



City of Philadelphia

City Council
Chief Clerk's Office
402 City Hall
Philadelphia, PA 19107

BILL NO. 070005 (As Amended, 3/14/07)

Introduced January 23, 2007

Councilmember Miller

**Referred to the
Committee on Rules**

AN ORDINANCE

Establishing a neighborhood improvement district in an area that generally includes both sides of Germantown Avenue from 6300 to 7631 and certain blocks of streets that intersect that portion of Germantown Avenue, to be known as the Mt. Airy Business Improvement District ("District"); designating Mt. Airy Improvement District, Inc., a Pennsylvania nonprofit corporation, as the Neighborhood Improvement District Management Association for the District; approving a plan for the District, including a list of proposed improvements and their estimated cost, and providing for assessment fees to be levied on property owners within the District; authorizing the Director of Commerce, on behalf of the City, to execute an agreement with Mt. Airy Improvement District, Inc. relating to the District; and authorizing Mt. Airy Improvement District, Inc. to assess property owners within the District a special property assessment fee to be used in accordance with the approved plan; all in accordance with the provisions of the Community and Economic Improvement Act, and under certain terms and conditions.

WHEREAS, Council is authorized by the Community and Economic Improvement Act ("Act") (53 P.S. §18101 *et. seq.*) to establish by ordinance neighborhood improvement districts and to designate certain entities to administer programs and services within such districts in order "to promote and enhance more attractive and safer commercial, industrial, residential and mixed-use neighborhoods; economic growth; increased employment opportunities; and improved commercial, industrial, business districts and business climates;" and

WHEREAS, The purpose of this ordinance is to establish a neighborhood improvement district in the Mt. Airy area, to be known as the Mt. Airy Business Improvement District ("District"); and

City of Philadelphia

BILL NO. 070005, as amended continued

WHEREAS, All procedures required by the Act for establishment of the District have been followed; in particular, more than forty-five (45) days have elapsed from the last public hearing required by the Act, and the Clerk of Council has not received objections filed by fifty-one percent (51%) or more of the affected property owners or property owners whose property valuation as assessed for taxable purposes amounts to fifty-one percent (51%) of the total property valuation within the proposed boundaries of the District; now, therefore,

THE COUNCIL OF THE CITY OF PHILADELPHIA HEREBY ORDAINS:

SECTION 1. In accordance with the provisions of the Community and Economic Improvement Act ("Act") (53 P.S. §18101 *et. seq.*), a neighborhood improvement district is hereby established in the Mt. Airy area, within the boundaries set forth as Exhibit "A-1" attached hereto. The district shall be known as the Mt. Airy Business Improvement District ("District").

SECTION 2. Mt. Airy Improvement District, Inc., a Pennsylvania nonprofit corporation, is hereby designated as the Neighborhood Improvement District Management Association for the District.

SECTION 3. Council hereby approves as the final plan for the District the plan set forth in Exhibit "A" attached hereto. Mt. Airy Improvement District, Inc. is hereby authorized to assess property owners within the District a special property assessment fee in accordance with the provisions of the final plan and the provisions of the Act.

SECTION 4. The Director of Commerce, on behalf of the City, is hereby authorized to enter into an agreement with Mt. Airy Improvement District, Inc., in a form approved by the City Solicitor, which agreement shall include the following provisions:

(a) A detailed description of the respective duties and responsibilities of the City and of Mt. Airy Improvement District, Inc. with respect to the District as set forth in the final plan approved under Section 3;

(b) A requirement that the City will maintain within the District the same level of municipal programs and services that were provided within the District before its establishment;

(c) A "sunset provision" under which the agreement will terminate five years from the date this Ordinance becomes law and may not be renewed unless the District is continued beyond that date in accordance with the sunset provisions of Section 5 of this Ordinance; and

City of Philadelphia

BILL NO. 070005, as amended continued

(d) Mt. Airy Improvement District, Inc.'s agreement to be responsible for the collection of all property assessment fees levied within the District and the City's agreement to file any necessary liens for nonpayment of property assessment fees as set forth in the Act at 53 P.S. §18107(A)(10).

SECTION 5. The District shall terminate five years from the date this Ordinance becomes law in accordance with the provisions of the final plan approved under Section 3. The District may be continued beyond that date only if Council reenacts this ordinance following a review of the District and the programs and services provided by Mt. Airy Improvement District, Inc. within the District.

SECTION 6. The Chief Clerk shall keep on file the document referred to as Exhibit A in Section 3 of this Ordinance, and all accompanying documents referenced in Exhibit A, and shall make them available for inspection by the public during regular office hours.

City of Philadelphia

BILL NO. 070005, as amended continued

Exhibit A

FINAL PLAN FOR THE MT. AIRY BUSINESS IMPROVEMENT DISTRICT (“DISTRICT”) AND REPORT OF THE CITY OF PHILADELPHIA CONCERNING THE DISTRICT

1. The name of the proposed neighborhood improvement district shall be the Mt. Airy Business Improvement District (“District”). A map of the District is attached as Exhibit A-1 and an enlarged copy of the map shall be kept on file with the Chief Clerk to be made available for inspection by the public during regular office hours.

