

City of Philadelphia



(Bill No. 020166-A)

AN ORDINANCE

Establishing a neighborhood improvement district in the area bounded generally by the eastern side of Tulip Street, the northern side of Allegheny Avenue, the western side of Amber Street, and the northern side of Venango Street, to be known as the Port Richmond Industrial Development Enterprise (PRIDE) Neighborhood Improvement District (“District”); designating PRIDE, Inc., a Pennsylvania nonprofit corporation, as the Neighborhood Improvement District Management Association for the District; approving a final plan for the District, including a list of proposed improvements and their estimated cost, and providing for assessment fees to be levied on property owners within the District; authorizing the Director of Commerce, on behalf of the City, to execute an agreement with PRIDE, Inc. relating to the District; and authorizing PRIDE, Inc. to assess property owners within the District a special property assessment fee to be used in accordance with the approved final plan; all in accordance with the provisions of the Community and Economic Improvement Act, and under certain terms and conditions

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

WHEREAS, The purpose of this ordinance is to establish a neighborhood improvement district in the Port Richmond area, to be known as the Port Richmond Industrial Development Enterprise (PRIDE) Neighborhood Improvement District (“District”); and

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

THE COUNCIL OF THE CITY OF PHILADELPHIA HEREBY ORDAINS:

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SECTION 1. In accordance with the provisions of the Community and Economic Improvement Act, a neighborhood improvement district is hereby established in the Port Richmond area, with the boundaries set forth in Exhibit "A" attached hereto. The district shall be known as the Port Richmond Industrial Development Enterprise (PRIDE) Neighborhood Improvement District ("District").

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

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

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

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

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

(c) A "sunset provision" under which the agreement will terminate on June 30, 2007 and may not be renewed unless the District is continued beyond that date in accordance with the sunset provisions of Section 5 of this ordinance; and

(d) The City's agreement to be responsible for the collection of all property assessment fees levied within the District.

SECTION 5. The District shall terminate on June 30, 2007 in accordance with the provisions of the final plan approved under Section 3. The District may be continued beyond that date only if Council reenacts this ordinance following a review of the District and the programs and services provided by PRIDE, Inc. within the District.

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Exhibit A

FINAL 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 proposed district shall be the Port Richmond Industrial Development Enterprise (PRIDE) Neighborhood Improvement District (“District”). A map of the District is contained in Exhibit A1.
2. A description of the service areas of the District is set forth in Exhibit A1, paragraph 2.
3. A list of all properties to be assessed is set forth in Exhibit A2.
4. A list of proposed improvements within the District and their estimated cost is set forth in Exhibit A1, paragraph 3.
5. The proposed budget for the first fiscal year, including, but not limited to, personnel and administration, programs and services, maintenance and operation, and capital expenditures is set forth in Exhibit A1, paragraph 4.
6. The proposed revenue sources for financing all proposed improvements, programs and services is set forth in Exhibit A1, paragraph 4.
7. The estimated time for implementation and completion of all proposed improvements, programs and services is set forth in Exhibit A3.
8. The administrative body that will govern and administer the District is PRIDE, Inc., a Pennsylvania nonprofit corporation.
9. The bylaws of PRIDE, Inc. are attached as Exhibit A4.
10. The method of determining the amount of the assessment fee to be levied on property owners within the District will be done by equitably apportioning costs among benefiting properties. The assessment fee will be calculated as 20% of the real estate taxes for all commercial and industrial properties within the proposed area.
11. The specific duties and responsibilities of the City of Philadelphia (“City”) and PRIDE, Inc. with respect to the District are as follows:
 - a. The City will be responsible for the collection of all property assessment levied within the District, and will employ any legal methods to insure collection of such

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assessments, including the filing of liens. The City will also be responsible for maintaining the same level of municipal programs and services within the District before its designation as a neighborhood improvement district as after such designation.

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. 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, Inc. containing the following provisions:

a. The respective duties of the City and PRIDE, Inc. with respect to the District, as set forth in paragraph 11 above.

b. The City's agreement to maintain within the District the same level of municipal programs and services that were provided within the District before its establishment.

c. A "sunset provision" under which the agreement will terminate on June 30, 2007 and may not be renewed unless the District is continued beyond that date pursuant to a reenactment of the ordinance establishing the District.

d. The City's agreement to be responsible for the collection of all property assessment fees levied within the District.

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 PRIDE, Inc., if not assessed, in lieu of a property assessment fee.

14. The negative vote of at least 51% of the property owners within the District or property owners within the District whose property valuation as assessed for taxable purposes amounts to 51% of the total property valuation located within the District proposed in the final plan, shall be required to defeat the establishment of the proposed

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District by filing objections with the Clerk of Council within 45 days of presentation of the final plan.

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Exhibit A1

Port Richmond Industrial Development Enterprise Neighborhood Improvement District

1. Name of the NID

Port Richmond Industrial Development Enterprise (PRIDE)

2. Detailed description of services area

PRIDE is an area bounded by the eastern side of Tulip Street, the northern side of Allegheny Avenue, the western side of Amber Street, and the northern side of Venango Street. This eight-block district contains fifty industrial businesses employing approximately 1,000 people. The overall objective of the businesses of the PRIDE is to attain the competitive level of operational efficiency, employee satisfaction, district security, and support infrastructure found in the newest industrial parks in the region. PRIDE is currently in the process of implementing improvements to address these needs creating the image and functionality of an urban industrial park.

Early surveys of the PRIDE businesses identified security and cleaning as top concerns and crucial components to this initiative. Planning studies also determined that the area needed improvements including nighttime security, graffiti removal, sidewalk cleaning, and clean up of short dumping. PRIDE contracted with organizations to provide these services as a supplement, not replacement, of existing municipal services.

3. List of the proposed services and improvements and their cost and the method of determining the amount of the assessment fee

Security (9pm to 5am, 7 days a week) = \$750/wk x 52 weeks = \$39,000/year

Cleaning (2 people, 5 days a week) = \$25,000/year
The total annual cost of PRIDE's private security and cleaning services is \$64,000.

In determining the assessment fee, we analyzed the yearly tax paid by all 'business' property owners within the PRIDE service boundaries. An additional twenty- percent of property taxes will yield roughly \$46,500.

4. Proposal budget for the first year, listing of the categories of expenditures, the timetable for implementation, and the proposal for source of revenues.

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Both security and cleaning services were implemented in 1999 with a combination of public and private dollars. PRIDE realizes that it is crucial to develop a steady income stream to sustain these services into the future. With a NID designation, assessments will allow these contracts to continue.

This proposal to collect a twenty percent assessment would require a 50% match to cover the annual costs of security and cleaning services and provide contingency on the assessment (re-assessment of properties, tax delinquency, etc.).

