

City of Philadelphia



Council of the City of Philadelphia
Office of the Chief Clerk
Room 402, City Hall
Philadelphia

(Resolution No. 080097)

RESOLUTION

Initiating action to continue a neighborhood improvement district, beyond the date of termination of such district, in an area that generally includes both sides of Ridge Avenue from Main Street to 7220 Ridge Avenue and certain blocks of streets that intersect that portion of Ridge Avenue and which is known as the Roxborough District ("District"); continuing the designation of the Roxborough Development Corporation, a Pennsylvania nonprofit corporation, as the Neighborhood Improvement District Management Association for the District; approving a preliminary plan for and report concerning the District; and authorizing and directing the Committee on Rules and the Clerk of Council to take all actions that are required by the Community and Economic Improvement Act prior to enactment of an ordinance that would formally continue the District.

WHEREAS, Bill No. 030017 (approved June 11, 2003) established a neighborhood improvement district in the Roxborough area, known as the Roxborough District (District); designated the Roxborough Development Corporation (RDC), a Pennsylvania nonprofit corporation, as the Neighborhood Improvement District Management Association for the District; and approved a final plan for improvements within the District; and

WHEREAS, On June 30, 2008, the term of the District will automatically terminate; and

WHEREAS, Council is authorized by the Community and Economic Improvement Act ("Act") (53 P.S. §18101 *et seq.*) to continue a neighborhood improvement district beyond the date of termination by reenacting the municipal enabling ordinance creating the original neighborhood improvement district, following a review of the neighborhood improvement district and the neighborhood improvement district management association programs and services provided within the neighborhood improvement district; and

WHEREAS, Council wishes to initiate action to continue the District for a period of five years, until June 30, 2013; and

City of Philadelphia

RESOLUTION NO. 080097 continued

WHEREAS, The purpose of this resolution is to initiate action to continue the term of the Roxborough District, and to ensure that all actions required by the Act are taken prior to the reenactment of an ordinance formally continuing its term; now, therefore,

RESOLVED, BY THE COUNCIL OF THE CITY OF PHILADELPHIA, THAT Council hereby initiates action to continue the term of a neighborhood improvement district, beyond the date of termination of such district, in an area that generally includes both sides of Ridge Avenue from Main Street to 7220 Ridge Avenue and certain blocks of streets that intersect that portion of Ridge Avenue, and which is known as the Roxborough District. Council hereby approves as the preliminary plan for the Roxborough District the plan attached as Exhibit "A," and Council adopts as the City's report concerning the Roxborough District, the report included as part of that plan.

RESOLVED FURTHER, THAT The Committee on Rules is hereby authorized and directed to take all actions required by the Community and Economic Improvement Act ("Act") prior to enactment of an ordinance formally continuing the Roxborough District, including the holding of any and all public hearings required by the Act. The Clerk of Council shall arrange for all mailings and publication of all notices required by the Act, as directed by the Chair of the Committee on Rules.

City of Philadelphia

RESOLUTION NO. 080097 continued

Exhibit A

PLAN FOR THE ROXBOROUGH NEIGHBORHOOD IMPROVEMENT DISTRICT ("DISTRICT") AND REPORT OF THE CITY OF PHILADELPHIA CONCERNING THE DISTRICT

1. The name of the neighborhood improvement district is the Roxborough 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 District includes all taxable (for real estate purposes) commercial properties on both sides of Ridge Avenue from Main Street to 7220 Ridge Avenue, plus those commercial properties on certain blocks of streets that intersect that portion of Ridge Avenue that are listed in Exhibit A-2. This area is referred to as the "Whole District." While the service area does contain single family owner-occupied residential properties, these properties will not be assessed. Furthermore, tax-exempt properties located within the District will be encouraged to contribute cash or in-kind services. As of July 1, 2007, there are about 280 properties in the Whole District.

The Whole District includes a sub-area called the "Central District" that includes all taxable (for real estate purposes) commercial properties on both sides of Ridge Avenue beginning at 5735 Ridge Avenue and extending through to 6247 Ridge Avenue. As of July 1, 2007, there are about 120 properties in the Central District.

The map of the District which is attached as Exhibit A-1 depicts the Whole District and the Central District."

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. Marketing: Marketing services may include, but are not limited to: *business promotion strategies*, such as the development and distribution of promotional materials (e.g., a District map, direct mail and coupon books), creating a District slogan and printing and selling T-shirts, and placing advertisements for the District in neighborhood phone directories, on bus shelters, at public parking lots and similar locations; *business attraction strategies*, such as marketing available vacant space, e-business promotion through a web site, a "weed and seed" program and creating financial incentives; and *business retention strategies*, such as a collaborative print media marketing business promotion strategy, organizing special events designed to attract customers, marketing campaigns targeted at

City of Philadelphia

RESOLUTION NO. 080097 continued

major employers along and near the District designed to attract their employees as customers for businesses within the District. (Budget allocation for Year 1: \$35,500)

b. Appearance: Appearance services will include the development of a professional streetscape plan that will detail pedestrian lighting, pedestrian crosswalks, benches, trash receptacles, bike racks, street trees, banners, directional and information signage, as well as, storefront facade design criteria, business lighting examples, sample window displays and signage criteria. The District budget allocation will support the design and development of a streetscape plan. The District will pursue other available funding sources for the implementation of the streetscape plan. Appearance services may also include, but are not limited to: cleaning "hot spots;" weed control; organizing adopt-a-block programs and community clean-ups; purchase and maintenance of streetscape furniture and street banners; promoting uniform lighting treatments and providing professional design services for facade improvements and window displays; designing holiday lighting and decorations; sponsoring design contests for Ridge Avenue "gateways;" and, designing information kiosks for use along Ridge Avenue. (Budget allocation for Year 1: \$51,000)

c. Parking & Public Safety: *Parking services* may include, but are not limited to: reviewing and evaluating public parking options, parking meters, parking validation programs and parking tokens. *Public safety services* may include, but are not limited to: repainting pedestrian crosswalks; sponsoring police bicycle patrols; working with the Police District Advisory Committee (PDAC); and, promoting the use of the City's Security Rebate Program by District businesses. (Budget allocation for Year 1: \$2,900)

d. Sidewalk Cleaning: Routine sidewalk cleaning will be performed only within the central area of the District as described above at paragraph 2. The commercial properties within the central area will be assessed an additional fee for this added service. (Budget allocation for Year 1: \$61,000).

e. Personnel and Administration: Personnel and administration may include, but are not limited to, various operating expenses such as: accounting, yearly audit, legal, telephone, supplies, postage, equipment lease, paper supply, insurance utilities, rent, salaries and benefits." (Budget allocation for Year 1: \$83,000).

