



City of Philadelphia

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

BILL NO. 250534

Introduced May 15, 2025

Councilmember Driscoll

**Referred to the
Committee on Rules**

AN ORDINANCE

Continuing the Mayfair Business Improvement District (“District”) beyond its termination date in an area that generally includes both sides of Frankford Avenue from the north side of Harbison Avenue to the south side of Sheffield Street and certain blocks of streets that intersect that portion of Frankford Avenue; approving a change of the boundaries of the District to include 6700 Rowland Avenue to the service area; approving a change of boundaries of the District to remove from the service area 4014 through 4034 Robbins Street as well as 3501 through 3539 Ryan Avenue; continuing the Mayfair Business Improvement District, Inc., a Pennsylvania non-profit corporation, as the neighborhood improvement district management association for the District; approving a plan for and report concerning the District; authorizing the Director of Commerce, on behalf of the City, to execute an agreement with the Mayfair Business Improvement District, Inc. relating to the District; and reauthorizing the Mayfair Business Improvement District, Inc. to assess property owners within the District a special property assessment fee to be used in accordance with the approved plan; all in accordance with the provisions of the Community and Economic Improvement Act, and under certain terms and conditions.

WHEREAS, Bill No. 150348 (approved November 19, 2015) established a business improvement district in the Mayfair area, known as the Mayfair Business Improvement District (“District”); designated Mayfair Business Improvement District, Inc., 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, Bill No. 200389 (approved December 10, 2020) continued the District beyond the initial termination date and extended the term to December 31, 2025; and

WHEREAS, On December 31, 2025, the District will automatically terminate unless it is continued by ordinance; 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, *as amended* (53 P.S. §18101 et. seq.) (“Act”) 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 continue and amend the boundaries of the neighborhood improvement district in the Mayfair area, known as the Mayfair Business Improvement District until December 31, 2035; and

WHEREAS, All procedures required by the Act for continuing the District beyond its termination date 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 affected property owners representing the ownership of at least one-third (1/3) of the properties owned by affected property owners within the proposed District or from affected property owners, within the proposed District, the value of whose properties, as assessed for taxable purposes, amounts to at least one-third (1/3) of the total property valuation of property owned by affected property owners 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 (53 P.S. §18101 et. seq.) (“Act”), a neighborhood improvement district is hereby continued and the boundaries modified as set forth in Exhibit "A-1" and in the attached list of addresses set forth in Exhibit “A-2” attached hereto. The district is known as the Mayfair Business Improvement District (“District”).

SECTION 2. Mayfair Business Improvement District, Inc., organized as a Pennsylvania nonprofit corporation, is hereby continued as the Neighborhood Improvement District Management Association for the District.

SECTION 3. Council hereby approves as the plan for the District the final plan set forth in Exhibit “A” attached hereto. Mayfair Business Improvement District, Inc. is hereby authorized to assess property owners within the District a special property assessment fee, in accordance with the provisions of the final plan and the provisions of the Act. In addition, in the case of an unpaid assessment or portion of an assessment, the Mayfair Business Improvement District, Inc. is authorized to collect accrued interest and penalties on any unpaid assessment or portion thereof and to recover any costs incurred as a result of the filing of any lien, all in accordance with the final plan.

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SECTION 4. The Director of Commerce, on behalf of the City, is hereby authorized to enter into an agreement with Mayfair Business Improvement District, Inc. in a form approved by the City Solicitor, which agreement shall include the following provisions: (a) A detailed description of the respective duties and responsibilities of the City and of the Mayfair Business Improvement District, Inc. with respect to the District as set forth in the final plan approved under Section 3; (b) A requirement that the City will maintain within the District the same level of municipal programs and services that were provided within the District before its establishment; (c) A “sunset provision” under which the agreement will terminate on December 31, 2035, 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) Mayfair Business Improvement District, Inc.’s agreement to be responsible for the collection of all property assessment fees levied within the District and the City’s agreement to file any necessary liens for nonpayment of property assessment fees as set forth in the Act at 53 P.S. §18107(a)(10).

SECTION 5. The District shall terminate on December 31, 2035, 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 the Mayfair Business Improvement District, Inc. within the District.

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

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EXHIBIT A PRELIMINARY PLAN FOR THE MAYFAIR BUSINESS IMPROVEMENT DISTRICT

INTRODUCTION

This Preliminary Plan represents the work of Mayfair property owners and businesses within the proposed Service Area; the incorporators of the proposed Neighborhood Improvement District Management Association (Mayfair Business Improvement District, Inc.); members of the Mayfair Business Association; and board members of the Mayfair Community Development Corporation; all of whom have been extensively involved in the development of this Plan, and who now request that the Mayfair Business Improvement District (MBID) as proposed by this Plan, remain established by City Council.