2 The service area of the proposed district shall include all taxable (for real estate purposes) commercial properties on both sides of Germantown Avenue from 6300 to 7631 plus those commercial properties on certain blocks of streets that intersect that portion of Germantown Avenue that are listed in Exhibit A-2. This area is referred to as the “whole district.” While the service area does contain residential properties, the Mt. Airy Business Improvement District’s assessed properties include: those properties that are commercial, as defined by the Community and Economic Improvement Act, 53 P.S. § 1801 *et seq.*; and apartment buildings with five (5) or more residential units. Furthermore, tax-exempt properties located within the district will be encouraged to contribute cash or in-kind services.

3. A list of all properties to be assessed is attached as Exhibit A-2.

4. A list of proposed improvements and services within the District and their estimated cost for the first year of operation are as follows:

a. Security, Parking and Marketing: Security services will include, but not be limited to establishing a District public safety committee to work with local police and individual business operators in order to improve public safety and the District’s public safety image. Parking services will include identifying parking needs and working to provide additional parking. Marketing services will include: increasing business and customer attraction, by working with the real estate industry and property owners to attract strong new businesses, which will draw more customers; and preparing a new marketing kit which will include up-to-date demographic and business highlights. (Budget allocation for Year 1: \$5,000)

b. Maintenance and Operations. A private cleaning firm will be hired for the purpose of cleaning sidewalks and street gutters in the District. (Budget allocation for Year 1 \$70,000:)

City of Philadelphia

BILL NO. 070005, as amended continued

- c. Administration: The administrative costs will include, among other things, marketing and production of a regular e-mail newsletter, the performance of an annual audit, the preparation of an annual report to be disseminated among the benefiting properties and tenants and grant writing to expand programs and to advance streetscape and parking projects. The marketing/management element will have the following responsibilities: producing newsletters, conducting surveys, public relations, assisting the Board and Committees, planning and overseeing events, keeping marketing up to date, cooperating with realtors and developers, façade improvements, grant and sponsorship solicitation, contacting city agencies, overseeing board member selection, contractor selection and oversight, and such additional duties as may be determined from time to time by the Board. The District will contract annually with Mt. Airy USA to provide these administrative and business and customer attraction services. (Budget allocation for Year 1: \$40,000)
5. The proposed budget for the first fiscal year is \$115,000 and is attached as Exhibit A-3.
6. The proposed revenue source for financing all proposed improvements, programs and services will be assessments on real property within the service area as provided in paragraph 2 above.
7. The estimated time for implementation and completion of all proposed improvements, programs and services is five years, which corresponds to the initial term of the District.
8. The administrative body that will govern and administer the District is the non-profit corporation Mt. Airy Improvement District, Inc.
9. The by-laws of Mt Airy Improvement District, Inc. are attached as Exhibit A-4.
10. The method of determining the amount of the assessment fee to be levied on property owners within the District is as follows: The cost of services for the District will be equitably apportioned among all benefiting properties within the whole district service area. Using the Board of Revision of Taxes (BRT) assessments from 2006, the District's assessment fee will be calculated as 18% of the real estate taxes owed by any commercial property or any apartment building with five (5) or more residential units. To account for inflation, such assessment shall increase annually by 4% of the 18% base amount.

City of Philadelphia

BILL NO. 070005, as amended continued

11. The specific duties and responsibilities of City of Philadelphia and Mt. Airy Improvement District, Inc. with respect to the District are as follows:

- a. The City will be responsible for maintaining the same level of municipal programs and services within the District after its designation as a neighborhood improvement district as before such designation. The City will also be responsible for applying liens on properties for non-payment of property assessment fees as set forth in the Act at 53 P.S. § 18107(A)(10).
- b. Mt. Airy Business Improvement District, Inc. shall fulfill all the duties and responsibilities of a Neighborhood Improvement District Management Association (NIDMA) as set forth in the Community and Economic Improvement Act (53 P.S. § 18101 *et. seq.*). In its capacity as the NIDMA, Mt. Airy Improvement District, Inc. also shall annually submit an audit of all income and expenditures to the Department of Community and Economic Development and to City Council within 120 days after the end of each fiscal year, and submit a report, including financial and programmatic information and a summary of audit findings, to City Council and to all assessed property owners located in the District, as required by 53 P.S. §18109. In addition, Mt. Airy Improvement District, Inc. shall be responsible for collecting all assessment fees levied within the District.

12. A written agreement will be signed by the City and Mt. Airy Improvement District, Inc. containing the following provisions:

- a. The respective duties of the City and Mt. Airy Improvement District, Inc. with respect to the District as set forth in paragraph 11 above;
- b. The City's agreement to maintain within the District the same level of municipal programs and services that were provided within the District before its establishment;
- c. A "sunset provision" under which the agreement will expire in five years and not be renewed unless the District is continued beyond that date pursuant to reenactment of the ordinance establishing the District; and
- d. Mount Airy Improvement District, Inc.'s agreement to be responsible for the collection of all property assessment fees levied within the District and the City's agreement to file any necessary liens for nonpayment of property assessment fees as set forth in the Act at 53 P.S. § 18107 (A)(10).

City of Philadelphia

BILL NO. 070005, as amended continued

13. The District will allow for and encourage tax-exempt property owners to provide in-kind or financial contributions to Mt. Airy Improvement District, Inc. if not assessed, in lieu of a property assessment fee.