5. The proposed budget for fiscal year 2008-2009 was unanimously approved by the Business Improvement District (BID) Steering Committee in the amount of \$233,400. The proposed budget as well as a proposed five-year budget plan for the life of the District including, but not limited to, personnel and administration, programs and services, maintenance and operation, is attached as Exhibit A-3. To account for inflation, the budget will increase annually by about 4%, beginning on July 1, 2009.

City of Philadelphia

RESOLUTION NO. 080097 continued

6. The proposed revenue source for financing all proposed improvements, programs and services is set forth in Exhibit A-3.
7. The estimated time for implementation and completion of all proposed improvements, programs and services is five years, to June 30, 2013, which corresponds to the term of the District.
8. The administrative body which will govern and administer the District is the Roxborough Development Corporation (RDC).
9. The by-laws of the RDC are attached as Exhibit A-4.
10. The method of determining the amount of the assessment fee: The cost of the services for the District will be equitably apportioned among all benefiting properties within the District service area. The Central District assessment fee includes the Whole District assessment fee plus an additional assessment fee based on the additional services provided in the Central District.

The annual assessment fee for a given property within the Whole District or the Central District will be calculated by multiplying the appropriate assessment rate (percentage) by the current assessed property value as most recently certified by the Board of Revision of Taxes (BRT).

The assessment rates for each year of the plan, with adjustments to account for inflation, have been determined as follows:

The proposed Whole District assessment rates for the 5 year term are:

FY 2008-2009	.78%
FY 2009-2010	.81%
FY 2010-2011	.84%
FY 2011-2012	.88%
FY 2012-2013	.91%

The proposed Central District assessment rates for the 5 year term are:

FY 2008-2009	1.45%
FY 2009-2010	1.51%
FY 2010-2011	1.57%
FY 2011-2012	1.63%
FY 2012-2013	1.70%

City of Philadelphia

RESOLUTION NO. 080097 continued

The assessment fees for both the Whole District and the Central District for any fiscal year may not exceed the above percentages and shall be consistent with the budget herein.

11. The specific duties and responsibilities of the City of Philadelphia and the RDC 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 during its continuation as a neighborhood improvement district as before its establishment as a neighborhood improvement district. The City will also be responsible for filing any necessary liens on properties for the nonpayment of property assessment fees as set forth in the Act at 53 P.S. §18107(A)(10).

b. The RDC 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, the RDC 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, the RDC will be responsible for the collection of all property assessment fees levied within the District.

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

a. The respective duties of the City and the RDC 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 June 30, 2013 and may not be renewed unless the District is continued beyond that date pursuant to a reenactment of the ordinance establishing the District; and

d. The RDC'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

RESOLUTION NO. 080097 continued

13. The District shall allow for and encourage tax-exempt property owners, located within the district, to provide in-kind services or a financial contribution to the RDC, 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 District by filing objections with the Clerk of Council within forty-five (45) days of presentation of the final plan.

City of Philadelphia

RESOLUTION NO. 080097 continued

Exhibit A-1

MAP OF THE ROXBOROUGH DISTRICT



City of Philadelphia

RESOLUTION NO. 080097 continued

Exhibit A-2 Properties to be included in the Roxborough District

ActNum	HseNum	Suf	StreetName	Des	Owner1
881081525	07014		RIDGE	AVE	1806 GREEN ST ASSOC LP
884083150	05312		RIDGE	AVE	5312 RIDGE AVE ASSOC., INC.
881081401	05608		RIDGE	AVE	5608 RIDGE AVENUE LP
882822100	06112		RIDGE	AVE	6112 RIDGE LP
882824700	06157		RIDGE	AVE	6157 RIDGE AVENUE ASSOCIA
882655200	05640		RIDGE	AVE	7-ELEVEN, INC.
882826200	06212		RIDGE	AVE	ACTIVE PROPERTIES LLC
882823300	06138		RIDGE	AVE	ADAR HOLDINGS LLC
882044500	05951		RIDGE	AVE	ALBERTSONS
213412900	06815		RIDGE	AVE	ALEXANDRA NYKATS
214135610	07033		RIDGE	AVE	ALFRED C GIUFFRIDA
212217710	05458		RIDGE	AVE	ANDREA D PEDANO
882827400	06232		RIDGE	AVE	ANDREW A GARDINER &
882823800	06147		RIDGE	AVE	ANGELO SICILIANO
213193400	05211		RIDGE	AVE	ANTHONY DICESARE
212509700	06774		RIDGE	AVE	ANTHONY J PASTORE
882045360	06618		RIDGE	AVE	ANTHONY STAPLES
212216800	05440		RIDGE	AVE	ANTHONY T GRAVINESE
213194900	05261		RIDGE	AVE	ARLENE CONTI
213196600	05455		RIDGE	AVE	ARLENE CONTI
882820200	06024		RIDGE	AVE	ART VANDELAY LLC
212510600	06808		RIDGE	AVE	ARTHUR S CAVALIERE
882826000	06201		RIDGE	AVE	SUNOCO, INC.
212113000	00483		CONARROE	ST	BERNARD M LOKE
882821000	06070		RIDGE	AVE	CHRIS MARTIN
212507100	06526		RIDGE	AVE	BRETT MULLIN
213266870	00536		GREEN	LA	BRIAN JULIA
882826100	06210		RIDGE	AVE	BRIAN MCDONOUGH
882117010	07001		RIDGE	AVE	BROWN'S REAL ESTATE INVES
882117000	06901		RIDGE	AVE	BROWN'S REAL ESTATE INVES
882117300	07201		RIDGE	AVE	BRUCE A GOODMAN
212511120	06830		RIDGE	AVE	BRUCE D KONOPKA
881081225	05429		RIDGE	AVE	BRUCE J TINNENY
881081226	05439		RIDGE	AVE	BRUCE J TINNENY
882821710	06102		RIDGE	AVE	BRUCE J TINNENY
882822500	06117		RIDGE	AVE	CARL CAPOBIANCO
213197500	05527		RIDGE	AVE	CAROL R TOLL
212220710	05930		RIDGE	AVE	CAROL R TOLL
213409900	06607		RIDGE	AVE	CAROL R TOLL
882749250	06701		RIDGE	AVE	CAROL REESE
882749240	06703		RIDGE	AVE	CAROL REESE
882749230	06705		RIDGE	AVE	CAROL REESE