As proposed, MBID management association has been established as a nonprofit corporation under the Community and Economic Improvement Act, Act of December 21, 1998, P.L. 1307, No. 174 (53 P.S. §18101 et. seq.) ("Act"), to manage the District. In accordance with the requirements of the Act, the petitioners hereby propose the Preliminary Plan for the District which includes: the proposed Service Area of the District; a map of the District (Exhibit A-1); a list of properties to be included in the District and subject to District assessment (Exhibit A-2); the proposed improvements, projects and/or programs to be operated by the management association during the life of the District; a proposed budget for continued MBID operations, (Exhibit A-3); and a detailed description of revenue sources for financing all proposed improvements, programs and services. In addition, attached to this Preliminary Plan, but not part of the proposed ordinance are bylaws for the proposed MBID management association (Exhibit A-4).

1. DISTRICT NAME

The name of the neighborhood improvement district is the Mayfair Business Improvement District.

2. SERVICE AREA

The Service Area of the Mayfair Business Improvement District, depicted in the map, attached as Exhibit A-1, includes all taxable (for real estate purposes) commercial properties (defined as properties used for any for profit activity involving trade or commerce in general, including residential units that are rented to tenants for profit) on Frankford Avenue from the north side of Harbison Avenue to south side of Sheffield Street, beginning with 6200 Frankford Avenue and continuing to Sheffield Street. On the west side of Frankford Avenue, the northern terminus property currently carries the address of 7556 Frankford Avenue. On the east side of Frankford Avenue, the Service Area terminates with the property currently carrying the address of 7645 Frankford Avenue).

In addition to Frankford Avenue, the Service Area includes:

- The 3500 and 4000 blocks of Cottman Avenue which straddle Frankford Avenue;
- 6316-6326 Sackett Street;
- 4010 and 4012 Robbins Street;
- 3201 Levick Street;
- 6700 Rowland Avenue; and
- 7234 Erdrick

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These addresses correspond with the Service Area map, attached as Exhibit A-1. A list of properties proposed to be assessed was compiled with data from the Philadelphia Office of Property Assessment and is attached as Exhibit A-2. This list has been reviewed and accepted by the Incorporators of MBID management entity acting as an interim Board of MBID. This list shall be definitive as to whether a property is within the Service Area of the District. Single unit owner-occupied residential properties, located within the Service Area boundaries, will not be assessed.

3. MBID MANAGEMENT

Mayfair Business Improvement District, Inc., a Pennsylvania registered nonprofit corporation, is designated as the Neighborhood Improvement District Management Association in accordance with the ordinance incorporating this Plan and the Act. As such, Mayfair Business Improvement District, Inc. is authorized to exercise all powers granted by the Act, the ordinance authorizing the establishment of the District, the bylaws of Mayfair Business Improvement District, Inc. and those general powers, rights and obligations granted to or placed upon Pennsylvania nonprofit corporations.

4. PROGRAM DESCRIPTION

Mayfair Business Improvement District, Inc. will undertake four sets of activities delineated below. Each activity cluster: Programs and Services, Maintenance and Operations, Capital Improvements, and Personnel and Administration will be implemented with the oversight and participation of committees established by the board of MBID to provide guidance for the proposed work and input as to how these activities will be implemented.

A. Programs and Services

MBID will organize and execute services to benefit businesses and commercial property owners within the district. These services may include, but not be limited to:

1. Marketing Assistance for the impacted properties and the businesses operating in those properties.
2. Promoting Mayfair as destination for neighbors and visitors using coordinated messaging about Mayfair and the opportunities for businesses and consumers that are to be found in the District.
3. Identifying data-driven marketing opportunities and the implementation of such strategies.
4. Advertising to bring and welcome people to Mayfair businesses.
5. Organizing and promoting special events to bring visitors and neighbors to Mayfair events.
6. Developing and maintaining a website and social media promotions to highlight Mayfair businesses and promote Mayfair.
7. Developing business attraction programs to bring new retailers to Mayfair Work with property and businesses owners to upgrade and redevelop property as opportunity arises.

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B. Maintenance and Operations

MBID will organize and execute services to create a clean, safe and inviting business district. These services may include, but not be limited to:

1. District Cleaning: MBID will manage regularly scheduled sidewalk cleaning program by uniformed cleaning ambassadors to ensure that the District is clean.

In addition, MBID may undertake the following activities to support the goal of a clean shopping district:

- (i) Purchase and manage additional garbage cans for use on streets within the Service Area.
- (ii) Power-washing of the sidewalks as necessary.
- (iii) Investigate opportunities to improve trash pick-up within the district and coordinate business recycling programs by creating opportunities for businesses to enter into master agreements with waste haulers and centralize the collection of materials where feasible.
- (iv) Regular referral of issues such as graffiti, improper trash put-out, and illegal dumping to the appropriate City agencies to be addressed.

All of the above cleaning activities will be ongoing throughout the life of the proposed BID ordinance. As part of managing this on-going activity the Board with relevant committees and staff will develop metrics to measure the utility of these activities.

