

EXHIBIT A

PLAN FOR THE PORT RICHMOND INDUSTRIAL DEVELOPMENT ENTERPRISE (PRIDE) NEIGHBORHOOD IMPROVEMENT DISTRICT ("DISTRICT") AND REPORT OF THE CITY OF PHILADELPHIA CONCERNING THE DISTRICT

1. The name of the district is the Port Richmond Industrial Development Enterprise (PRIDE) Neighborhood 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 boundary of the district and the service area of the proposed district shall include all taxable (for real estate purposes) commercial properties (defined by the Community and Economic Improvement Act, 53 P.S. § 18103 *et seq.* ("Act") as properties used for "any for-profit activity involving trade and traffic or commerce in general") in the area bounded generally by the north side of Allegheny Ave, the west side of Memphis Street between Allegheny Avenue and East Westmoreland Street, the south side of East Westmoreland Street, the property line of 3300 Agate Street and the back of properties facing west along the east side of Tulip Street between Westmoreland and Ontario Streets, the south side of Ontario Street, the west side of Tulip Street between Ontario and Tioga Streets, the north side of Tioga Street, the back of properties facing west on the east side of Tulip Street between Tioga and Venango Streets, the back of properties facing south along the north side of Venango Street, including the property located at 2301-07 East Venango Street, and the back of properties facing east along the west side of Amber Street, as well as the properties located at 2066-80 East Tioga and 2082 East Tioga Streets. These properties include properties used commercially, and apartment and condo buildings containing five (5) or more residential units. This area is referred to as the "whole district." Residential properties of four or fewer units will be served by PRIDE but will not be assessed. Properties that are statutorily exempt from paying real estate taxes shall be exempt from paying assessments to the District. A property is not statutorily exempt from paying real estate taxes if its exemption is pursuant to §§ 19-1303(2), 19-1303(3), and 19-1303(4) of the Philadelphia Code. 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 set forth in Exhibit A-2.

4. A list of proposed improvements and services within the District are as follows:
 - a. Programs and services including regularly scheduled litter removal, uniformed security patrols, security camera installation, operation and maintenance, landscaping maintenance of the PRIDE Park and communications services, and
 - b. Personnel and administration costs including an executive director, professional fees, insurance, office expenses and a contingency.

5. A proposed budget for each year of the five-year term is attached as Exhibit A-3.
6. The proposed revenue source for financing all proposed improvements, programs and services will be the assessments on real property within the whole district as provided in paragraph 2 above, anticipated collection of past due amounts from prior years, collection of past due amounts from prior years already received by PRIDE, and anticipated grant income. In the event that the grant funding shown is not secured, the PRIDE board will adjust services and expenses so that costs do not exceed income.
7. The estimated time for implementation and completion of all proposed improvements, programs and services is approximately five years until December 31, 2022, which corresponds to the new term of the District.
8. The administrative body that will govern and administer the District is Port Richmond Industrial Development Enterprise, Inc. (PRIDE, Inc.), a Pennsylvania nonprofit corporation.
9. The bylaws of PRIDE, Inc. are attached as Exhibit A-4.
10. Annual assessment charges for each property subject to assessment will be computed as follows:

1. Multiply that portion of the district's annual budget attributed to assessments (shown as the Billing Amount in the 5-year budget included as Exhibit A-3) by the ratio of the OPA Market Value of that property to the total OPA Market Value of all properties in the district that are subject to the PRIDE assessment. The result for each property shall be designated the "Preliminary Assessment," which shall be adjusted as provided herein.

2. If the Preliminary Assessment for any property exceeds 25% of the Billing Amount, then the Final Assessment for such property shall be equal to 25% of the Billing Amount and shall be the maximum amount due with respect to such property. Such properties shall be referred to as "Capped Properties." The total assessments due from all such properties shall be referred to as "Capped Assessments."