City of Philadelphia

RESOLUTION NO. 080097 continued

212169120	3823	PECHIN	ST	CHARLES CARDIN
212113602	00497	CONARROE	ST	CHARLES E GUNNING JR
882724700	05650	RIDGE	AVE	CHARLES J SCHOCK
882822700	06119	RIDGE	AVE	CHARLES P MILLER, JR
882822900	06121	RIDGE	AVE	CHOICE RETAIL PROPERTIES
213196700	05461	RIDGE	AVE	CHRISTINE ALDINGER CLASSIC PERFORMANCE
213410310	06619	RIDGE	AVE	GROUP
882823400	06139	RIDGE	AVE	COYLE PROPERTIES LP
882821300	06076	RIDGE	AVE	COYLE PROPERTIES LP
882821400	06080	RIDGE	AVE	COYLE PROPERTIES LP
883559300	05542	RIDGE	AVE	CRI NORTHWESTER I TRUST
213412730	06807	RIDGE	AVE	D & G BRESLER
883377410	06801	RIDGE	AVE	D & G BRESLER
883377420	06801	R	RIDGE	AVE D & G BRESLER
882825325	06175	RIDGE	AVE	DALE S.GOLDBERG
213276800	00521	LEVERINGTON	AVE	DANE HARTUNG
882820800	06066	RIDGE	AVE	DANIEL CASTELLUCCI &
214136302	07109	RIDGE	AVE	DANIELLE MARTELLI-BLACK
213193900	05221	RIDGE	AVE	DAVID KURTZ
881087500	06725	RIDGE	AVE	DEAUVILLE ASSOCIATES L P
882045310	06515	RIDGE	AVE	DICKRAN KESHGEGIAN
211011900	0231	DAWSON	ST	DR DENNIS TRACH
882823050	00516	GREEN	LA	DR JOHN J BORON
212508400	06712	RIDGE	AVE	DR KYU YI
883550500	07131	RIDGE	AVE	DR MITCHELL HORENSTEIN
882823600	06144	RIDGE	AVE	DRAGON, LLC
882825800	06191	RIDGE	AVE	DUNKIN BRAND
881079700	05504	RIDGE	AVE	EDMUND G SHINN
213193100	05205	RIDGE	AVE	EDWARD C KULAK
213410000	06611	RIDGE	AVE	EDWARD C MAZZA
212220800	05932	RIDGE	AVE	OVERBROOK PROPERTIES LLC
212506700	06508	RIDGE	AVE	EDWARD M SEGAL
211353400	05154	RIDGE	AVE	EDWIN G GUIE
213194600	05235	RIDGE	AVE	EDWIN G GUIE
212218900	05540	RIDGE	AVE	EDWIN G GUIE
212218300	05520	RIDGE	AVE	EDWIN G GUIE &
212511200	06904	RIDGE	AVE	ELAINE STEFANOWICZ
882824100	06151	RIDGE	AVE	FATEN B IBRAHIM
883558800	05189	RIDGE	AVE	FLAT IRON BUILDING CO
211353210	05150	RIDGE	AVE	FLUID CONTROLS CO INC
882348300	491-499	DOMINO	LA	FRED DAVID GREENBERG
882749220	06709	RIDGE	AVE	GARY BARBERA
882749210	06713	RIDGE	AVE	GARY BARBERA
882827900	06716	RIDGE	AVE	GARY BARBERA
882749200	06719	RIDGE	AVE	GARY BARBERA
882828000	06722	RIDGE	AVE	GARY BARBERA
882890800	06761	RIDGE	AVE	GARY BARBERA

City of Philadelphia

RESOLUTION NO. 080097 continued

882890900	06763	RIDGE	AVE	GARY BARBERA
882044420	06778	RIDGE	AVE	GARY BARBERA
882044430	06784	RIDGE	AVE	GARY BARBERA
213198700	05635	RIDGE	AVE	GENE STEVEN GILBERT
213198800	05639	RIDGE	AVE	GENE STEVEN GILBERT
882826900	06224	RIDGE	AVE	GEORGE E WIDHSON &
211353700	05200	RIDGE	AVE	GEORGE J KONOWAL
214135900	07041	RIDGE	AVE	GERARDO A PAPIRO
881081450	05901	RIDGE	AVE	GGP PROPERTIES LLC
213200300	05905	RIDGE	AVE	GGP PROPERTIES LLC
882864400	06813	RIDGE	AVE	GILBERTO CHAVEZ
882825300	06174	RIDGE	AVE	GIUSEPPE MARTELLI
212506400	06500	RIDGE	AVE	GIUSTINO LUDOVICI
212506500	06502	RIDGE	AVE	GIUSTINO LUDOVICI
882907600	07028	RIDGE	AVE	GRACE M SCOTT
882823000	06125	RIDGE	AVE	GUIDO D'ALICANDRO
213410400	06631	RIDGE	AVE	GUO LIANG CHENG
882826300	06214	RIDGE	AVE	6214 RIDGE, LP
882892000	516-518	LEVERINGTON	AVE	HARRY CALABRESE
882892010	520	LEVERINGTON	AVE	HARRY CALABRESE
882749310	00522	LEVERINGTON	AVE	HARRY CALABRESE
882826600	06219	RIDGE	AVE	HARRY CALABRESE
882827000	06225	RIDGE	AVE	HARRY CALABRESE
882827800	06239	RIDGE	AVE	HARRY CALABRESE
882827700	06237	RIDGE	AVE	HARRY CALABRESE
213199230	05711	RIDGE	AVE	HARVEY L. RUSSAKOFF
213410700	06639	RIDGE	AVE	HELEN E WEIN
213410900	06645	RIDGE	AVE	HELEN WEIN
213411000	06647	RIDGE	AVE	HELEN WEIN
882824500	06155	RIDGE	AVE	HOWARD J KESSLER &
881081300	05606	RIDGE	AVE	II RMB INC
883377405	00492	ROXBOROUGH	AVE	IMAGING PROPERTIES OF
882826700	06220	RIDGE	AVE	INTERCOUNTY NEWSPAPERS
212510100	06800	RIDGE	AVE	IVYRIDGE ASSOCIATES LLC
882044300	06742	RIDGE	AVE	J EUSTACE WOLFINGTON III
882044405	06758	RIDGE	AVE	J EUSTACE WOLFINGTON III
882820900	06068	RIDGE	AVE	J.F. MC GILL UNIFIED TRUST
883377355	06100	RIDGE	AVE	JACK VARTANIAN
882820400	06053	RIDGE	AVE	JAMES L EVANS
882827600	06236	RIDGE	AVE	JAMES M.JACQUINTO
882822200	06113	RIDGE	AVE	JAMES R MORRISON 3RD
212220600	05926	RIDGE	AVE	JASON CARRINGTON
214135710	07037	RIDGE	AVE	JEAN T PAPIRO
214135800	07039	RIDGE	AVE	JEAN T PAPIRO
213192700	05195	RIDGE	AVE	JEFFREY S RODER
214135626	07033	RIDGE	AVE	JENNIFER L LUONGO
212221100	05936	RIDGE	AVE	JOB F ROJAS

