Vacancies. SECTION 4. That in case of a vacancy occurring in said board of commissioners, by death or otherwise, it shall be filled by appointment by the majority of the said commissioners.

E. B. CHASE,
Speaker of the House of Representatives.
M. M'CASLIN,
Speaker of the Senate.

APPROVED—The twenty-eighth day of April, one thousand eight hundred and fifty-four.

WM. BIGLER.

No. 522.

AN ACT

Providing for the Sale of the Main Line of the Public Works from Philadelphia to Pittsburgh.

SECTION 1. *Be it enacted by the Senate and House of Representatives of the Commonwealth of Pennsylvania in General Assembly met, and it is hereby enacted by the authority of the same,* That the Governor is hereby authorized and required to invite sealed proposals for the purchase of the main line of the public works, to wit: the Philadelphia and Columbia railroad; the canal from Columbia to the Junction at Duncan's Island; the Juniata canal; from thence to Hollidaysburg; the Allegheny Portage railroad, including the new road to avoid the inclined planes, in its condition at the time of the transfer, and the canal from Johnstown to Pittsburgh, with all the property thereunto pertaining or belonging, and it shall be the duty of the Secretary of the Commonwealth within ten days from the passage of this act, to give notice in two newspapers published in the cities of Philadelphia, Pittsburgh and New York, that sealed proposals will be received at his office for the purchase of said main line of the public improvements, up to the first Monday of July, Anno Domini, one thousand eight hundred and fifty-four: said proposals shall state the maximum price offered for said main line, on the following terms, to wit: twenty per centum of the amount bid to be paid into the treasury in cash, before the transfer of said works, and the balance in ten equal instalments, the interest thereon payable semi-annually, from the date of the said transfer, at the rate of six per centum per annum, and the first instalment payable at the expiration of one year from the date of transfer, and said balance shall be secured to the Commonwealth by the bonds the company purchasing the same, and the same without any of other record than this act, shall be a lien on the works and improvements aforesaid: *Provided*, That no bid for a less amount than ten millions of dollars for said main line shall be entertained.

Governor authorized to invite sealed proposals.

Proviso.

SECTION 2. That it shall be lawful for any railroad, canal or navigation company incorporated under the laws of this Commonwealth, to bid for and become the purchaser of said main line of public works, anything in its charter or the laws by which it is governed to the contrary notwithstanding, and to increase its capital stock or borrow money to any amount necessary to effect such purchase, and complete the unfinished portions of the line. Who may bid for the works.

SECTION 3. That it shall be the duty of the Governor, in the presence of the Secretary of the Commonwealth, Auditor General, State Treasurer, and such other persons as may see proper to be present on the said first Monday in July, Anno Domini, one thousand eight hundred and fifty-four, to open said proposals, and award said main line to the corporation or persons offering the highest price for the same, and in case two or more proposals should be made for said main line for the same sum, the Governor shall have the authority to decide between said bidders: *Provided*, That the party whose bid shall be declared the highest, shall thereupon forthwith deposit with the State Treasurer the sum of two hundred thousand dollars, as security that such party will within ninety days thereafter pay the first instalment of twenty per centum, in cash or bonds of the Commonwealth as specified in this act, and in the event of said party failing to make such deposit with the State Treasurer, the Governor shall set his or their bid aside, and accept the next highest bid made in compliance with the provisions of this act. Opening of proposals. Proviso.

SECTION 4. That should the main line aforesaid, be bid for and awarded by the Governor to any association of individuals, as hereinbefore provided for, he shall, upon the payment of twenty per centum of the purchase money, issue letters patent, and incorporate said persons into a body politic and corporate, by the name, style and title of the Keystone Railroad and Canal Company, on the terms and conditions hereinafter specified. Letters patent.

