



York SafeNet Proposal for Access to City Infrastructure

Overview

The community of York is thriving in many ways and continues to grow and improve thanks to community members and businesses who invest and care for the place we call home. However, violence and questions around public safety continue to be an obstacle. Paired with the noble efforts of police and local government, along with nonprofits and community members, a public safety camera network is a key tool that can be leveraged for increased public safety.

The struggles our community has had with issues around violence are well-documented and have impacted too many lives locally. Thankfully, deaths by gun violence have been trending down in the past couple of years. A public safety camera network owned and operated by the community in cooperation with law enforcement is a tool that will allow us to sustain these gains, insulating our community from future upswings in violence through prevention and response coordination.

Our request to York City Council is for authorization to utilize the city infrastructure to build the camera network. This is a key approval that funders, stakeholders, and contractors are looking for to provide them with the confidence to move plans forward.

Background

- In 2019, Better York did a study to determine how York's gun violence compared to other cities of the same size and with similar demographics. Unfortunately, there was clear evidence that we had a real problem compared to many cities.
- It was also inescapable that Lancaster had the lowest gun violence rate of the four Pennsylvania cities in the peer group in all of the gun violence measures, and it stacked up well overall out of 20 cities.
- One very significant difference between Lancaster and the other PA cities was the Lancaster Safety Coalition, a non-profit group that funds and operates an extensive public safety camera network.
- Better York (and partners) commissioned/funded a preliminary feasibility study for such a system in York.
- With positive initial indications of feasibility and citizen and elected official support, a broad range of partners funded Logos Works to develop a comprehensive construction, operations, and funding plan for YorkSafeNet - York's public safety camera network.

Where We Are

- Based on interviews with current and prospective funding partners, LogosWorks has recommended a public-private operating structure/partnership to achieve financial sustainability.
- As an initial step, YorkSafeNet was incorporated as a 501(c)(3) organization to act as the “private” partner on a public-private partnership to build and operate a public safety camera system.
- A plan for 140 cameras installed in a strategic network with live monitoring, which was reviewed and recommended by the York City Police Department, has been developed.
- Technology options have been studied, and the appropriate technology has been selected.
- Funding needed to build and operate the network for the first three years amounts to \$4.5 million, which would provide adequate time for testing and for long-range operating revenue partners to be secured.
 - Construction of the network is estimated to be \$2.7 million.
 - Annual operation costs would be between \$300K to \$750K with the upper end including all desired cameras and live monitoring coverage.
 - Of the above funding, \$475K is needed in the next few months to get the project moving.
- LogosWorks Partners recommends a technology and operating infrastructure that is readily expandable outside of York City limits in the future.
- The nonprofit York SafeNet has been fully established with a board of 7 well-qualified and diverse community members. This structure will continue to be built and expanded.
- A robust draft of operating policies has been created, vetted by the board as well as qualified legal counsel with experience in this area.

What’s Next

- Receive approval from York City Council for access to infrastructure (September 2025)
- Raise initial funding to get the project started by hiring a contractor (October 2025)
- Board decides on partner to manage the build and launch process (October 30, 2025)
- Engage the contractor and begin an approximately 1-year build and launch plan (November 2025)
- Raise remaining funds (March 2026)

Proposal

In 2021, Better York completed a “Phase I Feasibility Study” working with Parker International Security Firm. Subsequently, LogosWorks Partners was engaged to move the concept of the camera network forward by laying the groundwork in governance, funding, and planning so that the network would be prepared for final design and construction.

Access to city infrastructure (including utility poles and right-of-ways owned by York City) is a key step in the construction planning process and also a key approval that potential funders of

the network are looking to for reassurance that the project is viable and will move forward. Because of this, LogosWorks Partners approached York City Council in March of 2023 seeking initial reassurance of access to infrastructure. At that time, the council expressed initial intent to allow access but requested that LogosWorks present four follow-up items for the council's review. These included:

- 1) An independent governance structure.
- 2) An operating plan to include public policies and necessary legislation to guarantee constitutional safeguards and best practices.
- 3) A detailed map of camera locations and city infrastructure necessary for the project.
- 4) The completion of a capital feasibility study to ensure the fiscal sustainability of the project.

Governance Structure

The majority of camera networks are owned and operated by police departments, municipal governments, or private parties. Since its inception, the ethos of this project was to build a partnership with community members and law enforcement that would allow for a safer community. With this in mind, LogosWorks Partners has consulted with several experts and other city network directors to determine the right governance structure, incorporate the non-profit entity, and build the board of directors that represent the community and can provide oversight to the network.

The newly formed 501(c)3 is named York SafeNet and is now fully incorporated with the state of PA. All official documents needed are in place, including articles of incorporation, exemption letter, EIN assignment letter, and conflict of interest policy. The organizational bylaws are in place and approved and can be found in [Appendix A](#) or at [this linked PDF](#).

The York SafeNet Board of Directors for FY 2026 includes:

OFFICERS

Eric Menzer, President

Vice Chairmen of York Revolution

Pastor William Kerney, Secretary

Senior Pastor, Covenant Family
Ministries

Victoria Connor, Treasurer

CEO, York County Bar Association
and York County Bar Foundation

MEMBERS

Yahaira Alvarado, Operations
Director, Tec Centro York

Richard Craighead, Owner,
Richard Craighead Construction

Suzanne S. Smith, Attorney,
Fresh Start Law, PLLC

William White, Vice President of
Public Safety, Wellspan Health
System

Policies and Equitable Operation

As was previously mentioned, most camera networks around the country are owned by police departments. While it is best practice to have policy documents, many do not. Even community based networks like that in established in Lancaster often take some time before establishing their policies. In developing a public safety network here in York, a very proactive approach has been taken developing a robust draft of our policies before becoming operational and even before raising any funding or starting construction. This signals to the community that we take equity and privacy concerns seriously and intend to run a network with clear guidelines and a genuine partnership between community and law enforcement.

In developing policies we worked with legal counsel from [Donald Geiter](#) at Barley Snyder who has expertise in cyber security and served as a past board member and former board chair of the Lancaster Safety Coalition (the camera network in Lancaster). We also chose board members who have valuable expertise and perspective including representation from law enforcement, security, the legal community, all major ethnic groups in York, and the business community.

After working with Mr. Geiter and our board through multiple iterations of our policy documents the board approved the following version to come to the City Council representing our preparation and the parameters we intent to continue to strengthen as we move toward operation. This policy document will be paired with an employee handbook stipulating the standards we intend to hold camera network monitors to in areas such as training, confidentiality, etc.

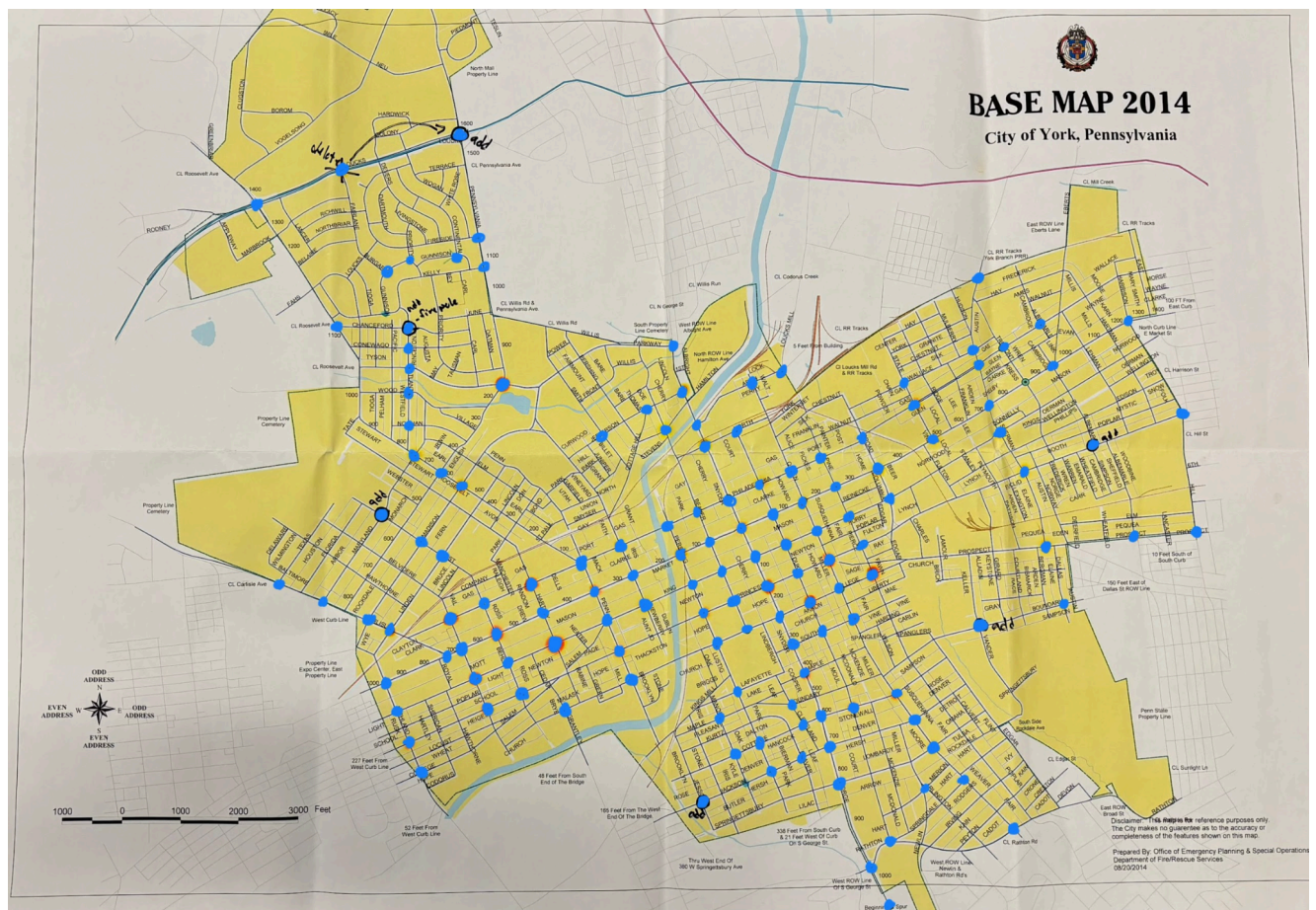
Policy Draft can be found in [Appendix B](#) or in this [linked PDF](#).

Camera Locations

The launch and operation of a camera network here in York will serve both law-enforcement and community members best developed and executed with transparency and public knowledge. Public safety best practice is that cameras are more effective at deterring crime when visible and in published locations. A [study by the Department of Justice](#) published in 2011, when a number of camera networks were emerging across the nation, found that public involvement was key to an effective and accepted camera network in a community.

Proposed locations for 140 cameras across the city of York were identified in consultation with the York City Police Department, and our construction/design consultant Wifinium. They were chosen for to equitably cover neighborhoods across the city, to cover strategic locations for public safety, and to maximize the benefit of live monitoring on safety. These locations are in draft form given the evolving landscape of the city as well as partnerships that may continue to emerge with other cameras available for public benefit. The plan will continue to iterate based on funding, public feedback, new partnership opportunities and utility access. Operating policies will ensure that equity is not sacrificed as the network is developed.

A map of proposed camera locations for York SafeNet is included below and linked in higher resolution [HERE](#).



Feasibility Study

As requested, a feasibility study to assess potential sources and availability of funding was completed in late 2024 to early 2025. This included 20 one-hour interviews with members of local government, key local foundations, and prominent business owners.