Annual Revenue		Annual Expenditures	
Assessment	\$46,463.80	Security	\$39,000.00
Public Match	\$23,231.90	Cleaning	\$25,000.00
		Assessment Contingency	\$5,695.70
Total	\$69,695.70	Total	\$69,695.70

5. Statement identifying the administrative body that will govern and administer the NID

PRIDE is an existing incorporated, tax exempt 501c3 agency and will govern and administer the NID.

6. Explain how the assessments will be collected

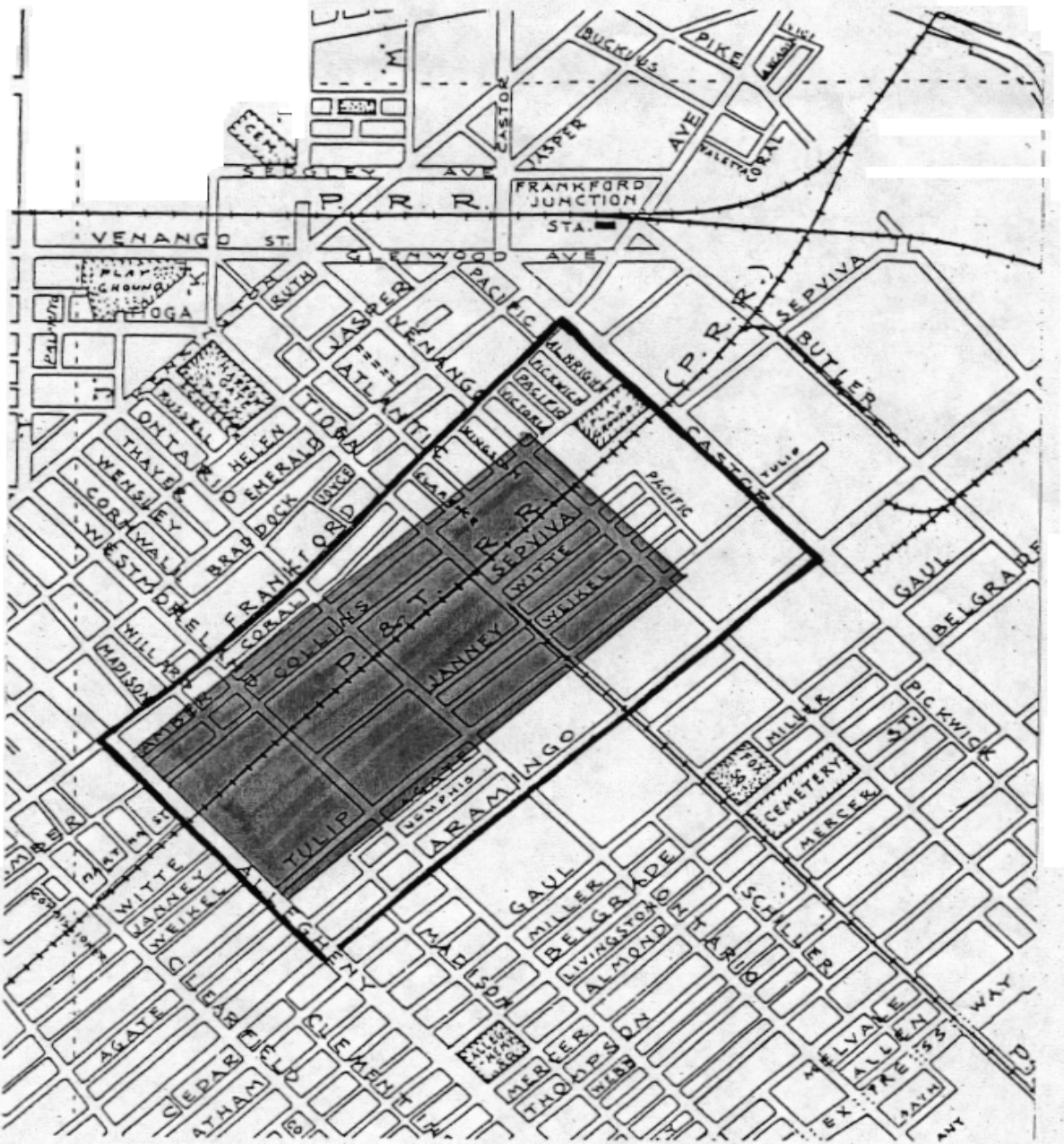
Assessments will be collected as part of the City of Philadelphia's real estate tax collections.

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PRIDE Area

Shaded Area

Ex. A1 cont.



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Exhibit A2

	User	Address	Owner	Mail Address	Land Use	Land Assm	Total Assm	Yearly Tax	TotalYrlyTax	20%	% of Total
1	formerly GB Goldman Paper Co. (and Wilde Dyehouse)	2201 E. Allegheny Avenue	Federation of Jewish Agencies	2201 E. Allegheny Ave.	LB1, Industrial Building, Light Manufacturing, Masonry	\$126,938.00	\$493,056.00	\$40,726.00	\$ 47,276.00	\$ 9,455.20	20.35%
		2275 E. Allegheny Avenue			LEO, Industrial Building, Factory, Masonry	\$ 29,000.00	\$ 67,200.00	\$ 5,551.00			
		2200 E. Westmoreland Street			SC, Vacant Land, Commercial	\$ 12,096.00	\$ 12,096.00	\$ 999.00			
2	Philadelphia Tramrail	2207-29 E. Ontario Street	Robert Riethmiller	2207 E. Ontario Street	LB1, Industrial Building, Light Manufacturing, Masonry +	\$ 94,320.00	\$184,000.00	\$15,198.00	\$ 15,198.00	\$ 3,039.60	6.54%
3	Penske	2215 E. Westmoreland Street	Dominic Marano		PB0, Automotive, Repair Shop, Masonry	\$ 48,320.00	\$124,800.00	\$10,308.00	\$ 15,195.00	\$ 3,039.00	6.54%
		2205 E. Westmoreland Street			LC0, Industrial Building, Warehouse, Masonry	\$ 39,228.00	\$ 59,168.00	\$ 4,887.00			
4	Delaware Ribbon	3352 Tulip Street	Thomas Lodge Sr.	2531 Trenton Avenue, 19125	LC0, Industrial Building, Warehouse, Masonry	\$ 10,000.00	\$102,720.00	\$ 8,485.00	\$ 13,216.00	\$ 2,643.20	5.69%
		3300 Tulip Street			LC0, Industrial Building, Warehouse, Masonry	\$ 24,960.00	\$ 57,280.00	\$ 4,731.00			
5	Gordon Furniture	2135 E. Westmoreland Street	Gordon & Joy Schaefer	2136 E. Ontario Street	LC1, Industrial Building, Warehouse, Masonry +	\$ 43,904.00	\$156,800.00	\$12,952.00	\$ 12,952.00	\$ 2,590.40	5.58%
6	?	2101 E. Venango Street	Martin P. Newell, Jr.	3675 Amber Street	LE0, Industrial Building, Factory, Masonry	\$ 24,050.00	\$133,760.00	\$11,049.00	\$ 11,049.00	\$ 2,209.80	4.76%
7	Rite-Aid	2101-11 Allegheny Avenue	2101 Allegheny Associates	1000 Mapleshade Dr, Mapleshade, NJ 08052-1931	AAO, stores, 1story, masonry	\$ 40,000.00	\$124,000.00	\$10,242.00	\$ 10,242.00	\$ 2,048.40	4.41%
8	Masudo Apparel Group	2101-09 E. Westmoreland Street	Pieter Young	3320 Collins Street	LB0, Industrial Building, Light Manufacturing, Masonry	\$ 15,267.00	\$ 98,560.00	\$ 8,141.00	\$ 8,559.00	\$ 1,711.80	3.68%