SECTION 5. That immediately upon the issuing of the letters patent by the Governor, as provided by the preceding sections of this act, the railroad leading from Philadelphia to Columbia, and the Eastern division of the Pennsylvania canal, extending from Columbia to its junction, with the Juniata division, at Duncan's island, the Juniata division extending from Duncan's island to Hollidaysburg, the new and old Portage railroad from Hollidaysburg to Johnstown, and the Western division of the Pennsylvania canal from Johnstown to Pittsburg, shall be immediately vested in the said corporators and their successors, including the bridge over the Susquehanna river, at Duncan's island, together with all the surplus water power of said canals, all offices, toll houses, water stations, workshops, locomotives, cars, trucks, stationary engines, fuel on hand, horses and implements, and all the estate, real and personal, purchased and owned, and held by the Commonwealth, for the use of the said canals and railroads; the Canal Commissioners shall prepare duplicate schedules of all the estate, real and personal, purchased, owned and held by the Commonwealth, for the use of the main line of canals and railroads from Philadelphia to Pittsburg, describing the toll houses, water stations, engines and engine houses, work shops, and the condition of the canals and railroads, and their appendages, and enumerating all the personal property, said schedules shall be signed by the Canal Commissoners, and by the president of the said company, with the corporate seal annexed, on behalf of said company, one of which When property to be vested in purchasers.

schedules shall be left with the directors of said company, and the other delivered to the Governor, to be filed in the office of the Secretary of the Commonwealth.

Notice to be given to superintendents, &c.

SECTION 6. That so soon as the said company shall be organized and shall give notice to the Governor of their readiness to take possession of said works, he shall cause notice thereof, to be given to all superintendents, toll collectors, officers and agents of the Commonwealth, employed on or about said railroads and canals, who shall continue nevertheless to discharge the duties of their said offices or employments, and be entitled to receive their present rate of compensation from the said company, until removed or re-appointed by the directors thereof, and the official bonds of said officers and agents shall enure to the use of said company, as to all moneys received by them on account of the works, subsequent to the time when said company shall so take possession of them as aforesaid.

Works to be kept in repair.

SECTION 7. That immediately after the Governor shall have issued letters patent, the said company shall take possession of said public works, and shall be bound ever thereafter, to keep in good repair and operating condition, the entire line of said railroads and canals, extending from Philadelphia to Pittsburg, with the necessary toll houses, water stations, locks, buildings and other appurtenances, and that the said railroads and canals shall be, and forever remain a public highway, and the said company shall furnish stationary and locomotive engines, and motive power, for the use of all persons or companies engaged or wishing to engage in the transportation of tonnage or passengers, at such times and in such manner as not to impair the use and enjoyments of said railroads and canals, by said parties, they paying just and fair charges for the use of said main line or any portion thereof, which shall not exceed the rates of toll now charged upon boats, cars, tonnage and passengers by the Commonwealth. It being the true intent and meaning of this act, that the said main line shall be, and remain forever a public highway, and kept open, and in repair by said company as such, for the free use and enjoyment of all persons desiring to use and enjoy the same, and that nothing in this act contained, shall be construed in any way, to interfere with the existing rights and privileges of parties doing business upon the same:

Proviso.

And provided further, That the company purchasing said main line shall fully carry out the contract existing, for the carrying of passengers over the Columbia and Philadelphia railroad.

Detailed statement to be made out and filed in Auditor General's office.

SECTION 8. That the said company on the first day of December, after its incorporation, and annually thereafter shall cause to be made out under the oath of one its officers, and transmitted to the office of the Auditor General a detailed statement exhibiting the amount of tolls, freight and other incomes, which have been received by said company during the preceeding year also a statement of all the expenditures for the same period for repairs, management, motive power and other purposes, and it shall be the duty of the Auditor General to file saidstatement in his office as all similar reports are now filed.

Transportation of passengers and produce.

SECTION 9. That the said company may own and employlocomotive engines, cars, boats and horses, and convey passengers and tonnage of whatsoever description on said canals andrailroads, and shall have the right to receive compensation for the same as hereinafter provided, and to make such general regulations for the transaction of business on said railroads andcanals as they may from time to time deem proper, and they shall also have the exclusive right to furnish all the motive power for said railroads.

SECTION 10. That said company shall not have the right to subject tonnage shipped or discharged at intermediate points on said line of improvements, to charges of more than twenty per centum above the rates per mile charged for similar tonnage passing over the entire extent of said improvements for the time being, and the said company shall make no discrimination in tolls and charges against any boats or tonnage passing to and from the Susquehanna Division, of the Pennsylvania canal, and the charges and tolls on such tonnage and boats, shall never exceed per mile those now charged by the State, on the Susquehanna, West Branch and North Branch divisions of the Pennsylvania canals, or the amounts now paid the Commonwealth, upon such boats and tonnage under present maximum rates of tolls as fixed by the board of Canal Commissioners. Charges.