In the first half of the meetings, interviewees were walked through a presentation that highlighted the progress of the entity formation, cost estimates, camera locations, pro forma annual budget, and next steps. The latter half consisted of follow-up questions and discussion on their potential role in funding the project.

Access to the presentation used for interviews can be found in [Appendix C](#).

Key Findings & Recommendations

Notes of questions, advice, and willingness to partner and provide funding were kept for each interview. The key findings that emerged were as follows:

- **CapEx will be easier to raise than Annual Funding** - This project has a wide ranging impact with a relatively modest \$2.7 million dollar cost to build, the interviewees thought the funding for building the camera network would be realistic to tackle.
- **Annual Funding will Require Public Private Partnership** - Talking to representatives from across the public and private sectors, it was clear that no one sector or entity has the ability or appetite to fund this project on its own. As a result a number of questions were raised about whether the city, county, or donors would fund the project. What is clear is that a coalition of invested stakeholders is needed to truly bring together the annual funding. A desire to cooperate is there but assurance that the project is moving forward with access to infrastructure is needed to formalize this coalition.
- **Use of the network will be key for finding funding** - Particularly in speaking representatives from the government sector it was clear applying the use of the network to various areas of public safety would be key to finding dollars to sustain the network. Examples would be school safety or roadway projects in addition to more typical uses such as investigation and prosecution.
- **Larger Coalition Needed** - A path to raise about 50% of the CapEx and 20% of the annual operating funding was identified with the immediate interviewees. While it is typical in feasibility studies to only identify a percentage of the needed funding, it is clear that a larger more robust coalition will be needed to fully build out the envisioned network.
- **Access to City Infrastructure is Critical** - potential funders who represented non-government entities see access to city infrastructure as a key prerequisite for funding the camera network project.

Conclusion

It is no exaggeration to say, that a well designed camera network operated with the right governance structure and transparency, could have a profoundly positive economic and public safety impact on the next several decades of life in York. **Access to city infrastructure is fundamental to moving this project forward.**

York SafeNet is committed to an ongoing partnership with the York City Council and see this proposal and the York SafeNet camera network as an important step forward for our community. Please feel free to address any questions or concerns to:

LogosWorks Partners
Aaron Anderson, CEO
Otto Monroy, President
255 W King Street,
York, PA 17401
(717) 848-9835
otto.monroy@logosyork.org

Proposed Resolution For Council Adaptation

The contents of a proposed resolution can be found below, as well as at the document linked [HERE](#).

Click [here](#) to view Feasibility Study.

Council of the City of York, PA Session 2025

Resolution No.

INTRODUCED BY: Edquina Washington DATE: T/B/D

WHEREAS, the mission of the York City Police Department (YCPD) is to serve all people within our jurisdiction with respect, fairness, and compassion, focusing on crime prevention, protection of life and property, preservation of peace, order, and safety, enforcement of laws and ordinances, and the safeguarding of constitutional guarantees; and

WHEREAS, the YCPD recognizes the value of public security camera systems for both their investigatory capabilities and their impact on crime prevention; and

WHEREAS, gun violence in the City of York is a threat to its residents, particularly the lives of our young people, as well as a substantial obstacle to the City's community and economic development efforts; and

WHEREAS, the City of York is aware of an effort by third-parties unaffiliated with the City, specifically LogosWorks Partners, a nonprofit entity, to create a public safety network known as YorkSafeNet, which would potentially utilize cameras in an effort to deter crime and to assist with prosecution of crimes; and

WHEREAS, the YorkSafeNet Feasibility Study Final Report, dated August 9, 2021, was commissioned by Better York, a nonprofit civic organization, and prepared by Parker International Security Firm (PISF), to introduce a proposed public security camera system for York, Pennsylvania, with a particular focus on downtown York; and

WHEREAS, the Feasibility Study identified the potential need for city-owned poles and rights of-way to install public safety security cameras, with a draft map proposing 55 total locations throughout York City, and indicated that full participation from MetEd for pole and power infrastructure is technically feasible; and

WHEREAS, community outreach conducted as part of the Feasibility Study, including 220 completed surveys, revealed strong public support for a camera system in York City, with 68% indicating "Absolutely Yes" and 15% indicating "Probably Yes"; and

WHEREAS, prior to final approval for use of City infrastructure, City Council previously requested that the third parties collaborate directly with City Council to develop: a) an independent governance structure to oversee the network; b) an operating plan to include public policies and necessary legislation to guarantee constitutional safeguards and best

practices; c) a detailed map of the location of cameras and City infrastructure necessary for the project; and d) the completion of a capital feasibility study to ensure the fiscal sustainability of the project; and

WHEREAS, LogosWorks Partners has made substantial progress on each of these areas (Governance Structure, Operating Plan/Policies, and a Detailed Map) and plans to structure their presentation to Council around a general update addressing these points, with the goal of securing approval to utilize the needed city infrastructure, as funders are seeking assurance on this front; and

WHEREAS, the Feasibility Study also outlined "Recommended Next Steps" for the initiative, which include thorough research for infrastructure, public policy, and legislation, such as architectural engineering design of the network, a proposed governance structure to oversee the initiative, and a capital campaign feasibility study based on the system's cost;
NOW, THEREFORE, BE IT RESOLVED, by the Council of the City of York, Pennsylvania, that:

1. LogosWorks Partners, working on behalf of the board of directors of York SafeNet, the newly formed 501(c)3, is hereby authorized and requested to lead the York SafeNet initiative in advancing to the "Recommended Next Steps" as outlined within the YorkSafeNet feasibility study final report (dated August 9, 2021) and as detailed with in the report September 15, 2025 report submitted with this resolution.
2. The City of York hereby expresses its intent to make city infrastructure, specifically city owned poles and rights-of-way, available for the placement and operation of public safety security cameras for the YorkSafeNet system, provided the system is developed consistent with the recommendations of the YorkSafeNet feasibility study and in accordance with the previously requested governance structure, operating plan/policies, and detailed map.
3. This authorization is contingent upon continued collaborative engagement with the City Council regarding updates and further developments, including the presentation and final approval of the proposed Governance Structure, Operating Plan/Policies, and Detailed Map, as identified by LogosWorks Partners as crucial for project advancement and as previously requested by City Council.

PASSED FINALLY: BY THE FOLLOWING VOTE: YEAS: _____, _____,

_____, _____, _____ NAYS: _____,

_____, _____, _____, _____

ATTEST: Edquina Washington, President of Council

Appendix A

BYLAWS OF YORK SAFENET

(a Pennsylvania nonprofit corporation)

ARTICLE I

OFFICES AND FISCAL YEAR

Section 1.01. REGISTERED OFFICE. The registered office of the Corporation in Pennsylvania shall be at 255 W. King Street, York, York County, PA 17401, until otherwise established by an amendment of the Corporation's articles of incorporation (the "Articles") or by the board of directors and a record of such change is filed with the Pennsylvania Department of State in the manner provided by law.

Section 1.02. OTHER OFFICES. The Corporation may also have offices at such other places, within or without Pennsylvania, as the board of directors may from time to time appoint or the business of the Corporation may require.

Section 1.03. FISCAL YEAR. The fiscal year of the Corporation shall begin the first day of July in each year and shall end on June 30 of the following year.

ARTICLE II

PURPOSES AND MEANS

Section 2.01. PURPOSES AND POWERS GENERALLY. The Corporation is incorporated under the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania and is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") (or the corresponding provisions of any future United States Internal Revenue Law), and particularly to:

A. Administer and upkeep a public safety camera network in York County, Pennsylvania.

B. Enhance the safety and quality of life for residents and visitors in York County, Pennsylvania.

C. Support the effectiveness and efficiency of emergency services in York County, Pennsylvania.

D. Subject to the other limitations set forth in the articles of incorporation, perform all other things and acts and exercise all other powers, rights and privileges which a nonprofit corporation may now or hereafter be organized or authorized to do or to exercise under the Pennsylvania Nonprofit Corporation Law of 1988, as amended from time to time.

Section 2.02. NO PECUNIARY GAIN; PROFITS. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its directors, officers or other private persons, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any such person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2.01 hereof.

Section 2.03. LIMITS ON ACTIVITIES.

(a) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted under the Code.

(b) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office.

(c) The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status (i) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code (or the corresponding provision of any successor United States Internal Revenue law); or (ii) as a corporation, contributions to which are deductible under Sections 170, 2055 and 2522 of the Code (or the corresponding provision of any successor United States Internal Revenue law) and the regulations promulgated thereunder.

(d) The Corporation shall distribute its income for each tax year at a time and in a manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(e) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(f) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(g) The Corporation shall not make any investments in a manner as to subject it to tax under Section 4944 of the Code.

(h) The Corporation shall not make any taxable expenditures as defined in Section 4945

of the Code.

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ARTICLE III

NOTICE - WAIVERS - MEETINGS GENERALLY

Section 3.01. MANNER OF GIVING NOTICE.

(a) General Rule. Whenever written notice is required to be given to any person under the provisions of Pennsylvania law, the Articles or these Bylaws, it may be given to the person either personally or by sending a copy thereof by first class or express mail, postage prepaid, by courier service, charges prepaid, by facsimile transmission, or by e-mail or other electronic communication to the address (or facsimile number) of the person appearing on the books of the Corporation or, in the case of directors, supplied by the directors to the Corporation for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to that person or, in the case of facsimile, or by e-mail or other electronic communication, to such person's facsimile number or address for e-mail or other electronic communications supplied by such person to the Corporation for the purpose of notice and shall be deemed to have been given to the person entitled thereto when sent. A notice of meeting shall specify the place, day and time of the meeting and any other information required by any other provision of Pennsylvania law, the Articles or these Bylaws.

(b) Adjourned Meetings. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 3.02. NOTICE OF MEETINGS OF BOARD OF DIRECTORS.

(a) Requirement.

(1) Notice of a regular meeting of the board of directors need not be given, except by adoption of a resolution by the board of directors establishing the places, dates and times of regular meetings.

(2) Notice of a special meeting of the board of directors shall be given to each director by telephone or in writing (including electronically by e-mail) at least twenty-four (24) hours before the time at which the meeting is to be held.

(b) Content. Every required notice of a meeting shall state the place, date and time of the meeting. Unless otherwise provided by Pennsylvania law, neither the business to be transacted at, nor the purpose of, any special meeting of the board need be specified in a notice of such meeting.

Section 3.03. NOTICE OF MEETINGS OF MEMBERS.

(a) General Rule. Written notice of every meeting of the members shall be given by, or at the direction of, the secretary to each member of record entitled to vote at the meeting, at least:

(1) ten (10) days prior to the day named for a meeting called to consider a matter subject to 15 Pa.C.S.A. Chapter 59 (relating to fundamental changes); or

(2) five (5) days prior to the day named for the meeting, in any other case.

If the secretary neglects or refuses to give notice of a meeting, the person or persons calling the meeting may do so. In the case of a special meeting of members, the notice shall specify the general nature of the business to be transacted.

(b) Notice by Publication. In lieu of, or in addition to, notice pursuant to subsection (a) above, any person authorized or required to give notice of a meeting of members of the Corporation may give notice of such meeting by causing notice of such meeting to be “officially published”, as provided by Pennsylvania law. If eighty percent (80%) of the members of record entitled to vote at the meeting do not have addresses of record within the territory of general circulation of the newspapers required for official publication, the notice shall also be published in newspapers which have an aggregate territory of general circulation which includes the addresses of record of at least 80% of such members of record.