City of Philadelphia

RESOLUTION NO. 080097 continued

213185400	00511	GREEN	LA	JOE MING	
214136200	07105	RIDGE	AVE	JOHN PACKARD	
212510500	06804	RIDGE	AVE	JOHN A.DI TULLIO	
213195000	05263	RIDGE	AVE	JOHN D CONTI JR	
213201000	05959	RIDGE	AVE	JOHN GABRIEL II	
212216515	05420	RIDGE	AVE	JOHN HARVARD THAIN	
212512100	06932	RIDGE	AVE	JOHN J KRAUSE	
882827500	06234	RIDGE	AVE	JOHN O FOYLE, JR	
214135602	07033	RIDGE	AVE	JOHN 'O'REARDON	
212240700	00483	KRAMS	AVE	JOHN PATRICK WHEELER	
882826400	06216	RIDGE	AVE	JOHN SWIFT	
211353300	05152	RIDGE	AVE	JOHN W BARR	
212213700	05226	RIDGE	AVE	JONES REFRIGERATION INC	
211353900	05204	RIDGE	AVE	JOSEPH RAND	
882863600	05546	RIDGE	AVE	JOSEPH BARR	
882822300	06114	RIDGE	AVE	JOSEPH F D'ALESSANDRO	
882822000	06110	RIDGE	AVE	JOSEPH G QIUGLEY JR &	
882820100	06011	RIDGE	AVE	JOSEPH G TROPIANO	
212220500	05912	RIDGE	AVE	JOSEPH M BROGAN	
882725300	05134	ROCHELLE	AVE	JOSEPH MARTINELLI	
213195300	05273	RIDGE	AVE	JOSEPH S MOLINES	
882827100	06226	RIDGE	AVE	JOSEPH T. GALLAGHER	
212512810	07100	RIDGE	AVE	JULIANO VERNO	
881079900	05550	RIDGE	AVE	KAREN O JACKSON	
882045300	06501	RIDGE	AVE	KARL & BRIAN PROPERTIES L	
882827300	06230	RIDGE	AVE	KEH NAN LI	
213193800	05219	RIDGE	AVE	KENNETH ASSIRAN	
211353500	05164	RIDGE	AVE	LEE A NOVICK	
212512300	06936	RIDGE	AVE	LEON R ROBINSON	
882823500	06141	RIDGE	AVE	LEONARD BRACALE	
881087400	06518	RIDGE	AVE	LEONARD BRACALE	
882825400	06177	RIDGE	AVE	LEONARD F SIMON	
212512450	07026	RIDGE	AVE	LOUIS J MUELLER	
212216100	05338	RIDGE	AVE	MARCELLA LOISEAU	
211352600	05128	RIDGE	AVE	MARK MIGLIACCIO	
882394606	00471	LEVERINGTON	AVE	MARTELLI BEAUTY SUPPLIES	
882820600	06064	RIDGE	AVE	MARY LOU MC GILL	
882820700	06064	R	RIDGE	AVE	MARY LOU MC GILL
213410100	06613	RIDGE	AVE	MASHAS KONSTANDENOS	
213194500	05233	RIDGE	AVE	MATTHEW KLINE	
213409800	06605	RIDGE	AVE	MELISSA WEBER	
211353800	05202	RIDGE	AVE	MELISSA SULLIVAN	
882822400	06116	RIDGE	AVE	MICHAEL D ZINAR	
213194800	05255	RIDGE	AVE	MICHAEL J ORIVIVO	
212510700	06810	RIDGE	AVE	MICHAEL JUNKINS	
213410200	06615	RIDGE	AVE	MICHAEL R HAVENS	
212511900	06916	RIDGE	AVE	IVYRIDGE ASSOCIATES LLC	

