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October 31, 2022

VIA eFILING

Rosemary Chiavetta, Secretary
PA Public Utility Commission
400 North Street
Harrisburg, PA 17120

RE: Stock Transfer Application of Health Ride Plus, Inc.
Docket No. A-2022-XXXXXXX

Dear Secretary Chiavetta:

Enclosed is the **public** version of Health Ride Plus, Inc.'s Stock Transfer Application in connection with the forthcoming acquisition of all Health Ride Plus, Inc.'s outstanding shares by Van Pool Transportation LLC. Health Ride Plus holds Paratransit authority in Pennsylvania. Per our discussions with Tatjana Roth, I understand this application should be directed to her section. A proprietary version of this filing will be delivered via overnight mail once the Sales Agreement is executed by both parties.

Attached to the Application is the following:

- **Stock Transfer Application**
- **Affidavits for Buyer and Seller**
- **Attachment A:** Corporate History
- **Attachment B:** Financial Statements of Seller (confidential)
- **Attachment C:** Financial Statements of Buyer (confidential)
- **Attachment D:** Sales Agreement (confidential)
- **Attachment E:** Verified Statement of Buyer
 - Exhibit A: Additional sheet with Buyer's responses
 - Exhibit B: Corporate chart

Indianapolis • Chicago • Washington, D.C. • Los Angeles • Chattanooga
Detroit • Dallas/Fort Worth • Milwaukee • Seattle • St. Louis • Cincinnati

Rosemary Chiavetta

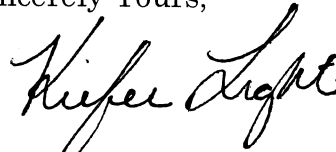
October 31, 2022

Page 2

- Exhibit C: Statement of Safety Program
- Exhibit D: Equipment List
- **Attachment F**: List of Officers and Shareholders
- **Attachment G**: Corporation Papers

This message will confirm that Transferor Health Ride Plus, Inc. has no outstanding fines and/or assessments. Please note I am the counsel of record for Buyer, Van Pool Transportation LLC. Counsel of record for Seller is Patricia Farrell. Our contact information is provided in the applicable section of the Stock Transfer Application. In the event there are any questions, please contact my office at (317) 637-1777.

Sincerely Yours,



Kiefer A. Light

APPLICATION FOR APPROVAL OF TRANSFER OF CAPITAL STOCK

TRANSPORTATION COMMON CARRIER

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application for approval to transfer
all _____ of the capital stock of
(all or part)

Health Ride Plus, Inc.
(Name of Certificated Carrier)
held by Girard Tibbott and Laurie Tibbott
(Name of Seller)
to Van Pool Transportation LLC
(Name of Buyer)

<u>PUC USE ONLY</u>	
Docket Number	_____
Folder Number	_____

SEE INSTRUCTIONS BEFORE COMPLETING APPLICATION

1. Health Ride Plus, Inc.
(Full and correct name of Certificated Carrier)

2. Docket number of Certificated Carrier A-2011-2231468; A-2016-2551953
is _____

3. Name of Seller(s): Girard W. Tibbott and Laurie A. Tibbott

<u>406 Magnolia Street</u> (Business Street Address)	<u>N/A</u> (P.O. Box, if any)
<u>Northern Cambria</u> (City)	<u>PA</u> (State)
<u>15714</u> (Zip)	<u>814-948-6537</u> (Telephone)
<u>Mark.Prasko@healthrideplus.com</u> E-mail Address	

4. Seller's attorney for this application: Patricia Farrell; Meyer, Unkovic & Scott LLP

<u>pef@muslaw.com</u> (Address)	<u>412-456-2831</u> (Telephone)
------------------------------------	------------------------------------

5. Name of Buyer(s): Van Pool Transportation LLC

<u>70 Post Office Park, Suite 7003</u> (Business Street Address)	<u>P.O. Box 1000</u> (P.O. Box, if any)
<u>Wilbraham</u> (City)	<u>MA</u> (State)
<u>01095</u> (Zip)	<u>413-599-1616</u> (Telephone)
<u>jcrawford@gobeacon.com</u> (E-mail Address)	

6. Buyer's attorney for this application: Kiefer A. Light
10 West Market St., Indianapolis, IN 46204 317-637-1777
 (Address) (Telephone)
alight@scopelitis.com
 (E-mail Address)

7. Capital Stock of Certificated Carrier:

a) Number of authorized shares: 100
 b) Par or stated value per share: \$1
 c) Number of shares outstanding: 0
 d) Shareholders: Number of shares held:
Girard W. Tibbott 51
Laurie A. Tibbott 49

 e) Number of shares redeemed or held as treasury stock: N/A

8. Stock Transaction:

Sellers	# Sold	Buyers	# Bought
<u>Girard W. Tibbott</u>	<u>51</u>	<u>Van Pool Transportation LLC</u>	<u>100</u>
<u>Laurie A. Tibbott</u>	<u>49</u>	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

9. If buyer and/or seller are in control of or affiliated with each other or with any other carrier, state name of carriers, docket numbers, and nature of control or affiliation:

Health Ride Plus is affiliated with Tri-County Transportation: Utility Code 647611; A-00107235. Both owners of Health Ride Plus are also the sole owners of Tri-County Transportation. Buyer is the 100% owner of Easton Coach Company, LLC: Utility Code 641103; Docket Numbers A-00118835, A-2014-2415524, A-2018-3001759, and A-2014-2415508T. Buyer is also the 100% owner of Palmeri Transportation, Inc; Utility Code 640020; Docket Number A-00104352.

10. Consideration for the transfer of capital stock is (if nominal, explain):

The Base Purchase Price is [begin proprietary] [end proprietary].

11. The consideration will be paid as follows:

At Closing, Van Pool Transportation will pay the Base Purchase Price in cash. The Base Purchase Price is being paid by Van Pool Transportation LLC.

12. The reasons for the proposed transfer are:

It is a strategic acquisition of 100% of Health Ride Plus, Inc.

13. The following **must** be attached to the completed application

- A statement containing a brief corporate history of the Certificated Carrier, the purpose for which it was created, a description of the service it furnishes to the public and a description of the territory in which it operates.
- Statements of Financial Condition (Income Statements and Balance Sheets) for **the Buyer and the Seller**.
- Sales Agreement (Bilateral)
- Verified Statement of Buyer
- If Buyer is corporate entity, complete list of officers and shareholders with shares.
- If Buyer is corporate entity, copy of corporation papers from PA Dept. of State.

WHEREFORE, Buyer and Seller request that the Commission approve the Application.

