



City of Philadelphia

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

**BILL NO. 130143
(As Amended, 4/25/13)**

Introduced February 28, 2013

Councilmember Squilla

**Referred to the
Committee on Rules**

AN ORDINANCE

Continuing the Aramingo Avenue Shopping District, a neighborhood improvement district, and amending the District's boundaries in an area generally including the east and west sides of Aramingo Avenue from 2700 Aramingo Avenue to 3995 Aramingo Avenue and certain blocks of streets that intersect that portion of Aramingo Avenue and for which Impact Community Development Corporation, a Pennsylvania nonprofit corporation, is 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 Impact Community Development Corporation, relating to the District; and authorizing Impact Community Development Corporation to assess property owners within the District a special property assessment fee to be used in accordance with the approved plan; all in accordance with the provisions of the Community and Economic Improvement Act, and under certain terms and conditions.

WHEREAS, Bill No. 080251 (approved September 24, 2008) established a business improvement district in the Aramingo business corridor, known as the Aramingo Avenue Shopping District ("District"); designated Impact Community Development Corporation, 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 September 24, 2013, the term of the District will automatically terminate unless the District is continued; and

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WHEREAS, Council is authorized by the Community and Economic Improvement Act, act of December 21, 1998, P.L. 1307, No. 174 ("Act") (53 P.S. §18101 *et. seq.*) to continue, by ordinance, neighborhood improvement districts beyond the date of their 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 within the district; and

WHEREAS, The purpose of this Ordinance is to continue the Aramingo Avenue Shopping District ("District"); and

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

THE COUNCIL OF THE CITY OF PHILADELPHIA HEREBY ORDAINS:

SECTION 1. In accordance with the provisions of the Community and Economic Improvement Act, act of December 21, 1998, P.L. 1307, No. 174 ("Act") (53 P.S. §18101 *et. seq.*), the Aramingo Avenue Shopping District ("District") is hereby continued until December 31, 2018, within the boundaries set forth as Exhibit "A-1" attached hereto.

SECTION 2. Impact Community Development Corporation, a Pennsylvania nonprofit corporation, is hereby continued 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. Impact Community Development Corporation is hereby authorized to assess commercial 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 Impact Community Development Corporation, in a form approved by the City Solicitor, which agreement shall include the following provisions:

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(a) A detailed description of the respective duties and responsibilities of the City and of Impact Community Development Corporation 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 December 31, 2018 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) Impact Community Development Corporation's agreement to be responsible for the collection of all commercial property assessment fees levied within the District and the City's agreement to file any necessary liens for nonpayment of commercial property assessment fees, as set forth in the Act at 53 P.S. §18107(a)(10).

SECTION 5. The District shall terminate on December 31, 2018, 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 Impact Community Development Corporation within the District.

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

EXHIBIT A

PLAN FOR THE
ARAMINGO AVENUE SHOPPING DISTRICT ("DISTRICT")
AND REPORT OF THE CITY OF PHILADELPHIA CONCERNING THE DISTRICT

1. The name of the neighborhood improvement district is Aramingo Avenue Shopping 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 of Council to be made available for inspection by the public during regular office hours.

2. The service area of the district shall include all taxable (for real estate purposes) commercial properties (relating to or associated with any for-profit activity involving trade and traffic or commerce in general), excluding properties used exclusively for industrial or residential purposes, on the east and west sides of Aramingo Avenue from 2700 Aramingo Avenue to 3995 Aramingo Avenue and the following blocks of streets: North Side 2345 to 2363 E. Allegheny Avenue; East Side 3300 to 3700 Gaul Street; 3300 to 3700 East Side Tulip Street; West Side 3300 to 3400 Memphis Street; Both sides 2201 to 2400 E. Butler Street; Both sides 2254 to 2728 Castor Avenue; East Side 3501 Cedar Street; Both sides 3701 to 3801 Sepviva Street; South Side 3740 E. Thompson Street; Both sides 2400 to 2500 E. Ontario Street; Both sides 2400 to 2500 E. Tioga Street; North side 2335 to 2501 E. Westmoreland Street; Both sides 2190 to 2400 Wheatsheaf Lane; to be known as the Aramingo Avenue Shopping District ("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. Cleaning - sidewalks, store and parking lot frontage, landscaped and grass areas, graffiti removal, illegal sign removal, tire and short dump removal; Maintenance - equipment repair, gasoline, cleaning supplies; Staff - 4 Full time Impact Employees, uniforms and benefits: \$114,204;
- b. Safety Ambassadors - 3 Full time Allied Barton patrol officers, benefits, Nextel cell phones, bikes, maintenance and tour patrol software: \$108,000;
- c. Marketing - website, district outreach campaigns, banner install and maintenance; Signage - 4 Gateway signs and maintenance; Advertising - newspaper ads: \$33,600;
- d. Streetscape and Landscape Improvements - street trees, water retention program and streetscape improvements: \$33,000;
- e. Personnel - project manager and crew supervision; Administration - mailings, audit, insurance, and Collections: \$53,250;
- f. Uncollected Assessments Allowance \$28,788.