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	User	Address	Owner	Mail Address	Land Use	Land Assm	Total Assm	Yearly Tax	TotalYrlyTax	20%	% of Total
		2111-15 E. Westmoreland Street			SI, Vacant Land, Industrial	\$ 2,880.00	\$ 2,880.00	\$ 238.00			
		3310-12 Collins Street			SI, Vacant Land, Industrial	\$ 2,176.00	\$ 2,176.00	\$ 180.00			
9	Frame Fit Co.	3560-62 Sepviva Street	Stephen Kress	2200 E. Venango Street	LB0, Industrial Building, Light Manufacturing, Masonry	\$ 17,029.00	\$ 92,000.00	\$ 7,599.00	\$ 7,599.00	\$ 1,519.80	3.27%
10	Tioga Pipe	3430 Tulip Street	David Keiser, Keiser General Partnership	2450 Wheatstear Lane, 19137	LD0, Industrial Building, Shop, Masonry	\$ 7,360.00	\$ 12,800.00	\$ 1,057.00	\$ 6,293.00	\$ 1,258.60	2.71%
		3450 Tulip Street			LC9, Industrial Building, Warehouse, Metal	\$ 8,960.00	\$ 11,200.00	\$ 925.00			
		2150 E. Westmoreland Street			LC0, Industrial Building, Warehouse, Masonry	\$ 30,464.00	\$ 48,000.00	\$ 3,965.00			
		3480 Tulip Street			SI, Vacant Land, Industrial	\$ 4,192.00	\$ 4,192.00	\$ 346.00			
11	Willard Realty	2100 E. Willard Street	Tom Oliver	3233 Amber Street	LE0, Industrial Building, Factory, Masonry	\$ 14,442.00	\$ 63,040.00	\$ 5,207.00	\$ 6,209.00	\$ 1,241.80	2.67%
		3270 Amber Street			RA, Parking Lot, Private	\$ 12,128.00	\$ 12,128.00	\$ 1,002.00			
12	Pioneer Leathertouch	2250-60 E. Ontario Street	Mel Sobel	2250-60 Ontario Street	LB0, Industrial Building, Light Manufacturing, Masonry	\$ 21,486.00	\$ 72,960.00	\$ 6,026.00	\$ 6,026.00	\$ 1,205.20	2.59%
13	(SD Davis bldg)	3490 Janney Street	?	(2228 E. Tioga Street)	LB0, Industrial Building, Light Manufacturing, Masonry	\$ 8,454.00	\$ 71,584.00	\$ 5,913.00	\$ -		
14	American Wireworks, Howard Orloff	3380 Tulip Street	Marvin W. Friedman	187 Summit Lane, Bala Cynwyd, 19004	LD1, Industrial Building, Shop, Masonry +	\$ 11,725.00	\$ 69,504.00	\$ 5,741.00	\$ 5,741.00	\$ 1,148.20	2.47%
15	CA Spalding Co	2251-71 E. Tioga Street	CA Spalding Co.	2252 E. Venango Street	DBO, Office Building, Comm No Garage, Masonry	\$ 25,689.00	\$ 64,000.00	\$ 5,286.00	\$ 5,381.00	\$ 1,076.20	2.32%
		2247-49 E. Venango Street			SI, Vacant Land, Industrial	\$ 1,152.00	\$ 1,152.00	\$ 95.00			

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	User	Address	Owner	Mail Address	Land Use	Land Assm	Total Assm	Yearly Tax	TotalYrlyTax	20%	% of Total
16	Haskell-Dawes	2231-43 E. Ontario Street	Allen Woodruff	2231 E. Ontario Street	LB0, Industrial Building, Light Manufacturing, Masonry	\$ 13,557.00	\$ 63,264.00	\$ 5,226.00	\$ 5,226.00	\$ 1,045.20	2.25%
17	MDC?	2121 E. Allegheny Avenue	?		LB0, Industrial Building, Light Manufacturing, Masonry	\$ 28,273.00	\$ 56,000.00	\$ 4,626.00	\$ 4,626.00	\$ 925.20	1.99%
18	Liberty Bell Steaks	3485 Janney Street	John Vellios, Pahides Family Partnership	3457 Janney Street	LC0, Industrial Building, Warehouse, Masonry	\$ 3,384.00	\$ 39,680.00	\$ 3,278.00	\$ 4,547.00	\$ 909.40	1.96%
		3457 Janney Street			LC9, Industrial Building, Warehouse, Metal	\$ 1,889.00	\$ 15,360.00	\$ 1,269.00			
19		3401 Collins Street (Barrel Factory-demolished)	Pyramid Investment		SJ, Vacant Land, Industrial - 1 Acre+	\$ 12,800.00	\$ 12,800.00	\$ 1,057.00	\$ -		
20	Hansen Rubber	2215 E. Tioga Street	Richard Michaels	2215 E. Tioga Street	LB0, Industrial Building, Light Manufacturing, Masonry	\$ 6,155.00	\$ 47,424.00	\$ 3,917.00	\$ 3,917.00	\$ 783.40	1.69%
21	union hall?	3565-71 Sepviva Street	William Crean	3565-71 Sepviva Street	JC0, Amusement, Hall, Masonry	\$ 986.00	\$ 47,328.00	\$ 3,909.00	\$ 3,909.00	\$ 781.80	1.68%
22	HR Benjamin	2100 E. Venango Street	Richard Hoffman	3525 Amber Street	LB0, Industrial Building, Light Manufacturing, Masonry	\$ 20,000.00	\$ 24,000.00	\$ 1,982.00	\$ 3,721.00	\$ 744.20	1.60%
		3515 Amber Street			LB0, Industrial Building, Light Manufacturing, Masonry	\$ 8,000.00	\$ 9,600.00	\$ 793.00			
		3535 Amber Street			LB0, Industrial Building, Light Manufacturing, Masonry	\$ 8,000.00	\$ 9,600.00	\$ 793.00			
		2150 E. Venango Street			SI, Vacant Land, Industrial	\$ 1,856.00	\$ 1,856.00	\$ 153.00			
23	East Coast Recycling	3351 Tulip Street	Charles Venuto	3301 Tulip Street	LD6, Industrial Building, Shop, Frame	\$ 2,326.00	\$ 18,208.00	\$ 1,504.00	\$ 3,653.00	\$ 730.60	1.57%
		3315 Tulip Street			LC0, Industrial Building, Warehouse, Masonry	\$ 4,959.00	\$ 5,760.00	\$ 476.00			
		3301 Tulip Street			MAO, Shopping Ctr, Neighborhood, Masonry	\$ 8,409.00	\$ 18,400.00	\$ 1,520.00			
		3365 Tulip Street			SI, Vacant Land, Industrial	\$ 1,856.00	\$ 1,856.00	\$ 153.00			