Buyer sign here: Judith Crawford *J. Crawford* 10/31/22
(Each Partner must sign) (Date)

(Corporate Seal) _____ (Date)

_____ (Date)

Seller sign here: *David A. [unclear]* 10/31/22
Laurene A. [unclear] (Date)

(Corporate Seal) _____ (Date)

_____ (Date)

_____ (Date)

THIS MUST BE COMPLETED BY A NOTARY PUBLIC
AFFIDAVIT OF BUYER (NATURAL PERSON)

COMMONWEALTH OF PENNSYLVANIA :

: ss:

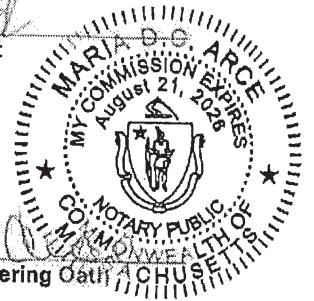
Essex County :

Judith Crawford, being duly sworn (affirmed) according to law, deposes and says that the facts above set forth are true and correct; or are true and correct to the best of his/her knowledge, information, and belief, and he/she expects to be able to prove the same at the hearing hereof.

Judith Crawford
Signature of Affiant

Sworn and subscribed before me on this
31 day of October
20 22 My Commission expires
Aug 21, 2026

Maria D.C. Arce
Signature of Official Administering Oath



AFFIDAVIT OF CERTIFICATED CARRIER (CORPORATION)

COMMONWEALTH OF PENNSYLVANIA :

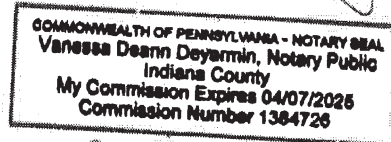
: ss:

Cambria County :

being duly sworn (affirmed) according to law, deposes and says that he/she is President of Health Ride Plus, Inc.
(Office of Affiant) (Name of Corporation)
that he/she is authorized to and does make this affidavit for it; and that the facts above set forth are true and correct; or are true and correct to the best of his/her knowledge, information, and belief, and he/she expects the said Health Ride Plus, Inc.
to be able to prove the same at the hearing hereof.
(Name of Corporation)

[Signature]
Signature of Affiant

Sworn and subscribed before me on this
31 day of October
20 22 My Commission expires
04/07/2025



Vanessa Deann Deyarmin
Signature of Official Administering Oath

THIS MUST BE COMPLETED BY A NOTARY PUBLIC
AFFIDAVIT OF SELLER (NATURAL PERSON)

COMMONWEALTH OF PENNSYLVANIA :

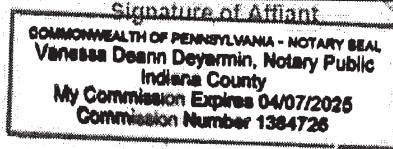
: ss:

Cambria County :

Garard W Tibbott

, being duly sworn (affirmed) according to law, deposes and says that the facts above set forth are true and correct; or are true and correct to the best of his/her knowledge, information, and belief, and he/she expects to be able to prove the same at the hearing hereof.

Garard W Tibbott
Signature of Affiant



Sworn and subscribed before me on this 31 day of October 2022 My Commission expires 04/07/2025

Vanessa Deann Deyamin
Signature of Official Administering Oath

AFFIDAVIT OF BUYER/SELLER (CORPORATION)

COMMONWEALTH OF PENNSYLVANIA :

: ss:

County :

Judith Crawford, being duly sworn (affirmed) according to law, deposes and says that he/she is CEO of Van Pool Transportation LLC

(Office of Affiant)

(Name of Corporation)

that he/she is authorized to and does make this affidavit for it; and that the facts above set forth are true and correct; or are true and correct to the best of his/her knowledge, information, and belief, and he/she expects the said Van Pool Transportation LLC to be able to prove

(Name of Corporation)

the same at the hearing hereof.

J Crawford
Signature of Affiant



Sworn and subscribed before me on this 31 day of October 2022 My Commission expires Aug 21, 2026

Maria D.C. Arce
Signature of Official Administering Oath

Attachment A

Corporate History of Certificated Carrier

CORPORATE HISTORY / PURPOSE STATEMENT

A statement containing a brief corporate history of the Certificated Carrier, the purpose for which it was created, a description of the service it furnishes to the public and a description of the territory in which it operates.

Founded in 1997, Health Ride Plus is a paratransit, non-emergency transportation provider specializing in ambulatory, wheelchair and stretcher transports. We offer curb-to-curb, door-to-door, and door-through-door levels of service to meet all consumer needs. Health Ride Plus, Inc. directly provides paratransit service and primarily operates in Armstrong, Bedford, Blair, Indiana, Cambria, Centre, Clarion, Clearfield, Elk, Erie, Huntingdon, Indiana, Jefferson, Mifflin, Potter, Cameron, McKean and Somerset Counties. The mission of Health Ride Plus, Inc. is to provide the most safe, reliable and efficient medical and non-medical transportation for our clients by utilizing quality vehicles, innovations in technology and professional staff.

Attachment B

Financial Statements of Seller

CONFIDENTIAL

(Redacted)

Attachment C

Financial Statements of Buyer

CONFIDENTIAL

(Redacted)

Attachment D

Sales Agreement
CONFIDENTIAL
(Redacted)

Attachment E

Verified Statement of Buyer

VERIFIED STATEMENT OF STOCK PURCHASER

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

Health Ride Plus, Inc.

Purchaser's Name

406 Magnolia Street

Street Address

Northern Cambria

City or Municipality

PA

State

15714

Zip Code

The Verified Statement of the Buyer 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 purchase the stock, 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 Buyer 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 buyer. If the buyer is an individual making the statement, this will be the same information as provided above. If the buyer is a corporate entity and an employee/officer of the buyer is making the statement, give name, title, business address and telephone number, and indicate that the buyer's directors/owners/partners/etc. have authorized the witness to speak for the business.

See Exhibit A of Attachment E.

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

See Exhibit A and B of Attachment E.

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.

See Exhibit A of Attachment E.

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.

See Exhibit A of Attachment E.

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).**

See Exhibit A of Attachment E.

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 driver training program;
 - c) Your system for ensuring that your drivers are properly licensed at all times;
 - d) Your policies regarding alcohol and drug use by your drivers.

See Exhibit A and C of Attachment E.

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.

See Exhibit A and D of Attachment E.

<u>YEAR</u>	<u>MAKE</u>	<u>MODEL</u>	<u>VEHICLE ID #</u>	<u>MILEAGE</u>	<u>SEATING CAP.</u>

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, requirements for vehicle inspections) 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, Sections 29.402 and 29.403. (A copy of these requirements is on a separate page.)

See Exhibit C of Attachment E.

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.