14. The negative vote of at least fifty-one percent (51%) of the property owners within the District, or property owners within the District whose property valuation as assessed for taxable purposes amounts to fifty-one percent (51%) of the total property valuation located within the District proposed in the final plan, shall be required to defeat the establishment of the proposed District by filing objections to the clerk for the governing body of the municipality within forty-five (45) days of presentation of the final plan.

City of Philadelphia

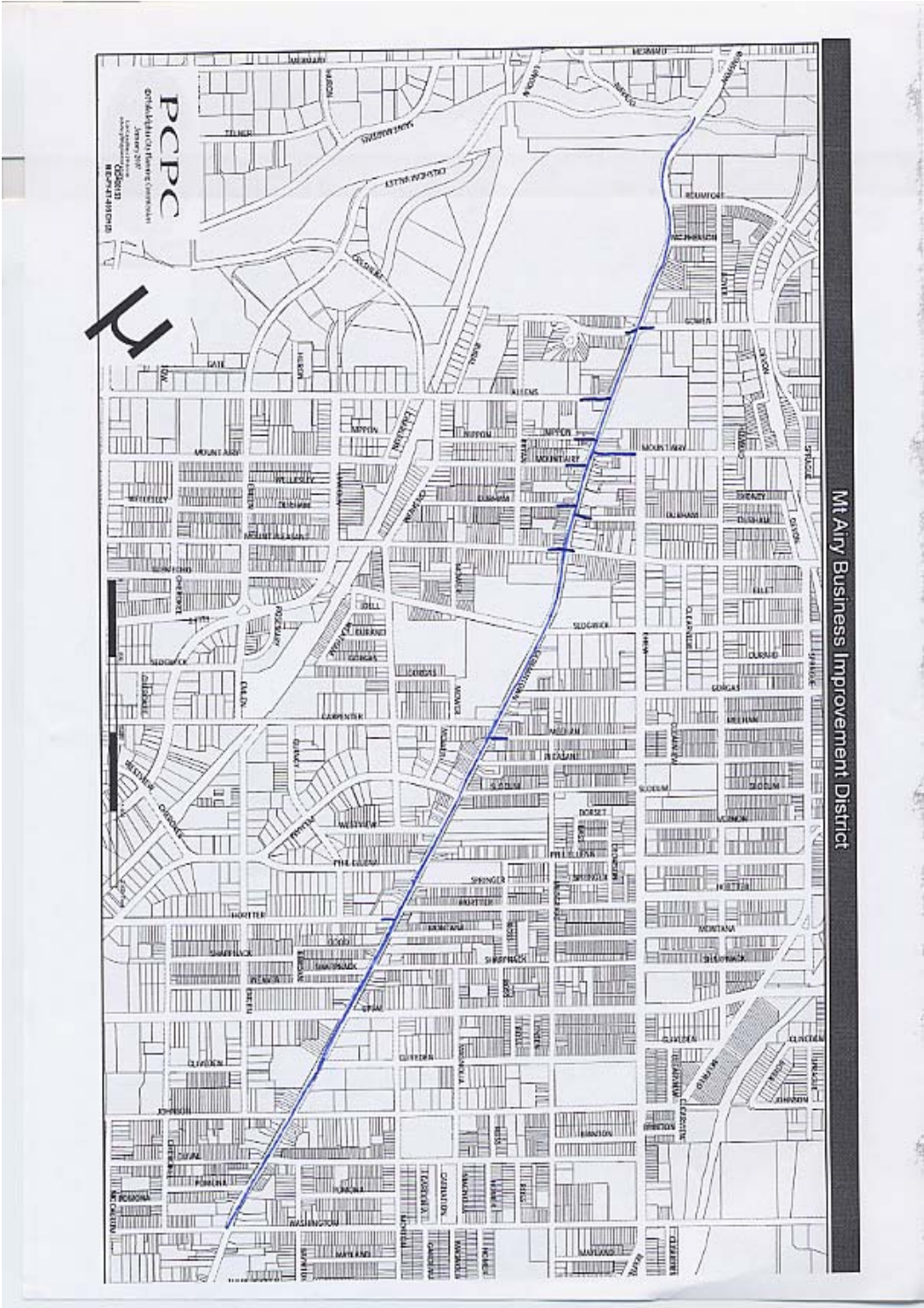
BILL NO. 070005, as amended continued

EXHIBIT A-1

MAP OF THE MT. AIRY BUSINESS IMPROVEMENT DISTRICT

City of Philadelphia

BILL NO. 070005, as amended continued



City of Philadelphia

BILL NO. 070005, as amended continued

A-2

PROPOSED PROPERTIES FOR THE MT. AIRY BUSINESS IMPROVEMENT DISTRICT

6300-06 GERMANTOWN AVE	6344-50 GERMANTOWN AVE
6301-03 GERMANTOWN AVE	6345 GERMANTOWN AVE
6305-07 GERMANTOWN AVE	6347 GERMANTOWN AVE
6309 GERMANTOWN AVE	6349 GERMANTOWN AVE
6311-17 GERMANTOWN AVE	6351 GERMANTOWN AVE
6316 GERMANTOWN AVE	6352 GERMANTOWN AVE
6319 GERMANTOWN AVE	
6320 GERMANTOWN AVE	6354 GERMANTOWN AVE
6321 GERMANTOWN AVE	6355 GERMANTOWN AVE
6322-24 GERMANTOWN AVE	6364 GERMANTOWN AVE
6323 GERMANTOWN AVE	6365-67 GERMANTOWN AVE
6325 GERMANTOWN AVE	6368 GERMANTOWN AVE
6326 GERMANTOWN AVE	6369 GERMANTOWN AVE
6327 GERMANTOWN AVE	6370 GERMANTOWN AVE
6328 GERMANTOWN AVE	6371 GERMANTOWN AVE
6329 GERMANTOWN AVE	6373 GERMANTOWN AVE
6330 GERMANTOWN AVE	6374 GERMANTOWN AVE
6331 GERMANTOWN AVE	6375 GERMANTOWN AVE
6332 GERMANTOWN AVE	6375R GERMANTOWN AVE
6333 GERMANTOWN AVE	6376-80 GERMANTOWN AVE
6334 GERMANTOWN AVE	6377 GERMANTOWN AVE
6335-37 GERMANTOWN AVE	6379 GERMANTOWN AVE
6336 GERMANTOWN AVE	6381 GERMANTOWN AVE
6338 GERMANTOWN AVE	6400 GERMANTOWN AVE
6339 GERMANTOWN AVE	6401 GERMANTOWN AVE
6340 GERMANTOWN AVE	6412 GERMANTOWN AVE
6341 GERMANTOWN AVE	6414 GERMANTOWN AVE
6416 GERMANTOWN AVE	6610-12 GERMANTOWN AVE
6430 GERMANTOWN AVE	6611 GERMANTOWN AVE
6445-55 GERMANTOWN AVE	6613 GERMANTOWN AVE
6465 GERMANTOWN AVE	6614 GERMANTOWN AVE
6509 GERMANTOWN AVE	6616-18 GERMANTOWN AVE
6511 GERMANTOWN AVE	6619-21 GERMANTOWN AVE
6513 GERMANTOWN AVE	6620 GERMANTOWN AVE
6515 GERMANTOWN AVE	6622-24 GERMANTOWN AVE
6516 GERMANTOWN AVE	6630 GERMANTOWN AVE
6517 GERMANTOWN AVE	6631 GERMANTOWN AVE