City of Philadelphia

RESOLUTION NO. 080097 continued

882825900	06200	RIDGE	AVE	MICHAEL SINGER
212506800	06510	RIDGE	AVE	MICHAEL VANBUSKIRK
882044450	07114	RIDGE	AVE	NEW PLAN EXCEL REALTY
882044000	07124	RIDGE	AVE	NEW PLAN EXCEL REALTY
212221000	05934	RIDGE	AVE	NICOLE MC INERNEY
213193600	05215	RIDGE	AVE	OLIVER ASSIRAN
212511000	06822	RIDGE	AVE	PATRICK WADE
214135606	07033	RIDGE	AVE	RICHARD MCILVAIN
882824200	06152	RIDGE	AVE	PETER A. CHRISANTHOPOULOS
882824400	06154	RIDGE	AVE	PETER CHRISANTHOPOULOS
212510000	06786	RIDGE	AVE	PHILIP PACANA
882724800	05708	RIDGE	AVE	GETTY PETROLEUM CORP
212218000	05462	RIDGE	AVE	QUY K PHAM
882823200	06134	RIDGE	AVE	RALPH SPOSATO
882826800	06222	RIDGE	AVE	RAYMOND J MC GILL, JR
882725605	05643	RIDGE	AVE	REALTY INCOME CORPORATION
882725600	05647	RIDGE	AVE	REALTY INCOME CORPORATION
214135630	07033	RIDGE	AVE	RICHARD E MC ILVAIN
214135614	07033	RIDGE	AVE	RICHARD E MC ILVAIN
214135622	07033	RIDGE	AVE	RICHARD E MC ILVAIN
214135618	07033	RIDGE	AVE	RICHARD E MC ILVAIN
213185920	00527	GREEN	LA	RICHARD SWIDER
214136120	07101	RIDGE	AVE	RICHARD W CORDING
882825000	06162	RIDGE	AVE	RIDGE AVENUE REAL ESTATE
882825100	06164	RIDGE	AVE	RIDGE AVENUE REAL ESTATE
882821600	06101	RIDGE	AVE	RIDGE VILLAGE LLC
882043910	05911	RIDGE	AVE	RITE AID OF PENNSYLVANIA
213196300	05449	RIDGE	AVE	ROBERT ANGSTADT
882822600	06118	RIDGE	AVE	ROBERT E BISCHOFF
882822800	06120	RIDGE	AVE	ROBERT E BISCHOFF
882897500	07043	RIDGE	AVE	ROBERT G HAWE
213410500	06633	RIDGE	AVE	ROBERT H GILBERT
881423400	05627	RIDGE	AVE	ROBERT LAVIN
211354000	05206	RIDGE	AVE	ROBERT M DOEBLER
882821900	06106	RIDGE	AVE	ROCCO DEL MONTE JR
212510400	06802	RIDGE	AVE	RONG-INE MA
212240600	00481	KRAMS	AVE	ROXBOROUGH DEV CORP
882823900	06148	RIDGE	AVE	ROXBOROUGH DEVELOPMENT ROXBOROUGH DEVELOPMENT
882824600	06156	RIDGE	AVE	CO
882824300	06153	RIDGE	AVE	ROXBOROUGH REAL ESTATE LL ROXBOROUGH SHOPPING
882820000	06001	RIDGE	AVE	CENTE
882893900	05909	RIDGE	AVE	ROXPIZ LLC
882824000	06150	RIDGE	AVE	RUSSELL CORDING, JR
882045355	06604	RIDGE	AVE	SALVATORE MILUZZO
883559500	05460	RIDGE	AVE	SAMUEL G MARGOLIN
212507400	06602	RIDGE	AVE	SEAN TRAINOR

City of Philadelphia

RESOLUTION NO. 080097 continued

883376125	05871	RIDGE	AVE	ST EDMONDS FEDERAL S & L
883376130	05873	RIDGE	AVE	ST EDMONDS FEDERAL S & L
214136310	07123	RIDGE	AVE	STANLEY G GOLDBERG
213198110	05553	RIDGE	AVE	STANLEY JACONSKI
882890600	05601	RIDGE	AVE	STANLEY JACONSKI
882890700	05603	RIDGE	AVE	STANLEY JACONSKI
882864202	05551	RIDGE	AVE	STANLEY JACONSKI
882864200	05555	RIDGE	AVE	STANLEY JACONSKI
213193000	05201	RIDGE	AVE	STANLEY KULAK JR &
882825200	06168	RIDGE	AVE	STANLEY M KOSZOWSKI
213197610	05535	RIDGE	AVE	STEPHEN J SENDZIK
213197710	05543	RIDGE	AVE	STEPHEN J SENDZIK
212510800	06816	RIDGE	AVE	STEVEN BROWN
882825600	06184	RIDGE	AVE	STUART LACHEEN
882825700	06190	RIDGE	AVE	STUART LACHEEN
882753700	05801	RIDGE	AVE	SUSAN YEFET
882820300	06052	RIDGE	AVE	SWITCHBACK RIDGE II LLC
883376200	06056	RIDGE	AVE	SWITCHBACK RIDGE II LLC
213197100	05519	RIDGE	AVE	SYLONA REDDI
775003500	00520	WALNUT	LA	TENET HEALTH SYSTEM
775003010	00500	JAMESTOWN	AVE	TENET HEALTH SYSTEM ROXBO
775004040	0531-33	JAMESTOWN	AVE	TENET HEALTH SYSTEM ROXBOROUGH, LLC
775003200	00540	JAMESTOWN	AVE	TENET HEALTH SYSTEM ROXBO
775004020	00505	JAMESTOWN	AVE	TENET HEALTHSYSTEM
				TENET HEALTHSYSTEM
775004900	00541	JAMESTOWN	AVE	ROXBOR
				TENET HEALTHSYSTEM
775005500	05735	RIDGE	AVE	ROXBOR
882825500	06179	RIDGE	AVE	THOMAS LACORTE
882823700	06145	RIDGE	AVE	THOMAS CAPIZZI
882880700	05925	RIDGE	AVE	THOMAS H CARBERRY
213199100	05709	RIDGE	AVE	THOMAS MAGGIANO
211354300	05210	RIDGE	AVE	THOMAS R NUGENT
882725500	05501	RIDGE	AVE	GETTY PETROLEUM CORP
882724500	05400	RIDGE	AVE	VINCENT FORTI
882724600	05430	RIDGE	AVE	VINCENT FORTI
212216400	05408	RIDGE	AVE	VINCENT FORTI
882821800	06104	RIDGE	AVE	W E 'SHAPPELL
882890400	475	GREEN	LA	WACOVIA BANK
882117200	07135	RIDGE	AVE	CONTINENTAL BANK
883377400	06128	RIDGE	AVE	WACOVIA BANK
882821100	06072	RIDGE	AVE	WALTER KONOPKA
882821200	06074	RIDGE	AVE	WALTER KONOPKA
212511130	06832	RIDGE	AVE	WALTER KONOPKA
211352810	05140	RIDGE	AVE	WALTER S RAMBO
213193300	05209	RIDGE	AVE	WILLIAM H. ROSS, III
213193500	05213	RIDGE	AVE	WILLIAM H. ROSS, III
213411220	06653	RIDGE	AVE	WILLIAM M JAMES