3. If the Preliminary Assessment for any property is equal to or less than 25% of the Billing Amount, the Final Assessment for such property (and the maximum amount due) shall be computed as follows:

- a. Subtract the OPA Market Value of all Capped Properties from the OPA Market Value of all properties within the district that are subject to the PRIDE assessment.
- b. Divide the OPA Market Value of the property by the result from (a).
- c. Multiply the result from (b) by the Billing Amount less Capped Assessments.

d. The result from (c) is the property's annual assessment.

PRIDE assessments will be calculated annually using the most recent certified Market Values as provided by the Philadelphia Office of Property Assessments (OPA) without any reduction for any tax abatement on account of improvements granted by the City of Philadelphia, homestead exemptions or exemptions for Keystone Opportunity Zones or similar reductions.

All taxable properties within the Service Area, as described in Section 2, except for residential properties consisting of four or fewer units, shall be subject to the PRIDE assessment. Neither vacancy, non-use of a property, or abandonment qualifies a property for assessment exemption under any circumstances.

The following shall apply when a property converts between assessable and non-assessable uses:

1. Any property that converts to an assessable use during the term of this plan shall be subject to assessment, as provided herein, in the year following the conversion so long as the property appears in the list of all properties set forth in Exhibit A-2.
2. Any property that converts to a non-assessable use during the term of this plan shall be exempt from further assessment for as long as its use remains non-assessable. Such exemption shall commence within the year immediately following the year of conversion.

PRIDE may impose a late fee equal to 1.5% per month beginning with the date payment was due on any unpaid assessment or portion of an assessment.

11. The specific duties and responsibilities of the City of Philadelphia ("City") and PRIDE, with respect to the District, is as follows:

- a. The City will be responsible for maintaining the same level of municipal programs and services within the District during its continuation as a neighborhood improvement district as before its establishment as a neighborhood improvement district. 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. PRIDE, Inc. shall fulfill all the duties and responsibilities of a Neighborhood Improvement District Management Association as set forth in the Community and Economic Improvement Act (53 P.S. § 18101 *et seq.*) Such duties and responsibilities include: administering programs, improvements and services within the District; preparing planning or feasibility studies or contracting for the preparation of such studies to determine needed capital improvements or administrative programs and services within the District; imposing special

assessment fees and soliciting in-kind services or financial contributions from tax-exempt property owners within the District in lieu of such assessment fees; hiring additional off-duty police officers or private security officers to support existing municipal and volunteer efforts aimed at reducing crime and improving security in the District; designating an advisory committee for the District; submitting 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 submitting 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.

12. A written agreement shall be signed by the City and PRIDE containing the following provisions:

- a. The respective duties of the City and PRIDE 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 terminate on December 31, 2022, and not be renewed unless the District is continued beyond that date pursuant to a reenactment of the ordinance establishing the District; and
- d. PRIDE'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).

13. The District shall allow for and encourage tax-exempt property owners located within the District to provide in-kind services or financial contributions to PRIDE, if not assessed, in lieu of a property assessment fee.

14. The negative vote of at least one-third (1/3) of the affected property owners within the District, or the negative vote of affected property owners within the District whose property valuation, as assessed for taxable purposes, amounts to at least one-third (1/3) of the total property valuation of property owned by affected property owners 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.

Exhibit A-1: Map of the Port Richmond Industrial Development Enterprise (PRIDE) Neighborhood Improvement District