Section 3.04. WAIVER OF NOTICE.

(a) Written Waiver. Whenever any written notice is required to be given under the provisions of Pennsylvania law, the Articles or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by this subsection, neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of members, such waiver of notice shall specify the general nature of the business to be transacted.

(b) Waiver by Attendance. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 3.05. MODIFICATION OF PROPOSAL CONTAINED IN NOTICE.

Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may, without further notice, adopt it with such clarifying or other amendments as do not enlarge its original purpose.

Section 3.06. EXCEPTION TO REQUIREMENT OF NOTICE. Whenever any notice or

communication is required to be given to any person under the provisions of Pennsylvania law, the Articles or these Bylaws, or by the terms of any agreement or other instrument or as a condition

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precedent to taking any corporate action, and communication with such person is then unlawful, the giving of such notice or communication to such person shall not be required.

Section 3.07. USE OF CONFERENCE TELEPHONE AND SIMILAR EQUIPMENT. One or more persons may participate in a meeting of the board of directors or the members of the Corporation by means of conference telephone, virtually online or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE IV

MEMBERSHIP

Section 4.01. MEMBERS. The Corporation shall have members.

Section 4.02. ADMISSION TO MEMBERSHIP. Any person, corporation or association who supports the mission statement of the Corporation and desires admission to membership in the Corporation shall send to the treasurer of the board of directors of the Corporation payment of the yearly membership dues for the current membership year of the Corporation. Thereafter, the applicant shall become a member of the Corporation. Upon admission to the Corporation, such person, corporation or association shall be entitled to receive all benefits in evidence of membership. Membership shall be valid for the current membership year beginning on the later of the date the annual dues are paid and July 1 of such fiscal year, and ending the following June 30.

Section 4.03. CLASSES OF MEMBERS. The board of directors may establish and maintain different categories of members. Entitlements for each class of member may, in the sole discretion of the board of directors, vary.

Section 4.04 MEMBERSHIP DUES. Membership dues of the Corporation, which may be administered by the board pursuant to these Bylaws, may be established in an amount determined from time to time by resolution of the board. Membership dues, if charged by the Corporation for any particular fiscal year of the Corporation, shall be payable on or before July 1 of each fiscal year, in advance for the twelve months ending the following June 30.

Section 4.05. LOSS OF MEMBERSHIP.

(a) Loss of Membership. Any member of the Corporation who is delinquent in the payment of membership dues for a period of sixty (60) days shall automatically lose membership in the Corporation.

(b) Reinstatement. Any member of the Corporation who has lost membership may be reinstated by the board, in the board's sole discretion, upon payment in full of the current year's membership dues, plus any delinquent membership dues.

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Section 4.06. TRANSFERABILITY. Membership in the Corporation is nontransferable and nonassignable.

Section 4.07. PLACE OF MEETINGS. All meetings of the members of the Corporation shall be held at the registered office of the Corporation, unless another place is designated by the board of directors in the notice of a meeting.

Section 4.08. ANNUAL MEETING. The board of directors may fix the date and time of the annual meeting of the members, but if no such date and time is fixed by the board, the meeting for any calendar year shall be held on the third Tuesday in November in such year, if not a legal holiday under the laws of Pennsylvania, and, if a legal holiday, then on the next succeeding business day, not a Saturday, at 8:00 a.m., and at said meeting, the members then entitled to vote shall elect directors and shall transact such other business as may properly be brought before the meeting. If the annual meeting shall not be called and held within six (6) months after the designated time, any member may call such meeting at any time thereafter.

Section 4.09. SPECIAL MEETINGS.

(a) Call of Special Meetings. Special meetings of the members may be called at any time:

(1) by the board of directors;

(2) by the president; or

(3) by members entitled to cast at least twenty five percent (25%) of the votes which all members are entitled to cast at the particular meeting.

(b) Fixing of Time for Meeting. At any time, upon written request of any person who has called a special meeting, it shall be the duty of the secretary to fix the time of the meeting, which shall be held not more than sixty (60) days after the receipt of the request. Notice of the special meeting shall be given by the secretary to the members no less than twenty four (24) hours prior to date and time of the special meeting. If the secretary shall neglect or refuse to fix the time of the special meeting, the person or persons calling the meeting may do so.

(c) Notice of Special Meeting. Written notice of the special meeting shall include:

- (1) Date and time of the special meeting;
- (2) Location of the special meeting; and
- (3) Purpose for which the special meeting is being called.

The only business eligible for introduction at a special meeting shall be for the purpose stated in the notice of the meeting. No other business may be brought before the special meeting.

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Section 4.10. QUORUM AND ADJOURNMENT.

(a) General Rule. A meeting of members of the Corporation duly called shall not be organized for the transaction of business unless a quorum is present. The presence of at least ten (10) voting members shall constitute a quorum.

(b) Withdrawal of a Quorum. The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

(c) Adjournment for Lack of Quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by Pennsylvania law, adjourn the meeting to such time and place as they may determine.

(d) Adjournments Generally. Adjournments of any regular or special meeting may be taken, but any meeting at which directors are to be elected shall be adjourned only from day to day, or for such longer periods not exceeding fifteen (15) days each, as the members present entitled to cast at least a majority of the votes which all members present and voting are entitled to cast shall direct, until such directors have been elected.

(e) Electing Directors at Second Adjourned Meeting. In the case of any meeting called for the election of directors, those who attend the second of such adjourned meetings, although less than a quorum as fixed in this section, shall nevertheless constitute a quorum for the purpose of election of directors.

(f) Other Action at Second Adjourned Meeting. In the case of any meeting called for any other purpose, those who attend the second of such adjourned meetings, although less than a quorum as fixed in this section, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting, if written notice of such second adjourned meeting, stating that those members who attend shall

constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each member of record entitled to vote at such second adjourned meeting at least ten (10) days prior to the day named for the second adjourned meeting.

Section 4.11. ACTION BY MEMBERS. Except as otherwise provided by Pennsylvania law, the Articles or these Bylaws, the acts at a duly organized meeting of members present entitled to cast at least a majority of the votes which all members present and voting are entitled to cast shall be the acts of the members.

Section 4.12. ORGANIZATION OF MEETINGS. At every meeting of the members, the president or, in the case of vacancy in office or absence of the president, one of the following officers present, in the order stated, shall act as chair of the meeting: the vice president or a person chosen by vote of the members present. The secretary or, in the absence of the secretary, any assistant secretary or a person appointed by the chair of the meeting, shall act as secretary of the meeting.

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Section 4.13. VOTING AND OTHER RIGHTS OF MEMBERS. The voting and other rights and interests of members in the Corporation shall be equal. Subject to the provisions of Section 4.13 hereof, each member of the Corporation shall be entitled to one vote.

Section 4.14. NO PROXY VOTING. Voting by members shall be only in person and shall not be by proxy.

Section 4.15. DETERMINATION OF MEMBERS OF RECORD.

(a) Fixing Record Date. The board of directors may fix a time, prior to the date of any meeting of members, as a record date for the determination of the members entitled to notice of, or to vote at, the meeting, which time shall be not more than seventy (70) days prior to the date of such meeting. In such case, only members of record on the date fixed shall be so entitled, notwithstanding any increase or other change in membership on the books of the Corporation after any record date fixed as provided in this subsection. The board of directors may similarly fix a record date for the determination of members of record for any other purpose.

(b) Determination When No Record Date is Fixed. If no record date is fixed:

(1) The record date for determining members entitled to notice of, or to vote at, a meeting of members shall be at the close of business on the date next preceding the day on which notice is given or, if notice is waived, at the close of business on the day immediately preceding the day on which the meeting is held.

(2) The record date for determining members entitled to express consent or

dissent to corporate action in writing without a meeting, when no prior action by the board of directors is necessary, shall be the day on which the first written consent or dissent is expressed.

(3) The record date for determining members for any other purpose shall be at the close of business on the day on which the board of directors adopts the resolution relating thereto.

Section 4.16. VOTING LISTS.

(a) General Rule. Upon request of a member, the officer or agent having charge of the books or records of membership shall produce such books or records at any regular or special meeting of members. In such case, such books or records shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting for the purposes thereof.

(b) Effect of List. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be members entitled to vote may vote.

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Section 4.17. JUDGES OF ELECTION.

(a) Appointment. In advance of any meeting of members, the board of directors may appoint judges of election, who need not be members, to act at such meeting or any adjournment thereof. If judges of election are not so appointed, the presiding officer of any such meeting may, and on the request of any member shall, make such appointment at the meeting. The number of judges shall be one (1) or three (3). No person who is a candidate for office shall act as a judge.

(b) Vacancies. In case any person appointed as judge fails or refuses to act, the vacancy may be filled by appointment made by the board of directors in advance of the convening of the meeting or at the meeting by the presiding officer thereof.

(c) Duties. The judges of election shall determine the number of members of record and the voting power of each, the members present at the meeting, the existence of a quorum, receive votes or ballots, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes, determine the result, and do such acts as may be proper to conduct the election or vote with fairness to all members. The judges of election shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical. If there are three (3) judges of election, the decision, act or

certificate of a majority shall be effective in all respects as the decision, act or certificate of all.

(d) Report. On request of the presiding officer of the meeting, or of any member, the judges shall make a report in writing of any challenge or question or matter determined by them, and execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated therein.

Section 4.18. CONSENT OF MEMBERS IN LIEU OF MEETING. Any action which may be taken at a meeting of the members may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed by a majority (or such other number as otherwise set forth in these Bylaws) of all of the members who would be entitled to vote at a meeting for such purpose and shall be filed with the secretary of the Corporation.

ARTICLE V

BOARD OF DIRECTORS

Section 5.01. POWERS; STANDARD OF CARE.

(a) General Rule. Unless otherwise provided by Pennsylvania law, all powers vested by law in the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the board of directors.

(b) Standard of Care; Justifiable Reliance. A director shall stand in fiduciary relation to the Corporation and shall perform his or her duties as a director, including duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner the

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director reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(1) One or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented.

(2) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person.

(3) A committee of the board upon which the director does not serve, duly designated in accordance with law, as to matters within its designated authority, which

committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if the director has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

(c) Consideration of Factors. In discharging the duties of their respective positions, the board of directors, committees of the board and individual directors may, in considering the best interests of the Corporation, consider the effects of any action upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (b) above.

(d) Presumption. Absent a breach of fiduciary duty, lack of good faith or self-dealing, any action taken as a director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

(e) Notation of Dissent. A director who is present at a meeting of the board of directors, or of a committee of the board, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the director files a written dissent to the action with the secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of the action. Nothing in this section shall bar a director from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of such minutes, the director notifies the secretary in writing of the asserted omission or inaccuracy.

Section 5.02. QUALIFICATION AND SELECTION OF DIRECTORS.

(a) Qualifications. Each director of the Corporation shall be a natural person of full age.

(b) Election of Directors. Except as otherwise provided in the Articles or these Bylaws, directors of the Corporation shall be elected annually by the members of the Corporation. Nominations for directors of the Corporation shall be made by the nominating committee, if the

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board has constituted a nominating committee, or by the board of directors. In elections for directors, voting shall be by ballot. The candidates receiving the highest number of votes cast shall be elected.

(c) No Cumulative Voting. The members shall not have the right to cumulate their votes for the election of directors.

Section 5.03. NUMBER, CLASSIFICATION AND TERM OF OFFICE.