6519-25 GERMANTOWN AVE	6632 GERMANTOWN AVE
6520 GERMANTOWN AVE	6633 GERMANTOWN AVE
6526-30 GERMANTOWN AVE	6635 GERMANTOWN AVE
6527-29 GERMANTOWN AVE	6637 GERMANTOWN AVE
6531-33 GERMANTOWN AVE	6639-41 GERMANTOWN AVE

City of Philadelphia

BILL NO. 070005, as amended continued

6532-34 GERMANTOWN AVE	6643 GERMANTOWN AVE
6536 GERMANTOWN AVE	6644 GERMANTOWN AVE
6538 GERMANTOWN AVE	6645 GERMANTOWN AVE
6540 GERMANTOWN AVE	6646 GERMANTOWN AVE
6542 GERMANTOWN AVE	6647 GERMANTOWN AVE
6544-48 GERMANTOWN AVE	6649 GERMANTOWN AVE
6552 GERMANTOWN AVE	6651-53 GERMANTOWN AVE
6554 GERMANTOWN AVE	6656-58 GERMANTOWN AVE
6556 GERMANTOWN AVE	6657-59 GERMANTOWN AVE
6558-60 GERMANTOWN AVE	6660 GERMANTOWN AVE
6601-03 GERMANTOWN AVE	6661-63 GERMANTOWN AVE
6602 GERMANTOWN AVE	6662 GERMANTOWN AVE
6665 GERMANTOWN AVE	6769 GERMANTOWN AVE
6667 GERMANTOWN AVE	6771 GERMANTOWN AVE
6669 GERMANTOWN AVE	6776 GERMANTOWN AVE
6671 GERMANTOWN AVE	6778 GERMANTOWN AVE
6679 GERMANTOWN AVE	6780 GERMANTOWN AVE
6700 GERMANTOWN AVE	6782 GERMANTOWN AVE
6701-17 GERMANTOWN AVE	6784 GERMANTOWN AVE
6706 GERMANTOWN AVE	6801-07 GERMANTOWN AVE
6715R-17 GERMANTOWN AVE	6809 GERMANTOWN AVE
6721-39 GERMANTOWN AVE	6811 GERMANTOWN AVE
6730 GERMANTOWN AVE	6813 GERMANTOWN AVE
6732-36 GERMANTOWN AVE	6815 GERMANTOWN AVE
6740 GERMANTOWN AVE	6817 GERMANTOWN AVE
6745 GERMANTOWN AVE	6819 GERMANTOWN AVE
6747 GERMANTOWN AVE	
6749 GERMANTOWN AVE	6823 GERMANTOWN AVE
6750 GERMANTOWN AVE	6825 GERMANTOWN AVE
6751 GERMANTOWN AVE	6829 GERMANTOWN AVE
6753 GERMANTOWN AVE	6833 GERMANTOWN AVE
6755 GERMANTOWN AVE	6835 GERMANTOWN AVE
6757 GERMANTOWN AVE	6837-39 GERMANTOWN AVE
6759 GERMANTOWN AVE	6841-43 GERMANTOWN AVE
6761 GERMANTOWN AVE	6841R-43 GERMANTOWN AVE
6762 GERMANTOWN AVE	6900 GERMANTOWN AVE
6763 GERMANTOWN AVE	6901 GERMANTOWN AVE
6765 GERMANTOWN AVE	6923-45 GERMANTOWN AVE
6767 GERMANTOWN AVE	6950 GERMANTOWN AVE
7001 GERMANTOWN AVE	7136 GERMANTOWN AVE
7010 GERMANTOWN AVE	7138 GERMANTOWN AVE
7045-47 GERMANTOWN AVE	7140 GERMANTOWN AVE
7048 GERMANTOWN AVE	7142-44 GERMANTOWN AVE
7056 GERMANTOWN AVE	7145-47 GERMANTOWN AVE
7100 GERMANTOWN AVE	7146-50 GERMANTOWN AVE
7102 GERMANTOWN AVE	7149 GERMANTOWN AVE
7104 GERMANTOWN AVE	7151 GERMANTOWN AVE
7106 GERMANTOWN AVE	7152 GERMANTOWN AVE
7108 GERMANTOWN AVE	7153-55 GERMANTOWN AVE
7110 GERMANTOWN AVE	7157-59 GERMANTOWN AVE
7111-13 GERMANTOWN AVE	7161-63 GERMANTOWN AVE