City of Philadelphia

RESOLUTION NO. 080097 continued

213196400	05451	RIDGE	AVE	WILLIAM MC GAHEY
882864500	06827	RIDGE	AVE	WILLIAM P KOLLER, JR
882864505	06835	RIDGE	AVE	WILLIAM P KOLLER, JR
882824800	06158	RIDGE	AVE	YONG C HONG
882824900	06160	RIDGE	AVE	YOUNG MOOK CHO (Property sold)

Exhibit A-3 Proposed Budget of Roxborough District

1/6/2008

BID BUDGET PROJECTION YEAR ONE		
Revenue		
	Revenue adjusted 4% per year	\$233,400
	Total income	\$233,400
3. Expenses		
MAINTENANCE & OPERATION		
	Payroll, taxes & Benefits	\$56,000
	Supplies & repairs	\$5,000
PERS & ADMINISTRATION		
	Adm Ass't / Clerk	\$15,000
	Operation manager	\$27,000
	Accounting, audit, legal	\$13,000
	BID Billing and collection	\$6,000
	Telephone	\$4,000
	Supplies / postage	\$4,000
	Equipment lease	\$2,000
	Postage, paper supply	\$4,000
	Insurance	\$5,000
	Utilities	\$2,000
	Misc	\$1,000

City of Philadelphia

RESOLUTION NO. 080097 continued

	PROGRAMS AND SERVICES	
	Promotion & Advertising	\$33,500
	Banners	\$23,000
	Landscaping	\$28,000
	Donations, Memberships	\$2,000
	Parking and Public Safety	\$2,900
	Total Expenses	\$233,400
	4. Profit / Loss for period	\$0

Exhibit A-4

ROXBOROUGH DEVELOPMENT CORPORATION BY-LAWS

Amended 12/14/04

ARTICLE 1 OFFICES AND UNITS

Section 1.01 Registered Office. The location and post office address of the registered office of the Corporation in Pennsylvania shall be as specified in the Articles of Incorporation or by the Board of Directors

Section 1.02 Other Offices. The Corporation shall also have offices at such other places within or without the Commonwealth of Pennsylvania as the Board of Directors may from time to time appoint and the business of the Corporation may require.

Section 1.03 Subordinate Units. The Corporation may establish and terminate local branches, chapters, counsels, clubs, or other subordinate units regardless of designation, form of government, or relationship to the corporation.

ARTICLE II DIRECTORS

Section 2.01 Number of Directors

The Board of Directors shall consist of not less than one nor more than seventeen directors, as shall be determined from time to time by resolution of the Board of Directors.

Section 2.02 Qualification of Directors. Directors of the Corporation shall be limited as follows:

- 1) Residents of Roxborough,
- 2) Persons who own or operate a business or commercial property in Roxborough,
- 3) Representatives of institutions, churches, and other not-for-profit organizations located in Roxborough,

City of Philadelphia

RESOLUTION NO. 080097 continued

4) Representatives of financial institutions, bank trust companies or credit unions that have depositors from, loans to or holdings or investments in persons or corporations residing in or doing business in Roxborough, or

5) Any person the Board of Directors has identified as having an interest in the well-being of Roxborough and possessing other qualifications that may assist the Corporation in meeting its corporate purposes.

Section 2.03 Nomination and Appointment of Directors

1) In recognition of its role as a founder of the Corporation, prior to the annual meeting each year, the Central Roxborough Civic Association (CRCA) shall nominate three candidates for service as Director for the following year.

2) Prior to the annual meeting, all Directors, except those nominated by CRCA, shall inform the President of their desire to serve as Directors for the following year. Such Directors shall be nominated for consideration of appointment to the Board of Directors for the following year. The President shall also appoint a nominating committee to identify candidates for service as Directors. The candidates shall represent the interests of (a) businesses located in Roxborough, (b) owners of commercial property on Ridge Avenue, (c) residents and civic associations in Roxborough and Manayunk, and (d) churches, institutions and other non-profit organizations located in Roxborough.

3) At the annual meeting, the Board of Directors shall appoint a new Board of Directors for the following year from the list of nominees. All Directors shall serve for a term of one year.

Section 2.04 Vacancies. A vacancy or a newly created directorship resulting from any increase in the authorized number of Directors shall be filled in the manner of appointment and election in Section 2.03.

Section 2.05 Powers. The business of the Corporation shall be managed by its Board of Directors which may exercise all such powers of the Corporation.

Section 2.06 Meetings. The Board of Directors may hold both regular and special meetings, either within or without the Commonwealth of Pennsylvania.

Section 2.07 Regular Meetings. Regular meetings of the Board of Directors may be held at such time and at such place as shall from time to time be designated by the Directors. If such designation is by standing resolution of the Board, no notice other than such resolution shall be required. If such designation is by resolution or consensus adopted at a duly convened meeting of the Board with respect to the next meeting of the Board, further notice need be given only to those Directors not present at such duly convened meeting. Such notice shall be in person, or by telephone, email, or mail at least two days prior to such next meeting. In all other cases, notice shall be given to all Directors in person, or by telephone, telegram, or mail, at least two days prior to any regular meeting.

Section 2.08 Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board, if any, or by the President on two days, notice to each Director, given either personally, by mail, by telegram, or by telephone; special meetings shall be called by the Chairman of the Board, the President, or the Secretary in like manner and on like notice on the written request of two Directors.

City of Philadelphia

RESOLUTION NO. 080097 continued

Section 2.09 Purpose of Meeting. Notice of a Board of Directors meeting shall include the purpose of the meeting if the purpose of such meeting is to amend the Bylaws.

Section 2.10 Quorum and Action. At all meetings of the Board of Directors, a majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Each Director shall be entitled to one vote. If a quorum shall not be present at any meeting or Directors, the Directors present there at may adjourn the meeting from time to time, without notice other than by announcement at the meeting, until a quorum shall be present.

Section 2.11 Conference Telephone. One or more Directors may participate in a meeting of the Board of Directors, or a committee thereof, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Section 2.12 Informal Action. Any action which may be taken at a meeting of the directors or the members of any committee of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all the Directors or the members of the committee, as the case may be, and shall be filed with the Secretary of the Corporation.