(a) Number. The board of directors shall consist of such number of directors, not less than one (1) nor more than seven (7), as may be determined from time to time by resolution of the board of directors. Directors shall be classified as set forth in subparagraph (b), below.

(b) Classification. There shall be three (3) classes of directors – Class I, Classes II and Class III. Initially, there shall be one (1) Class I director who shall serve from the date of adoption of these Bylaws until the annual meeting of the members of the Corporation in 2025, one (1) Class II director to serve from the date of adoption of these Bylaws until the 2026 annual meeting, and one (1) Class III director to serve from the date of adoption of these Bylaws until the 2027 annual meeting. At each annual meeting of members, successors to the class of directors whose term shall then expire shall be elected to hold office for a term of three (3) years, so that the term of office of one class of directors shall expire in each year.

(c) Term of Office. Each director shall hold office until the expiration of the term of office to which he or she was elected and until a successor has been selected and is qualified or until his or her earlier death, resignation or removal. A decrease in the number of directors shall not have the effect of shortening the term of any incumbent director.

(d) Resignation. Any director may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as shall be specified in the notice of resignation.

Section 5.04. VACANCIES.

(a) General Rule. Vacancies in the board of directors, including vacancies resulting from an increase in the number of directors, may be filled by a majority vote of the remaining members of the board though less than a quorum, or by a sole remaining director, and each person so selected shall be a director to serve for the balance of the unexpired term, and until a successor has been selected and qualified or until his or her earlier death, resignation or removal.

(b) Action by Resigned Directors. When one or more directors resign from the board effective at a future date, the directors then in office, including those who have so resigned, shall have power by the applicable vote to fill the vacancies, the vote thereon to take effect when the resignations become effective.

Section 5.05. REMOVAL OF DIRECTORS.

(a) Removal by the Board. The board of directors may declare vacant the office of a director who has failed to attend two consecutive meetings of the board without cause, who

has been convicted of an offense punishable by imprisonment for a term of thirty (30) days or more, or if, within sixty (60) days after notice of his or her selection, the director does not accept the office either in writing or by attending a meeting of the board of directors. The board of directors may also declare vacant the office of a director for other reasons as determined by the board of directors by a three-fourths (3/4) vote of the remaining directors.

(b) Removal by the Members. The entire board of directors, or any individual director, may be removed from office without assigning any cause by the vote of members entitled to cast a majority of the votes which all members present would be entitled to cast at any annual or other regular election of the directors. In case the board or any one or more members are so removed, new directors may be elected at the same meeting.

Section 5.06. PLACE OF MEETINGS. Meetings of the board of directors may be held at such places, within or without Pennsylvania, in person or electronically, as the board of directors may from time to time designate, or as may be designated in the notice of the meeting.

Section 5.07. ORGANIZATION OF MEETINGS. At every meeting of the board of directors, the president or, in the case of a vacancy in the office or absence of the president, one of the following officers present, in the order stated, shall preside over the meeting: the vice president, the treasurer or such other person chosen by a majority of the directors present. The secretary or, in the absence of the secretary, any person appointed by the person presiding over the meeting, shall act as secretary of the meeting.

Section 5.08. REGULAR MEETINGS. Regular meetings of the board of directors shall be held at such places, dates and times either within or without Pennsylvania, in person or electronically, as shall be designated from time to time by resolution of the board of directors.

Section 5.09. SPECIAL MEETINGS. Special meetings of the board of directors shall be held whenever called by the president or by two (2) or more members of the board of directors.

Section 5.10. QUORUM OF AND ACTION BY DIRECTORS.

(a) General Rule. A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the board of directors.

(b) Voting Rights. Each director shall be entitled to one (1) vote. In the event of a tie, the president shall cast the deciding vote.

(c) Action by Written Consent. Any action which may be taken at a meeting of the directors may be taken without a meeting if a consent or consents in writing setting forth the action

so taken shall be signed by all of the directors in office and shall be filed with the secretary of the Corporation.

Section 5.11. EXECUTIVE AND OTHER COMMITTEES.

(a) Establishment and Powers. The board of directors may, by resolution adopted by a majority of the directors in office, establish one or more committees to consist of one or more directors of the Corporation and such other committee members as may be determined by the board of directors. Any committee, to the extent provided in the resolution of the board of directors, shall have and may exercise all of the powers and authority of the board of directors, and shall report monthly to the board of directors concerning its activities and recommendations from such committee's immediately preceding meeting, except that no such committee shall have any power or authority as to the following:

(1) The submission to members of any action requiring approval of members under Pennsylvania law.

(2) The filling of vacancies in the board of directors.

(3) The adoption, amendment or repeal of these Bylaws.

(4) The amendment or repeal of any resolution of the board.

(5) Action on matters committed by a resolution of the board of directors to another committee of the board.

(b) Alternate Committee Members. The board may designate one or more directors or other members of the Corporation as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not constituting a quorum, may unanimously appoint another director to act at the meeting in the place of the absent or disqualified member.

(c) Term. Each committee of the board shall serve at the pleasure of the board.

(d) Quorum. A majority of the members of any committee shall constitute a quorum for the transaction of business, and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

(e) Standing Committees. The following standing committees are hereby established for the following purposes hereunder, and, where appropriate and necessary, certain members of such committees shall be appointed by the committee chair, subject to the approval of a majority of the board of directors:

(1) Executive Committee: shall be chaired by the president and shall consist of the president, the secretary and the treasurer. The Executive Committee shall meet on the

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call of the president. So far as may be permitted by law and except for matters specifically reserved to the board of directors in these Bylaws, the Executive Committee shall be responsible for exercising all the powers of the board of directors in the management of the business and affairs of the Corporation conferred by these Bylaws or otherwise, during intervals between meetings of the board of directors.

(2) Finance Committee: shall be chaired by the treasurer and shall consist of the treasurer, the chair or the president, and up to one other director. The Finance Committee is responsible for the consideration of and making of recommendations relative to the expenditure of funds. Such recommendations from the Finance Committee shall be made to the board of directors for approval. The Finance Committee is also responsible for preparing and submitting to the board of directors a draft of the annual budget of the Corporation on or before the first day of the fourth quarter of each fiscal year.

(3) Other Committees. The president, upon approval of the board of directors, may appoint other standing committees as, from time to time, may be necessary or desirable to carry out the policies and programs of the Corporation, with such responsibilities as the president may define.

Section 5.12. **COMPENSATION**. Directors may be compensated for their service as directors in such nominal amounts as shall be determined by resolution of the board of directors; provided, however, that funds are available for the payment of such compensation. In addition, directors shall be reimbursed the cost of reasonable expenditures made on behalf of the Corporation, upon the approval by a majority of the remainder of the board of directors. Notwithstanding, a director may be a salaried officer of the Corporation or otherwise be compensated for providing independent professional services to the Corporation; provided, however, that any compensation for providing independent professional services to the Corporation must be reasonable and fair to the Corporation and approved in accordance with the Corporation's Conflict of Interest Policy discussed in Section 9.04(c) of these Bylaws.

Section 5.13. **SPECIAL MEMBERSHIP ON THE BOARD OF DIRECTORS**. Any past director of the Corporation may become an ex-officio, non-voting member of the board of directors at the discretion of the board of directors by a majority vote of all directors present and eligible to vote at the meeting in which a past director is elected as an ex-officio director. Ex-officio directors shall serve for such period of time as the board of directors may determine. Such directors are permitted to attend all meetings of the board of directors and to participate therein, but they shall not have the right to vote or have any of the other rights, duties or responsibilities of a director of the Corporation. The terms "director" or "board of directors,"

when used in these Bylaws, shall not be deemed to apply to or include any ex-officio director, unless otherwise specifically provided herein. Other ex-officio, non-voting members may be added to the board of directors at the discretion of the board of directors and by a majority vote of all board members present.

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ARTICLE VI

OFFICERS

Section 6.01. OFFICERS GENERALLY.

(a) Number, Qualifications and Designation. The officers of the Corporation shall be a president, vice president, a treasurer, a secretary and such other officers as may be elected in accordance with the provisions of this Section 6.01 and Sections 6.02 and 6.03. Officers may but need not be directors of the Corporation. The president, vice president, treasurer and secretary shall be natural persons of full age. Any number of offices may be concurrently held by the same person.

(b) Resignations. Any officer may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as may be specified in the notice of resignation.

(c) Bonding. The Corporation may secure the fidelity of any or all of its officers by bond or otherwise.

(d) Standard of Care. An officer shall perform his or her duties as an officer in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

Section 6.02. ELECTION AND TERM OF OFFICE. The officers of the Corporation, except those officers elected by delegated authority pursuant to Section 6.03, shall be elected annually by the board of directors, and each such officer shall hold office for a term of one year and until a successor has been selected and qualified or until his or her earlier death, resignation or removal.

Section 6.03. SUBORDINATE OFFICERS, COMMITTEES AND AGENTS. The board of directors may from time to time elect such other officers and appoint such

committees, employees or other agents as the business of the Corporation may require, including one or more assistant secretaries and one or more assistant treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the board of directors may from time to time determine. The board of directors may delegate to any officer or committee the power to elect subordinate officers and to retain or appoint employees or other agents or committees thereof, and to prescribe the authority and duties of such subordinate officers, committees, employees, or other agents.

Section 6.04. NO CONTRACT RIGHTS. Election or appointment of an officer or agent shall not of itself create any contract rights in the officer or agent.

Section 6.05. REMOVAL OF OFFICERS AND AGENTS. Any officer or agent of the Corporation may be removed at any time by the board of directors, with or without cause, but such removal shall be without prejudice to the contract rights, if any, of any person so removed.

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Section 6.06. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled by the board of directors or by the officer or committee to which the power to fill such office has been delegated pursuant to Section 6.03, as the case may be, and if the office is one for which these Bylaws prescribe a term, such office shall be filled for the unexpired portion of the term.

Section 6.07. AUTHORITY. All officers of the Corporation, as between themselves and the Corporation, shall respectively have such authority and perform such duties in the management of the property and affairs of the Corporation as are provided in these Bylaws or may be provided by or pursuant to resolutions or orders of the board of directors.

Section 6.08. THE PRESIDENT. The president shall be the chief executive officer of the Corporation and shall provide general supervision over the day-to-day business and operations of the Corporation, subject, however, to the control of the board of directors. The president shall attend all board of director and member meetings and shall present the board of directors and members, as appropriate, with such reports as the board of directors requests. The president shall sign, execute, and acknowledge, in the name of the Corporation, deeds, mortgages, contracts or other instruments authorized by the board of directors, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors, or by these Bylaws, to some other officer or agent of the Corporation, and, in general, shall discharge such other duties as may from time to time be assigned by the board of directors.

Section 6.09. THE VICE PRESIDENT. The vice president, if any, shall, in the case of a vacancy in the office of president or absence of the president, act as president of meetings of the board of directors or of the members; and, in general, shall perform all duties incident to the office of vice president and such other duties as may from time to time be assigned by the board of directors or the president.

Section 6.10. THE TREASURER. The treasurer or an assistant treasurer shall have or provide for the custody of the funds or other property of the Corporation; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the Corporation; shall deposit all funds in his or her custody as treasurer in such banks or other places of deposit as the board of directors may from time to time designate; shall, whenever so required by the board of directors, render an account showing all transactions as treasurer and the financial condition of the Corporation; shall assist in the development of fundraising plans; and, in general, shall discharge such other duties as may from time to time be assigned by the board of directors or the president.

