operational contract and municipal agreements, along with the individual membership program, will be transitioned. Municipalities in the current EMS coverage area will receive service quality and response times at or above current standards of performance.

ARTICLE VI  
AMENDMENT

Subject to applicable law, this Agreement may be amended, by action of the respective Boards of Directors of the parties hereto, at any time prior to consummation of the Merger, but only by an instrument in writing signed by duly authorized officers on behalf of the parties hereto.

ARTICLE VII  
TERMINATION

This Agreement shall terminate by action of the respective Boards of Directors of the parties hereto, at any time prior to consummation of the Merger, but only by an instrument in writing signed by duly authorized officers on behalf of the parties hereto, provided that any such termination of this Agreement shall not relieve any party hereto from liability on account of a breach by such party of any of the terms hereof or thereof.

ARTICLE VIII  
MISCELLANEOUS

8.1 Entire Agreement. This Agreement contains the entire agreement of the parties and supersedes any prior written or oral agreements between the parties concerning the subject matter contained herein.


8.2 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania without reference to the choice of law principles thereof.

8.3 Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one instrument. Delivery of an executed counterpart of a signature page to this Agreement by facsimile, email, or other means of electronic transmission shall be as effective as delivery of a manually executed counterpart of any such Agreement.

*[Signature Page Follows]*

IN WITNESS WHEREOF, TowerDirect and SBREMS have caused this Agreement to be executed by their duly authorized officers as of the date first written above.

TowerDirect

By:   
Clint Matthews  
President & Chief Executive Officer

Southern Berks Regional Emergency Medical  
Services, Inc.

By: Edward B. Michalik, Psy. D.  
Edward Michalik, Psy. D.  
Chairman, Board of Directors

# DOCUMENT SEPARATOR

## FIRST AMENDMENT TO AGREEMENT AND PLAN OF MERGER

This FIRST AMENDMENT TO AGREEMENT AND PLAN OF MERGER (the "Amendment") is made effective as of September 1, 2020 ("Effective Date"), by and between TOWERDIRECT, a Pennsylvania limited liability company and SOUTHERN BERKS REGIONAL EMERGENCY MEDICAL SERVICES, INC. ("SBRBMS") a Pennsylvania nonprofit corporation.

### BACKGROUND

A. SBRBMS and TowerDirect entered into an Agreement and Plan of Merger on May 5, 2020 (the "Agreement").

B. The parties desire to amend the Agreement to modify the effective date of the merger.

NOW THEREFORE, in consideration of the mutual covenants contained herein and intending to be legally bound, the parties agree as follows:

### AGREEMENT

1. Incorporation of Background; Capitalized Terms. The Background provisions set forth above (including but not limited to, all defined terms set forth herein) are true and correct and are hereby incorporated by reference into this Amendment and made a part hereof as if set forth in their entirety. All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Agreement.

2. Effective Date Of The Merger. Article IV of the Agreement is amended and restated as of the Effective Date as follows:

" This Agreement, and other such documents and instruments as are required by, and complying in all respects with, the laws of the Commonwealth of Pennsylvania, shall be delivered to the appropriate state officials for filing. The Merger shall become effective as of 12:01 AM on December 1, 2020 (the "Effective Date") by filing of the Articles of Merger with the Secretary of State of the Commonwealth of Pennsylvania."

3. Other. All other terms and conditions of the Agreement shall remain in full force and effect. This Amendment expresses the complete agreement between the parties regarding the effective date of the merger, and supersedes any discussions, correspondence, or other written or oral communications between TowerDirect and SBRBMS regarding such matters. In the event of any inconsistency, ambiguity or conflict between the Agreement and this Amendment with respect to the topics listed above, this Amendment shall control.

[Signatures on following page]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed as of the date first above written.

**SOUTHERN BERKS REGIONAL  
EMERGENCY MEDICAL SERVICES,  
INC.**

**TOWERDIRECT**

By: Edward B. Michalik, Psy. D.  
Edward Michalik, Psy.D.  
Chairman  
Board of Directors

By: Clint Matthews  
Clint Matthews  
President and CEO

**EXHIBIT 3**

**Certificate of Organization**


**TowerDirect is a Pennsylvania limited liability company organized exclusively for charitable and/or educational purposes. TowerDirect was originally organized as a Delaware Limited Liability Company but re-domesticated to Pennsylvania effective 1/12/2018.**

**The sole member of TowerDirect is Tower Health Enterprises, LLC.**

**The sole member of Tower Health Enterprises is Tower Health, a Pennsylvania non-profit corporation**

**The officers and directors of Tower Health can be viewed on the Tower Health website at [www.towerhealth.org/about/leadership-team](http://www.towerhealth.org/about/leadership-team)**

PENNSYLVANIA DEPARTMENT OF STATE  
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

<input type="checkbox"/> Return document by mail to: <u>Mallisa Zelders, Paralegal-- COUNTER PICK UP</u> Name <u>o/o Stevens &amp; Lee 17 N. 2<sup>nd</sup> Street</u> Address Harrisburg PA 17101 City State Zip Code <input checked="" type="checkbox"/> Return document by email to: <u>mmz@stevenslee.com</u>	Statement of Domestication DSCB:15-375 (7/1/2015)  375
--	--

Read all instructions prior to completing.