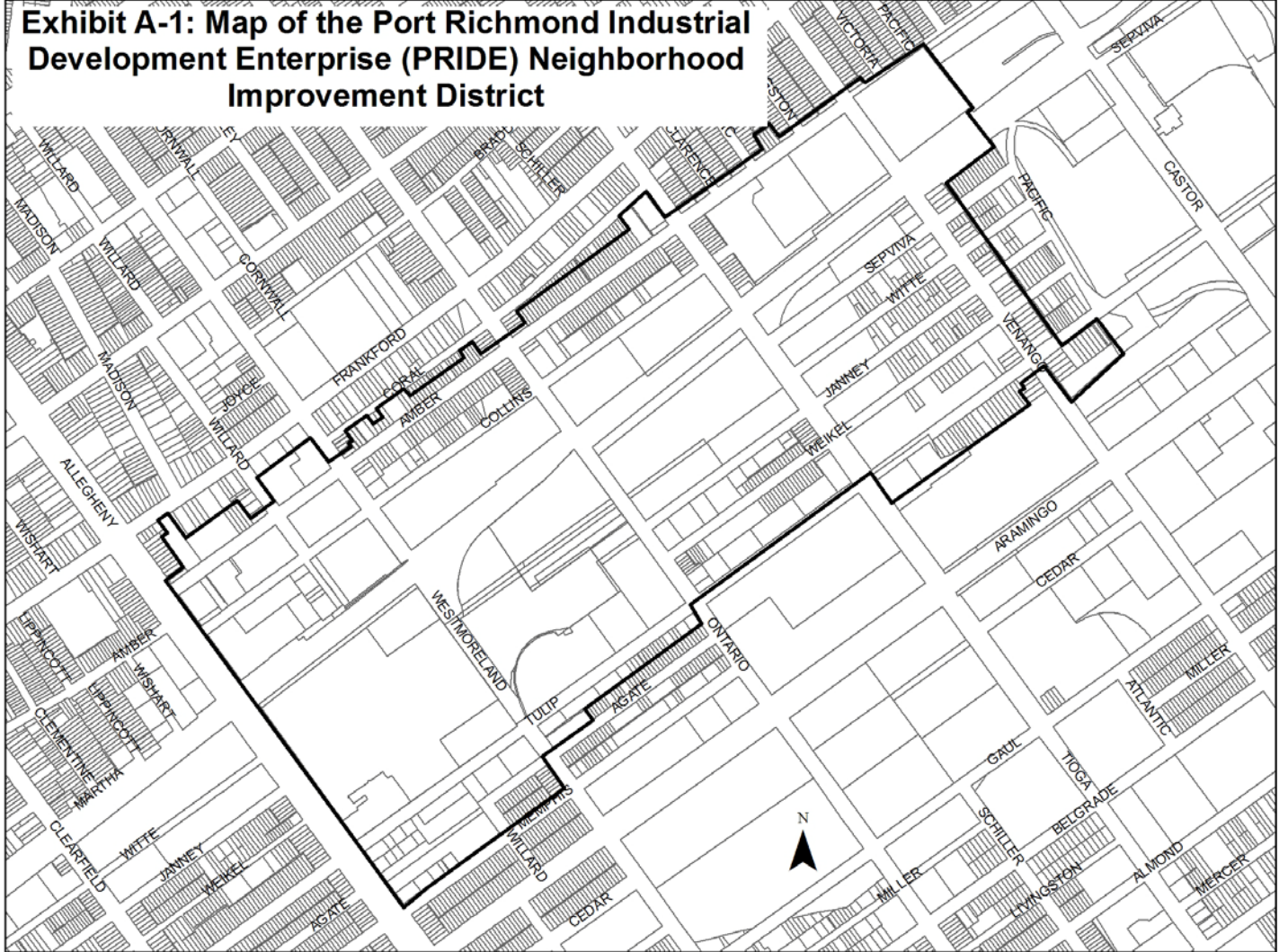


Exhibit A-2

**Proposed Properties for the Port Richmond Industrial Development Enterprise
Neighborhood Improvement District**

2075 E. Allegheny Avenue
2101-11 E. Allegheny Avenue
2121 E. Allegheny Avenue
2201 E. Allegheny Avenue
2301 E Allegheny Avenue
3213-23 Amber Street
3230-32 Amber Street
3234 Amber Street
3236 Amber Street
3250 Amber Street
3270 Amber Street
3322- 28 Amber Street
3323 Amber Street
3330-32 Amber Street
3515 Amber Street
3535 Amber Street
3310- 12 Collins Street
3320 Collins Street
3370 Collins Street
3401 Collins Street
3452- 60 Collins Street
3468-70 Collins Street
3474 Collins Street
3475 Collins Street, Unit 1
3475 Collins Street, Unit 101
3475 Collins Street, Unit 102
3475 Collins Street, Unit 103
3475 Collins Street, Unit 104
3475 Collins Street, Unit 105
3475 Collins Street, Unit 106
3475 Collins Street, Unit 107
3475 Collins Street, Unit 108
3475 Collins Street, Unit 109
3213 Frankford Avenue
3419 Janney Street