See Exhibit A of Attachment E.

Please describe your customer service standards. Within your description, please explain your intended customer complaint resolution procedure.

See Exhibit A and C of Attachment E.

Criminal Record. Have you been convicted of a misdemeanor or felony for which you remain subject to supervision by a court or correctional institution? YES _____

NO X _____

*If stock purchaser is a corporate entity, this question applies to all shareholders and corporate officers. In the event that the answer is yes for one of those individuals, a separate page identifying the individual and stating relevant information should be attached.

VERIFICATION OF STATEMENT

The undersigned deposes and says that he/she is the person who signed the Statement for the above-captioned applicant/application and 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 the penalties of 18 Pa. C. S. Section 4904 relating to unsworn falsification to authorities.

(Signature)

(Date)

(Name, printed or typed)

Exhibit A
of
Attachment E

VERIFIED STATEMENT OF BUYER

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

Judith Crawford

Chief Executive Officer

70 Post Office Park, Suite 7010, Wilbraham, MA 01095

(413) 599-1616

The owners of Van Pool Transportation have authorized me to speak on behalf of the company.

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

As is common in the passenger motor carrier industry, Van Pool Transportation owns and controls several strong, well-managed passenger motor carriers ("Affiliates") within similar service markets but in different geographical areas. The Affiliates provide transportation services to a variety of customers, including regional transit authorities, school districts, health insurance companies, retirement communities, other organizations, and the traveling public. Enclosed as Exhibit B is a chart of Van Pool Transportation's corporate family.

In particular, Health Ride Plus provides a similar service as Van Pool Transportation's affiliate, Easton Coach Company, LLC ("Easton"). Easton is a Certificated Carrier in Pennsylvania providing intrastate paratransit, shuttle and line-run services under contracts with regional transportation authorities and other organizations, primarily in eastern Pennsylvania and the state of New Jersey. Easton operates a fleet of approximately 665 vehicles consisting of motor coaches, mini-buses, vans, and straight trucks.

- 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.

Van Pool Transportation, along with the Affiliates, are experienced and reliable providers of transportation services to the public, delivering passenger transportation and mobility solutions for regional transit authorities, school districts, health insurance companies, retirement communities, other organizations, and the traveling public. The Affiliates primarily provide transportation service in the northeastern portion of the United States.

I, Judith Crawford, joined Van Pool Transportation as the CEO in 2021. Prior to joining Van Pool Transportation, I served as the CEO of National Express Transit Corporation (a division of National Express LLC), and was responsible for all transit operations in the United States and Canada, as well as the continued growth of the division through organic wins and acquisitions. By bringing Health Ride Plus under Van Pool Transportation's control, my experience will help improve Health Ride Plus' operating efficiencies, increased equipment utilization rates, and cost savings derived from economies of scale. At National Express Transit, I built and drove the vision of a customer-centric program that used the most innovative technologies to provide superior safety protocols, an exemplary customer experience, and exceptional operational performance. I continue striving to improve each of these areas in connection with my work at Van Pool Transportation.

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.

Health Ride maintains an office and garage at 406 Magnolia Street, Northern Cambria, PA 15714. Upon the acquisition of Health Ride Plus, Van Pool Transportation does not plan to have any material changes with respect to Health

Ride Plus' physical location, office area, communications systems, office machines and/or computer configurations.

Records and data would continue to be maintained in the same manner that Health Ride Plus currently maintains pertinent business and PA PUC records and data. All of the records of the business, including logs, complaints, driver records and vehicle maintenance records will continue to be maintained at the office. Records are retained for a period of time required by applicable law and regulations.

Health Ride Plus would continue to operate between the business hours of 7:00 am to 6:00 pm Monday through Friday. However, customers would be able to submit transport requests to schedule rides for any time so long as the customer provides a minimum of 72 hours' notice.

- 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).**

Van Pool Transportation plans no material change in the employees of Health Ride Plus. We plan to offer employment to all qualified current employees with no change in geographical location. The current operation is staffed as follows:

- 1 Operations Manager
- 1 Director
- 1 Operations Coordinator
- 1 Dispatch Supervisor
- 5 Dispatch Schedulers/Driver Supervisors
- 1 Business Office/HR/Payroll Manager
- 3 Billing/AR/ Administrative Staff
- 2 HR /AP Administrative Staff
- 1 Service Manager
- 9 Mechanics

This employee group has been adequately providing efficient service to Health Ride Plus' existing operations. Van Pool Transportation will, however, add any additional employees it deems necessary to assure the successful operation of the business.

- 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 driver training program;**
 - c) Your system for ensuring that your drivers are properly licensed at all times;**
 - d) Your policies regarding alcohol and drug use by your drivers.**

Van Pool Transportation plans no material change in the driver employees of Health Ride Plus. As such, Van Pool Transportation will continue to employ all 98 of Health Ride Plus' qualified drivers. Van Pool Transportation will also continue Health Ride Plus' satisfactory hiring standards, training programs, licensing compliance reviews, and alcohol and drug use testing. For instance, all drivers will continue to be subject to a strict background / clearance process before being hired, which includes a Pennsylvania State Criminal Check, Child Abuse Clearance, FBI Fingerprinting, review of the driver's Motor vehicle record, physical examination, and drug testing. Regular annual and bi-annual reviews and updated clearance checks will also continue to be performed on an ongoing basis once a driver is hired. The Statement of Safety Program enclosed as Exhibit C provides a further explanation of Health Ride Plus' driver hiring standards, training programs, drug and alcohol policies, and other practices related to compliance.

- 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.**

Health Ride Plus would continue to operate its existing equipment following its acquisition by Van Pool Transportation. Health Ride Plus' fleet consists of 106 vehicles: 26 wheelchair-accessible vans (4 of which are also non-basic/advanced life support stretcher vans), and 80 passenger vans/cars. Enclosed as Exhibit D is a list of vehicles that would be operated by Health Ride Transportation following the acquisition, including each vehicle's model year, make, model, VIN, mileage, and seating capacity. This equipment has been adequately providing efficient service to

Health Ride Plus' existing operations. Van Pool Transportation will, however, add any additional equipment it deems necessary to assure the successful operation of the business.

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, requirements for vehicle inspections) 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, Sections 29.402 and 29.403. (A copy of these requirements is on a separate page.)**

See Statement of Safety Program enclosed as Exhibit C.