City of Philadelphia

BILL NO. 070005, as amended continued

7112-14 GERMANTOWN AVE
7116 GERMANTOWN AVE
7117-19 GERMANTOWN AVE
7118 GERMANTOWN AVE
7120 GERMANTOWN AVE
7122 GERMANTOWN AVE
7124 GERMANTOWN AVE
7126 GERMANTOWN AVE
7127 GERMANTOWN AVE
7128 GERMANTOWN AVE
7130 GERMANTOWN AVE
7131 GERMANTOWN AVE
7132 GERMANTOWN AVE
7133-43 GERMANTOWN AVE
7134 GERMANTOWN AVE
7226-34 GERMANTOWN AVE
7236-40 GERMANTOWN AVE
7241 GERMANTOWN AVE
7314 GERMANTOWN AVE
7318 GERMANTOWN AVE
7326-30 GERMANTOWN AVE
7402 GERMANTOWN AVE
7403 GERMANTOWN AVE
7406 GERMANTOWN AVE

7600 GERMANTOWN AVE
7600R GERMANTOWN AVE
7601 GERMANTOWN AVE.
7611-17 GERMANTOWN AVE
7619-25 GERMANTOWN AVE
7627-31 GERMANTOWN AVE
18-24 W. HORTTTER ST.
25 W. HORTTTER ST.
17 E. MEEHAN AVE.
2 E. MT. PLEASANT AVE.
20 W. MT. PLEASANT AVE.
23 E. DURHAM ST.
45 W. DURHAM AVE.
20 E. MT. AIRY AVE.
22 E. MT. AIRY AVE.
24 E. MT. AIRY AVE.
26 E. MT. AIRY AVE.

7162 GERMANTOWN AVE
7165 GERMANTOWN AVE
7167-69 GERMANTOWN AVE
7170 GERMANTOWN AVE
7174 GERMANTOWN AVE
7200-06 GERMANTOWN AVE
7201-03 GERMANTOWN AVE
7205 GERMANTOWN AVE
7208-10 GERMANTOWN AVE
7212 GERMANTOWN AVE
7214 GERMANTOWN AVE
7216 GERMANTOWN AVE
7220 GERMANTOWN AVE
7222 GERMANTOWN AVE
7224 GERMANTOWN AVE
36 E. MT. AIRY AVE
13 NIPPON ST.
15 NIPPON ST.

5-11 W. MT. AIRY AVE
17 W. ALLENS LANE
20-30 W. ALLENS LANE
31 W. ALLENS LANE
17 E. GOWEN AVE.
3 W. GOWEN AVE.

City of Philadelphia

BILL NO. 070005, as amended continued

EXHIBIT A-3

PROPOSED BUDGET FOR THE MT. AIRY BUSINESS IMPROVEMENT DISTRICT

Year 1

Security Parking and Marketing

Sub-Total \$5,000.00

Maintenance and Operations

Hire private street cleaning firm

Sub-Total \$70,000.00

Administration

Contract with Mount Airy for administrative services

Marketing and producing regular e-mail newsletter

Performance of annual audit

Preparation of annual report

Grant writing and sponsorship solicitation

Conducting surveys

Public relations

Assisting board and committees

Planning and overseeing events

Contractor selection and oversight

Sub-Total \$40,000.00

TOTAL \$115,000.00

The proposed budget will increase annually by 4% of the 18% base amount to account for inflation and is set forth for subsequent years as follows:

Year 2	\$119,600.00
Year 3	\$124,384.00
Year 4	\$129,356.00
Year 5	\$134,537.00

City of Philadelphia

BILL NO. 070005, as amended continued

EXHIBIT A-4

BY-LAWS OF THE MT. AIRY IMPROVEMENT DISTRICT, INC.