Total: \$370,842.

5. The proposed budget for the first fiscal year is \$370,842 and is attached as Exhibit A-3.

6. The proposed revenue source for financing all proposed improvements, programs and services will be assessments on real property within the service area as provided in paragraph 2 above.

City of Philadelphia

7. The estimated time for implementation and completion of all proposed improvements, programs and services is approximately five years to December 31, 2018, which corresponds to the term of the District.
8. The administrative body that will govern and administer the District is the non-profit corporation Impact Community Development Corporation.
9. The by-laws of Impact Community Development Corporation are attached as Exhibit A-4.
10. The method of determining the amount of the assessment fee to be levied on property owners within the District is as follows: The cost of services for the District will be equitably apportioned among all commercial properties within the whole district service area. Properties used exclusively for residential or industrial purposes shall not be assessed. The assessment for each subject property shall be calculated as follows:
 - (1) Divide the assessed value of the property for that tax year by the total assessed value for all assessable properties in the District;
 - (2) Multiply the result from (1) by the annual budget amount for the District;
 - (3) The result from (2) is the property's annual assessment.

The property values certified by the Office of Property Assessment for the tax year for which the assessment is imposed, without reference to any tax abatement, shall be used in calculating each assessment.

Following the first year of this plan, the budget shall increase by 4% annually in order to account for inflation, provided that the board may reduce or eliminate such increase for any year.

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

- (1) Any property that converts to an assessable use during the term of this plan shall be subject to assessment as provided herein in the year following the conversion.
- (2) Any property that converts to a non-assessable use during the term of this plan shall be exempt from further assessment for as long as its use remains non-assessable. Such exemption shall commence with the year immediately following the year of conversion.

11. The specific duties and responsibilities of City of Philadelphia and Impact Community Development Corporation with respect to the District are as follows:

a. The City will be responsible for maintaining the same level of municipal programs and services within the District after its designation as a neighborhood improvement district as before such designation. The City will also be responsible for applying liens on properties for non-payment of property assessment fees as set forth in the Act at 53 P.S. § 18107(A)(10).

b. Impact Community Development Corporation 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, Impact Community Development Corporation also shall annually submit an audit of all income and expenditures to the Department of Community and Economic Development, Philadelphia Department of Commerce 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, Impact Community Development Corporation shall be responsible for collecting all assessment fees levied within the District.

12. A written agreement will be signed by the City and Impact Community Development Corporation containing the following provisions:

a. The respective duties of the City and Impact Community Development Corporation with respect to the District as set forth in paragraph 11 above;