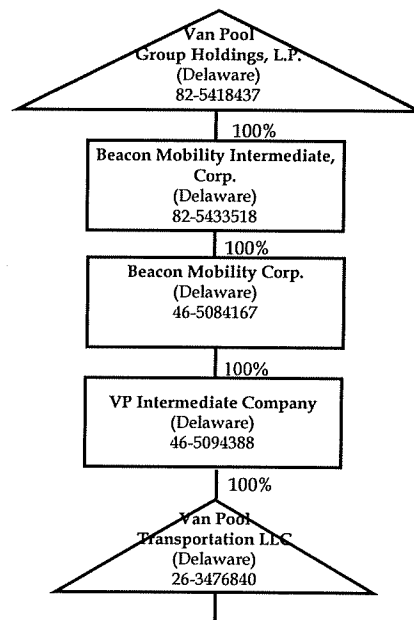
9. Please explain what steps you have taken to determine if you can obtain and pay the premiums to maintain insurance coverage for the proposed number of vehicles for your business.

Based upon Health Ride Plus' experience with maintaining insurance coverage for a fleet of over 100 vehicles, Van Pool Transportation plans to continue those or similar arrangements and has determined that it is able to pay the premiums associated with that coverage.

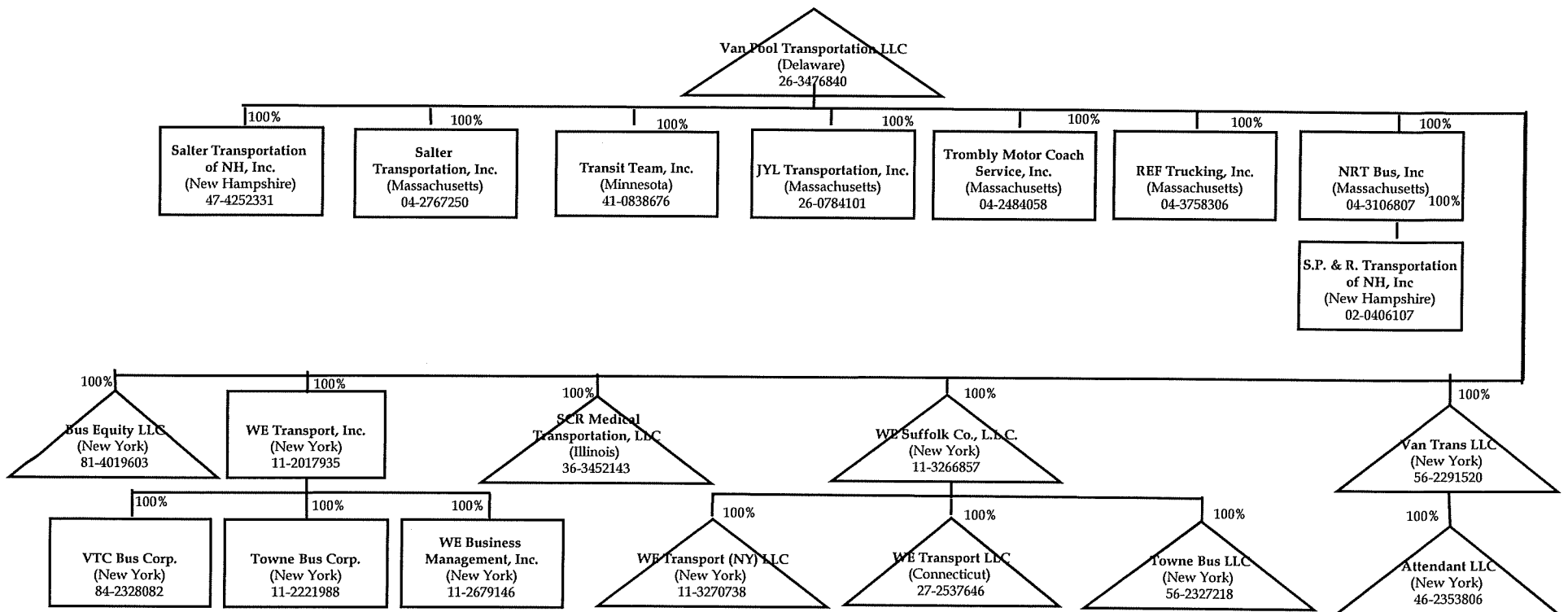
10. Please describe your customer service standards. Within your description, please explain your intended customer complaint resolution procedure.

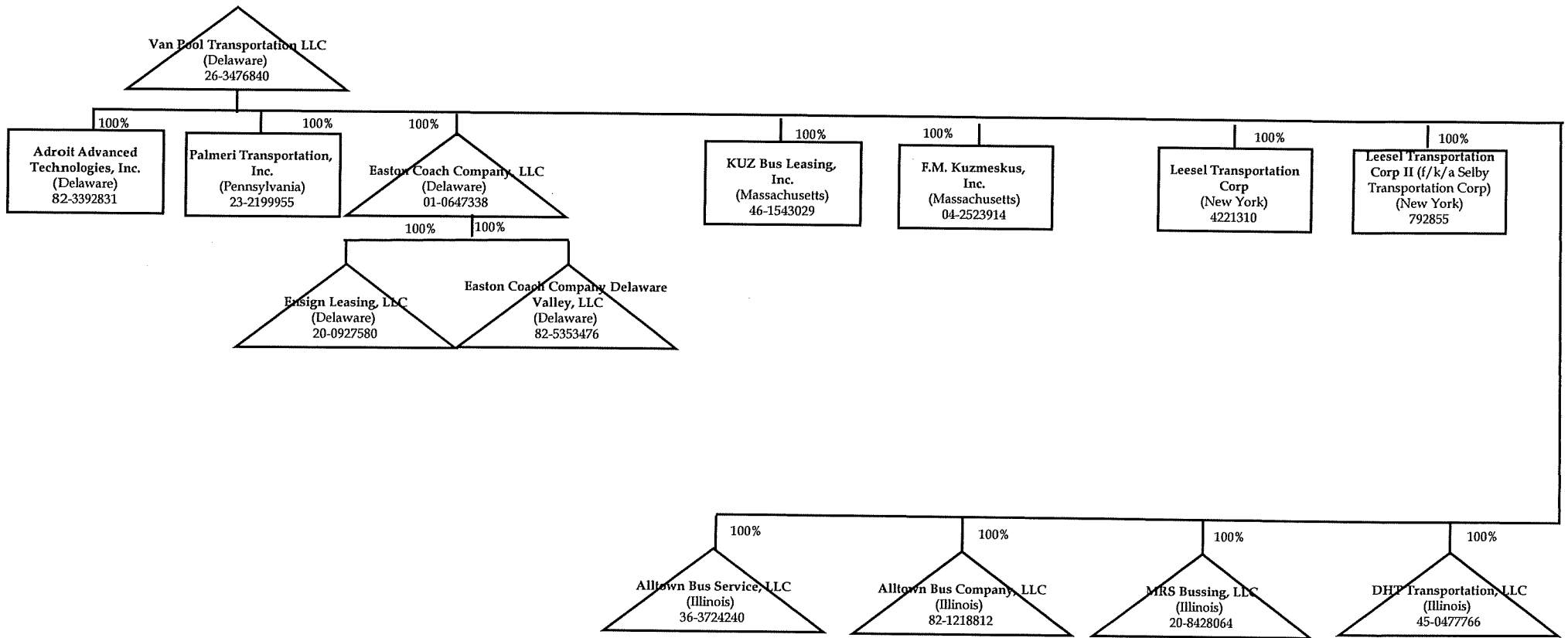
The company has high customer service standards and takes every inquiry or complaint seriously by immediately investigating the issue. Upon determination that a resolution is needed, the company acts promptly to satisfy the customers. Further information on customer service standards can be found in the Safety Program enclosed as Exhibit C.