Fee: \$70

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 375 (relating to Statement of domestication), the undersigned entity, desiring to effect domestication, hereby states that:

A. For the domesticating entity:

1. The type of association is (check only one):

- |   |  |   |
|---|--|---|
| <input type="checkbox"/> Business Corporation                 | <input type="checkbox"/> Limited Partnership                     | <input type="checkbox"/> Business Trust           |
| <input type="checkbox"/> Nonprofit Corporation                | <input type="checkbox"/> Limited Liability (General) Partnership | <input type="checkbox"/> Professional Association |
| <input checked="" type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Limited Liability Limited Partnership   | <input type="checkbox"/> Other _____              |

2. The name of the domesticating entity is: Pottstown Memorial Ambulance Company, LLC

3. The jurisdiction of formation of the domesticating entity: Delaware

4. Date on which the domesticating entity was created, incorporated or formed: 5/23/2012  
(MM/DD/YYYY)

5. Check and complete one of the following addresses.

<input checked="" type="checkbox"/>	If the domesticating entity is a domestic filing entity, domestic limited liability partnership or registered foreign association, the current registered office address as on file with the Department of State. Complete part (a) OR (b) -- not both: (a) <u>1600 East High Street</u> <u>Pottstown</u> <u>PA</u> <u>19464</u> <u>Montgomery</u> Number and street City State Zip County (b) c/o: _____ Name of Commercial Registered Office Provider County
<input type="checkbox"/>	If the domesticating entity is a domestic entity that is <i>not</i> a domestic filing entity or limited liability partnership, the address, including street and number, if any, of its principal office: _____ Number and street City State Zip County
<input type="checkbox"/>	If the domesticating entity is a nonregistered foreign association, the address, including street and number, if any, of its registered or similar office, if any, required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office: _____ Number and street City State Zip

2012 JUN 12 11:12 AM  
 PA DEPT OF STATE

**B. For the domesticated entity:**

1. The name of the domesticated entity is: Pottstown Memorial Ambulance Company, LLC
2. The jurisdiction of formation of the domesticated entity: Pennsylvania
3. Check and complete one of the following addresses.

<input checked="" type="checkbox"/>	<p><b>If the domesticated entity is a domestic filing entity, domestic limited liability partnership or registered foreign association, its registered office address. Complete part (a) OR (b) – not both:</b></p> <p>(a) <u>1600 East High Street</u>                      <u>Pottstown</u>                      <u>PA</u>                      <u>19464 Montgomery</u>  <small>Number and street                                      City                                      State                                      Zip                                      County</small></p> <p>(b) c/o: _____  <small>Name of Commercial Registered Office Provider                                      County</small></p>
<input type="checkbox"/>	<p><b>If the domesticated entity is a domestic entity that is not a domestic filing entity or limited liability partnership, the address, including street and number, if any, of its principal office:</b></p> <p>_____  <small>Number and street                                      City                                      State                                      Zip                                      County</small></p>
<input type="checkbox"/>	<p><b>If the domesticated entity is a nonregistered foreign association, the address, including street and number, if any, of its registered or similar office, if any, required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office:</b></p> <p>_____  <small>Number and street                                      City                                      State                                      Zip</small></p>

**C. Effective date of Statement of Domestication (check, and if appropriate complete, one of the following):**

- This Statement of Domestication shall be effective upon filing in the Department of State.
- This Statement of Domestication shall be effective on: \_\_\_\_\_ at \_\_\_\_\_  
Date (MM/DD/YYYY)                                      Hour (if any)

**D. Approval of domestication by domesticating association (check only one):**

- For a domesticating entity that is a domestic entity – The domestication was approved in accordance with 15 Pa.C.S. Chapter 3, Subchapter B (relating to approval of entity transactions).
- For a domesticating entity that is foreign entity – The domestication was approved in accordance with 15 Pa.C.S. Chapter 3, Subchapter B, §373(b) (relating to approval of domestication).

**E. Check if applicable:**

- The domesticating entity is to be a domestic entity in both this Commonwealth and the foreign jurisdiction.

**F. Attachments (see Instructions for required and optional attachments).**

IN TESTIMONY WHEREOF, the undersigned association has caused this Statement of Domestication to be signed by a duly authorized officer thereof this 11 day of January, 2018.