3449 Janney Street
3457 Janney Street
3485 Janney Street
3490 Janney Street
3491 Janney Street
3501 Janney Street
2100 E Ontario Street
2101 E Ontario Street
2105 E Ontario Street
2207-29 E. Ontario Street
2220 E. Ontario Street
2231-43 E. Ontario Street
2240 E. Ontario Street
2245 E. Ontario Street
2250-60 E. Ontario Street
2259 E. Ontario Street
2281 E. Ontario Street
3557-61 Sepviva Street
3560-62 Sepviva Street
3565 Sepviva Street
3573-77 Sepviva Street
2066-80 E. Tioga Street
2082 E. Tioga Street
2116 E. Tioga Street
2199 E. Tioga Street
2215 E. Tioga Street
2245 E. Tioga Street
2251-71 E. Tioga Street
2256 E. Tioga Street
2258 E. Tioga Street
3261-85 Tulip Street
3300-52 Tulip Street
3389 Tulip Street
3391-95 Tulip Street
3410 Tulip Street
3430 Tulip Street
3450 Tulip Street
3480 Tulip Street
3501 Tulip Street
3521 Tulip Street
3301 Tulip Street

3380 Tulip Street
3383-85 Tulip Street
3387 Tulip Street
3397 Tulip Street
3561 Tulip Street
3563-65 Tulip Street
3567 Tulip Street
3569-75 Tulip Street
3577-79 Tulip Street
2100 E. Venango Street
2101 E. Venango Street
2150 E. Venango Street
2210 E. Venango Street
2212-14 E. Venango Street
2217-19 E. Venango Street
2220 E Venango Street
2230-32 E. Venango Street
2242-54 E. Venango Street
2247 E. Venango Street
2301-7 E. Venango Street
3409-11 Weikel Street
3415 Weikel Street
3537- 59 Weikel Street
3557-67 Weikel Street
2101 E. Westmoreland Street
2111 E. Westmoreland Street
2135 E. Westmoreland Street
2150 E. Westmoreland Street
2215 E. Westmoreland Street
2076 E. Willard Street
2080-82 E. Willard Street
2084 E. Willard Street
2095 E. Willard Street
2100 E. Willard Street

Exhibit A-3

Preliminary 5 Year Budget for the Port Richmond Industrial Development Enterprise Neighborhood Improvement District

Final Budget approved by the District's Board each year

Port Richmond Industrial District Enterprise						
5 YEAR PLAN AND BUDGET						
		Year 1	Year 2	Year 3	Year 4	Year 5
1	Billing Amount	\$50,000	\$51,500	\$53,045	\$54,636	\$56,275
	Income					
2	Property Assessments Current Year	\$42,500	\$43,775	\$45,088	\$46,441	\$47,834
3	Property Assessments Prior Years	\$2,500	\$3,125	\$3,438	\$3,650	\$3,814
4	Prior Years Collections through 2017	\$19,740	\$10,830	\$10,279	\$10,461	\$10,713
5	Anticipated Grant Funds	\$8,750	\$17,500	\$17,500	\$17,500	\$17,500
	Total Income	\$73,490	\$75,230	\$76,305	\$78,052	\$79,861
	Expense					
	Programs and Services					
6	Regularly scheduled litter removal	\$16,800	\$17,136	\$17,479	\$17,828	\$18,185
7	Uniformed security patrols	\$32,300	\$33,592	\$34,936	\$36,333	\$37,786
8	Security camera installation, operation and maintenance	\$2,700	\$2,700	\$2,700	\$2,700	\$2,700
9	Landscaping PRIDE Park	\$600	\$612	\$0	\$0	\$0
	Communications Services	\$150	\$150	\$150	\$150	\$150
	Administration and Personnel					
	District Manager	\$17,640	\$17,640	\$17,640	\$17,640	\$17,640
10	Professional Fees	\$850	\$900	\$900	\$900	\$900
11	Insurance	\$1,500	\$1,550	\$1,550	\$1,550	\$1,550
	Miscellaneous office expenses	\$150	\$150	\$150	\$150	\$150
	Contingency	\$800	\$800	\$800	\$800	\$800
	Total Expense	\$73,490	\$75,230	\$76,305	\$78,051	\$79,861
	Excess/(Deficit) of Income Over Expense	\$0	\$0	\$0	\$0	\$0