Exhibit B
of
Attachment E



Note: See the following two slides below for the subsidiaries of Van Pool Transportation LLC





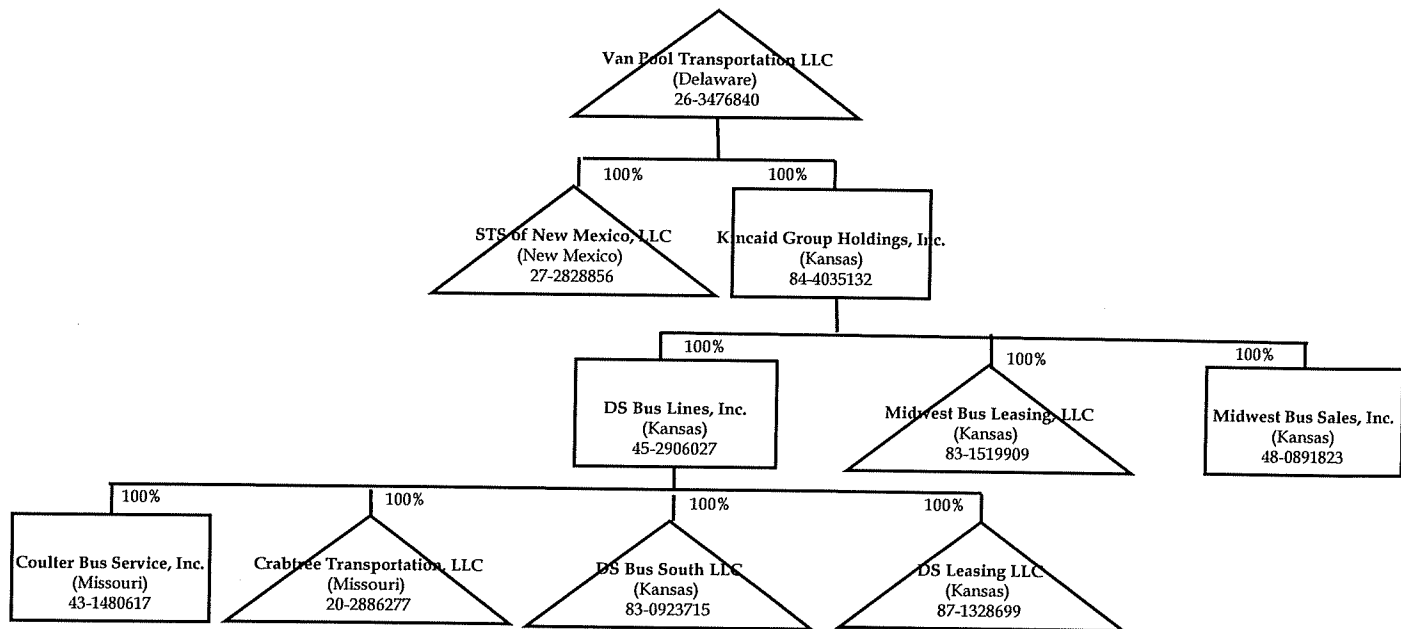


Exhibit C
of
Attachment E

Statement of Safety Program

Training Program:

Health Ride Plus, Inc.'s training program prepares drivers to go out on their own with knowledge of all aspects of medical transportation. Upon being hired the driver is given approximately 3 hours of in house training regarding rules, regulations, and policies of Health Ride Plus, Inc. The driver is then taken out on the local roads for a driving acuity test to observe their reactions to different speed limits and road conditions. The driver is then paired up daily with a more senior driver for the next 10 days to 2 weeks to learn all aspects of the required paperwork and specifics encountered while working with a wheelchair van and/or individuals with disabilities. All drivers are appropriately trained to assist and treat the consumers with and/or without disabilities in a professional and proper manner. (An example of this type of training would be the proper procedure for working with a consumer that requires the assistance of a "Service Animal"). Upon completion and positive feedback of the individual completing the training, the driver is placed in their own company vehicle along with all of the forms and paperwork that they will be required to complete. Compliance and driving abilities are closely monitored for the next 90 days.

Maintenance:

Each of our vehicles are professionally serviced and maintained by our in house mechanics within each facility's maintenance garage. Each vehicle undergoes routine maintenance every 5,000 miles which includes oil changes, brake, front end, and tire inspection. On a daily basis before the vehicle is moved the driver is required to complete a "Pre-trip" inspection on the vehicle. Each "Pre-trip" form is reviewed by the Service Manager or Head Mechanic on a daily basis. Every vehicle is bi-annually inspected in compliance with the PA Department of Transportation requirements. State Emissions testing is completed one (1) time a year.

Safety:

Health Ride Plus, Inc. has always been a leader in initiating and developing safety standards which exceed required levels set by the state or federal government. For a safe, efficient, and economical transportation program, competent drivers and standard operating procedures are a must in the paratransit industry.

Before one of our drivers get behind the wheel of a vehicle or for them to remain behind the wheel they need to understand their important role as a driver and their responsibilities to their passengers, and the customer being served.