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

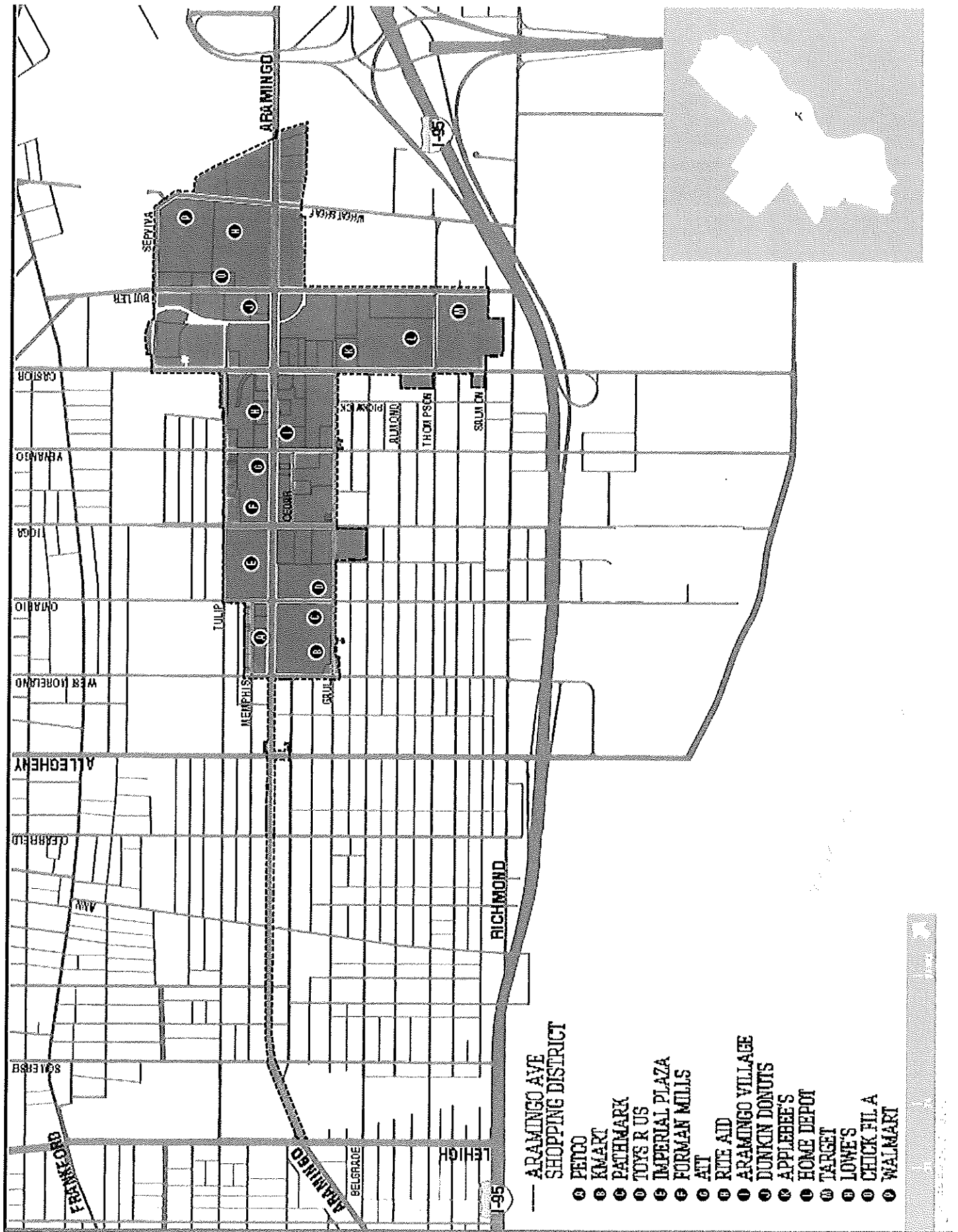
c. A "sunset provision" under which the agreement will expire on December 31, 2018 and will not be renewed unless the District is continued beyond that date pursuant to reenactment of the Ordinance establishing the District; and

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

13. The District will allow for and encourage tax-exempt property owners, through voluntary agreements, to provide in-kind or financial contributions to the Aramingo Avenue Shopping District, in lieu of a property assessment fee.

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

Aramingo BID Map Exhibit A-1



City of Philadelphia
EXHIBIT A2
Property List

Street #	Street Name	DES
02345	E. Allegheny	Ave
02363	E. Allegheny	Ave
03301	Aramingo	Ave
03356	Aramingo	Ave
03398	Aramingo	Ave
03400	Aramingo	Ave
03401	Aramingo	Ave
03451	Aramingo	Ave
03500	Aramingo	Ave
03501	Aramingo	Ave
03551	Aramingo	Ave
03583	Aramingo	Ave
03585	Aramingo	Ave
03595	Aramingo	Ave
03600	Aramingo	Ave
03601	Aramingo	Ave
03621	Aramingo	Ave
03634	Aramingo	Ave
03652-62	Aramingo	Ave
03664-78	Aramingo	Ave
03680-98	Aramingo	Ave
03699	Aramingo	Ave
03725	Aramingo	Ave
03740	Aramingo	Ave
03745	Aramingo	Ave
03750	Aramingo	Ave
03800	Aramingo	Ave
03901	Aramingo	Ave
03975	Aramingo	Ave
03995	Aramingo	Ave