SECTION 11. That the purchasers of said railroads and canals, their successors and assigns shall be a body politic and corporate in deed and in law, by the name, style and title of the Keystone canal and railroad company, and by the same name the said company shall have perpetual succession, and be able to sue and be sued, plead and be impleaded, in all courts of record and elsewhere, and to have, purchase, receive and hold, and enjoy to them and their successors such land, tenements and hereditaments, goods, chattels and estates, real, personal and mixed, of what kind or quality soever, as shall be necessary for the repairs and management of said canals and railroads, and the same from time to time sell, exchange, mortgage, alien, grant or otherwise dispose of, and also to make and keep a common seal, and the same to alter and renew at pleasure, and also to ordain, establish and put into execution such by-laws, ordinances and regulations as shall appear necessary and convenient for the government of said corporation, not being contrary to the constitution or laws of the United States, or of this State, and generally to do all and singular, the matters and things which to them it shall lawfully appertain to do, for the well-being of the said corporation, and the due managing and ordering of the affairs of the same, and the said company be and they are hereby authorized if they deem it expedient, to construct a railroad by the most eligible route from the western terminus of the Philadelphia and Columbia railroad, to the Allegheny Portage railroad and connect therewith, and also extend the Allegheny Portage railroad to the city of Pittsburgh, and connect with the North Western railroad, and to increase the capital stock of the company to any amount necessary to complete the same, not exceeding three hundred thousand shares at fifty dollars each: *Provided*, The same be commenced within five years, and completed within ten years from the date of its incorporation under this act. Purchasers to be a body politic. Style. Privileges.

SECTION 12. That the stockholders of such company, or a majority of them shall, as soon as conveniently may be after the letters patent shall be obtained, appoint a time and place for the stockholders to meet, in order to organize the said company, and shall give at least ten days' previous notice thereof in one or more newspapers in the county where said meeting is to be held; the capital stock shall be divided into shares of fifty dollars each, and each share of stock shall entitle the holder thereof to one Meeting of stockholders.

vote; and the board of directors shall consist of thirteen; the stockholders when met, shall choose by ballot, the said directors by a majority of votes polled; the said directors shall be stockholders, and a majority of them shall be citizens of this Commonwealth, and shall remain in office until the second Monday in February next thereafter, and until another board is chosen; the directors shall elect one of their number president, and shall conduct and manage the business and affairs of the company.

Annual meeting.

SECTION 13. That the stockholders shall meet on the first Monday in February in every year, at such place as shall be fixed upon by the by-laws of the said company; of which meeting, the directors shall give at least ten days' previous notice in one or more newspapers published in the county where the said meeting is to be held, and choose by ballot, by a majority of votes polled, a board of directors qualified as provided in the preceding section, for the ensuing year, and until another board is chosen; and the stockholders may meet at such other times as they may be summoned by the board of directors, in such manner and form, and upon such notice as the by-laws may direct: *Provided*, That no share of stock shall entitle the holder thereof to vote at any election, which shall not have been transferred on the books of the company, at least one month before such election is held; any stockholder may vote by proxy, by duly authorizing some person to represent said stock: *Provided further*, That no male stockholder, resident within ten miles of the place of election, shall be permitted to vote by proxy; and no proxy shall be received, unless it shall have been executed within three months of the day of election.

Proviso.

Proviso.

Election of directors.

SECTION 14. That the election of directors, provided for in this act, shall be conducted in the following manner, that is to say, the directors, for the time being, shall appoint two of the stockholders not being directors, who shall severally take and subscribe an oath or affirmation, before an alderman or justice of the peace, well and truly, and according to law, to conduct such election to the best of their knowledge and abilities; and the said judges shall decide upon the qualifications of voters, and when the election is closed, shall count the number of votes, and declare who have been elected; and if it shall happen at any time, that an election of directors shall not take place, the corporation shall not, on that account, be dissolved, but it shall be lawful to hold and make such election on any day thereafter, by giving at least five days' previous notice of the time and place for holding said election; and in case of a vacancy in the board of directors by death, resignation or otherwise, the vacancy may be filled by the board of directors.