Section 6.11. THE SECRETARY. The secretary or any assistant secretary shall attend all meetings of the board of directors and of the members and shall record all votes of the directors and the members and the minutes of the meetings of the board of directors, of the members and of committees of the board of directors, in a book or books to be kept for that purpose. The secretary shall maintain current copies of the Corporation's Articles of Incorporation and Bylaws and shall make them available for review by the members. The secretary shall work closely with the treasurer to maintain at all times a complete list of regular members of the Corporation who are in good

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standing. The secretary shall oversee that all notices are given and records and reports properly kept and filed by the Corporation as required by law; shall be the custodian of the seal of the Corporation and see that it is affixed to all documents which are to be executed on behalf of the Corporation under its seal; and, in general, shall perform all duties incident to the office of secretary, and such other duties as may from time to time be assigned by the board of directors or the president. The secretary shall oversee all board correspondence which shall be done by the Corporation's clerical staff. The secretary shall also be responsible for the care and maintenance of the Corporation's historical documents.

Section 6.12. SALARIES. The salaries of the officers shall be fixed from time to time by the board of directors and no officer shall be prevented from receiving such salary by reason of the fact that the officer is also a director of the Corporation.

ARTICLE VII

LIMITATION OF DIRECTORS' LIABILITIES AND INDEMNIFICATION

Section 7.01. LIMITATION OF LIABILITY. To the fullest extent permitted by Pennsylvania law, a director of the Corporation shall not be personally liable to the Corporation, its members or others for monetary damages for any action taken or any failure to take any action, unless the director has breached or failed to perform the duties of his or her office and such breach or failure constitutes self-dealing, willful misconduct or recklessness. The provisions of this

Section 7.01 shall not apply with respect to the responsibility or liability of a director under any criminal statute or the liability of a director for the payment of taxes pursuant to local, state or federal law.

Section 7.02. INDEMNIFICATION.

(a) Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, benefit corporation, partnership, limited liability company, joint venture, trust or other enterprise, against expenses (including attorneys' fees), amounts paid in settlement, judgments and fines actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

(b) Advancement of Expenses. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall be ultimately

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determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article VII.

(c) Indemnification Not Exclusive. The indemnification and advancement of expenses provided by this Article VII shall not be deemed exclusive of any other right to which persons seeking indemnification and advancement of expenses may be entitled under any agreement, vote of members or disinterested directors, or otherwise, both as to actions in such persons' official capacity and as to their actions in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of any such person.

(d) Insurance, Contracts, Security. The Corporation may purchase and maintain insurance on behalf of any person, may enter into contracts of indemnification with any person, and may create a fund of any nature which may, but need not be, under the control of a trustee for the benefit of any person, and may otherwise secure, in any manner, its obligations with respect to indemnification and advancement of expenses, whether arising under this Article VII or otherwise, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article VII.

Section 7.03. EFFECT OF AMENDMENT. Any repeal or modification of this Article VII by the directors or members of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation or any right of any person to indemnification from the Corporation with respect to any action or failure to take any action occurring prior to the time of such repeal or modification.

ARTICLE VIII

DISSOLUTION

Section 8.01. DISSOLUTION. Upon the dissolution of the corporation, its assets shall be distributed to or for the benefit of any similar tax exempt organization for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. No portion of the assets shall inure to the benefit of any director, officer or member of the corporation, any other private person, or any enterprise organized for profit.

ARTICLE IX

MISCELLANEOUS

Section 9.01. SEAL. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, Pennsylvania."

Section 9.02. CHECKS. All checks, notes, bills of exchange or other orders in writing shall be signed by the president, the treasurer or such person or persons as the board of directors, or any person authorized by resolution of the board or directors, may from time to time designate. Any checks, notes, bills of exchange or other orders in writing that have a value in excess of \$1,000 shall be signed by both the president and the treasurer or by two such other persons as the board of directors, or any person authorized by resolution of the board or directors, may from time to time designate.

Section 9.03. CONTRACTS.

(a) General Rule. Except as otherwise provided by Pennsylvania law or these Bylaws, the board of directors may authorize any officer or agent to enter into any contract or to execute or deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

(b) Statutory Form of Execution of Instruments. Any note, mortgage, evidence of indebtedness, contract or other instrument in writing, or any assignment or endorsement thereof, executed or entered into between the Corporation and any other person, when signed by one or more officers or agents having actual or apparent authority to sign it, or by the president and secretary or assistant secretary or treasurer or assistant treasurer of the Corporation, shall be held to have been properly executed for and in behalf of the Corporation. Such fact shall be without prejudice to the rights of the Corporation against any person who shall have executed the instrument in excess of his or her actual authority.

(c) Seal. Except as otherwise required by Pennsylvania law, the affixation of the corporate seal shall not be necessary to the valid execution, assignment or endorsement by the Corporation of any instrument in writing.

Section 9.04. INTERESTED MEMBERS, DIRECTORS OR OFFICERS; QUORUM.

(a) General Rule. A contract or transaction between the Corporation and one or more of its members, directors or officers or between the Corporation and another corporation, partnership, limited liability company, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall not be void or voidable solely for that reason, or solely because the member, director or officer is present at or participates in the meeting of the board of directors which authorizes the contract or transaction, or solely because his, her or their votes are counted for that purpose, if:

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(1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors, and the board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors even though the disinterested directors are less than a quorum;

(2) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the members entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of such members; or

(3) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the board of directors or the members of the

Corporation.

(b) Quorum. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board which authorizes a contract or transaction specified in subsection (a) above.

(c) Conflict of Interest Policy. The board shall adopt, and periodically review, a Conflict of Interest Policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit a director, officer, employee, affiliate or member of a committee with board-delegated powers.

Section 9.05. DEPOSITS; LOANS.

(a) All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the board of directors may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or employees as the board of directors shall from time to time determine.

(b) No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name, unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

Section 9.06. CORPORATE RECORDS; INSPECTION.

(a) Required Records. The Corporation shall keep appropriate, complete and accurate books or records of account, minutes of the proceedings of the directors and members, a copy of these Bylaws, including all amendments thereto to date, certified by the secretary of the Corporation, and a membership register, giving the names and addresses of all members of the Corporation. All such records shall be kept at the registered office of the Corporation in Pennsylvania or at its principal place of business. Any books, minutes or other records may be in written form or any other form capable of being converted into written form within a reasonable time.

(b) Right of Inspection. Every member shall, upon written demand under oath stating the proper purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of

account, and records of the proceedings of the members and directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act

on behalf of the member. The demand under oath shall be directed to the Corporation at its registered office in Pennsylvania or at its principal place of business.

Section 9.07. ANNUAL REPORT.

(a) Contents. The board of directors shall make available annually to the members, a report, verified by the president and treasurer or by a majority of the directors, showing in appropriate detail the following:

(1) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.

(2) The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.

(3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

(4) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

(5) The number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

(b) Place of Filing. The annual report of the board of directors shall be filed with the minutes of the annual meeting of the members.

Section 9.08. NONDISCRIMINATION POLICY. The directors, officers, committee members or employees of the Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race or national origin. It is the policy of the Corporation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion or national origin with respect to those the Corporation serves.

Section 9.09. AMENDMENT OF BYLAWS. Except as provided by law, these Bylaws may be amended or repealed by a two-thirds (2/3) majority of the Corporation's board of directors; provided, however, that no amendment shall be made to these Bylaws which would cause the

Any proposed changes to these Bylaws must be submitted to the secretary at least five (5) days prior to the secretary's distribution of regular board announcements. Any change in these Bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change.

ARTICLE X

DOCUMENT RETENTION POLICY

Section 10.01. PURPOSE. The purpose of the Corporation's document retention policy is to establish standards for document integrity, retention and destruction, and to promote the proper treatment of the Corporation's records.

Section 10.02. POLICY.

(a) General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

(b) Retention and Destruction Policies. From time to time, the Corporation may establish retention or destruction policies or schedules for specific categories of records, in order to ensure legal compliance and also to accomplish other objectives such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below, and of documents not included in the identified categories, should be determined primarily by the application of the general guidelines affecting document retention as well as the exception for litigation relevant documents and any other pertinent factors.

(c) Exception for Litigation Relevant Documents. The Corporation expects all directors, officers and employees to comply fully with any published records retention or destruction policies and schedules, provided that all directors, officers and employees note the following general exception to any stated destruction schedule: If a director, officer or employee believes, or the Corporation informs a director, officer or employee, that corporate records are relevant to litigation or potential litigation (i.e., a dispute that could result in litigation), then such director, officer or employee must preserve those records until it is determined that the records are no longer needed. The litigation exception supersedes any previously or subsequently established destruction schedule for those records.

Section 10.03. MINIMUM RETENTION PERIODS FOR SPECIFIC CATEGORIES.

(a) Corporate Documents. Corporate records include the Corporation's Articles of Incorporation, Bylaws and IRS Form 1023-EZ – Streamlined Application for Exemption.

Corporate records must be retained permanently. IRS regulations require that the Form 1023-EZ be available for public inspection upon request.

(b) Tax Records. Tax records include, but are not limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures and other documents concerning the Corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) Employment Records/Personnel Records. State and federal statutes require the Corporation to keep certain recruitment, employment and personnel information. The Corporation should also keep personnel files that reflect performance reviews and any complaints brought against the Corporation or individual employees under applicable state and federal statutes. The Corporation should also keep in each employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) Board and Board Committee Materials. Meeting minutes must be retained in perpetuity in the Corporation's minute book. A clean copy of all other Board and committee materials should be kept for no less than three years by the Corporation.

(e) Press Releases/Public Filings. The Corporation must retain permanent copies of all press releases and publicly filed documents under the theory that the Corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the Corporation.

(f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(g) Marketing and Sales Documents. The Corporation should keep final copies of marketing and sales documents for the same period of time that it keeps other corporate files, i.e., generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the Corporation and are protected as a trade secret where the Corporation:

(1) derives independent economic value from the secrecy of the information;
and

(2) has taken affirmative steps to keep the information confidential;

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The Corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts. Final, executed copies of all contracts entered into by the Corporation should be retained for at least three years beyond the life of the contract, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchase) should be kept for three years. Any inventories of products, materials and supplies, and all invoices, should be kept for seven years.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc., must be kept permanently.

(m) Audit Records. External audit reports must be kept permanently. Internal audit reports should be kept for three years.

(n) Electronic Mail. E-mail that needs to be saved should be either:

(1) printed in hard copy and kept in the appropriate file; or

(2) downloaded to a computer file and kept electronically or on disk as a separate file.

The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XI

TRANSPARENCY AND ACCOUNTABILITY; DISCLOSURE TO THE PUBLIC

Section 11.01. **PURPOSE**. By making full and accurate information about its mission, activities, finances and governance publicly available, the Corporation encourages transparency and accountability to the general public. This policy will:

(a) indicate which documents and materials produced by the Corporation are presumptively open to staff and/or the public;

(b) indicate which document and materials produced by the Corporation are presumptively closed to staff and/or the public; and

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(c) specify the procedures whereby the open/closed status of documents and materials can be altered.

Section 11.02. FINANCIAL AND IRS DOCUMENTS (FORM 1023-EZ AND FORM 990). The Corporation shall provide its Internal Revenue Forms 990, 990-T, 1023-EZ and 5227, Articles of Incorporation, Bylaws, Conflict of Interest policy and financial statements to the general public for inspection free of charge.

Section 11.03. MEANS AND CONDITIONS OF DISCLOSURE. The Corporation shall make “widely available” the aforementioned documents on its internet website to be viewed and inspected by the general public.