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	User	Address	Owner	Mail Address	Land Use	Land Assm	Total Assm	Yearly Tax	TotalYrlyTax	20%	% of Total
24	Advertisers Press	3415 Weikel Street	Jerry Kates	3415 Weikel Street	LC0, Industrial Building, Warehouse, Masonry	\$ 5,856.00	\$ 44,000.00	\$ 3,634.00	\$ 3,634.00	\$ 726.80	1.56%
25	Midlantic Foods	2066-80 E. Tioga Street	Bart Shipon	2060 E. Tioga St.	LEO, Industrial Building, Factory, Masonry	\$ 7,000.00	\$ 41,600.00	\$ 3,463.00	\$ 3,463.00	\$ 692.60	1.49%
26	Anthracite Battery Mftg	3501 Janney Street	John P. Smagach, Jr.	2245 E. Tioga Street	LE0, Industrial Building, Factory, Masonry	\$ 16,693.00	\$ 42,080.00	\$ 3,476.00	\$ 3,476.00	\$ 695.20	1.50%
27	(Penn Galvanizing)	2201 E. Tioga Street	City of Philadelphia		LB0, Industrial Building, Light Manufacturing, Masonry	\$ 9,994.00	\$ 34,464.00	\$ 2,847.00	\$ -	0	0.00%
28	A2Z Auto Service	3577-79 Tulip Street	A2Z Auto Service	17 Maplewood Dr., Levittown, 19056-1016	LC0, Industrial Building, Warehouse, Masonry	\$ 3,225.00	\$ 18,720.00	\$ 1,546.00	\$ 3,338.00	\$ 667.60	1.44%
		3563-65 Tulip Street			LD0, Industrial Building, Shop, Masonry	\$ 2,665.00	\$ 10,432.00	\$ 862.00			
		3569-75 Tulip Street			SR, Vacant Land, Residential	\$ 2,560.00	\$ 2,560.00	\$ 211.00			
		3567 Tulip Street			SR Vacant Land, Residential	\$ 800.00	\$ 800.00	\$ 66.00			
		3561 Tulip Street			BA0, Store & Offices, Istory, Masonry	\$ 493.00	\$ 7,904.00	\$ 653.00			
29	Lapinson Supply	3475 Collins Street	Don Lapinson, Land Lapper	2126 E. Tioga Street	LE0, Industrial Building, Factory, Masonry	\$ 7,100.00	\$ 31,040.00	\$ 2,564.00	\$ 2,643.00	\$ 528.60	1.14%
		3474 Collins Street			SI, Vacant Land, Industrial	\$ 960.00	\$ 960.00	\$ 79.00			
30	Tioga Coal	3501 Tulip Street	Franklin Naumann	3521 Tulip Street	LE1, Industrial Building, Factory, Masonry +	\$ 6,025.00	\$ 12,928.00	\$ 1,068.00	\$ 2,480.00	\$ 496.00	1.07%
		3521 Tulip Street			Y10, Store/Office and apartments, Istory, Masonry	\$ 3,809.00	\$ 10,048.00	\$ 830.00			
		3573-77 Sepviva Street			LD0, Industrial Building, Ship, Masonry	\$ 1,189.00	\$ 7,040.00	\$ 582.00			
31	Formed Steel	3419-43 Janney Street	Weikel-Janney Inc.	8234 West Chester Pike, Upper Darby, PA 19082-2723	LD1, Industrial Building, Shop, Masonry +	\$ 5,501.00	\$ 26,720.00	\$ 2,207.00	\$ 2,207.00	\$ 441.40	0.95%

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	User	Address	Owner	Mail Address	Land Use	Land Assm	Total Assm	Yearly Tax	TotalYrlyTax	20%	% of Total
32	Grip Flex	2245-57 E. Ontario Street	George Lowney	2245 E. Ontario Street	LB0, Industrial Building, Light Manufacturing, Masonry	\$ 4,465.00	\$ 25,184.00	\$ 2,080.00	\$ 2,080.00	\$ 416.00	0.90%
33	US Glass, Mark Whiteman	3370 Collins Street	David & Eileen Whiteman	3370 Collins Street	V11, Private Garage, 1story, masonry	\$ 4,848.00	\$ 19,840.00	\$ 1,639.00	\$ 1,639.00	\$ 327.80	0.71%
34	M&A Screw and Machine	2230-32 E. Venango Street	Norm Morse	2230 E. Venango Street	LC0, Industrial Building, Warehouse, Masonry	\$ 1,530.00	\$ 14,560.00	\$ 1,203.00	\$ 1,203.00	\$ 240.60	0.52%
35	Philadelphia Rust Proof?	3213-23 Amber Street	Rys Paul J. Roofing, Inc.	2086 E. Willard Street	LC1, Industrial building, Warehouse, Masonry +	\$ 4,799.00	\$ 11,200.00	\$ 925.00	\$ 925.00	\$ 185.00	0.40%
36	?	3383-85 Tulip Street	Sophie Szymanski	3362 E. Thompson Street	LD0, Industrial Building, Shop, Masonry	\$ 1,177.00	\$ 7,168.00	\$ 592.00	\$ 925.00	\$ 185.00	0.40%
		3387 Tulip Street	Sophie Szymanski		LD0, Industrial Building, Shop, Masonry	\$ 307.00	\$ 3,200.00	\$ 264.00			
		3373 Tulip Street	Eugene Szumanski		SC Vacant Land, Commercial	\$ 417.00	\$ 832.00	\$ 69.00			
36	Almond Refrigeration	3557-61 Sepviva Street	Anthony & Patricia Finan	3552 Witte St.	LD0, Industrial Building, Shop, Masonry	\$ 931.00	\$ 11,168.00	\$ 922.00	\$ 922.00	\$ 184.40	0.40%
37	MH Autobody	3397 Tulip Street	Mark Henry	3397 Tulip Street	LD0, Industrial Building, Shop, Masonry	\$ 1,178.00	\$ 9,152.00	\$ 756.00	\$ 756.00	\$ 151.20	0.33%
		3391-95 Tulip Street									
39	Ace Steel Rule Die Co.	3574 Weikel Street	Joseph Schoellkopff	14 Wimply Dr, Mt Laurel, NJ 08054-3117	Q30, Row w. detached garage, 2stories, masonry	\$ 797.00	\$ 6,912.00	\$ 571.00	\$ 571.00	\$ 114.20	0.25%
40	?	3537-39 Weikel Street	Edward Lees	2519 E. Indiana Ave., 19134	LC0, Industrial Building, Warehouse, Masonry	\$ 936.00	\$ 5,824.00	\$ 481.00	\$ 481.00	\$ 96.20	0.21%
41	Conrail	2105 E. Venango Street	Phila & Trenton RR Co.	PO Box 8499 19101	SI, Vacant Land, Industrial	\$ 3,200.00	\$ 3,200.00	\$ 264.00	\$ 301.00	\$ 60.20	0.13%
		2151 E. Allegheny Avenue		30th Street Station, 19104	SI, Vacant Land, Industrial	\$ 448.00	\$ 448.00	\$ 37.00			
42	?	3567 Weikel Street	James Fafalios	9707 Wynmill Rd, Phila, 19115	LC0, Industrial Building, Warehouse, Masonry	\$ 1,527.00	\$ 3,360.00	\$ 278.00	\$ 278.00	\$ 55.60	0.12%