Notes to Plan and Budget

1	Billing Amount - Reflects the aggregate assessments imposed each year. Increases in Years 2-5 reflect anticipated increases in the costs of services.
2	Property Assessments Current Year - Assumes collections equal to 85% of the Billing Amount. Actual Collections will be based on actual billings and collection ratios in any given plan year.
3	Property Assessments Prior Year - The plan assumes a collection ratio equal to 50% of the outstanding assessments due from the prior year, as well as 50% of any outstanding assessments from prior year billings. Actual Collections will be based on actual billings and collection ratios in any given plan year.
4	Prior Years Collections through 2017 - Reflects prior years assessments recently collected by PRIDE, including longer term delinquent accounts. The budget allocates these funds annually to provide the planned services.
5	Anticipated Grant Funds - Potential sources include commercial area cleaning contracts awarded by the City of Philadelphia. If funded is not secured, the PRIDE board will adjust services and expenses so that costs do not exceed income.
6	Regularly Scheduled Litter Removal - Cleaning by paid crew members with broom and mechanical cleaning, and reporting and coordination to address illegal dumping clean-up and graffiti removal
7	Uniformed security patrols - Regular daily security patrols by uniformed ambassadors during regular business hours
8	Security camera installation, operation and maintenance - Ongoing costs related to the operation of the 28 security cameras that are installed on commercial properties throughout the PRIDE district.
9	Landscaping PRIDE Park - Grass cutting and litter removal at the City-owned property located on the NW corner of Ontario and Tulip. The property will be sold to an adjacent business so no costs are expected in years 3-5.
10	Professional Fees - Allocation for required audits, and legal services.
11	Insurance - Allocation for insurance, including General liability and Directors and Officers insurance coverages.

Exhibit A-4
**By Laws for the Port Richmond Industrial Development Enterprise (PRIDE),
Inc.**

ARTICLE I

NAME, OFFICES AND PURPOSES

1.1 Name. The name of the Corporation is Port Richmond Industrial Development Enterprise, Inc. (the "Corporation").

1.2 Principal Office. The principal office of the Corporation shall be at any location in the Commonwealth of Pennsylvania as the Board of Directors of the Corporation shall from time to time determine to best serve the purposes of the Corporation.

1.3 Other Offices. The Corporation may have such other offices in such places as the Board of Directors may from time to time designate.

1.4 Purposes. The Corporation is an existing nonprofit corporation under the Pennsylvania Nonprofit Corporation Law of 1988 and incorporated exclusively for charitable, educational and scientific purposes, particularly to strengthen the business environment of the area by focusing on improving security, cleanliness, infrastructure, and relationships between businesses and their residential neighbors.

ARTICLE II

MEMBERS

2.1 Members. The Members of the Corporation are those industrial businesses, institutions, commercial and industrial property owners located within the following geographic boundaries of the City of Philadelphia: north side of Allegheny Avenue, west side of Memphis Street between Allegheny Avenue and East Westmoreland Street, south side of East Westmoreland Street, properties facing west along the east side of Tulip Street, the north side of Venango Street, and the West side of Amber Street. Any provision of law requiring notice to, or the vote, consent, or other action by members of the Corporation in connection with any matter shall be satisfied by notice to, the presence of, or the vote, consent or other action by the Board of Directors.

2.2 Dues. Annual membership dues are determined through city ordinance and are applied as an assessment to Industrial property owners and institutions. Dues for industrial businesses (non property owners) will be set by the Board of Directors.