(a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print the documents in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).

(b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.

(c) The Corporation shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).

(d) The Corporation shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within seven (7) days for mailed requests.

Section 11.04. IRS ANNUAL INFORMATION RETURNS (FORM 990). The Corporation shall submit Form 990 to its board of directors prior to the filing of Form 990. While neither the approval of Form 990 nor a review of Form 990 is required under Federal law, the Corporation’s Form 990 shall be submitted to each member of the board of directors via hard copy or email at least ten (10) days before Form 990 is filed with the IRS.

Section 11.05. BOARD DELIBERATION AND RECORDS.

(a) All Board deliberations shall be open to the public, *except* where the Board passes a resolution to move deliberations into a confidential executive session.

(b) All Board minutes shall be open to the public once accepted by the Board, *except* where the Board passes a resolution to make any specific portion confidential.

(c) All papers and materials considered by the Board shall be open to the public following the meeting at which they are considered, *except* where the Board passes a resolution to make any specific paper or material confidential.

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Section 11.06. STAFF RECORDS.

(a) All staff records shall be available for consultation by the staff member concerned or by that staff member's legal representatives.

(b) No staff records shall be made available to any person outside the Corporation *except* for authorized governmental agencies.

(c) Within the Corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for the staff member *except* that staff records shall be made available to the Board when requested.

Section 11.07. DONOR RECORDS.

(a) All donor records shall be available for consultation by the donors concerned or by their legal representatives.

(b) No donor records shall be made available to any other person outside the Corporation *except* for authorized governmental agencies.

(c) Within the Corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors *except* that donor records shall be made available to the Board when requested.

ARTICLE XII

CODE OF ETHICS AND WHISTLEBLOWER POLICY

Section 12.01. PURPOSE. The Corporation requires and encourages directors, officers and employees to observe and practice the highest standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the

Corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of the Corporation to adhere to all laws and regulations that apply to the Corporation, and the underlying purpose of this policy is to support the Corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

Section 12.02. REPORTING VIOLATIONS. If any director, officer, staff or employee reasonably believes that some policy, practice or activity of the Corporation is in violation of law, a written complaint must be filed by that person with the president.

Section 12.03. ACTING IN GOOD FAITH. Anyone filing a complaint concerning a violation or suspected violation of the Code, must be acting in good faith and have reasonable grounds for believing that the information disclosed indicates a violation of these Bylaws or commonsense understandings of ethical behavior. Any allegations that prove not to be

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substantiated and which prove to have been made maliciously or knowing of their falsity shall be viewed as a serious disciplinary offense.

Section 12.04 RETALIATION. A person is protected from retaliation only if he/she brings the alleged unlawful activity, policy or practice to the attention of the Corporation, and provides the Corporation with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

The Corporation shall not retaliate against any director, officer, staff or employee who in good faith has made a protest or raised a complaint against some practice of the Corporation, or of another individual or entity with whom the Corporation has a business relationship on the basis of a reasonable belief that the practice is in violation of law or a clear mandate of public policy.

The Corporation shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or public body any activity, policy or practice of the Corporation that the individual reasonably believes is in violation of a law, rule or regulation mandated pursuant to law, or is in violation of a clear mandate of public policy concerning the health, safety, welfare or protection of the environment.

Section 12.05 CONFIDENTIALITY. Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Section 12.06 HANDLING OF REPORTED VIOLATIONS. The president shall notify

the sender and acknowledge receipt of the reported violation or suspected violation within five (5) business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staff or employees and they shall have the opportunity to ask questions about the policy.

* * * * *

Adopted: October 7, 2024

Appendix B

Policy Draft for York SafeNet

**GENERAL
OPERATION
POLICY
MANUAL**

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DISCLAIMER

York SafeNet, a Pennsylvania nonprofit corporation (the “**York SafeNet**”), including its employees, Board of Directors and partners, are committed to the ongoing task of providing a valuable service to the community and public safety professionals; however, the presence of the York SafeNet public safety camera network (the “**Camera Network**”) cannot guarantee the recorded capture of every activity, incident or crime that occurs within the Camera Network’s view. Further, the nature of mechanical and computer equipment makes occasional system or individual camera down-time inevitable.

In no event shall the York SafeNet, its employees, Board of Directors, or partners be liable for any direct, indirect, incidental, punitive, or consequential damages of any kind whatsoever with respect to the Camera Network and/or other services that the York SafeNet provides.

1. Introduction and Objectives

1.1 Introduction

The York SafeNet operates the Camera Network in the City of York, Pennsylvania and certain of its surrounding areas within York County (collectively, the “**Community**”) for the purpose of providing enhanced public safety by monitoring public spaces. This camera network, known as the “Camera Network,” comprises a number of cameras installed at locations throughout the Community. The Camera Network is intended to be fully operational in stages and may have various technological features when operational. The Camera Network is expected to be operated from a monitoring room based at a secure facility within or near the Community, at a location determined by the Board of Directors.

The York SafeNet is a 501(c)(3) nonprofit organization registered in the Commonwealth of Pennsylvania. The York SafeNet is governed by a Board of Directors representing required memberships outlined in the York SafeNet’s by-laws. A copy of the York SafeNet by-laws are available upon request. The York SafeNet will also be run by certain employed or retained personnel. Details of key personnel and their responsibilities are shown at Appendix A.1 to this Policy.

1.2 Ownership of the Camera Network

The York SafeNet owns the Camera Network and is responsible for managing and maintaining the Camera Network, including the monitoring room, cameras, hardware and software. Sharing of images and undertaking further third-party monitoring, if any, will be consistent with this General Operation Policy Manual (the “**Policy**”). The York SafeNet believes that the use of Camera Network in the Community and the Camera Network, in general, is a lawful and appropriate tool to help reduce crime, reduce the fear of crime, improve public safety and the efficiency of first responders.

1.3 Statement Regarding the Reasonable Expectation of Privacy; Anti-Discrimination and Equity

The York SafeNet relies on legal precedence, including the U.S. Supreme Court’s decision in the case of *Katz vs. the United States* (1967), as legal authority to operate a camera network in public spaces. Also, other U.S. Federal, state, and local laws and regulations allow for (and/or do not otherwise prohibit) individuals and/or local authorities to provide such camera coverage of public spaces for the purpose of crime prevention or victim welfare.

The Camera Network will be operated with respect for the reasonably expected privacy of all individuals, recognizing the right to be free from inhuman or degrading treatment and avoiding unlawful discrimination. Furthermore, operation of the Camera Network shall not target or profile individuals based on race, ethnicity, national origin, religion,

gender, sexual orientation, disability, housing status, or appearance. All personnel will be trained to recognize and avoid implicit bias in camera use and monitoring.

The York SafeNet recognizes that it is its responsibility to use its best efforts to ensure that the Camera Network complies with all relevant laws and regulations and to ensure its legality, legitimacy, and the public trust. York SafeNet intends to use the Camera Network only as a response in the interests of public safety, the economic well being of the Community, for the prevention and detection of crime or disorder, for the protection of health and property, and/or for the protection of the rights and freedoms of others.

1.4 Objectives of the Camera Network

The objectives of the Camera Network as determined by the Board of Directors, from time to time, and which form the lawful basis for the processing of data are:

- To assist in supporting the investigation and prosecution of crime;
- To help reduce the fear of crime;
- To help deter and detect crime and endeavor to provide evidentiary material for court proceedings;
- To enhance community safety, which in turn is expected to assist in developing the economic well being of the Community;
- To assist the local public safety authorities in their enforcement and regulatory functions within the Community; and
- To assist in, and encourage, safer and more sustainable use of all modes of transport and travel in the Community.

Within this broad outline of objectives, the Board of Directors may also determine specific key objectives based on local concerns.

2. Statement of Purpose and Principles

2.1 Purpose

The purpose of this Policy is to state general operations policies and principles regarding how the York SafeNet intends to use the Camera Network to meet the objectives and principles outlined in Section 1.

2.2 General Principles

The Camera Network will be operated fairly, within this Policy, and only for the purposes for which it was established and are identified within this Policy, or which are

subsequently agreed to by the Board of Directors in accordance with this Policy or the York SafeNet's bylaws.

This Policy recognizes the public interest in the operation of the Camera Network to ensure the security and integrity of all operational procedures. The York SafeNet intends this Policy, as is reasonably possible, to balance the objectives of the Camera Network with the need to recognize the individual's rights and liberties. The York SafeNet has made efforts throughout this Policy to provide structure and accountability around certain operational concerns regarding the Camera Network, including a complaints procedure.

Participation and collaboration with the York SafeNet and/or the Camera Network in the Camera Network by any organization, individual or authority assumes an agreement by all such participants to comply fully with this Policy and to be accountable under this Policy.

Furthermore, it is understood that the York SafeNet and its Board of Directors may also adopt and require certain other policies relating to the Camera Network, including, but not limited to the following:

- Equity & Training Policy – relating to the requirements that all operators complete anti-bias and racial equity training and periodic racial-impact audits (placement, data use);
- Camera Placement Policy – relating to the process for reviewing new sites, especially near schools, shelters, or clinics and may require a public input process before large expansions;
- Personnel & Whistleblower Policy – relating to the establishment of a confidential channel for staff to report misuse or misconduct and tie to disciplinary policies referenced in Section 6 of this Policy; and
- Transparency & Complaints Policy – relating to the complaint process for community members and publication of aggregate data (placement maps, audit summaries).

2.3 Copyright

York SafeNet owns and retains all copyright and related rights of all material and footage recorded by the Camera Network.

2.4 Cameras and Area Coverage

Cameras deployed in connection with the Camera Network may be either remotely connected to or fixed to the York SafeNet's monitoring room. All cameras within the Camera Network will be positioned within an area in the Community suitably signed to

alert residents of the presence of such cameras; provided, however, this does not necessarily mean that there will be one sign for each camera installed in connection with the Camera Network. The York SafeNet will endeavor to make publicly available the location of all cameras deployed in the Camera Network.

The York SafeNet values the cooperation and opinions of the Community that it serves. Furthermore, the York SafeNet recognizes that organizational transparency and opportunities for regular community involvement are achieved through various methods. Therefore, access to general information regarding its policies, process, strategies and outcomes will be available from time to time on the York SafeNet website at ***** insert link to website *****. Visitors to the site are encouraged to email questions, comments, ideas, or concerns to a central email address (***** insert email address *****). In addition, the York SafeNet may schedule periodic public meetings from time to time, to share current organizational information and respond to residents in person.

While various consideration must be made when placing (or removing) cameras within the Camera Network, Community residents and/or other Community stakeholders requesting the installation (or removal) of a camera within the Camera Network are encouraged to contact the York SafeNet office during regular business hours. Decisions regarding the installation, removal or relocation of Camera Network will rest solely with the York SafeNet, but may include opportunities for public dialogue and/or the involvement of Community residents and stakeholders.

2.5 Monitoring and Recording Facilities

Camera Network will be connected to a monitoring room. All videos, images, and similar data captured by the Camera Network are recorded throughout every 24 hour period. Any data not intended for use as contemplated in this Policy will be overwritten within a period of time as may be determined by the Board of Directors.

2.6 Human Resource Training and Visitors

The York SafeNet's staff will be trained in accordance with this Policy and, except as set forth in this Policy, no visitor to the York SafeNet will have access to the monitoring room and/or without the express permission of the York SafeNet's management team leader, which may include an outsourced provider (the "**Team Leader**") (or such Team Leader's designee). If monitoring room access is approved, the visitor must be accompanied at all times by an authorized York SafeNet personnel.