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User	Address	Owner	Mail Address	Land Use	Land Assm	Total Assm	Yearly Tax	TotalYrlyTax	20%	% of Total	
43?	3366 Amber Street	Michelle Valent	3371 Coral Street	LD0, Industrial Building, Shop, Masonry	\$ 589.00	\$ 3,040.00	\$ 251.00	\$ 251.00	\$ 50.20	0.11%	
44?	3329 Amber Street	Richard Gegeckas Jr.	3331 Amber Street	LD0, Industrial Building, Shop, Masonry	\$ 1,046.00	\$ 2,560.00	\$ 211.00	\$ 211.00	\$ 42.20	0.09%	
45?	2200 E. Ontario Street	City of Phila	Rm 1030, Municipal Srvc. Bldg., 19107	SI, Vacant Land, Industrial	\$ 59,840.00	\$ 59,840.00	n/a?		\$ -	0.00%	
46	NE Hospital? 3261-85 Tulip Street	NMC Holding Co.	3261-85 Tulip Street	ZZ1, Miscellaneous Building, Spec. Purpose Bldg/not coded, Masonry +	\$ 18,311.00	\$657,248.00	n/a?		\$ -	0.00%	
								TOTAL	\$ 232,319.00	\$46,464.60	100%
								TOTAL X 20%	\$ 46,463.80		

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Exhibit A3

Implementation Schedule	1999	2000				2001				2002			
	4th Q	1st Q	2nd Q	3rd Q	4th Q	1st Q	2nd Q	3rd Q	4th Q	1st Q	2nd Q	3rd Q	4th Q
Complete Industrial District Plan	X												
Complete District Logo	X												
Select Project Manager for Parking Lots				X									
Complete and Distribute Design Guidelines					X								
Select Architect for Parking Lots					X								
Select Project Manager for Neighborhood Improvements*					X								
Complete and Distribute Truck Routing Map					X								
Complete Designs for Parking Lots						X							
Select Construction Firm for Parking Lots**						<i>on-hold</i>							
Select Architect for Neighborhood Improvements*						X							
Complete Sign Designs							X						
Begin Construction of Parking Lots**							<i>on-hold</i>						
Complete Designs for Neighborhood Improvements*									X				
Paint RR bridges and install graphic ID										X			
Develop and install district signature banners										X			
Install gateway signage											X		
Implement Signage System											X		
Complete Construction of Parking Lots**								<i>on-hold</i>					
Select Construction Firm for Neighborhood Improvements*										X			
Begin Construction of Neighborhood											X		

City of Philadelphia

Improvements*													
Complete Construction of Neighborhood Improvements*												X	
Incentive Program for Private Property Improvements***										X			

*Neighborhood Improvements include lighting, signage, landscaping, modifying sidewalks and curbs, and relocation of poles.

**Parking lot construction is on-hold due to delays in the acquisition of vacant lots.

***Incentive Program will be a rebate to property owners/users for new fencing, lighting, signage, or sidewalks done in accordance with PRIDE Design Guidelines.

City of Philadelphia

EXHIBIT A7

PORT RICHMOND INDUSTRIAL DEVELOPMENT ENTERPRISE, INC.

ORGANIZATION ACTION OF THE INCORPORATOR

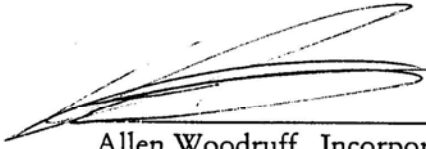
The undersigned, being the Incorporator of PORT RICHMOND INDUSTRIAL DEVELOPMENT ENTERPRISE, INC., a Pennsylvania nonprofit corporation (the "Corporation"), hereby consents to the following action in accordance with the Pennsylvania Nonprofit Corporation Law of 1988, as amended.

RESOLVED THAT:

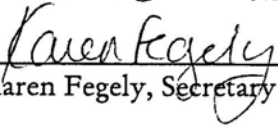
1. This action shall be in lieu of the organization meeting prescribed by the Pennsylvania Nonprofit Corporation Law.
2. The Bylaws presented to the undersigned are hereby adopted as the Bylaws of the Corporation and a copy of such Bylaws shall be filed with the Secretary of the Corporation and inserted in the minute book of the Corporation.
3. The number of members of the Board of Directors shall be fixed at nine and the following persons are elected as the directors of the Corporation to serve in accordance with the Bylaws:

Kate Alba
Frank DiCicco
Jerry Kates
Michael Lowney
Michael F. Savage, Jr.
John J. Taylor
Glenn Wilson
Allen Woodruff
Pieter Young

DATE: August 2, 2000


Allen Woodruff, Incorporator

Filed with the undersigned this 6 day of October, 2000.


Karen Fegely, Secretary

City of Philadelphia

Ex. A4 CONT.

PORT RICHMOND INDUSTRIAL DEVELOPMENT ENTERPRISE, INC.
ORGANIZATION ACTION OF THE MEMBERS

The undersigned, being the Members of PORT RICHMOND INDUSTRIAL DEVELOPMENT ENTERPRISE, INC., a Pennsylvania nonprofit corporation (the "Corporation"), hereby consent to the following action in accordance with the Pennsylvania Nonprofit Corporation Law of 1988, as amended.