2.3 Voting. Only members with no outstanding obligations to the corporation shall be permitted to vote. In particular, any expenditure exceeding \$5,000 and/or the taking of a position by the corporation which appears to represent the interests or opinion of all the members must be approved by a majority vote of the Board of Directors. Votes may be given in person, by electronic communication or by telephone. At a general meeting, a majority vote by property owners overrides any decision approved by the total membership.

2.4 Honorary Titles. The Corporation may create such classes of non-voting "memberships," such as residential members or honorary members, as the Board of Directors sees fit, but such persons shall not have the rights of members under the Pennsylvania Non-Profit Corporation Law of 1988 (the "Act").

ARTICLE III

DIRECTORS

3.1 Number and Qualifications. The business and affairs of the Corporation shall be managed by its Board of Directors, together with its officers. The Board is responsible for overall policy and direction of the Corporation, and delegate's responsibility for day-to-day operations to the Corporation's President, designees and committees. The Board of Directors shall consist of not fewer than five (5) persons who shall be members in good standing with no outstanding obligations to the Corporation. A minimum of two-thirds (2/3) of the Directors shall be industrial property owners located within the geographic boundaries of the Corporation.

3.2 Officers and Duties. At a minimum, there shall be two officers of the Corporation consisting of a President, and a Treasurer/Secretary. The officers shall be elected by the Board of Directors at the Annual Meeting after the other members are seated and sit for a term of two (2) years. Their duties are as follows:

- The **President** shall convene regularly scheduled Board meetings, shall preside over these and manage the day-to-day operations of the Corporation.
- The **Treasurer** shall be responsible for the receipt, custody, and disbursement of funds for the Corporation and shall be responsible for the corporate records, unless a **Corporate Secretary** is elected by the Board, in which case the Secretary will assume responsibility for the corporate records.
- Various other officers may be elected by the Board of Directors as may be needed to assist with the day-to-day operations of the Corporation.

3.3 Election and Term of Office. The Board of Directors shall be elected by a majority vote of the members at the annual meeting. At any given time the Board should strive for a composition of approximately fifty percent (50%) of its members elected for a one (1) year term and fifty percent (50%) of its members elected for a two (2) year term. Members of the Board of Directors shall serve no more than 5 (five) consecutive one (1) year terms, but such persons may be reelected after at least one (1) year's absence from the Board of Directors or with a waiver passed by two-thirds (2/3) majority of the Board of Directors. Elections to fill expiring terms shall be held at the Annual Meeting. Any director may be removed with or without cause at any time by the decision of a majority of the members of the Board of Directors. Any director may resign at any time by giving written notice to the President. The resignation takes effect upon receipt of notice or at a later date as specified in the notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.4 Vacancies. Vacancies in the Board of Directors shall be filled by the decision of a majority of the remaining directors, though less than a quorum. A director selected to fill a vacancy shall serve until the next annual meeting and until a successor is elected and qualified.

3.5 Annual Meeting. The annual meeting of the Corporation shall be held on the first Thursday of **February** each and every year except if such day be a legal holiday, or inconvenient for a majority of the Members. In that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these Bylaws. No notice of the annual meeting of the Board of Directors need be given.

3.6 Regular Meetings. Regular meetings may be held without notice and at such places as the directors may determine from time to time. Regular meetings will be held as near to the last Thursday of the month as possible in **March, April, June** and **September**. There will be a **December** meeting held the week prior to December 25th.

3.7 Special Meetings. Special meetings of the Board of Directors or the general membership may be called by the President or by a majority of the directors by word of mouth, electronic communication or telephone received not later than the day immediately proceeding the day of such meeting.

3.8 Telephone Meetings. Directors may participate in meetings of the Board of Directors by conference telephone or similar communications equipment by means of which all persons participating in the meetings can hear each other. Directors so participating shall be deemed present at any such meeting.

3.9 Quorum. 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.

3.10 Attendance Policy. If a Board member anticipates being absent from a Board meeting, the individual will contact the President as to the reason. When a Board member has accumulated two (2) absences within a twelve (12) month period, a meeting between that member and the President and/or Vice Chair will be necessitated. If a Board member is absent three (3) times within a twelve (12) month period, without sufficient cause as determined by the President, the Board member will be deemed to have resigned and the position declared vacant.