ARTICLE I

SECTION 1.01 - OFFICES; REGISTERED AGENT

The principal office of the Corporation shall be located at such location or locations in the Mt. Airy section of Philadelphia, PA as the Board of Directors ("Board" or "Directors") may hereafter designate. A registered agent may be designated by the Corporation.

ARTICLE II

SECTION 2.01 - PURPOSES. The Corporation shall:

- a. Operate a Business Improvement District and function as a Business Improvement District Management Corporation (BIDMC) under the applicable Pennsylvania laws.
- b. Formulate, promote and implement the economic revitalization and general welfare of the Mount Airy commercial area.
- c. Provide a self-help mechanism by which relevant interests can expand business opportunities and sales, improve property values and enhance the environment for residents, shoppers and visitors;
- d. Mobilize public and private resources for this purpose;

SECTION 2.02 - TAX CODE. Said Corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501 (c)3 of the Internal Revenue code (or corresponding section of any future Federal Tax code). Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c)3 of the Internal Revenue code.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

City of Philadelphia

BILL NO. 070005, as amended continued

SECTION 2.03 - DISSOLUTION. In the event of dissolution of the Corporation, all of its assets, after satisfying any creditors, shall be distributed to the assesseees in proportion to their share of total assessments.

SECTION 2.04 - MEMBERSHIP. All owners of assessed properties shall be members of the Corporation. Corporation members may vote for Board members, attend Board meetings and serve on committees.

2.05 INCORPORATION. The Corporation is formed under and has been chartered by the Secretary of State of the Commonwealth of Pennsylvania. November 22, 2006.

ARTICLE III

SECTION 3.01 - GOVERNANCE. The Board of Directors is responsible for setting priorities and planning the BID's work. It is responsible for the annual audit and for an annual report of BID activities. The Board selects any BID employees, sets staff compensation and oversees the performance of the principal employee. The Board selects from among its members the chairs of program and standing committees.

- A. There will be nine voting members of the Board of Directors, elected by the Corporation members.
 - 1. Eight will represent property owners paying BID assessments.
 - 2. One will represent institutions and will be selected by the Board.
- B. Non-voting members will include representatives of Mount Airy Business Association; Mt. Airy, USA, the municipal corporation and other owners and tenants selected by the Board.

SECTION 3.02 - TERM OF OFFICE. The elected Directors shall be divided into two classes by the Chairman, with half of the directors in the first class and the balance in the second class. The term of office of the first class shall expire at the next annual meeting of the Corporation after their selection, and the term of office of the second shall expire at the second succeeding annual meeting. At each subsequent annual meeting, directors shall be elected by vote of the Board of Directors for terms of two years. The incorporators shall serve as Directors until the organizational meeting at which the first and second classes shall be elected by the members. The Board shall select qualified persons to fill any vacancies by majority vote of those Board members present and voting.

City of Philadelphia

BILL NO. 070005, as amended continued

SECTION 3.03 -REMOVAL OF DIRECTORS. At any meeting of the Directors, duly called and at which a quorum is present, the Directors may, by a majority vote of the entire Board, remove with or without cause any Director from office and may elect a successor to serve for the balance of the term of such removed Director. Vacancies occurring on the Board for any reason may be filled by a vote of a majority of the Directors then in office. A Director elected to fill a vacancy shall be elected to hold office for the unexpired term of his predecessor.

SECTION 3.04 - MEETINGS. The annual meeting of the Corporation shall be held each year at a time and place established by the officers. The Secretary (or the Manager) shall cause to be mailed to every member in good standing at his (her) address as it appears on the membership roll book of the Corporation, a notice stating the time and place of the Annual Meeting. Regular meetings may be scheduled at any meeting by the Board of Directors, and no notice of place, day and hour of regularly scheduled meetings need be given to any Director. Special meetings may be called by the Chairman of the Board. Notice of the place, day and hour of such special meeting shall be given to each Director at least three (3) days before the meeting, by delivering the same to him personally, or by leaving the same at his residence or usual place of business, by contacting him by telephone, or in the alternative by mailing such notice at least six (6) days before the meeting, postage prepaid, and addressed to him at his last known address. Any notice of a special meeting shall state the business to be transacted. Meetings may be conducted by conference call if all "present" can hear and participate. E-mail notification may be substituted for notification by mail.

SECTION 3.05 - QUORUM. A majority of the voting membership of the Board shall constitute a quorum for the transaction of business. Except in cases in which it is by statute, by the Certificate of Incorporation or by the By-Laws otherwise prohibited, the vote of a majority of such quorum at a duly constituted meeting shall be sufficient to pass any measure. In the absence of a quorum, the Members present by a majority vote and without notice other than by announcement may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. No proxies may be accepted.

SECTION 3.06 - BUDGET APPROVAL. Upon approval by the Executive Committee of a proposed annual budget, members shall be invited to a meeting at a specified place and at a time at least two weeks following the notice. At this meeting, public comment on the condition of the district, on the need for changed services and on the proposed budget will be solicited. A proposed budget, including any modification made by the voting members following this public meeting, may thereafter be adopted by the affirmative vote of a majority of all voting members of the Board of Directors.

City of Philadelphia

BILL NO. 070005, as amended continued

SECTION 3.07- COMPENSATION. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, 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 Section 501 (c)3 purposes.