RESOLVED THAT:

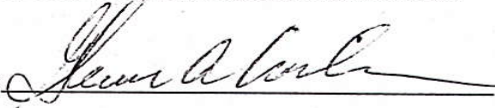
1. The Bylaws presented to the undersigned are hereby adopted as the Bylaws of the Corporation.

DATE: August 2, 2000

ADVERTISERS PRESS, INC.

By: 

G.B. GOLDMAN PAPER COMPANY

By: 

GRIP FLEX CORPORATION

By: 


HASKELL-DAWES, INC.

By: 


MASUDO APPAREL GROUP

By: 

PHILADELPHIA TRAMRAIL
COMPANY

By: 

Filed with the undersigned this 2 day of November, 2000.


Karen Fegely, Secretary

City of Philadelphia

Ex. A4 CONT.

PORT RICHMOND INDUSTRIAL DEVELOPMENT ENTERPRISE, INC.

ORGANIZATION ACTION OF THE BOARD OF DIRECTORS

The undersigned, being the Board of Directors of PORT RICHMOND INDUSTRIAL DEVELOPMENT ENTERPRISE, INC., a Pennsylvania nonprofit corporation ("Corporation"), hereby consent to the following resolutions in accordance with the Pennsylvania Nonprofit Corporation Law of 1988, as amended.

RESOLVED THAT:

1. The Articles of Incorporation of the Corporation which were filed with the Office of the Secretary of State of the Commonwealth of Pennsylvania and which have been ordered to be recorded and indexed in the manner prescribed by law, are hereby accepted and the Corporation shall proceed to do business thereunder.
2. The Bylaws adopted by the Incorporator are hereby ratified, as of the date of this action.
3. The seal impressed in the margin hereof is adopted as the seal of the Corporation.
4. The following persons are elected to the offices of the Corporation set opposite their names to serve in accordance with the Bylaws:

<u>Office</u>	<u>Name</u>
President	Martin H. McNamara
Treasurer	Bill Montgomery
Secretary	Karen Fegely

5. The appropriate officers are authorized, from time to time, when in their opinion it is necessary, to execute and file any documents and to take all other action

City of Philadelphia


Ex. A4 CONT.

which may be required to qualify or register the Corporation under the laws of the several jurisdictions in which the Corporation is doing or proposes to do business and under which laws it is so qualified to register.


6. The appropriate officers are authorized to pay all fees and expenses incident to and necessary for the incorporation and organization of the Corporation.

7. The appropriate officers are hereby authorized and empowered to take such further action (including, without limitation, the filing of any certificates, documents and/or the like with any governmental and/or regulatory agencies) as they consider necessary or desirable to carry out the intent and purposes of the foregoing resolutions.

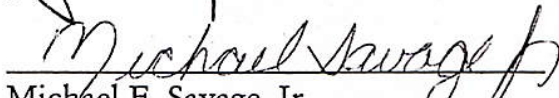
DATE: August 2, 2000



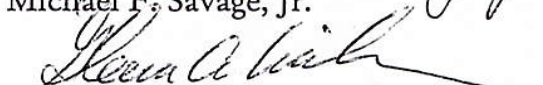
Kate Alba



Jerry Kates




Michael F. Savage, Jr.



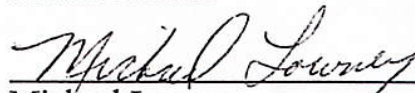
Glenn Wilson



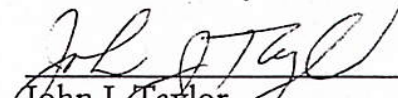
Pieter Young




Frank DiCicco



Michael Lowney



John J. Taylor



Allen Woodruff

Filed with the undersigned this 2 day of November, 2000.



Karen Fegely, Secretary

City of Philadelphia

Ex. A4 CONT.

BYLAWS

OF

PORT RICHMOND INDUSTRIAL DEVELOPMENT ENTERPRISE, INC.

These Bylaws are adopted by the Corporation and are supplemental to the Pennsylvania Nonprofit Corporation Law of 1988 as the same shall from time to time be in effect.

ARTICLE I

NAME, LOCATION AND MEMBERS

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

Section 1.2. Location. 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.

Section 1.3. Members. The Members of the Corporation are those industrial business, institutions and industrial property owners located within the following geographic boundaries of the City of Philadelphia: north of Allegheny Avenue, south of Venango Street, east of Frankford Avenue and west of Aramingo Avenue, and who apply to and are accepted by the Corporation as Members. The initial Members are those persons listed on Attachment 1 to these bylaws. Members shall not be required to pay any application fees or dues. Members shall have no right to vote or to control the operations of the Corporation, but shall be called upon to share their ideas and suggestions for furthering the purposes of the Corporation.

City of Philadelphia

EX. A4 CONT.

ATTACHMENT 1

INITIAL MEMBERS

Advertisers Press, Inc.

G.B. Goldman Paper Company

Grip Flex Corporation

Haskell-Dawes, Inc.

Masudo Apparel Goup

Philadelphia Tramrail Company

City of Philadelphia

Ex. A4 CONT.

ARTICLE II

MEETINGS OF MEMBERS

Section 2.1. Special Meetings. Special meetings of the Members may be called at any time by the Board of Directors for the transaction of such business as determined by the Board. Such meetings shall be held at such place and time as the Board shall fix.

Section 2.2. Conduct of Members' Meetings. The Chairman of the Board, if a Chairman is elected, shall preside at all Members' meetings, or, in his absence, the President. The officer presiding over the Members' meeting may establish such rules and regulations for the conduct of the meeting as he may deem to be reasonably necessary or desirable for the orderly and expeditious conduct of the meeting.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1. Board of Directors. The property and affairs of the Corporation shall be managed, conducted and directed by the Board of Directors. In addition to the powers and duties conferred on the Board under the laws of the Commonwealth of Pennsylvania, the Board shall have the power to borrow money or purchase, sell, lease or otherwise dispose of any real estate or other property of the Corporation. The Board shall also have the authority to interpret the provisions of the Bylaws and its interpretation shall be binding upon the Corporation.

Section 3.2. Election. The initial Board of Directors shall be elected by the Incorporators. Thereafter, directors shall be elected annually by the Board of Directors.

Section 3.3. Composition. The Board of Directors shall be comprised of not less than three (3) directors, as the Board shall from time to time determine by resolution.

Section 3.4. Term of Office. Each director shall serve for a term of one year and until his successor is duly elected.

City of Philadelphia

EX. A4 CONT.

Section 3.5. Vacancies. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors, shall be filled by a majority of the remaining members of the Board (even if less than a quorum). Each director elected to fill a vacancy created by the resignation or inability to serve of a director shall serve for the balance of the unexpired term of such director or until his successor is duly elected and qualified.