City of Philadelphia
EXHIBIT A-2
Property List

Street #	Street Name	DES
02201	E. Butler	St
02270	E. Butler	St
02300	E. Butler	St
02301	E. Butler	St
02400	E. Butler	St
02254	Castor	Ave
02300	Castor	Ave
02345	Castor	Ave
02350	Castor	Ave
02401	Castor	Ave
02416	Castor	Ave
02417	Castor	Ave
02419	Castor	Ave
02431	Castor	Ave
02450	Castor	Ave
02535	Castor	Ave
02539	Castor	Ave
02620	Castor	Ave
02701	Castor	Ave
02728	Castor	Ave
03501	Cedar	St
03309	Gaul	St
03313	Gaul	St
03343	Gaul	St
03300	Memphis	St
03310-24	Memphis	St
03328	Memphis	St
03360	Memphis	St
03364	Memphis	St
03368-84	Memphis	St

City of Philadelphia
EXHIBIT A-2
Property List

Street #	Street Name	DES
03386-88	Memphis	St
03390	Memphis	St
03711	Sepviva	St
03712-68	Sepviva	St
03763	Sepviva	St
03740	E. Thompson	St
02400	E. Tioga	St
02430	E. Tioga	St
02500	E. Tioga	St
02435-37	E. Venango	St
02440	E. Venango	St
02501	E. Venango	St
02335	E. Westmoreland	St
02501	E. Westmoreland	St
02190	Wheatsheaf	Ln
02200	Wheatsheaf	Ln
02335	Wheatsheaf	Ln
02400	Wheatsheaf	Ln

Exhibit A-3
Aramingo BID budget 2014

Budget Exhibit A-3

INCOME

2014 Total Billed Assessments	359,842.00
Gateway Sign Ads	11,000.00
Total Income Received	370,842.00

EXPENSES

Clean

Impact 4 member crew salaries and benefits	99,454.00
Tennant (Green Machines maintenance)	6,000.00
Diesel Fuel (Green Machines)	5,000.00
Uniforms (Work Crew)	3,750.00
Subtotal	114,204.00

Safety

Allied Barton Security	106,000.00
3 Nextel Phones for ambassadors /clothing	2,000.00
Subtotal	108,000.00

Marketing

CBS Gateway Signage Rent	27,600.00
Annual Advertising and Website maintenance	2,000.00
Banners (Seasonal maintenance)	4,000.00
Subtotal	33,600.00

Improvements

Streetscape / Landscape	33,000.00
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Administration

Mailings, Accounting, Collections, Audit, Insurance	53,250.00
Allowance for Uncollected Assessments	28,788.00

Expense Total	370,842.00
Net	0.00

Exhibit A-4

IMPACT COMMUNITY DEVELOPMENT CORPORATION
A Pennsylvania Non-Profit Corporation

AMENDED AND RESTATED BY-LAWS
(Adopted September 2, 2011)

1. **Name and Incorporation.** The corporation ("Corporation") shall be named, known and styled as Impact Community Development Corporation and is incorporated as a Pennsylvania non-profit corporation under Pennsylvania Non-Profit Corporation Law, 15 Pa C.S. §5101 et seq. (the "Act").
2. **Offices.** The registered office of the corporation shall be located at 1952 E. Allegheny Ave., Philadelphia, PA 19134. The corporation may also have offices at such other places as the Board of Directors may from time to time determine.
3. **No Members.** There shall be no members of the corporation and its affairs shall be conducted by the Board of Directors.
4. **Purpose.** The purposes of the Corporation are charitable and educational under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, specifically providing economic development and other community development services to combat community deterioration and to relieve poverty, including affordable housing opportunities, in the geographic area of the City of Philadelphia bounded by Aramingo Avenue to Frankford Creek to Kensington Avenue to Amtrak RR tracks to C Street to Allegheny Avenue to 2nd Street to the CSX RR Tracks to Lehigh Avenue to Aramingo, being the following Philadelphia census tracts: 176.02; 177; 178; 179; 187; 188; 189; and 192 (the "Area") exclusively as a supporting organization under Section 509(a)(3) for Impact Services Corporation ("Impact"), an existing Section 501(c)(3) and Section 509(a)(1) public charity providing a variety of social and human services to this Area.
5. **Directors.**
 - 5.1 The number of Directors which shall constitute the whole Board shall be such number as the Board of Directors may determine from time to time, but not less than one (1) nor more than fifteen (15). The composition of the Board shall be maintained in such a manner that the Corporation qualifies for certification as a Community Based Development Organization.
 - 5.2 Directors shall be appointed by the Board of Directors of Impact and each person so elected shall be a Director until his or her successor is appointed.
 - 5.3 Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of Directors shall be filled by a majority vote of the Board of Directors of Impact at any meeting, through less than a quorum, and each person so elected shall be a Director until his or her successor is appointed.