3.11 Liability. A director of the Corporation shall not be personally liable 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 the director's office and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Any repeal, amendment, or modification of this Article shall be prospective only and shall not increase, but may decrease a director's liability with respect to actions or failures to act occurring prior to such change.

ARTICLE IV

COMMITTEES

4.1 Appointment of Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, appoint one (1) or more committees. Any committee so appointed shall have power to manage the business and affairs of the Corporation to the extent provided in the resolution by which it is established except that no such committee shall have the power or authority to fill vacancies in the Board of Directors; to adopt, amend or repeal the Bylaws; to amend

or repeal any resolution of the Board; or to take action on any matter committed by resolution of the Board to another committee of the Board.

4.2 Quorum. A majority of the members appointed to a committee shall constitute a quorum for the transaction of business, and the acts of a majority of the members appointed to a committee present at a meeting of the committee at which a quorum is present shall be the acts of the committee.

4.3 Meetings and Notices. A committee may, by resolution, fix regular meeting dates of which no notice need be given to the members of the committee. Special meetings of the committee may be held at the call of the chair of the committee upon such notice as is provided in these Bylaws for special meetings of the Board of Directors.

4.4 Reports to Board. All action taken by the committees shall be reported to the Board not later than the next succeeding regular meeting of the Board.

ARTICLE V

OFFICERS

5.1 Number and Qualifications. The officers shall be members of the Corporation who are in good standing. There shall be a President, a Secretary/Treasurer, and such other officers and assistant officers, as the Board of Directors may from time to time authorize. Any two (2) or more offices may be held by the same person.

5.2 Election. The officers and assistant officers shall be elected by the Board of Directors at its annual meeting and shall hold office until their successors are elected and qualified or until their earlier death, disability, resignation, or removal by the Board of Directors.

5.3 Vacancies. A vacancy caused by the death, disability, resignation, or removal of any officer or assistant officer, or by the creation of a new office, may be filled by the Board of Directors.

5.4 President. The President shall be the chief executive officer of the Corporation; shall, in general, perform all duties incident to the office of president and such other duties as may be assigned by the Board of Directors.

5.5 The Secretary/Treasurer. [N.B. This position can be split into two separate positions.] The Secretary/Treasurer shall be custodian of the books and records of the Corporation; shall be custodian of the seal and is hereby authorized to affix the seal to all documents, the execution and delivery of which are duly authorized; shall record the minutes of all meetings of the Board of Directors and shall be responsible for the giving of all notices of such meetings in accordance with these Bylaws; shall be the financial officer of the Corporation; shall have charge and custody of, and be responsible for, all funds of the Corporation, and the books and records relating to the same, and shall deposit all such funds in the name of the Corporation in depositaries selected by the Board of Directors; shall render to the President and to the Board of Directors, upon request, an account of all the Secretary/Treasurer's transactions as Secretary/Treasurer and of the financial condition of the Corporation; shall, in general, perform such other duties as are incident to the office of secretary/treasurer and as may be assigned by the Board of Directors or by the President.

ARTICLE VI

CONFLICT OF INTEREST AND COMPENSATION

6.1 Conflict of Interest. No director shall maintain substantial personal or business interests which conflict with those of the Corporation. Each director shall execute a statement in July of each year setting forth any possible conflicts of interest or stating that no such conflicts exist. In addition, any director, officer, employee, or committee member having an interest in a contract or other transaction presented to the Board of Directors or a committee thereof for authorization, approval, or ratification shall give prompt, full, and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction. Such person may not be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon, and, where applicable, the abstention from voting and participation, and whether a quorum was present.

6.2 Compensation. The members of the Board of Directors shall serve without compensation for their services as directors, but may be reimbursed for all expenses reasonably incurred on behalf of the Corporation.