Meetings of board of directors.

SECTION 15. That the board of directors shall meet at such times and places as may be fixed by the by-laws, and when met seven shall constitute a quorum; and in case of the absence of the president, the directors present shall elect a president *pro tempore*, and shall keep minutes of their proceedings, fairly entered in a book; and the board of directors shall have power and authority to appoint such officers and agents as may be necessary to conduct the affairs of the corporation, and to fix their salaries, and may require security of said officers or agents, in such amounts as they shall determine, and do all other acts and things as by this act, and by the by-laws and regulations of the said company, they may be authorized to do.

SECTION 16. That the board of directors shall have power to borrow money, from time to time, to an amount not exceeding the capital stock of the company, on the security of the corporate property, and to issue bonds, at such rate of interest as shall be determined on by the board of directors: *Provided*, That no bond shall be issued for a less sum than one hundred dollars. Power to borrow money. Proviso.

SECTION 17. That dividends of so much of the profits of the said company, as shall appear advisable to the board of directors, shall be declared semi-annually, and shall be paid to the stockholders, in *pro rata* proportions to the amount of stock held by each of said stockholders on demand, at any time after the expiration of ten days from the time of declaring said dividend; but the dividends shall in no case exceed the amount of the net profits actually acquired by the company, so that the capital stock shall never be impaired thereby. Dividends.

SECTION 18. That the said directors shall procure certificates, or evidences of stock, for all the shares of the stock of the said company, duly numbered, and shall deliver a certificate or certificates, signed by the president, and sealed with a common seal of the said corporation, and countersigned by the treasurer of the company, to each person for the share or shares of stock by him or her owned; which certificates shall be transferable at his or her pleasure, in person or by attorney duly authorized, on the books of said company. Certificates of stock.

SECTION 19. That it shall be lawful for the said company, their officers, engineers, contractors and agents, to enter upon any lands adjoining, or in the neighborhood of said canals and railroads, and take, dig, and carry away therefrom any stone, gravel, clay, sand or earth, necessary for the maintaining and repairing of said canals and railroads, or for constructing any bridge, viaduct, or other building which may be required in the maintenance and repair of said canals and railroads, and to erect and construct additional dams, and to improve those already constructed, and make such other improvements as may be deemed necessary: *Provided*, That compensation shall be first made or secured to the owner or owners of any such lands or materials, as shall be agreed upon between the parties, or in such manner as is hereinafter provided. Authority to enter upon lands. Proviso.

SECTION 20. That when the said company cannot agree with the owner or owners of any lands or materials for the damage done or likely to be done or sustained by any such owner or owners of such lands or materials which it may be necessary for said company to enter upon, use, or take away, for the repair of said canals and railroads, or by reason of any legal incapacity of any such owner or owners no such compensation can be agreed upon, the court of quarter sessions of the proper county, on application thereto by petition, either by said company or owners, or any one in behalf of either, and at the cost and charge of said company, shall issue their precept to the sheriff of the county, commanding said sheriff to summon seven discreet and disinterested persons to meet on the lands from whence materials are to be taken, in not less than ten nor more than twenty days, giving such reasonable notice as the court many designate, to both parties, by publication or otherwise, in the discretion of the court. And if a majority of said jurors attend, they shall be empannelled; and if a majority do not attend, the sheriff may summon others forthwith, or fix a day when they shall meet; and the said seven jurors, or a ma- Damages.

jority of them, being so empannelled and sworn or affirmed by the said sheriff, or his deputy, faithfully, justly and impartially to value the materials taken or to be taken, and find the rate of compensation to be paid therefor by said company. And the said jury shall have power to administer oaths and examine witnesses, and shall make report of their proceedings, stating the compensation adjudged and to whom payable, to the court, who, upon confirmation thereof, may direct such damages to be paid, or order a new inquisition if justice shall require it: *Provided*, That any owner or owners applying for a review, shall be liable for the costs of the proceedings prayed for in case a report more favorable is not obtained upon said review.

Proviso.

Notification to Canal Commissioners.