Exhibit A-4

- 5.4 The business and affairs of the Corporation shall be managed by its Board of Directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by the Act or by the Articles of Incorporation or by these Amended By-Laws directed or required to be exercised.
 - 5.5 Policy for the Corporation shall be set by the Board of Directors.
 - 5.6 The Board of Directors may from time to time by resolution authorize the use of a proxy by a Director who is unable to attend a meeting either in person or by telephone as provided hereinafter. The proxy shall be used to authorize another Director to act for him or her on a matter about which the absent Director has received prior written notification and said proxy shall set forth the absent Director's vote on that matter. Proxies will not be used for the purpose of establishing a quorum. Every proxy shall be executed in writing by the Director and filed with the Secretary of the Corporation. Each and every proxy shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy will not be effective until notice thereof in writing has been given to the Secretary of the Corporation. No unrevoked proxy shall be valid after thirty (30) days from the date of its execution.
 - 5.7 The Board of Directors of Impact may from time to time by resolution set a debt limit and an authorized loan limit for the Corporation.
 - 5.8 The Board of Directors will serve without compensation for their services as a director of the Corporation, however, a Director may be a salaried Officer of the Corporation.
 - 5.9 A director of the Corporation may be removed for any reason by a majority vote of the Board of Directors of Impact at a duly convened meeting at which a quorum is present.
6. Meetings of the Board.
- 6.1 Regular meetings of the Board of Directors shall be held on such dates as shall be selected by the Board of Directors. In the absence of such resolution by the Board, the Chairperson shall set the dates and times for regular meetings of the Board. The meetings will be held at the registered office of the corporation or at such other place as the majority of the Board may from time to time appoint and designate in the notice calling the meeting.
 - 6.2 It shall not be necessary to send notices of regular meetings of the Board of Directors.
 - 6.3 Special meetings of the Board of Directors may be called by the Chairperson on five (5) days notice to each Director by mail; special meetings shall be called by the Secretary in like manner and on like notice on written request of two (2) Directors.

Exhibit A-4

- 6.4 Notices of each special meeting of the Board of Directors shall specify the date, place and hour of the meeting and general nature of the business to be conducted at the special meeting.
 - 6.5 At all meetings of the Board a majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except as may be otherwise specifically provided by the Act or by the Articles of Incorporation or by these By-Laws.
 - 6.6 If a quorum shall not be present at any meeting of Directors the Directors present thereat may adjourn the meeting. It shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which such adjournment is taken.
 - 6.7 One or more Directors may participate in a meeting of the Board by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and all Directors so participating shall be deemed present at the meeting.
 - 6.8 Any action which may be taken at a meeting of the Directors or a committee of the Board may be taken without a meeting if consent or consents in writing setting forth the action so taken shall be signed by all of the Directors or members of the committee, as the case may be, and shall be filed with the Secretary of the corporation.
7. Committees of the Board.
- 7.1 The following shall constitute the standing committees of the Corporation: Executive, Program, and Finance.
 - 7.2 The Board of Directors may, by resolution adopted by a majority of the whole Board, designate any other committee or committees in addition to the above enumerated.
 - 7.3 Except for the Executive Committee, a committee of the Board shall be composed of one or more members of the Board any other person or persons designated by the Chairperson.
 - 7.4 The Chairperson of each committee shall be appointed by the Chairperson of the Board and shall be a member of the Board of Directors.
 - 7.5 There shall be an Executive Committee of the Board of Directors, which shall consist of the President of the corporation and two (2) members of the Board of Directors, one of which shall be the Chairperson of the Board. Between meetings of the Board of Directors, the Executive Committee shall be empowered to do all acts and perform all functions which the Board of Directors may itself perform which acts or functions are necessary for the operation and management of the

Exhibit A-4

Corporation; except that, under Section 5731 of the Act, neither Executive Committee nor any other committee of the Corporation may: (a) fill vacancies on the Board of Directors; (b) adopt, amend or repeal the Bylaws; (c) amend or repeal any resolution of the Board of Directors; or (d) act in matters committed by these Bylaws or by resolutions of the Board of Directors to any other committee of the Board. Two members of the Executive Committee shall constitute a quorum, after notice to all members of the Executive Committee, and action shall be decided by majority vote. The Executive Committee shall not countermand actions taken by the Board of Directors and will be bound by specific instructions given to it by the Board of Directors. The Executive Committee shall keep minutes of its meetings and shall distribute them to the members of the Board of Directors.