ARTICLE VII

INDEMNIFICATION

7.1 The Corporation shall indemnify any director or officer of the Corporation or any of its subsidiaries who was or is an "authorized representative" of the Corporation (which shall mean, for the purpose of this Article, a director or officer of the Corporation or such a person serving at the request of the Corporation as a director, officer, partner, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise) and who was or is a "party" (which shall include for purposes of this Article the giving of testimony or similar involvement) or is threatened to be made a party to any "proceeding" (which shall mean for purposes of this Article, any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Corporation, its shareholders or otherwise) by reason of the fact that such person was or is an authorized representative of the Corporation to the fullest extent permitted by law, including without limitation indemnification against all expenses, liabilities and loss (which shall include for purposes of this Article, attorneys' fees, judgments, penalties, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred by such person in connection with such proceeding unless the act or failure to act giving rise to the claim is finally determined by a court to have constituted willful misconduct or

recklessness. If an authorized representative is not entitled to indemnification in respect of a portion of any liabilities to which such person may be subject, the Corporation shall nonetheless indemnify such person to the maximum extent for the remaining portion of the liabilities.

7.2 Advancement of Expenses. The Corporation shall pay the expenses (including attorneys' fees and disbursements) actually and reasonably incurred in defending a proceeding on behalf of any person entitled to indemnification under Section 1 in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article. The financial ability of such authorized representative to make such repayment shall not be prerequisite to the making of an advance.

7.3 Security for Indemnification Obligations. To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Corporation may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate.

7.4 Reliance upon Provisions. Each person who shall act as an authorized representative of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

7.5 Amendment or Repeal. All rights of indemnification under this Article shall be deemed a contract between the Corporation and the person entitled to indemnification under this Article pursuant to which the Corporation and each such person intend to be legally bound. Any repeal, amendment or modification hereof shall be prospective only and shall not limit, but may expand, any rights or obligations in respect of any proceeding whether commenced prior to or after such change to the extent such proceeding pertains to actions or failures to act occurring prior to such change.

7.6 Scope of Article. The indemnification, as authorized by this Article, shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in an official capacity and as to action in any other capacity while holding such office. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall continue as to a person who has ceased to be an officer or director in respect of proceedings pertaining to actions or failures to act occurring prior to such time, and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE VIII

ANNUAL REPORT

8.1 Within a reasonable time after the close of each fiscal year, the Board of Directors shall present a report, verified by the President and Secretary/Treasurer

or by a majority of the directors, covering the activities of the Corporation for the past year and 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.

The annual report shall be filed with the minutes of the meeting of the Board of Directors.

ARTICLE IX

BOOKS AND RECORDS

9.1 The Corporation shall keep an original or duplicate record of the proceedings of the members and the directors, the original or a copy of its Bylaws, including all amendments there to date, certified by the Secretary of the Corporation. The Corporation shall also keep appropriate, complete and accurate books and records of account. The records provided for herein shall be kept at the registered office of the Corporation.

ARTICLE X

TRANSACTION OF BUSINESS

10.1 The Corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds (2/3) of the members in office of the Board of Directors.

10.2 All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

10.3 All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

10.4 The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for general purposes or for any special purpose of the Corporation.

ARTICLE XI

WAIVER OF NOTICE

11.1 Any notice required to be given under these Bylaws may be effectively waived by the

person entitled to such notice by written waiver signed before or after the meeting to which such notice relates or by attendance at such meeting otherwise than for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XII

FISCAL YEAR

12.1 The fiscal year of the Corporation shall begin on January 1 and end on December 31.

ARTICLE XIII

AMENDMENTS

13.1 These Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of all the directors then in office.

I HEREBY CERTIFY that the foregoing Bylaws of the Port Richmond Industrial Development Enterprise, Inc. were adopted by Resolution of the Board of Directors on 6th day of March, 2012.

WITNESS my hand and the seal of the Corporation

DATED: _____
Treasurer/Secretary

**BYLAWS Port Richmond Industrial Development Enterprise, Inc.
Attachments**

Attachment 1

Initial Members

Urban Industry Initiative

Advertisers Press, Inc.

G.B. Goldman Paper Company

Haskell-Dawes, Inc.

Masudo Apparel Group

Philadelphia Tramrail Company