Section 2.13 Committees. The Board of Directors may establish one or more committees, each committee to consist of one or more directors appointed by the Board. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided by resolution of the Board of Directors or in the Bylaws shall have and exercise the authority of the Board of Directors, except that no such committee shall have any power or authority as to the following:

- 1) Any action requiring approval of directors under the Nonprofit Corporation Law of 1972, or any future nonprofit corporation law.
- 2) The filling of vacancies in the Board of Directors.
- 3) The adoption, amendment, or repeal of the Bylaws.
- 4) The amendment or repeal of any resolution of the Board.
- 5) Action on matters committed by the Bylaws or resolution of the Board of Directors to another committee of the Board.

Section 2.14 Compensation. Directors may receive such reasonable compensation for their services and expenses as the Board of Directors shall fix. Nothing herein contained shall be construed to preclude any Directors from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE III OFFICERS AND AGENTS

Section 3.01 Titles. The officers of the Corporation shall be chosen by the Board of Directors and shall be a President, a Vice-President, a Secretary, and a Treasurer or persons who shall act as such regardless of the name or title by which they may be designated. The Corporation may also have such other officers and agents as the Board shall from time to time authorize who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time

City of Philadelphia

RESOLUTION NO. 080097 continued

by the Board of Directors. The President, the Vice-President, and the Secretary shall be natural persons of full age; the Treasurer may be a corporation but, if a natural person, shall be of full age. Any number of the aforesaid offices may be held by the same person.

Section 3.02 Nomination and Election of Officers. Each year, at the conclusion of the annual meeting, the out-going President shall call for nominees from the new Board of Directors to serve as Officers. The Board of Directors at their first meeting of each year shall elect a President, a Vice-President, a Secretary, and a Treasurer, from among the nominees.

Section 3.03 Salaries. The salaries of the officers of the Corporation shall be fixed by the Board of Directors.

Section 3.04 Terms of Office. The terms of office of the officers of the Corporation shall be as specified by the Board of Directors, and they shall hold office until their successors are chosen and qualify. Officers shall be nominated and elected to terms specified prior to voting. Any officer appointed by the Board of Directors may be removed at any time by the affirmative vote of two-thirds of the Directors present at a meeting at which a quorum is present. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors.

Section 3.05 President. Unless provided otherwise by the Board of Directors, the President shall be the chief executive officer of the Corporation; shall preside at all meetings of the Board of Directors; shall have general and active management of the business of the Corporation; and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.

Section 3.06 Vice-President. The Vice-President shall perform such duties as the Board of Directors or the President shall from time to time prescribe, and shall assume the duties of the President in the absence of the President.

Section 3.07 Secretary. The Secretary or his or her designated alternate shall attend all meetings of the Board of Directors and record all the proceedings of the meetings of the Corporation and of the Board of Directors in a book or be kept for that purpose and shall perform like duties for any duly authorized committee when required. The Secretary, or his or her alternate, shall give, or cause to be given, all required notices of all meetings of the Board of Directors, and the Secretary shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision he or she shall be. The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his or her signature.

Section 3.08 Treasurer. The Treasurer shall have the custody of the corporation funds and securities and shall keep full and accurate accounts of all receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the

City of Philadelphia

RESOLUTION NO. 080097 continued

Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requests, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Corporation shall carry fidelity bond insurance covering the Treasurer in an amount deemed appropriate by the Board of Directors.

ARTICLE IV FINANCE

Section 4.01 Subventions. Upon resolution of the Board of Directors, the Corporation may accept subventions (money or other property applied to or expended for the formation, reorganization, or benefits of the Corporation) and issue certificates therefore in accordance with the Corporation Not-for-profit Code.

Section 4.02 Debt. The Corporation may issue bonds or other evidence of indebtedness only for money, property, or labor or services actually received by or performed for the corporation.

Section 4.03 Fees, Dues and Assessments. The Board of Directors may by resolution from time to time, set or amend a schedule of dues or assessments, or both, applicable to directors, and prescribe the times and methods of collecting such dues or assessments.

Section 4.04 Fees and Profits. The Corporation may charge fees or prices for services or products it renders within its lawful authority, and may receive such income and make an incidental profit thereon. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Corporation, and in no case shall be divided or distributed in any manner whatsoever among the Directors or officers of the Corporation.

Section 4.05 Property Held for Charitable Purposes. Property committed to charitable purposes shall not be diverted from the objects to which it was donated, granted or devised, except upon court order specifying and disposition of the property.

Section 4.06 Investment in Trust Funds. Unless otherwise provided in the trust instrument, the Board of Directors shall have the power to invest any assets vested in the Corporation by such instrument, or the proceeds thereof, separately or together with other assets of the Corporation, in the manner authorized for fiduciaries by the Probate, Estates and Fiduciaries Code, and to retain any investments heretofore so made. Any investments may be held in the name of the Corporation or in the name of a nominee of the Corporation. The Directors shall keep accurate accounts of all trust funds, separate and apart from the accounts of other assets of the Corporation.

Section 4.07 Allocation of Trust Capital Gains to Income. With respect to any assets held subject to Section 4.06 (including any participation in any common trust fund) so much of the net realized capital gains as of the end of any fiscal year of the Corporation as the Directors or other body shall, within four months after the end of such year, in their sole discretion, allocate to income for such fiscal year shall be deemed income. The amount allocated under this Section, when added to all other income received by the Corporation from the same assets or participation in a common trust fund for such fiscal year, shall not exceed 9% of the market value (as of the end of such fiscal year) of the principal remaining with respect to such assets or participation after allocation of such gain to

City of Philadelphia

RESOLUTION NO. 080097 continued

income. Allocation to income of realized capital gains in a common trust fund may be made in accordance with the provision of this Section without regard to whether the capital gains in question were realized before or after any particular trust or fund became a part of such common trust fund and without regard to whether the separate records maintained with respect to such particular trust or fund reflect the existence of a capital gain in such trust or fund.

Section 4.08 Transfer of Trust Assets to Institutional Trustee. The Board of Directors may by resolution make a revocable or irrevocable transfer of assets held subject to Section 5.06 to a bank and trust company or a trust company incorporated under the Laws of Pennsylvania, or to a national banking association having fiduciary powers and having its principal office in Pennsylvania, to hold such assets as corporate trustee.