We realize that our drivers play an important role in our customer's transportation system; the role includes a number of responsibilities the driver must be willing to accept. The following is a brief outline of our ongoing training/safety program:

- First and foremost we treat our drivers as professionals, we continually promote that they are very important people with a responsible part of the successful operation of our company. They are responsible for efficient and economical vehicle operation, passengers, vehicle safety, and conduct of the consumers they serve.
- Bi-Annual Safety meetings are conducted and each driver is required to attend a scheduled meeting, the agenda consists of the following items:
 - Safe driving practices
 - Safe workplace practices
 - Courteous standards towards Consumers
 - Sensitivity Training towards individuals with Disabilities
 - Updates on industry trainings and requirements
 - Accident/Incident reporting and conduct
 - Any relevant customer policies, issues, or concerns
 - Question/Answer session
- We utilize every opportunity to remind our drivers about safe driving practices. We take relevant issues that Health Ride Plus, Inc. is faced with and promote the safe operating practice throughout the company. Examples of issues can be items such as safe foot wear required to operate a vehicle, proper cell phone use, driver awareness during deer season, proper loading and unloading procedures, how to deal with confidential information, and proper procedures for tying down a wheel chair. These items are posted throughout the company facilities such as on gas pumps, bulletin boards, drivers room, biweekly payroll stuffers, and we even utilize banners in our parking lots that simply remind our driver to "Drive Safely and have a Nice Day" as they leave.
- Health Ride Plus, Inc. utilizes outside sources, an example of this would be we regularly invite our insurance carrier to do driver training courses such as defensive driving classes, how to handle a vehicle in adverse weather conditions, and how to recognize and deal with terroristic threats. In addition there are many organizations that provide our company different forms of media presentations to promote training such as video presentations.
- Our customers are always welcome to attend our safety meetings to observe or discuss a specific issue of concern that they may have.
- All of Health Ride Plus, Inc. drivers are compensated when they attend optional or mandatory driver training sessions.
- An ID badge system has been utilized by Health Ride Plus, Inc. for several years. We realize the importance of the consumers identifying one of our drivers before entering the vehicle.
- Unfortunately accidents happen; however we feel that our response and what/how we learn from the situation is instrumental in helping minimize our exposure from future accidents. After an accident occurs, the Operations Manager along with the Director or Dispatcher go to the scene to take detailed photographs of the incident. When possible, the driver and any other witnesses are interviewed. The driver along with the Dispatcher completes a accident report documenting such things as the following items:
 - Date, Time, and Location of the Accident
 - Driver and Vehicle Information

- Other Vehicle and Driver Information
- Injured person/passengers
- Damage to Property
- Detailed Descriptions of the accident
- Weather Conditions
- Witnesses are documented
- And a sketch of the accident scene

An "Accident Investigation" is then completed reviewing the detail of the incident and determining if the Health Ride Plus, Inc. Driver was at fault or if the driver's reaction could have determined a different outcome. The information that is learned from the investigation is then utilized for future training and/or re-training. When required "Post" Drug and Alcohol testing is completed. All accidents are promptly reported to the agency that we are serving via a written report. (According to MATP Guidelines) Unannounced observations of our drivers are conducted. This is usually done on a random selection basis, however, specific drivers are observed when reasonable suspicion is present or if a driver is reported driving erratically.

- When a drivers position requires them to transport a individual with special needs our drivers are trained to utilize techniques for managing and extinguishing inappropriate behavior, techniques for response to unacceptable behavior procedures or dealing with such behavior that creates emergency conditions or poses risk to the individual themselves, or other individuals health and safety and finally procedures for documenting such behavior. In addition drivers are also trained in
 - Proper Loading /Unloading
 - Understanding curb to curb/door to door pick up and drop off
 - Evacuation procedures
 - Lifting procedures
 - How to recognize abuse and neglect

In summary, we view our safety program as a "Process of Ongoing Improvement". As the laws and safety standards change we realize as an organization providing transportation services, it is our obligation to meet and exceed these standards.

Exhibit D
of
Attachment E

Vehicle	Year	Make	Model	VIN	Mileage	Seating Capacity
HRP #1	2018	DODGE	GRAND CARAVAN	2C4RDGCG0JR301226	191933	7
HRP #4	2017	NISSAN	ALTIMA	1N4AL3APXHN308094	149239	5
HRP #8	2018	DODGE	GRAND CARAVAN	2C4RDGCG6JR249892	147891	7
HRP #9	2015	CHRYSLER	200	1C3CCCAB4FN529683	167526	5
HRP #11	2015	CHRYSLER	200	1C3CCCAB9FN664335	154026	5
HRP #12	2014	DODGE	GRAND CARAVAN	2C4RDGCG1ER392030	322789	7
HRP #13	2016	CHRYSLER	200	1C3CCCAB5GN149981	84054	5
HRP #15	2014	DODGE	GRAND CARAVAN	2C4RDGCG5ER245483	202277	7
HRP #18	2014	DODGE	GRAND CARAVAN	2C4RDGBG0ER227068	394653	4 + 1
HRP #19	2016	DODGE	GRAND CARAVAN	2C4RDGCG4GR330317	228845	7
HRP #23	2015	CHRYSLER	200	1C3CCCAB9FN709225	107032	5
HRP #24	2016	CHRYSLER	200	1C3CCCFB2GN189198	102693	5
HRP #25	2016	DODGE	GRAND CARAVAN	2C4RDGBG8GR237589	279373	4+1
HRP #26	2016	DODGE	GRAND CARAVAN	2C4RDGCG5GR209389	214017	4+1
HRP #27	2018	DODGE	GRAND CARAVAN	2C4RDGCG2JR238310	111279	7
HRP #30	2016	DODGE	GRAND CARAVAN	2C4RDGBGXGR152415	208742	4+1
HRP #32	2015	DODGE	GRAND CARAVAN	2C4RDGCG1FR509378	185864	7
HRP #36	2016	DODGE	GRAND CARAVAN	2C4RDGBGXGR233639	310911	4+1
HRP #38	2016	DODGE	GRAND CARAVAN	2C4RDGCG1GR201600	275914	4+1
HRP #39	2016	DODGE	GRAND CARAVAN	2C4RDGBG8GR399318	187638	4+1
HRP #41	2016	DODGE	GRAND CARAVAN	2C4RDGBGXGR399319	236785	4+1
HRP #43	2015	CHRYSLER	200	1C3CCCAB5FN608859	88346	5
HRP #44	2016	DODGE	GRAND CARAVAN	2C4RDGCG9GR331138	228252	7
HRP #45	2016	DODGE	GRAND CARAVAN	2C4RDGCG0GR363122	190665	7
HRP #48	2018	DODGE	GRAND CARAVAN	2C4RDGCG0JR240248	154883	7
HRP #49	2016	DODGE	GRAND CARAVAN	2C4RDGBG7GR152033	240654	7
HRP #51	2015	CHRYSLER	200	1C3CCCAB8FN732866	315328	5
HRP #52	2016	DODGE	GRAND CARAVAN	2C4RDGBG8GR220811	229629	7
HRP #53	2015	CHRYSLER	200	1C3CCCAB1FN569204	254251	5
HRP #54	2018	DODGE	GRAND CARAVAN	2C4RDGCG8JR328304	142631	7
HRP #56	2015	CHRYSLER	200	1C3CCCAB4FN582464	125695	5
HRP #57	2012	DODGE	GRAND CARAVAN	2C4RDGCG5CR384574	186295	7
HRP #58	2017	DODGE	GRAND CARAVAN	2C4RDGBG3HR606523	172572	7
HRP #59	2017	DODGE	GRAND CARAVAN	2C4RDGBG7HR855701	204242	4+1
HRP #60	2017	DODGE	GRAND CARAVAN	2C4RDGCG3HR786374	110367	7
HRP #61	2017	DODGE	GRAND CARAVAN	2C4RDGCG8HR595856	151691	7
HRP #62	2015	DODGE	GRAND CARAVAN	2C4RDGBG4FR524121	221420	7
HRP #64	2015	DODGE	GRAND CARAVAN	2C4RDGCG6FR634859	258903	7
HRP #65	2017	DODGE	GRAND CARAVAN	2C4RDGBG2HR758759	209286	4+1
HRP #66	2019	DODGE	GRAND CARAVAN	2C4RDGBGXKR547705	175448	4+1
HRP #69	2019	DODGE	GRAND CARAVAN	2C4RDGBG2KR547649	174643	4+1
HRP #70	2015	CHRYSLER	200	1C3CCCAB8FN609438	202995	5
HRP #71	2016	DODGE	GRAND CARAVAN	2C4RDGBG9GR160926	245350	7