Section 3.6. Regular Meetings. The annual meeting of the Board of Directors shall be held in each calendar year on such date and at such time and place as the Board of Directors shall by resolution determine. Other regular meetings of the Board shall be held on such regularly scheduled dates and at such times and places as the Board shall by resolution determine.

Section 3.7. Special Meetings. On the written request of the Chairman of the Board, the President, or one-third of the members of the Board of Directors, the Secretary shall call a special meeting of the Board. Such request shall state the general nature of the business to be transacted at such meeting. The time and place of such special meeting shall be fixed by the Secretary and the meeting shall be called within ten (10) days of receipt of such request. The special meeting shall be held not more than thirty (30) days after receipt of request therefor.

Section 3.8. Notice. The Secretary or his designee shall give to each member of the Board not less than five (5) days' prior written notice of each meeting of the Board (regular or special). The notice shall state the time and the place of the meeting, and in the case of special meetings, the general nature of the business to be transacted thereat.

Section 3.9. Quorum. At any meeting of the Board of Directors, the presence of one-half of the members of the Board shall be necessary to constitute a quorum for the transaction of business. No proxies shall be allowed. The acts of a majority of directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

Section 3.10. Resignations. Any director may resign at any time. Such resignation shall be in writing unless waived by vote of the remaining Board, but the acceptance thereof shall not be necessary to make it effective.

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Section 3.11. Removal. Any director may be removed from office by the Board of Directors with or without cause. A new director shall be elected to fill the unexpired term of any removed director as provided in Section 3.5.

Section 3.12. Compensation. Unless the Board of Directors otherwise determines, directors shall not be entitled to any compensation for their services as directors. Any director may serve the Corporation in other capacities and be entitled to such compensation as is determined by the Board of Directors.

ARTICLE IV

OFFICERS

Section 4.1. Number. The Corporation shall have a President, a Secretary, and a Treasurer. In addition, the Corporation may have a Chairman of the Board of Directors, one or more Vice Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers, as the Board of Directors shall from time to time determine.

Section 4.2. Election and Term of Office. Each officer shall be elected at the annual meeting of the Board of Directors and shall serve for a term of one year and until his successor is duly elected and qualified. All other officers shall be elected by the Board of Directors at the time, in the manner, and for such term as the Board of Directors from time to time determines. Each officer shall serve until his successor is duly elected and qualified, or until he resigns or is removed from office.

Section 4.3. Compensation. Unless otherwise provided by the Board of Directors, officers shall not be compensated for their services as officers, but may be compensated if they are employed by the Corporation.

Section 4.4. Chairman of the Board. The Chairman of the Board, if a Chairman is elected, shall preside at all meetings of the Board of Directors. He shall have such other powers as shall be designated by the Board of Directors.

Section 4.5. President. The President shall be the chief executive officer of the Corporation, and, subject to the direction and control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. As authorized by the Board of Directors, the President shall execute all instruments

City of Philadelphia

EX. A4 CONT.

requiring such execution, except to the extent that signing and execution thereof is expressly delegated by the Board of Directors to some other officer or agent of the Corporation. Upon request of the Board of Directors, the President shall report to it all matters which the interests of the Corporation may require to be brought to the attention of the Board of Directors. The President shall preside at meetings of the Board of Directors if the Chairman of the Board is absent.

Section 4.6. Secretary. The Secretary shall keep the minutes of the Corporation and shall give such notices of meetings as required by these Bylaws. The Secretary shall have such other duties and have such other powers as shall be designated by the Board of Directors.

Section 4.7. Treasurer. The Treasurer shall have care and custody of the books and records of account of the Corporation and, subject to the direction of the Board of Directors, shall have charge of and be responsible for all funds and securities of the Corporation. He shall render financial statements to the Board of Directors from time to time upon request. The funds of the Corporation shall be deposited to its credit in such a manner and in such depositories as the Board of Directors may from time to time designate and shall be subject to withdrawal by check, draft or other order by such officer or officers of the Corporation as may from time to time be designated by the Board of Directors. The Treasurer shall have such other powers and duties as may be designated by the Board of Directors.

Section 4.8. Other Officers. Other officers of the Corporation shall have such powers and duties as may be designated from time to time by the Board of Directors.

Section 4.9. Removal of Officers. Any officer, committee, employee or other agent of the Corporation may be removed, with or without cause, by the Board of Directors. The Board of Directors shall immediately elect a new officer to fill the unexpired term of the removed officer.

ARTICLE V

BOARD OF ADVISORS

Section 5.1. Board of Advisors. The Board of Directors may establish a Board of Advisors and, if it does so, shall appoint one or more persons who may but need not be Members of the Corporation to serve on the Board of Advisors. The chairman

City of Philadelphia

Ex. A4 CONT.

of the Board shall also be an ex officio member of the Board of Advisors. A member of the Board of Advisors shall serve at the pleasure of the Board of Directors and may be removed by the Board of Directors with or without cause.

Section 5.2. Purpose. The purpose of the Board of Advisors shall be to advise the Corporation and the Board of Directors with respect to how the purposes of the Corporation may be furthered.

ARTICLE VI

COMMITTEES

Section 6.1. Establishment. The Board of Directors may, by resolution adopted by a majority of the directors in office, establish such committees (to consist of two or more directors) as the Board of Directors shall deem necessary or advisable. All such committees shall have and may exercise such powers and authority of the Board as the Board of Directors shall, by resolution, determine.

Section 6.2. Chairman. The Chairman of the Board of Directors or, if no Chairman is elected, the President shall act as Chairman of the Executive Committee if one is established. Chairmen of any other committees established by the Board shall be designated by vote of the Board of Directors.

Section 6.3. Limitation on Authority. No committee shall have any power or authority as to the following:

- (a) The filling of vacancies on the Board of Directors.
- (b) The adoption, amendment or repeal of the Bylaws.
- (c) The amendment or repeal of any resolution of the Board of Directors.
- (d) Action on other matters committed by resolution of the Board of Directors or by Pennsylvania law to the full Board of Directors or to another committee of the Board.

City of Philadelphia

Ex. A4 CONT.

ARTICLE VII

PERSONAL LIABILITY OF DIRECTORS AND INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER PERSONS

Section 7.1. Personal Liability of Directors.

(a) A director of this Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

(1) the director has breached or failed to perform the duties of his or her office under 15 Pa. C.S.A. Section 511 (which, as amended from time to time, is hereafter called Section 511); and

(2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(b) This Section 7.1 shall not limit a director's liability for monetary damages to the extent prohibited by the provisions of the Pennsylvania Nonprofit Corporation Law of 1988.