Section 4.09 Dividends and Profits. The Corporation shall not pay dividends or distribute any part of its income or profits to its Directors or officers.

Section 4.10 Payments Permitted. The Corporation may:

- 1) Pay compensation in a reasonable amount to Directors or officers for services rendered;
- 2) Repay capital contributions; and
- 3) Redeem its subvention certificates or evidences of indebtedness, as authorized by the Corporation Not-for-Profit Code, except when the Corporation is insolvent, or when such act would leave insufficient assets to meet its liabilities.

Section 4.11 Financial Reports. The Board of Directors shall annually develop a report, verified by the President and Treasurer, or by two-thirds of the Directors, which report shall indicate in appropriate detail:

- 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 expense 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.

Section 4.12 Common Trust Funds. The Corporation may establish and maintain one or more common trust funds, subject to the provisions of the Corporation Not-for-profit Code, and may, subject to any specific limitation or restriction contained in the trust instrument under which assets are held by the Corporation, hold, invest, and reinvest the assets of each such trust in such common trust fund. The Corporation shall clearly designate on its records the names of the trusts or funds on behalf of which it owns a participation of any common trust fund, and the extent of the interest of the trust of fund therein.

City of Philadelphia

RESOLUTION NO. 080097 continued

ARTICLE V REAL ESTATE

Section 5.01 Authorization for Transactions. The Corporation shall not (a) purchase or (b) mortgage, lease away, or otherwise dispose of its real estate unless authorized by the vote of two-thirds of the Directors in office.

ARTICLE VI INDEMNIFICATION AND INSURANCE

Section 6.01 Scope of Indemnification. The Corporation shall indemnify such persons as it may indemnify under Sub-chapter D of Chapter 57 of the Corporation Not-for-Profit Code, subject to the provisions of such Subchapter. The Corporation shall also indemnify any representative against expenses actually and reasonably incurred by such representative in the successful defense of any suit, to the extent required by Section 5743 of the Corporation Not-for-Profit Code.

Section 6.02 Insurance. The Board of Directors may authorize the Corporation to purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such representative and incurred by such representative in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such representative against such liability under the provisions of Subchapter D of Chapter 57 of the Corporation Not-for-profit Code.

ARTICLE VII CONFLICTS OF INTEREST

Section 7.01 Policy. It is recognized that occasions may arise when a Director, officer or committee member of the Corporation has a financial interest in a contract or transaction upon which action is to be taken or withheld by the Board of Directors or a committee thereof. It is the policy of the Corporation and of its Board of Directors that:

- 1) Any material facts as to such financial interest shall be disclosed by such committee member, director or officer to the Board or committee entitled to vote on such contract or transaction.
- 2) The committee member director or officer having such financial interest on any matter shall not vote or use any personal influence in regard to the matter (except that the director or officer may state a position on the matter and respond to questions about it); however, such committee member, director or officer may be counted in determining the quorum for the meeting at which the matter is voted upon. The minutes of the meeting shall reflect that the disclosure was made and the abstention from voting.
- 3) No contract or transaction in which a director or officer has a financial interest shall be knowingly entered into by the Corporation unless it has been authorized in good faith by the Board of Directors pursuant to Section 5728 of the Corporation Not-for-profit Code.

Section 7.02 Annual Review. This policy shall be reviewed by the Board of Directors annually for the information and guidance of directors of the Board and officers, and brought to the attention of new directors and officers. In this

City of Philadelphia

RESOLUTION NO. 080097 continued

connection, the Board shall adopt a statement of policy for distribution to such directors and officers explaining the obligations of such individuals under applicable law and this Article VII.

ARTICLE VIII GENERAL PROVISIONS

Section 8.01 Construction of Powers. Unless these Bylaws expressly or by clear construction or implication so provide, nothing contained in these Bylaws is intended to or shall limit, qualify, or restrict any powers or authority granted or permitted to nonprofit corporations by the Corporation Not-for-profit Code.

Section 8.02 Corporate Seal. The Board of Directors shall prescribe the form of a suitable corporate seal, which shall contain the full name of the Corporation and the year and state of incorporation.

Section 8.03 Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 8.04 Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 8.05 Waiver of Notice. Whenever a notice is required to be given under the provisions of the Corporation Not-for-profit Code or these Bylaws, a waiver in writing, signed by the person or persons entitled to said notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a person, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting.

Section 8.06 Records. An original or duplicate record of the proceedings of the Directors and other bodies, the books or records of account and the Bylaws shall be kept at the registered office or principal place of business.

Section 8.07 Disposition of Income and Assets. No part of the income or profits of the Corporation shall be paid, distributed or otherwise inure to the benefit or use of its Directors or officers or other private persons except that the Corporation shall be authorized to pay compensation in a reasonable amount to its Directors or officers for services rendered and to make payments and distributions in furtherance of its general corporate purposes including contribution and donations for charitable purposes. Upon dissolution of the Corporation, the assets of the Corporation shall not be distributed to its Directors or officers or other private persons. In the event of such dissolution, the Board of Directors shall, after paying or making provision for the payment of all corporate liabilities and after provision is made for the disposition of any property committed to charitable purposes as required by court order, transfer and convey the remaining assets to such charitable organization as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 for the corresponding provisions of any future United States Internal Revenue Law and as shall be determined to be most similar to the Corporation's purposes and method or operation.

City of Philadelphia

RESOLUTION NO. 080097 continued

ARTICLE IX AMENDMENTS

Section 9.01 Amendments. These Bylaws may be altered, amended, or repealed by a two-thirds vote of the directors present at any regular or special meeting duly convened after notice to the directors of that purpose, subject to limitations of the directors to act as set forth at Section 5504(b) of the Corporation Not-for-profit Code.

City of Philadelphia

RESOLUTION NO. 080097 continued

City of Philadelphia

RESOLUTION NO. 080097 continued

CERTIFICATION: This is a true and correct copy of the original Resolution, Adopted by the Council of the City of Philadelphia on the thirty-first of January, 2008.

Anna C. Verna
PRESIDENT OF THE COUNCIL

Patricia Rafferty
CHIEF CLERK OF THE COUNCIL

Introduced by: Councilmember Jones

Sponsored by: Councilmember Jones