SECTION 3.08 – DISTRICT ADVISORY COMMITTEE. District Advisory Committee members shall receive notices of all Board meetings. They may participate fully in board deliberations, and may serve as committee chairs and are members of the Corporation so long as they are members of the District Advisory Committee.

ARTICLE IV

SECTION 4.01 - COMMITTEES GENERALLY. The Board of Directors may provide for standing or special committees with such powers and duties as it deems desirable and may discontinue the same at its pleasure. The members of all such committees shall be appointed and the committee chairmen named by the Chairman of the Board of Directors. At least one member of each standing committee or special committee shall be a voting or non-voting member of the Board of Directors; the remaining members of such committees may, but need not, be members of the Board of Directors. Vacancies on any committee shall be filled by the Chairman of the Board of Directors.

SECTION 4.02 - EXECUTIVE COMMITTEE. The officers shall serve as an Executive Committee. The Executive Committee shall also serve as the finance, nominating and personnel committees.

SECTION 4.03 - COMMITTEE REPORTS. All recommendations by a committee shall be reported to the Board of Directors.

SECTION 4.04 - MEETINGS OF COMMITTEES. Each committee shall meet at the call of the chairman of the committee or any two members of the committee.

SECTION 4.05 - PARTICIPATION IN COMMITTEES. In selecting members of committees, the Board shall encourage widespread participation among members of the business community, commercial property owners, residents, and others concerned about the economic advancement of the District. From time to time, special committees may be named to advise the Board on issues on which additional perspective may be required and public meetings may be held to solicit advice from those concerned about the economic well-being of the District.

City of Philadelphia

BILL NO. 070005, as amended continued

ARTICLE V

SECTION 5.01 - EXECUTIVE OFFICERS. The Board of Directors elect a Chairman, a Vice-Chairman, a Secretary and Treasurer from among the Directors to serve for one year terms. The Board may also appoint such other subordinate officers as it may desire either from within or without its membership, also to serve for one year terms. Any two or more of the above mentioned offices, except those of Chairman and Secretary, may be held by the same person provided that no officer shall execute, acknowledge or verify any instrument in more than one capacity.

SECTION 5.02 - CHAIRMAN AND VICE-CHAIRMAN OF THE BOARD. The Chairman of the Board shall preside at all meetings of the Board at which he/she shall be present. He/she shall have and may exercise such powers as are from time to time assigned by the Board of Trustees.

The Vice-Chairman of the Board, at the request of the Chairman or in his absence, or during his/her inability to act, shall perform the duties and exercise the functions of the Chairman of the Board, and when so acting shall have the powers of the Chairman of the Board. The Vice-Chairman shall have such other duties as may be assigned to him by the Chairman.

The Chairman shall have general charge and supervision of the activities and affairs of the Corporation. When authorized by the Board of Trustees, he may sign and execute in the name of the Corporation all authorized instruments, except in cases in which the signing and execution thereof shall have been expressly delegated by resolution of the Board of Directors to some other officer or agent of the Corporation.

SECTION 5.03 - MANAGER. A manager (or director) may be appointed by the Board of Directors. He or she shall perform all duties incident to the office of Manager, including supervision of services, contract management, maintenance of accounts, notices and such other duties as from time to time may be assigned by the Board of Directors.

SECTION 5.04 - SECRETARY. The Secretary shall keep the minutes of the meetings of the Board of Directors in books provided for the purpose. He/she shall see that all notices are duly given in accordance with the provision of the By-Laws or as required by law. He shall be custodian of the records of the Corporation; see that the corporate seal is affixed to all documents which require said seal and which has been authorized to execute on behalf of the Corporation and when so affixing may attest to same; and, in general, perform all duties as, from time to time, may be assigned by the Board of Directors or the Chairman. The Manager may serve as the Board Secretary or assume some responsibilities of the Secretary if so designated by the Board.

City of Philadelphia

BILL NO. 070005, as amended continued

SECTION 5.05 - TREASURER. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit or cause to be deposited in the name of the Corporation all monies and other valuable effects in such bank, or other depositories as shall, from time to time, be collected by the Board of Trustees. Whenever required, he/she shall provide an account of the financial condition of the Corporation, and, in general, shall perform all duties incident to the office of a treasurer of a Corporation and such other duties as may be assigned to him by the Board of Trustees or the Chairman. He/she shall make a presentation on the fiscal condition of the Corporation at the annual meeting.

SECTION 5.06 - SUBORDINATE OFFICERS. The Board may from time to time appoint such subordinate officers as it may deem desirable. Each such officer shall perform such duties as the Board or the Chairman may prescribe.

ARTICLE VI

SECTION 6.01 - CHECKS, DRAFTS, ETC. All checks, drafts or other orders for payment of money, and all notes, bonds or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officers, agent or agents, employee or employees of the Corporation and in such manner as shall from time to time be determined by Resolution of the Board.

SECTION 6.02 - ANNUAL REPORTS AND AUDITS. There shall be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and a statement of operations from the preceding year audited and certified by an independent Certified Public Accountant, whose report shall be submitted at a regular meeting of the directors and filed immediately thereafter at the principal office of the Corporation. Such statement shall be prepared by the Chairman or such other executive officer of the Corporation as may be designated by the Board of Directors. This report shall be mailed to all members of the Corporation and other interested public and private sector persons and filed with the State of Pennsylvania and the municipal corporation.