HRP #72	2015	DODGE	GRAND CARAVAN	2C4RDGBG2FR670744	224529	7
HRP #73	2018	DODGE	GRAND CARAVAN	2C4RDGBG6JR199142	155769	7
HRP #76	2017	DODGE	GRAND CARAVAN	2C4RDGBG6HR761938	240409	4+1
HRP #77	2017	DODGE	GRAND CARAVAN	2C4RDGBG8HR855688	193936	4+1
HRP #79	2016	DODGE	GRAND CARAVAN	2C4RDGCG6GR369300	205433	7
HRP #81	2018	DODGE	GRAND CARAVAN	2C4RDGCG6JR239413	169330	4+1
HRP #82	2019	DODGE	GRAND CARAVAN	2C4RDGBG0KR547647	141185	4+1
HRP #83	2018	DODGE	GRAND CARAVAN	2C4RDGCG0JR301159	164187	7
HRP #85	2019	DODGE	GRAND CARAVAN	2C4RDGBG8KR547637	161207	4+1
HRP #86	2016	DODGE	GRAND CARAVAN	2C4RDGCG3GR364264	189081	7
HRP #87	2018	DODGE	GRAND CARAVAN	2C4RDGCG8JR178887	146250	7
HRP #88	2018	DODGE	GRAND CARAVAN	2C4RDGCG2JR216341	173945	4+1
HRP #89	2019	DODGE	GRAND CARAVAN	2C4RDGCG3KR511286	153985	7
SB90	2008	CHEVROLET	EXPRESS	1GBHG39K581184849	120306	5+1
SB91	2015	FORD	TRANSIT WAGON	1FBZX2YM2FKA75449	175360	15
SB92	2013	FORD	E-Series	1FBSS3BL9DDA76475	190146	15
SB93	2015	FORD	TRANSIT WAGON 3 DR	1FBZX2ZM7FKA48438	146076	15
SB94	2013	FORD	E350	1FBSS3BL1DDA94226	198453	15
SB95	2013	FORD	E-Series	1FBSS3BL5DDA19075	122834	15
SB96	2017	FORD	TRANSIT350	1FBZX2ZM6HKB13170	121598	15
SB97	2016	FORD	TRANSIT WAGON	1FBZX2ZM5GKB11988	147521	15
SB98	2013	FORD	E350	1FBSS3BL6DDA50237	117804	15
SB99	2006	FORD	E350 HIGHTOP	1FTSS34L96HA71829	93569	9
SB101	2014	FORD	E-Series	1FBSS3BL6EDA76838	195596	15
SB102	2013	FORD	E-Series	1FBSS3BL2DDA90895	178928	15
SB104	2006	CHEVROLET	Express Van - 3500	1GAHG39U061126862	337417	15
SB105	2013	FORD	E-Series	1FBSS3BLXDDA74010	208330	15
SB106	2018	CHEVROLET	EXPRESS	1GAZGPFJ2J1269668	101321	15
SB107	2011	FORD	E350	1FBSS3BL8BDA59728	189787	15
SB108	2011	FORD	E350	1FBSS3BL9BDA90129	274651	15
SB109	2003	FORD	E350	1FBSS31L53HB82981	302248	5
HRP #111	2015	CHRYSLER	200	1C3CCCAB5FN526694	84657	4+1
HRP #115	2014	DODGE	GRAND CARAVAN	2C4RDGCG0ER429004	340817	4+1
HRP #116	2016	DODGE	GRAND CARAVAN	2C4RDGBG4GR236441	253381	4+1
HRP #117	2016	DODGE	GRAND CARAVAN	2C4RDGBG8GR356243	242490	7
HRP #119	2016	DODGE	GRAND CARAVAN	2C4RDGCG2GR234668	184625	7
HRP #120	2016	DODGE	GRAND CARAVAN	2C4RDGCGXGR273606	218711	7
HRP #121	2016	DODGE	GRAND CARAVAN	2C4RDGCG2GR328064	244475	7
HRP #122	2016	DODGE	GRAND CARAVAN	2C4RDGBG1GR392520	169531	7
HRP #123	2016	DODGE	GRAND CARAVAN	2C4RDGBG0GR399006	201818	7
HRP #124	2016	DODGE	GRAND CARAVAN	2C4RDGBG6GR251409	217366	5
HRP #125	2015	CHRYSLER	200	1C3CCCAB3FN752877	269901	7
HRP #127	2016	DODGE	GRAND CARAVAN	2C4RDGCG8GR328070	224119	4+1
HRP #129	2016	DODGE	GRAND CARAVAN	2C4RDGBG6GR359884	183179	4+1