2.7 Processing and Handling of Data

No recorded data, whether recorded digitally, in analogue format or as a hard copy video print, will be released from the monitoring room unless it is in accordance with this Policy.

2.8 Revisions to the Policies

Any substantive revision to this Policy will take place only in accordance with the York SafeNet's bylaws and/or after consultation with, and upon by the York SafeNet's Board of Directors. Any other revision, (i.e., such as may be required for clarification and will not have a substantive impact) may be agreed between the Team Leader and the Board of Directors.

3. Privacy and Data Protection

3.1 Public Concern

Although many in the Community may have become accustomed to the presence of cameras and similar recording technologies at government buildings, banks, hospitals, universities, shopping areas, and other public spaces, those who do express concern with such cameras and similar recording technologies, do so mainly over matters pertaining to access, privacy, and the processing of the data -- i.e., what happens to the material that is obtained?

All data obtained by the Camera Network will be processed fairly and lawfully and, in particular, will only be processed in the exercise of achieving the stated objectives of the Camera Network as set forth in this Policy. For instance, the Camera Network will not be used to intentionally "spy" into private residential property, unless extenuating and/or exigent circumstances exists, including the engagement by authorized law enforcement personnel in the active pursuit of a suspect and the use of the Camera Network in such manner is reasonably considered to be in the interests of public safety and/or the occupants of the private residence. "Exigent circumstances" shall be narrowly construed to mean situations where there is an immediate and imminent threat to life, safety, or serious property damage, and no reasonable alternative exists. Any such use shall be documented in writing by the Team Leader and reported to the Board at its next meeting. Furthermore, digital "privacy masks" will be programmed into the Camera Network and used when possible to reduce the possibility that the interior of a private residential property above street level is surveyed by the Camera Network. All Camera Network operators will be trained to respond properly relative to privacy concerns in the event that "privacy masks" cannot be programmed and/or used.

3.2 Data Protection

All data will be gathered in accordance with the principles of this Policy and will be handled in accordance with the principles contained within Appendix A.3 to this Policy and as follows:

- All data will be gathered fairly and lawfully.

- Data held will be adequate, relevant, and not excessive in relation to the purpose for which the data is gathered.
- Additional procedures may be implemented from time to time to mitigate the occurrence of unauthorized or accidental access to, alteration, disclosure, duplication, or loss and destruction of, data.
- Data deemed evidence in any form will be transferred to law enforcement or officers of the Court, which may include written documentation outlining the purpose, date, content, and recipient of the data.
- Any data known to the York SafeNet to be containing footage of physical altercations between law enforcement and other persons will be preserved. The data will be presented the York County District Attorneys' Office. The Board of Directors will also be informed.

3.3 Request for information (defendant access)

Requests for information and data will be evaluated with respect to the principles contained within Appendix A.3 to this Policy. Notwithstanding the generality of the foregoing, individuals named as suspects in a criminal investigation or as defendants in a court proceeding may instruct an attorney engaged on their behalf to make written request to the Team Leader asking that certain data be preserved as evidence.

Any request from an individual for the release of data which he/she believes is recorded by the Camera Network will be directed in the first instance to the Team Leader in the form of a subpoena from a licensed, practicing attorney under his/her letterhead. Except as otherwise set forth in this Policy and/or Appendix A.3 to this Policy, individuals whose image is captured on the Camera Network, but who are not the target of a police investigation or named litigants in a criminal court proceeding will not have access to any data possessed by the York SafeNet.

4. Accountability and Public Information

4.1 The Public

For reasons of security and confidentiality, access to the York SafeNet monitoring room is restricted in accordance with this Policy.

If a member of the Community desires to register a complaint with regard to any aspect of the Camera Network may do so by contacting the York SafeNet's Team Leader. To the extent the York SafeNet has established a complaints procedure, any such Community complaints shall be handled in accordance with such policy. The Team Leader will use his/her best efforts to acknowledge every legitimate complaint within thirty (30) business

days of the date it is received by the York SafeNet. A record of all complaints will be kept with the York SafeNet and routinely reported to the Board of Directors.

4.2 Camera Network Manager

The Team Leader will be the “Camera Network manager” and will have day-to-day responsibility for the Camera Network as a whole. The Team Leader shall prepare an annual public report that may, at the director of the Board of Directors, includes: a summary of audits conducted, the number of data requests granted/denied, the number of complaints received and resolved; and any known uses of exigent circumstances. The report will be published on the York SafeNet website. The Team Leader will provide other periodic reports regarding the operation of the Camera Network to public, including the opportunity to review this Policy.

4.3 Public Information

A copy of this Policy shall be made available to the public upon request.

4.4 Signs

The York SafeNet may place signs in the locality of the Camera Network and at reasonable intervals in relevant areas providing additional reminders to the Community regarding the Camera Network; however, this does not necessarily mean that there will be one sign for each camera in the Camera Network. The signs may indicate such information as:

- The presence of camera monitoring;
- The “ownership” of the Camera Network; and
- Contact telephone number for the York SafeNet.

5. Assessment of the Camera Network and Policy Manual

5.1 Evaluation

A committee of the York SafeNet’s Board of Directors will periodically evaluate the Camera Network to establish whether the operations of the York SafeNet are in compliance with this Policy and whether the York SafeNet is achieving its objectives.

5.2 Monitoring; Policy Implementation

In addition to being the “Camera Network manager,” the Team Leader is charged with day-to-day responsibility for the management of monitoring and operation of the Camera Network and the implementation of this Policy. The Team Leader shall also be responsible for maintaining full management of the information and data collected in the monitoring room, for use in the management of the Camera Network, and in future evaluations of the Camera Network.

5.3 Audit

The Team Leader and/or a designee will perform periodic audits of the operation of the Camera Network and compliance with this Policy. Audits, which may be in the form of video spot checks, may include examination of the monitoring room records, media histories and the content of recorded data.

6. Human Resources

6.1 Staffing of the Monitoring Room

Persons employed by the York SafeNet to operate elements of the Camera Network will not be permitted to operate any element of the Camera Network until they have received orientation and completed an initial training program. They will also receive further training and assessment as required by the Team Leader and/or the Board of Directors from time to time.

Every employee, volunteer, or other persons involved in the management and operation of the Camera Network will be issued a copy of this Policy and required to review it along with all other written policies and procedures promulgated by the York SafeNet from time to time. They may be required to sign an acknowledgment confirming that they fully understand their obligations to adhere to this Policy and such other policies and procedures. A breach of Policy will be considered a disciplinary offence.

Any law enforcement or other authorized personnel allowed access to the monitoring room must also acknowledge and agree to adhere to this Policy and such other policies and procedures.

6.2 Discipline

Every York SafeNet employee, volunteer, or other person with any responsibility under the terms of this Policy and who has any involvement with the Camera Network, will also be subject to the York SafeNet's personnel policies in place from time to time. Any breach of this Policy or such other of any aspect of confidentiality will be dealt with in accordance with the relevant disciplinary procedure set forth in such personnel policies. The Team Leader will assume primary responsibility for enforcement of this Policy.

6.3 Declaration of Confidentiality

Every York SafeNet employee, volunteer, or other person with any responsibility under the terms of this Policy and who has any involvement with the Camera Network, may be required to sign a declaration of confidentiality, in such form as the York SafeNet may require from time to time.

7. Control and Operation of Cameras

7.1 Guiding Principles:

- Any person operating, using, and/or accessing any element of the Camera Network will act with utmost integrity at all times during such operation, use, and/or access.
- A person will not use the Camera Network to intentionally look into private residential property, unless extenuating and/or exigent circumstances exists, including authorized law enforcement personnel engaged in the active pursuit of a suspect and the use of Camera Network in such manner is considered to be in the interests of public safety and/or the occupants of the private residence.
- A person operating, using, and/or accessing any element of the Camera Network may be required to justify their interest in, or recording of, any particular individual, group of individuals or property at any time by virtue of the audit of the Camera Network or by the Team Leader.

7.2 Operation of the Camera Network by the Police or Governmental Agencies

Only York SafeNet employees or trained volunteers are authorized to operate the Camera Network. The York SafeNet values and appreciates the work of police and first responders engaged in all aspects of public safety; however, it is important that the York SafeNet maintain its status as a community-driven nonprofit entity separate from police or government control.

7.3 Maintenance of the Camera Network

To ensure compliance with this Policy and that data recorded continue to be of appropriate evidentiary quality, the York SafeNet will maintain the Camera Network with assistance from professional IT, engineering staff, and/or other consultants with appropriate skills and credentials as needed.

8. Security Arrangements of Monitoring Room

8.1 Security Arrangements

The monitoring room will have a physical means of security and authorized York SafeNet personnel will be present at all times when manually controllable equipment relating to the Camera Network are in use. Only trained and authorized York SafeNet personnel will operate the equipment located within the Camera Network monitoring room (or equipment associated with the Camera Network).

8.2 Public access and visits

Public access to the monitoring and recording facility will be controlled at the discretion of the Team Leader, and visitors will be supervised at all times. Any such visits may be recorded.

8.3 Declaration of Confidentiality

All visitors to the monitoring room will be required to sign the visitors' registry and a declaration of confidentiality that substantially reads as follows:

“In signing this visitors’ book, I, a visitor to the York SafeNet Camera Network monitoring room, acknowledge that the configuration of the monitoring room and personal details of those operating the Camera Network are confidential and must remain so. I further agree not to divulge any information obtained, overheard, or seen during my visit.”

York SafeNet employees and other individuals who regularly access the monitoring room will sign a separate statement of this declaration of confidentiality which will be kept on file.

9. Management of Data

9.1 Guiding Principles

For the purposes of this Policy “data” means any material recorded by, or as the result of, technical equipment which forms part of the Camera Network, but specifically includes images recorded digitally (regardless of storage medium), or by way of video copying, including video prints. Data obtained by using the Camera Network has the potential of containing material that may need to be admitted in evidence at some point during the period of its retention. Members of the community must have reasonable confidence that recordings of their ordinary every day activities will be treated with due regard to their reasonable expectation of privacy. It is therefore important that, regardless of the means or format (e.g. paper copy, video recording, digital tape, cloud storage, CD, or any form of electronic processing and storage) of the data obtained from the Camera Network, such data is treated strictly in accordance with this Policy from the moment it is received by the monitoring room personnel. Access to and the use of data will be strictly for the purposes defined in this Policy only.

Except as otherwise set forth in this Policy, data will not be copied, sold, otherwise released or used for commercial purposes or for the provision of entertainment or otherwise made available for any use incompatible with this Policy.

9.2 Standards for the release of data to a third party

Every request for the release of data generated by the Camera Network will be channeled through the Team Leader. The Team Leader will use his or her best efforts to enforce the principles contained within Appendix A.3 to this Policy.

In complying with the standards for the release of data to third parties, it is intended, as far as reasonably practical, to recognize the individual's reasonable expectation of privacy and to give effect to the following principles:

- Recorded data shall be processed in accordance with the principles and purposes defined in this Policy;
- Access to recorded data will only take place in accordance with the standards outlined in Appendix A.3 and this Policy;

Members of law enforcement or other agencies having a statutory authority to investigate and/or prosecute criminal offenses may, subject to compliance with Appendix A.3, release details of recorded information to the media only in an effort to identify and/or apprehend alleged offenders and/or potential witnesses. If data is to be shown to witnesses, including police officers, for the purpose of obtaining identification evidence, it must be shown in accordance with Appendix A.3.