Pottstown Memorial Ambulance Company, LLC

Name of Domesticating Entity



Signature

Kathleen Wetzel, Corporate Secretary

Title

# Delaware

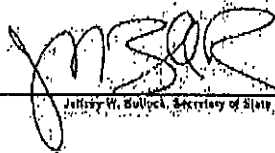
The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF "POTTSTOWN MEMORIAL AMBULANCE COMPANY, LLC", FILED IN THIS OFFICE ON THE EIGHTH DAY OF JANUARY, A.D. 2018, AT 5:12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE LIMITED LIABILITY COMPANY HAS FILED ALL DOCUMENTS AND PAID ALL FEES REQUIRED, AND THEREUPON THE LIMITED LIABILITY COMPANY SHALL CEASE TO EXIST AS A LIMITED LIABILITY COMPANY OF THE STATE OF DELAWARE.



  
Jeffrey W. Bullock, Secretary of State

5158770 0265C  
SR# 20180126300

Authentication: 201944016  
Date: 01-09-18

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:12 PM 01/08/2018  
FILED 05:12 PM 01/08/2018  
SR 20180126300 - File Number 5158770

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A DELAWARE LIMITED LIABILITY COMPANY  
TO A NON-DELAWARE ENTITY  
PURSUANT TO SECTION 18-216 OF  
THE LIMITED LIABILITY COMPANY ACT

1.) The name of the Limited Liability Company is Pottstown Memorial Ambulance Company, LLC

(If changed, the name under which it's certificate of formation was originally filed: \_\_\_\_\_)

2.) The date of filing of its original certificate of formation with the Secretary of State is 5/23/2012

3.) The jurisdiction in which the business form, to which the limited liability company shall be converted, is organized, formed or created is Pennsylvania

4.) The conversion has been approved in accordance with this section;

5.) The limited liability company may be served with process in the State of Delaware in any action, suit or proceeding for enforcement of any obligation of the limited liability company arising while it was a limited liability company of the State of Delaware, and that it irrevocably appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding.

6.) The address to which a copy of the process shall be mailed to by the Secretary of State is 1600 East High Street, Pottstown, PA 19464

In Witness Whereof, the undersigned have executed this Certificate of Conversion on this 8<sup>th</sup> day of January, A.D. 2018.

By: Kathleen Watzel  
Authorized Person

Name: Kathleen Watzel  
Print or Type

ORIGIN ID:MDTA (717) 234-1090  
JADE MACLEAN

SHIP DATE: 02DEC21  
ACTWGT: 1.00 LB  
CAD: 100081646/NET4400

ship

17 N. 2ND ST  
16TH FLOOR  
HARRISBURG, PA 17111  
UNITED STATES US

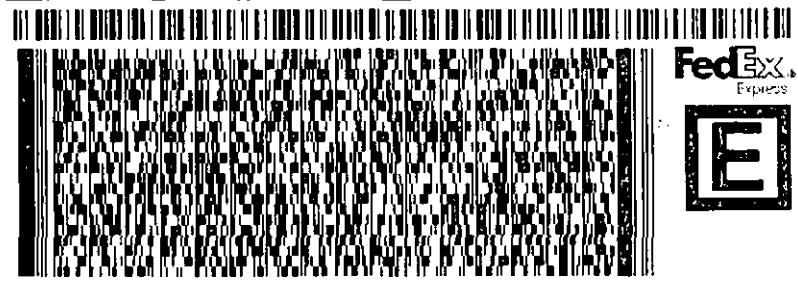
BILL SENDER

TO SECRETARY ROSEMARY CHIAVETTA  
PENNSYLVANIA PUBLIC UTILITY COMMISS.  
COMMONWEALTH KEYSTONE BUILDING  
400 NORTH STREET  
HARRISBURG PA 17120

S

56031E534FE4A

(717) 255-7366 REF 006375-01091  
INV PO DEPT



RECEIVED  
FRI-03 DEC 9:30A  
FIRST OVERNIGHT  
DEC 3 2021

TRK# 7753 7341 4075  
0201

news

E1 MDTA

PA PUBLIC UTILITY COMMISS. 17120  
SECRETARY'S BUREAU  
PA-US MDT



147918 REV 5/20



CMPC

To: CHIAVETTA, R. PUC

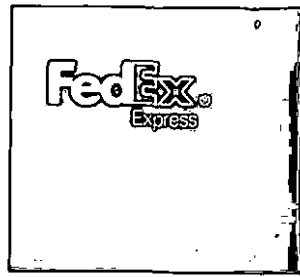
Agency: PUC  
Floor:  
External Carrier: FEDEX

12/3/2021 8:36:22 AM

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FedEx First Overnight®

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