HRP #130	2016	DODGE	GRAND CARAVAN	2C4RDGCG2GR224593	300277	7
HRP #131	2017	DODGE	GRAND CARAVAN	2C4RDGBGXHR776636	221313	7
HRP #132	2017	DODGE	GRAND CARAVAN	2C4RDGBG2HR793656	227496	4+1
HRP #133	2016	DODGE	GRAND CARAVAN	2C4RDGCG3GR161018	250854	7
HRP #134	2014	DODGE	GRAND CARAVAN	2C4RDGBG1ER361782	291930	7
HRP #135	2017	DODGE	GRAND CARAVAN	2C4RDGBG0HR595268	251751	7
HRP #136	2016	DODGE	GRAND CARAVAN	2C4RDGBG8GR125052	220490	7
HRP #137	2017	DODGE	GRAND CARAVAN	2C4RDGCG1HR858821	234263	4+1
HRP #138	2017	DODGE	GRAND CARAVAN	2C4RDGBGXHR855711	188790	7
HRP #139	2016	DODGE	GRAND CARAVAN	2C4RDGBG3GR385794	181545	5
HRP #140	2015	CHRYSLER	200	1C3CCCAB1FN534937	148129	5
HRP #142	2020	NISSAN	ALTIMA	1N4BL4BV6LC179072	107142	7
HRP #143	2019	DODGE	GRAND CARAVAN	2C4RDGBG3KR782611	124743	5
HRP #144	2019	DODGE	GRAND CARAVAN	2C4RDGBG5KR782612	103387	5
HRP #145	2019	DODGE	GRAND CARAVAN	2C4RDGBG1KR782591	108164	5
HRP #146	2019	DODGE	GRAND CARAVAN	2C4RDGBG6KR782599	98834	5
HRP #147	2019	DODGE	GRAND CARAVAN	2C4RDGBG0KR782601	107654	5
HRP #148	2019	DODGE	GRAND CARAVAN	2C4RDGBG1KR782610	104119	5
HRP #149	2019	DODGE	GRAND CARAVAN	2C4RDGBG2KR782602	125728	
HRP #150	2019	DODGE	GRAND CARAVAN	2C4RDGBG4KR782603	129667	

Attachment F

List of Officers & Shareholders

LIST OF OFFICERS & SHAREHOLDERS

A complete list of Van Pool Transportation's officers is as follows:

- Judith Crawford - Manager, Chief Executive Officer & President
- Cornelius Van Dyk – Manager, Chief Financial Officer, Treasurer & Secretary
- Westley Richters – Manager and Chief Operating Officer
- David A. Duke – Manager and Chief Commercial Officer

Van Pool Transportation LLC is 100% owned by VP Intermediate Company.

Attachment G

Corporation Papers

CORPORATION PAPERS

Van Pool Transportation LLC is merely a holding company and does not conduct any business operations itself. Rather, all business is conducted through its various subsidiary entities. Because Van Pool Transportation is not conducting business in the state of Pennsylvania, it is not admitted to do business in Pennsylvania. Nevertheless, we have attached corporate papers showing that Health Ride Plus is admitted to do business in Pennsylvania as this is the entity that will be doing business in Pennsylvania upon consummation of the transaction.

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Incorporation-For Profit

(15 Pa.C.S.)

- | | |
|---|--|
| <input type="checkbox"/> Business-stock (§ 1306) | <input type="checkbox"/> Management (§ 2703) |
| <input type="checkbox"/> Business-nonstock (§ 2102) | <input type="checkbox"/> Professional (§ 2903) |
| <input checked="" type="checkbox"/> Business-statutory close (§ 2303) | <input type="checkbox"/> Insurance (§ 3101) |
| <input type="checkbox"/> Cooperative (§ 7102) | |

Name	J. Dennis Previte, Esquire		
Address	P.O. Box 785, 2104 Bigler Ave.		
City	State	Zip Code	
Northern Cambria, PA	PA	15714	

Document will be returned to the name and address you enter to the left.



Commonwealth of Pennsylvania
ARTICLES OF INCORPORATION 3 Page(s)

Fee: \$125



T1032664110

In compliance with the requirements of the applicable provisions (relating to corporations and unincorporated associations), the undersigned, desiring to incorporate a corporation for profit, hereby states that:

1. The name of the corporation (*corporate designator required, i.e., "corporation", "incorporated", "limited" "company" or any abbreviation. "Professional corporation" or "P.C."*):

Health Ride Plus, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth (*post office box, alone, is not acceptable*) or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street	City	State	Zip	County
406 Magnolia Street	Northern Cambria	PA	15714	Cambria

(b) Name of Commercial Registered Office Provider County

c/o:

3. The corporation is incorporated under the provisions of the Business Corporation Law of 1988.

4. The aggregate number of shares authorized: 500

PA DEPT. OF STATE
NOV 22 2010

5. The name and address, including number and street, if any, of each incorporator (all incorporators must sign below):

Name	Address
Girard W. Tibbott	140 Pinewood Lane, Northern Cambria PA 15714

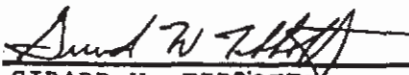
6. The specified effective date, if any: _____
month/day/year hour, if any

7. Additional provisions of the articles, if any, attach an 8 1/2 by 11 sheet.

8. *Statutory close corporation only:* Neither the corporation nor any shareholder shall make an offering of any of its shares of any class that would constitute a "public offering" within the meaning of the Securities Act of 1933 (15 U.S.C. 77a et seq.)

9. *Cooperative corporations only: Complete and strike out inapplicable term:*
~~_____~~

IN TESTIMONY WHEREOF, the incorporator(s)
has/have signed these Articles of Incorporation this
18th day of November, 2010.



GIRARD W. TIBBOTT

Signature

One (1) copy required

BUREAU USE ONLY:

Dept. of State Entity # _____

Dept. of Rev. Box # _____

Filing Period _____ Date 3 4 5 _____

SIC/NAICS _____ Report Code _____

Check proper box:

Pennsylvania Entities

- business stock
- business non-stock
- professional
- nonprofit stock
- nonprofit non-stock
- statutory close
- management
- cooperative
- insurance
- limited liability company
- restricted professional
- limited liability company
- business trust

Foreign Entities

State/Country _____ Date _____

- business
- nonprofit
- limited liability company
- restricted professional
- limited liability company
- business trust

Other

- domestication
- division
- consolidation

1. Entity Name:

Health Ride Plus, Inc.

2. Individual name and mailing address responsible for initial tax reports:

Girard W. Tibbott 140 Pinewood Lane, Northern Cambria, PA 15714
Name Number and street City State Zip

3. Description of business activity:

Para-transit transportation

4. Specified effective date, if any:

month/day/year hour, if any

5. EIN (Employer Identification Number), if any:

Applied for

6. Fiscal Year End:

December 31

7. Fictitious Name (only if foreign corporation is transacting business in PA under a fictitious name):

N/A

HEALTH RIDE PLUS, INC., a Pennsylvania Corporation

Incorporated November 22, 2010

Statement of Charter Purposes: To provide Para-transit Transportation Services as well as to engage in and do any lawful act concerning any and all lawful business for which corporations may be organized under the Business Corporation Law.

President: Girard W. Tibbott
Secretary: Girard W. Tibbott
Treasurer: Girard W. Tibbott

Currently there are no Shareholders. All authorized shares of common stock are held by the Corporation.

hrp.100-12-23-10-kt