It may be beneficial to make use of data for community awareness, the training and education of those involved in the operation and management of other similar camera networks, and for those involved in the investigation, prevention and detection of crime or other area of public emergency response. Any data recorded by virtue of the Camera Network will only be used for such purposes.

9.3 Data – Retention

Data will be retained for a period of approximately **seven (7) days**. Digital recording will be set to overwrite automatically. At the conclusion of its life, data used within the Camera Network will be destroyed.

9.4 Register of Data

Each item of data within the monitoring room will be registered and stored securely from the time it is produced, until it is destroyed. Records will be retained for at least three years.

9.5 Release of Data

If data is released to a third party in accordance with this Policy, a record must be kept which identifies the basis for that release, and to whom. Records will be retained for only a reasonable period of time as established by the York SafeNet.

9.6 Snapshots of Data

Prints or still images will be treated in the same way as other data identified above. It will not be released outside the monitoring room except as permitted by this Policy, and any release will be documented. Where prints are taken for use within the monitoring room, they should not be kept for longer than can be reasonably justified and should be regularly reviewed. Prints that are no longer required will be securely destroyed.

APPENDIX

A.1 Key Personnel and Responsibilities

Camera Network Owners

The Camera Network is owned by the York SafeNet. The York SafeNet bears the responsibility for maintaining the Camera Network.

[Chairperson, Board of Directors]

York SafeNet

255 W. King Street

York, PA 17401

Phone: [*****]

Website: [*****]

Responsibilities of the Camera Network Owner:

- Ensure the provision and maintenance of all elements and equipment forming part of the Camera Network in accordance with contractual maintenance arrangements, which the York SafeNet may from time to time enter.
- Maintain close liaison with the Team Leader.
- Review and approve any proposed alterations and additions to the Camera Network, this Policy, and/or any other related operational procedures.

Operational Management

Management Team Leader

York SafeNet

255 W. King Street

York, PA 17401

Phone: [*****]

Website: [*****]

Responsibilities:

The Team Leader is the “manager” of the Camera Network. He or she has delegated authority from the Board of Directors for day-to-day management on behalf of the York SafeNet. The Team Leader will have overall responsibility of the Camera Network and for enforcing compliance with this Policy and any other related operational procedures. He or she will also maintain direct liaison with the Board of Directors.

A.2 Location and Ownership of Cameras

The current list of Camera Network and their locations are available on the York SafeNet's website:

Website: [*****]

A.3 Standards for the Release of Data to Third Parties

A.3.1 Standards for the release of data to third parties

After consultation with professionals and deliberation by its Board of Directors, the York SafeNet has developed this Policy to address many commonly expressed questions and concerns regarding the Camera Network's operation, including the release of data to third parties.

A.3.2 General Policy

All requests for the release of data shall be processed in accordance with this Policy. All such requests shall be channeled through the Team Leader or the appropriate delegated authorized representative.

A.3.3 Primary Request to View Data

Primary requests to view data generated by the Camera Network are likely to be made by third parties for any one or more of the following purposes:

- Providing evidence in criminal proceedings;
- Providing subpoenaed evidence in civil proceedings or tribunals;
- The prevention of crime;
- The investigation and detection of crime (may include identification of offenders);
- Identification of witnesses; and
- Emergency management.

Third parties, which are required to show adequate grounds for disclosure of data within the above criteria, may include, but are not limited to:

- Police and other law enforcement;
- Statutory authorities with powers to prosecute (e.g., state or federal authorities);
- The courts and its court officers;
- Accused persons who are defendants in criminal proceedings;

- Upon receipt from a third party of a *bona fide* request for the release of data, the York SafeNet shall:
 - Not unreasonably obstruct a third-party investigation to verify the existence of relevant data; and
 - Ensure the retention of data which may be relevant to a request, but which may be pending application for, or the issue of, a court order or subpoena. A time limit shall be imposed on such retention and the York SafeNet will endeavor to remind requestors of this limit at the time of the request.
- Where requests fall outside the terms of disclosure and this Policy, the York SafeNet shall:
 - Be reasonably satisfied that there is no connection with any existing data held by the police in connection with the same investigation; and
 - Treat all such inquiries with strict confidentiality.

Any release of data not specifically for law enforcement or court purposes (e.g., training, community education) requires prior approval of the Board of Directors.

A.3.4 Secondary Request to View Data

Secondary requests for access to data are any requests being made which does not fall into the category of a primary request (described above) and may be accommodated at the York SafeNet's discretion with the following conditions:

- All recorded data is the property of the York SafeNet; and
- The request would pass a reasonable test of "disclosure in the public interest" as determined by the York SafeNet, in its sole discretion.

If, in compliance with a secondary request to view data, the York SafeNet's decision is to release material to a third party, the following conditions shall exist before surrendering the data:

- With respect to data to be released under the auspices of "crime prevention," written notice as to the release of the material should be provided to the [York Bureau of Police] and [the office of the York County District Attorney]. The recipient of the data should have personal knowledge of the circumstances of the crime(s) to be prevented and an understanding of this Policy.
- If the data is to be released under the auspices of "public well-being, health or safety," written notice as to the release of the material should be provided to the [York Bureau of Police] and [the office of the York County District Attorney]. In either situation, the

recipient of the data should have personal knowledge of the circumstances of the public well-being, health or safety concern to be prevented and an understanding of this Policy.

Data may be used for *bona fide* training purposes such as police, emergency responder, or staff training. **Under no circumstances will data be released for commercial sale to news media or for entertainment purposes.**

A.3.5 Media Disclosure

In the event of a request from the media for access to data, the procedures outlined under the heading of *Secondary Request to View Data* (above) shall be followed. If material is to be released the following procedures shall be adopted:

- The release of the data must be accompanied by a signed release document that clearly states what the data will be used for and sets out the limits on its use and indemnifies the York SafeNet against any breaches of confidentiality.
- The release form shall state that the receiver must process the data in a manner prescribed by the York SafeNet, e.g. specific identities/data that must not be revealed.
- It shall require that proof of any editing must be passed back to York SafeNet, either for approval or final consent, prior to its intended use by the media.
- The release form shall be considered a contract and signed by both parties.

*** END POLICY***

Appendix C

Feasibility Study Presentation



**LogosWorks
Partners**

**York SafeNet
Feasibility**



The Need

Cost of Crime to a Community

- Homicide over \$16 million.
- Rape or sexual assault over \$419,000
- Robbery over \$401K
- York City's homicide rate has improved notably since 2022 but crime still provides economic drag.

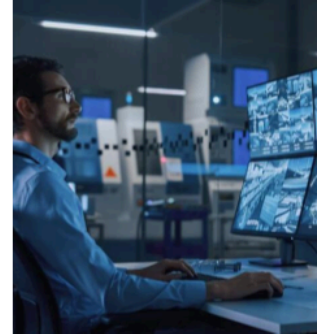


**LogosWorks
Partners**

Update - *Entity Formation*

Member Non Profit entity for “York SafeNet” has been filed with the state.

- Entity approved by the state on October 8
- Initial board members Eric Menzer, Victoria Connor, and Bill Kerney have been appointed. (More may be added later)
- First board meeting was held end of October 24, at 8am
- Ability to engage contractors starts immediately while further state filings are being completed
- Initial funding can be received utilizing fiscal sponsorship until entity filings are finalized



Update - *Cost Estimates*

Methodology included:

- Conferring with local law enforcement on [140 strategic locations](#) which blanket strategic monitoring points across York City
- Construction/Installation assembled with input from contractors
- Pro Forma was designed with input from leaders of other camera networks
- Key drivers of cost identified - numbers of cameras and live monitoring



Update - *Feasibility Study*

- Schedule between November 11 and December 16
- Initial results shared with board week of December 16th
- Full report shared with Better York at January 6 meeting



Update - *Next Steps*

- Write equitable and transparent operation policies
- Continue to refine governance model and build nonprofit board
- Respond to feasibility by right sizing project or engaging further stakeholders
- Approach City Council for approval
- Finalize budget and engage in fundraising for CapEx and launch funding
- Engage contractor to for preconstruction services

Costs - Overview

CapEx of \$2.7 million with variance based on:

- Camera type and head end system (features and AI capabilities).
- Number of cameras

Annual Budget \$785K - 386K with variance based on:

- Amount of live monitoring (staffing)
- Number of cameras (maintenance)



Costs - Details

CapEx Details

Annual Budget Pro Forma

Category	Qty	Unit Cost	Total
Windows Head End Systems	1	\$100,000.00	\$100,000.00
Storage Solutions	1	\$40,000.00	\$40,000.00
Windows & New Support	1	\$10,000.00	\$10,000.00
Auto Camera with Installation - Phase 1	10	\$11,279.08	\$112,790.80
Camera Connectivity 10% Windows - Phase 1	8	\$2,000.00	\$16,000.00
Camera Connectivity 50% Fiber - Phase 1	2	\$7,000.00	\$14,000.00
Design Professional Services - Phase 1	200	\$175.00	\$35,000.00
Engineering/Consulting Support - Phase 1	200	\$175.00	\$35,000.00
Professional Consulting - Phase 1	100	\$115.00	\$11,500.00
Program Management Phase 1	100	\$115.00	\$11,500.00
Total Phase 1			\$388,290.80
Phase 2			\$11,279.08
Auto Camera with Installation - Phase 2	100	\$11,279.08	\$1,127,908.00
Camera Connectivity 10% Windows - Phase 2	80	\$2,000.00	\$160,000.00
Camera Connectivity 50% Fiber - Phase 2	20	\$7,000.00	\$140,000.00
Design Professional Services - Phase 2	180	\$175.00	\$31,500.00
Total Phase 2			\$1,609,408.00

EXPENSES			
Salaries and Payroll	\$390,362	\$391,773	\$403,526
Salaries	\$324,600	\$324,336	\$344,368
Payroll Taxes	\$24,832	\$25,577	\$26,344
Health Insurance	\$24,000	\$24,720	\$25,462
Retirement	\$6,930	\$7,138	\$7,352
Professional Services	\$226,220	\$226,220	\$226,220
Management	\$75,000	\$75,000	\$75,000
Maintenance	\$219,220	\$219,220	\$219,220
Human Resources	\$4,000	\$4,000	\$4,000
Finance/Audit	\$8,000	\$8,000	\$8,000
Legal	\$10,000	\$10,000	\$10,000
Grantwriting/Fundraising	\$10,000	\$10,000	\$10,000
Operating Expenses	\$78,500	\$78,500	\$78,500
Marketing	\$6,000	\$6,000	\$6,000
Expense Reimbursement	\$3,000	\$3,000	\$3,000
Professional Development	\$5,000	\$5,000	\$5,000
Tech/Software	\$7,000	\$7,000	\$7,000
Office Supplies	\$2,000	\$2,000	\$2,000
Insurance	\$5,000	\$5,000	\$5,000
Bank Fees	\$500	\$500	\$500
Facility (Lease)	\$15,000	\$15,000	\$15,000
Equipment	\$35,000	\$35,000	\$35,000
Depreciation			
Total Expenditures	\$785,082	\$796,493	\$808,246

Feasibility

- Looking to various players to play a role in funding this project - local government entities, foundations, businesses, state/federal grants, and individuals.
- There may be ways to take on majority of costs up front if CapEx dollars are easier to raise.
- Seeking feedback on role you or your organization might play in this project.