SECTION 21. That it shall be the duty of the Governor, upon the allotment of said main line, to notify the Canal Commissioners of such allotment, who shall immediately direct the engineer, superintendent or supervisor having charge of said main line, to make a final estimate, including all retained per centage of all work done under existing contracts, and make return to the Auditor General the amounts which may be found due for debts of all kinds existing at the time on such division or divisions.

Contracts to be carried out in good faith.

SECTION 22. That the said Keystone canal and railroad company shall carry out, in good faith, all contracts which may be in existence between the Commonwealth and other parties, for the construction of new work on the Allegheny Portage railroad, or for repairs or materials on any part of the said main line: *Provided*, That the said company may abandon said contracts in the same manner that the Commonwealth might have done, and that they shall not be liable for any of the debts on the said main line, incurred prior to the date of the transfer.

Proviso.

Any incorporated company becoming purchasers may hold the same under their corporate name.

SECTION 23. That if any company heretofore incorporated by this Commonwealth shall become the purchaser of said main line, such company shall hold the same under its original name, organization and management, but enjoy all the powers and privileges, and be subject to all the limitations, restrictions and conditions specified in this act, except such as relate to the name, organization and management of the company; and upon the payment of the first instalment of the purchase money by such company, the Governor shall convey the said main line in the manner provided for upon the issuing of letters patent to an unincorporated company.

Forfeiture.

SECTION 24. That a failure to pay any instalment and the accrued interest for more than six months from the time that such instalment or interest shall be due, shall work a forfeiture of double the amount of money due, and a repetition of such neglect, shall produce a forfeiture of the franchises hereby granted, whereupon, the said railroads and canals shall revert to the State, together with the working stock and property thereon, owned by such company, and thereupon the Governor shall announce such forfeiture by proclamation, and the Canal Commissioners shall proceed to take charge of said canals and railroads, and keep the same open for use, at present rates of toll and charge for the use thereof, until action is had by the Legislature.

Inspection of books.

SECTION 25. That it shall at all times be lawful for a committee of the Legislature appointed for that purpose, to inspect the books and examine into the proceedings of the corporation purchasing said main line, for the purpose of ascertaining whether the rights and privileges granted by this act have been misued or abused, and the Legislature may provide such remedies and penalties as may be necessary to secure a compliance with the provisions of this act.

SECTION 26. That all the monies accruing to the treasury from the sale of the said public works, shall be added to the sinking fund, and be applied to the payment of the funded public debt, according to the provisions of the act, entitled "An act to create a sinking fund, and to provide for the gradual and certain extinguishment of the debt of the Commonwealth," approved April tenth, one thousand eight hundred and forty-nine. Monies accruing from sale to be applied to Sinking Fund.

SECTION 27. That all necessary expenses incurred by the Governor under the provisions of this act, shall be paid out of any money in the treasury, not otherwise appropriated upon warrants drawn by him. Expenses.

SECTION 28. That the Legislature reserve the power to alter, revoke or annul the powers and privileges which may be conferred by this act, on the company which may purchase the said main line, whenever any of the said powers or privileges may, in their opinion, be injurious to the citizens of this Commonwealth, in such manner however that no injustic shall be done to the said company. Reservation.

SECTION 29. That if the said main line shall not be awarded to any purchaser under the provisions of this act, the Governor shall advertise for the term of one month, in two newspapers published in Philadelphia, Harrisburg and Pittsburgh, for purchasing the same or any division thereof, and transmit the proposals if any are received, at the next General Assembly, to the Speaker of the Senate, who shall open and publish the same in the presence of that body. Duties of Governor in case no sale is effected.

E. B. CHASE,
Speaker of the House of Representatives.
M. M'CASLIN,
Speaker of the Senate.

APPROVED—The twenty-seventh day of April, one thousand eight hundred and fifty-four.

WM. BIGLER.

No. 523.

A SUPPLEMENT

To an act incorporating the Chester Valley Railroad Company.

SECTION 1. *Be it enacted by the Senate and House of Representatives of the Commonwealth of Pennsylvania in General Assembly met, and it is hereby enacted by the authority of the same,* That from and after the passage of this act the directors of the Chester Valley railroad company shall be elected in the manner pre