8. Officers of the Corporation.

- 8.1 The Officers of the corporation shall be elected by the Board of Directors and shall be the Chairperson, the President, the Secretary and the Treasurer. The Officers shall be natural persons of full age but need not be members of the Board of Directors. Should any office become vacant at any time during the term, the Board of directors by majority vote shall fill that office for the balance of the term within thirty (30) days of the date of the occurrence of the vacancy.
- 8.2 The President shall be the chief executive officer of the Corporation; he/she shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. He/she shall execute bonds, mortgages and contracts of the corporation. He/she shall have general superintendence and direction of all other Officers of this corporation and see that their duties are properly performed. He/she shall submit a report of the operations of the Corporation to the Board of Directors at each of their meetings. He/she shall submit reports on the projects and programs of the corporation and from time to time shall report to the Board of Directors all matters within his/her knowledge that may effect the Corporation.
- 8.3 The Secretary shall attend all sessions of the Board and record all the votes of the corporation and the Minutes of the transactions in a book to be kept for that purpose, and shall perform like duties for the Executive and other committees of the Board of Directors when required. He/she shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he/she shall be. He/she shall keep in safe custody the corporate seal of the corporation and, when authorized by the Board, affix the same to any instrument requiring it, and, when so affixed, it shall be attested by his/her signature.
- 8.4 The Treasurer shall have the custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit all monies and other valuable effects in the name

Exhibit A-4

and to the credit of the Corporation as shall be designated by the Board of Directors. He/she shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, and account of all his/her transactions as Treasurer and of the financial condition of the corporation. If required by the Board of Directors he/she shall give the Corporation a bond in such sum, and with such surety or sureties as may be satisfactory to the Board of Directors for the faithful discharge of the duties of his/her office and for the restoration to the Corporation, in case of his/her death, resignation, retirement or removal from office of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the corporation.

- 8.5 The Chairperson shall be selected by a majority vote of the Directors and the person so selected shall serve until his/her successor is so elected. In the event that the position of Chairperson becomes vacant during the year the Directors shall select another member of the Board to serve for the balance of the unexpired term. Selection shall be by majority vote and shall take place within thirty (30) days from the occurrence of the vacancy. The Chairperson of the Board will preside at all meetings of the Board of Directors and of the Executive Committee. He/she shall have the authority to appoint members to the standing committees and to other special committees as the Board may direct. He/she shall have authority to appoint an Assistant Secretary and an Assistant Treasurer.

9. Indemnification.

- 9.1 In performing his or her duties, a Director or Officer shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by one or more Officers or employees of the corporation whom the Director or Officer reasonably believes to be reliable and competent with respect to the matters presented, counsel, public accountants or other persons as to matters that the Director or Officer reasonably believes to be within the professional or expert competence of such person, or a committee of the Board of Directors upon which the Director or Officer does not serve, duly designated in accordance with law, as to matters within its designated authority. Which committee the Director or Officer reasonably believes to merit confidence. A Director or Officer shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted. Actions taken as a Director or Officer of the corporation or any failure to take any action shall be presumed to be in the best interests of the Corporation. The corporation shall indemnify to the fullest extent now or hereafter permitted by law, each director, officer, employee or agent of the corporation who was or is made a party to or a witness in or is threatened to be made a party to or a witness in any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative by reason of the fact that he is or was an authorized representative of the corporation against all expenses, (including

Exhibit A-4

attorneys' fees and disbursements) judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding except where such indemnification is expressly prohibited by applicable law. A Director of the Corporation shall not be personally liable to the corporation for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the Director derived an improper personal benefit. The rights conferred by this Article shall continue as to any 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. For the purposes of this Article, the term "Authorized Representative" shall mean a director, officer, employee or agent of the Corporation or any subsidiary of the Corporation, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Corporation or by any subsidiary of the Corporation, or a person who is or was serving another Corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Corporation.