SECTION 6.03 - FISCAL YEAR. The fiscal year of the Corporation shall begin January 1, unless otherwise specified by the Board of Directors by resolution.

SECTION VII

SECTION 7.01 - SEAL. The Board of Directors shall provide a suitable seal, bearing the name of the Corporation, which shall be in the custody and charge of the Secretary.

City of Philadelphia

BILL NO. 070005, as amended continued

SECTION 7.01 - BONDS. The Board of Directors may require any officer, agent or employee of the Corporation to give a bond to the Corporation conditioned upon the faithful discharge of his duties with one or more sureties and in such amount as may be satisfactory to the Board of Directors.

SECTION 7.02 - INSURANCE. The District shall insure itself for liability of its Directors and officers and may require bonding where deemed necessary by the Board.

SECTION 7.03 - PERSONAL LIABILITY OF DIRECTORS. A director of this Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- a. the director has breached or failed to perform the duties of his or her office under 15 PA C.S.A. Section 511 (which, as amended from time to time, is hereafter called Section 511); and
- b. the breach or failure to perform constitutes self-dealing, wilful misconduct or recklessness.

SECTION 7.04 - AMENDMENTS. A motion to amend, alter, repeal, or enact a new By-Law may be introduced, considered and discussed, but not voted on, at any meeting of the Board of Directors, provided that at least ten (10) days prior to such meeting a full written statement of the exact language of the motion and the time, place and day of the meeting when the motion will be introduced has been delivered to every member of the Board by certified mail. Provided the above said motion is duly seconded, the Chairman of the Board shall fix and announce a subsequent meeting date within a reasonable number of days when the motion shall be brought to a vote. An affirmative vote of a majority of the entire Board shall be required to carry said motion. The procedures and notice of requirements shall apply irrespective of any contrary provisions which may be contained in these by-laws.

Names and Addresses of Incorporators

1. Bob Elfant, Elfant Wissahickon Realtors, 7112 Germantown Ave, Phila. PA 19119
2. Susan Bushu, Bushu Properties, 713 Bethlehem Pike, Erdenheim, PA 19038
3. David Young, Cliveden House, 6401 Germantown Ave., Phila., PA 19144
4. Phil Krey, Lutheran Theological Seminary, 7301 Germantown Ave., Phila., PA 19119

City of Philadelphia

BILL NO. 070005, as amended continued

5. George Butler, Butler Prestige Photography 6338 Germantown Ave. Phila. PA 19144
6. Ken Weinstein, Trolley Car Diner, 7619 Germantown Ave., Phila., PA 19119
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7. Pam Thomas, Pathfinders Travel, 6325 Germantown Ave., Phila., PA 19144
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8. Ed McBride, New Covenant Church, 7500 Germantown Ave., Phila., PA 19119
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9. Farah Jimenez, Mt. Airy, USA, 6703 Germantown Ave., Ste. 200, Phila., PA 19119

City of Philadelphia

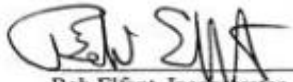

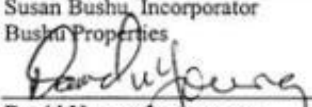
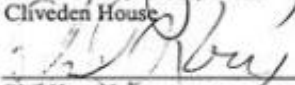
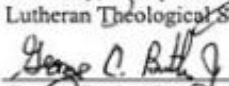
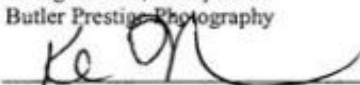
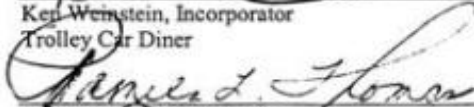

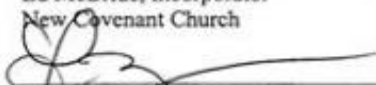
BILL NO. 070005, as amended continued

MT. AIRY IMPROVEMENT DISTRICT, INC.

ORGANIZATION ACTION OF THE INCORPORATOR

The undersigned, being Incorporators and interim Board of Directors of the Mt. Airy Improvement District, Inc., a Pennsylvania nonprofit corporation, hereby consent to the following action:

1. The Bylaws presented to the undersigned are hereby adopted and ratified as the Bylaws of the Mt. Airy Improvement District, Inc., and a copy of such Bylaws shall be filed with the Secretary of the Corporation and inserted in the minute book of the Corporation.

 Bob Elfant, Incorporator Elfant Wissahickon Realtors	1/9/07 Date
 Susan Bushy, Incorporator Bushy Properties	12/21/06 Date
 David Young, Incorporator Cliveden House	12/13/06 Date
 Phil Krey, Incorporator Lutheran Theological Seminary	01/09/07 Date
 George Butler, Incorporator Butler Prestige Photography	1-9-07 Date
 Ken Weinstein, Incorporator Trolley Car Diner	1/9/07 Date
 Pam Thomas, Incorporator Pathfinders Travel	1-10-07 Date
 Ed McBride, Incorporator New Covenant Church	1-9-07 Date
 Farah Jimenez, Incorporator Mt. Airy, USA	12/13/06 Date