Section 7.2. Mandatory Indemnification of Directors and Officers. The Corporation shall, to the fullest extent permitted by applicable law, indemnify its directors and officers who were or are a party or are threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether or not such action, suit or proceeding arises or arose by or in the right of the Corporation or other entity) by reason of the fact that such director or officer is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a trustee, director, officer, employee, general partner, agent or fiduciary of another corporation, partnership, joint venture, trust or other enterprise (including service with respect to employee benefit plans), against expenses (including, but not limited to, attorneys' fees and costs), judgments, fines (including excise taxes assessed on a person with respect to any employee benefit plan) and amounts paid in settlement actually and reasonably incurred by such director or officer in connection with such action, suit or proceeding, except as otherwise provided in Section 7.4 hereof. A director or officer of the Corporation entitled to indemnification under this Section 7.2 is hereafter called a "person covered by Section 7.2 hereof."

City of Philadelphia

Ex. A4 CONT.

Section 7.3. Expenses. Expenses incurred by a person covered by Section 7.2 hereof in defending a threatened, pending or completed civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation, except as otherwise provided in Section 7.4.

Section 7.4. Exceptions. No indemnification under Section 7.2 or advancement or reimbursement of expenses under Section 7.3 shall be provided to a person covered by Section 7.2 hereof (a) if a final unappealable judgment or award establishes that such director or officer engaged in self-dealing, willful misconduct or recklessness; (b) for expenses or liabilities of any type whatsoever (including, but not limited to, judgments, fines, and amounts paid in settlement) which have been paid directly to such person by an insurance carrier under a policy of officers' and directors' liability insurance maintained by the Corporation or other enterprise; or (c) for amounts paid in settlement of any threatened, pending or completed action, suit or proceeding without the written consent of the Corporation, which written consent shall not be unreasonably withheld. The Board of Directors of the Corporation is hereby authorized, at any time by resolution, to add to the above list of exceptions from the right of indemnification under Section 7.2 or advancement or reimbursement of expenses under Section 7.3, but any such additional exception shall not apply with respect to any event, act or omission which has occurred prior to the date that the Board of Directors in fact adopts such resolution. Any such additional exception may, at any time after its adoption, be amended, supplemented, waived or terminated by further resolution of the Board of Directors of the Corporation.

Section 7.5. Continuation of Rights. The indemnification and advancement or reimbursement of expenses provided by, or granted pursuant to, this Article VII shall continue as to a person who has ceased to be a director or officer of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7.6. General Provisions.

(a) The term "to the fullest extent permitted by applicable law," as used in this Article VII, shall mean the maximum extent permitted by public policy, common law or statute. Any person covered by Section 7.2 hereof may, to the fullest extent permitted by applicable law, elect to have the right to indemnification or to advancement or reimbursement of expenses, interpreted, at such person's option (i) on

City of Philadelphia

Ex. A4 CONT.

the basis of the applicable law on the date this Article VII was adopted, or (ii) on the basis of the applicable law in effect at the time of the occurrence of the event or events giving rise to the action, suit or proceeding, or (iii) on the basis of the applicable law in effect at the time indemnification is sought.

(b) The right of a person covered by Section 7.2 hereof to be indemnified or to receive an advancement or reimbursement of expenses pursuant to Section 7.3 (i) may also be enforced as a contract right pursuant to which the person entitled thereto may bring suit as if the provisions hereof were set forth in a separate written contract between the Corporation and such person, and (ii) shall continue to exist after the rescission or restrictive modification (as determined by such person) of this Article VII with respect to events, acts or omissions occurring before such rescission or restrictive modification is adopted.

(c) If a request for indemnification or for the advancement or reimbursement of expenses pursuant hereto is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation together with all supporting information reasonably requested by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim (plus interest at the prime rate announced from time to time by the Corporation's primary banker) and, if successful in whole or in part, the claimant shall be entitled also to be paid the expenses (including, but not limited to, attorney's fees and costs) of prosecuting such claim. Neither the failure of the Corporation (including its Board of Directors or its independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or the advancement or reimbursement of expenses to the claimant is proper in the circumstances, nor an actual determination by the Corporation (including its Board of Directors or its independent legal counsel) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses, shall be a defense to the action or create a presumption that the claimant is not so entitled.

(d) The indemnification and advancement or reimbursement of expenses provided by, or granted pursuant to, this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement or reimbursement of expenses may be entitled under any bylaw, agreement, vote of the directors or otherwise, both as to action in such director's or officer's official capacity and as to action in another capacity while holding that office.

(e) Nothing contained in this Article VII shall be construed to limit

City of Philadelphia

Ex. A4 CONT.

the rights and powers the Corporation possesses under Subchapter C of the Pennsylvania Nonprofit Corporation Law of 1988 (as amended from time to time), the Directors' Liability Act, or otherwise, including, but not limited to, the powers to purchase and maintain insurance, create funds to secure or insure its indemnification obligations, and any other rights or powers the Corporation may otherwise have under applicable law.

(f) The provisions of this Article VII may, at any time (and whether before or after there is any basis for a claim for indemnification or for the advancement of reimbursement of expenses pursuant hereto), be amended, supplemented, waived, or terminated, in whole or in part, with respect to any person covered by Section 7.2 hereof by a written agreement signed by the Corporation and such person.

(g) The Corporation shall have the right to appoint the attorney for a person covered by Section 7.2 hereof, provided such appointment is not unreasonable under the circumstances.

Section 7.7. Optional Indemnification. The Corporation may, to the fullest extent permitted by applicable law, indemnify and advance or reimburse expenses for persons in all situations other than that covered by this Article VII.

ARTICLE VIII

FINANCIAL REPORTS

The directors of the Corporation shall cause to be prepared an annual financial report.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Corporation shall be as determined by the Board of Directors.

City of Philadelphia

EX. A4 CONT.

ARTICLE X

ADOPTION, AMENDMENT AND REPEAL

Section 10.1. Adoption and Effective Date. These Bylaws, which are supplemental to the Pennsylvania Nonprofit Corporation Law of 1988, as the same may be in effect from time to time, were adopted as the Bylaws of the Corporation as of the 2 day of NOVEMBER, 2000, by the Board of Directors, and shall be effective as of said date.

Section 10.2. Amendment or Repeal. These Bylaws may be amended or repealed, in whole or in part, and new Bylaws may be adopted, by the vote of a majority of the directors then in office at any meeting of the Board after notice to all directors of that purpose.

Section 10.3. Recording. The text of each amendment to or repeal of these Bylaws shall be attached hereto with a notation of the date of such amendment or repeal.

Section Amended

Date Amended

Adopted By

City of Philadelphia

City of Philadelphia

CERTIFICATION: This is a true and correct copy of the original Bill, Passed by the City Council on December 5, 2002. The Bill was Signed by the Mayor on January 23, 2003.



Marie B. Hauser
Chief Clerk of the City Council