10. General Provisions.

- 10.1 The Directors of the Corporation shall annually prepare such report and make such filings as shall be required under the Act and the Internal Revenue Code.
- 10.2 All checks or demands for money and notes of the Corporation shall be signed by such Officer or Officers as the Board of Directors may from time to time designate.
- 10.3 The fiscal year of the Corporation shall end on December 31.
- 10.4 The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Pennsylvania." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.
- 10.5 Whenever, under the provisions of applicable law, the Articles of Incorporation, or these By-Laws, notice is required to be given, such notice shall be made to such person in writing personally or by sending a copy thereof by first class mail, postage prepaid, to his or her address supplied by him or her to the corporation for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. A notice of meeting shall specify the place, day and hour of the meeting and any other information that may be required by these By-Laws or by the Act and any amendments thereto.

Exhibit A-4

- 10.6 Whenever any written notice is required to be given by applicable law or by the Articles of Incorporation or by these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed the equivalent of the giving of such notice.
- 10.7 Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.
- 10.8 The By-Laws may be altered, amended or repealed by an affirmative vote of the majority of the Directors of the Corporation at any duly convened meeting at which a quorum is present; provided that such alteration, amendment or repeal is first approved by an affirmative vote of the majority of the Directors of Impact at any duly convened meeting at which a quorum is present.
- 10.9 ~~The assets of the Corporation are not required to revert to the City of Philadelphia in the event of the dissolution of the Corporation. Upon the dissolution of the Corporation, its assets shall be distributed to Impact for the exempt purposes stated herein so long as Impact shall remain exempt within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or in the event Impact no longer is an exempt Section 501(c)(3) organization, the assets of the corporation shall be distributed to any one or more Section 501(c)(3) organizations which further the exempt purposes of the corporation or to the federal, state or local government for a public purpose, as determined by the Board of Directors of the corporation. Any such assets not so disposed of shall be distributed by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such Section 501(c)(3) organization or organizations as said Court shall determine, which are organized and operated exclusively for the exempt purposes of the corporation.~~
- 10.10 The Corporation may contract for goods and services from vendors selected by the Directors or the Officers of the Corporation if such Officers are so authorized by the Directors.

Exhibit A-4

Impact Community Development Corporation
Board of Directors

President

John MacDonald
1952 E. Allegheny Avenue
Philadelphia, PA 19134
215-423-2955

Secretary/Interim Executive Director

Edward Blaney
2624 E. Ontario Street
Philadelphia, PA 19134
215-423-1203

Vilma Pastrana

4317 Malta Street
Philadelphia, PA 19124
215-200-8588

Awilda Ocasio

3537 Emerald Street
Philadelphia, PA 19134
267-471-7261

Sister Eileen Marnien

Sisters of St. Joseph
1952 E. Allegheny Avenue
Philadelphia, PA 19134
215-423-2955

Elvis Lopez

2266 E. Monmouth Street
Philadelphia, PA 19134
215-237-9985

Oscar A. Pittipaldi/Owner/Operator

Chick-fil-A
2301 E. Butler Street
Philadelphia, PA 19137
215-744-1410

City of Philadelphia

Exhibit A-4

Impact Community Development Corporation Program Committee (Aramingo Avenue Shopping District)

John MacDonald -- Chairperson
Impact CDC
1952 E. Allegheny Avenue
Philadelphia, PA 19134
215-423-2955

Didier Ruiz
Lerner Heidenberg Properties
234 Closter Dock Road
Closter NJ 07624
201.768.1300

Christine Hammaker
Toys R Us
3401 Aramingo Avnue
Philadelphia PA 19134
215.423.2680

Stephen Miele
Philly Pretzel Factory
3377 Aramingo Avenue
Philadelphia Pa 19134
215.203.3100

Gabe Howard
Dunkin Donuts
3501 Aramingo Avenue
Philadelphia PA 19134
215.533.1900

Vicki Donnelly
Applebees
2535 Castor Avenue
Philadelphia PA 19134
215.744.1531

Patrick Kirby
Lowe's
3800 Aramingo Avenue
Philadelphia PA 19137
215.904.9951

Oliver Riebe
Target
2701 Castor Avenue
Philadelphia Pa 19134
215.305.9050

Kirk Drane
Pathmark
3399 Aramingo Avenue
Philadelphia Pa 19134
215.533.5055

Oscar A. Fittipaldi
Chick-fil-A
2301 E. Butler Street
Philadelphia, PA 19137
215-744-1410