2. Public Safety: MBID will implement programs and services, and work in cooperation with the Philadelphia Police Department to promote public safety within the Districts, activities may include, but will not be limited to:

- (i) Installation of security cameras within the district to assist businesses and property owners and provide footage to the Police in the event of a crime.
- (ii) Meetings and technical assistance sessions with the Police Department to strengthen police/business district relationships and take actions that MBID and/or property owners and businesses can do to reduce crime and cooperative efforts to reduce chronic problems within the District

C. Capital Expenditures

MBID will organize and execute projects to beautify the business district and generally improve the public environment within the district. Projects may include, but not limited to:

1. District banners and wayfinding signage promoting Mayfair
2. Landscaping improvements including planters.
3. Lighting Improvements
4. Installing and maintaining security cameras.
5. Public art projects.
6. Design services association with any project.

D. Personnel and Administration

MBID shall employ staff to carry out the following MBID responsibilities:

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1. Communicate with BID stakeholders, including receiving input on BID stakeholders so as to inform staff and board.
2. Operate BID in a transparent manner.
3. Create opportunities for stakeholders to participate in the governance and operations of the BID.
4. Implement the enabling ordinance and exercise the powers granted MBID under state statute.
5. Advocacy and coordinative actions with public agencies and elected officials.
6. Fundraising for BID operations and to bring additional resources to the District.
7. Implement or facilitate the implementation of Programs and Services, Maintenance and Operations and Capital Expenditures portions of this Plan.
8. Represent, coordinate and advocate for the BID with public, private and nonprofit sectors whose actions impact the economic well-being of BID property owners and businesses.
9. Manage all MBID administrative functions including office management, purchasing of needed supplies and equipment.

5. BUDGET

The total amount billed by MBID in Year One will be \$359,870 based on the cost-sharing formula presented below. Revenues are to be equally divided among the four core categories identified in state law with Programs and Services, Maintenance and Operations, Capital Expenditures, and Personnel and Administration each receiving equal allocations, contingent on the precise yield of the assessment formula and actual assessment receipts.

6. SOURCE OF FUNDS

It is anticipated that all the activities identified in this Plan will be paid for via the assessment placed on eligible properties within the Service Area of the Mayfair Business Improvement District. Additionally, MBID Board is expected to have a strong grant seeking posture to fund activities that enable the BID to achieve its goals more rapidly and more comprehensively. MBID Board is also authorized to consider contract and entrepreneurial relationships that are of benefit to individual members and the organization as a whole as part of its work in implementing the above programs.

7. FISCAL YEAR

Each fiscal year for MBID will begin on January 1, starting with January 1, 2026.

8. COST-SHARING FORMULA

A. Properties Subject to the Assessment

All taxable commercial properties within the Service Area, as described in Section 2, with the exception of single-unit owner-occupied residential properties, shall be subject to MBID assessment. Properties not assessed are not eligible for membership in MBID, except as indicated in MBID bylaws. Neither vacancy nor non-use of a property qualifies a property for assessment exemption under any circumstance.

Any property within the Service Area that is not subject to MBID assessment and is listed in the District's Property List found in Exhibit A-2 that at a subsequent date converts to a usage that is subject to MBID assessment shall become subject to that assessment in the next MBID fiscal year. Conversely, any property currently subject to MBID assessment, which is converted to an

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exempt purpose, may petition MBID board to be designated exempt with such exemption to commence with the next MBID fiscal year.

B. Method of Assessment

1. All assessments will be based on the most up to date assessment data available to MBID from the City's Office of Property Assessments as of November 1st of the year prior to the commencement of the fiscal year beginning on January 1st. All assessments will be on assessed value without regard to any tax abatements that may be associated with a particular property.
2. Preliminary assessments for each property will be calculated utilizing the property value assessment of such property and multiplying the district's annual budget attributed to assessments (shown as the Total Billing Amount in the 5-year budget included as Exhibit A-3) by the ratio of the OPA Market Value of that property to the total OPA Market Value of all properties in the district that are subject to MBID assessment. The result for each property shall be designated the "Preliminary Assessment," which shall be adjusted as provided herein.
3. If the Preliminary Assessment for any real property is less than three-hundred-and-sixty-five dollars (\$365), then the Final Assessment for such property shall be three-hundred-and-sixty-five dollars (\$365). This methodology recognizes that the services offered by MBID to all such property owners in this category can be reasonably valued at a daily rate of at least one dollar per day. Such properties shall be referred to as "One Dollar Per Day Properties." The total assessments due from all such properties shall be referred to as "One Dollar Per Day Assessments."
4. For any property not covered under paragraph B.2 (properties that are not One Dollar per Day Properties), the Final Assessment for such property shall be computed as follows:
 - (i) Subtract the OPA Market Values of all properties covered under paragraph B.2 from the OPA Market Value of all properties within the district that are subject to MBID assessment.
 - (ii) Divide the OPA Market Value of the property by the result from (i).
 - (iii) Multiply the result from (ii) by the annual Total Billing Amount for MBID less the total of all assessments for properties covered under paragraphs B.2 (One Dollar Per Day Assessments); and
 - (iv) The result from (iii) is the property's annual assessment.

C. Annual Increase

Following the first year of this plan, the total amount billed by MBID shall increase by 3% annually in order to account for inflation, provided that the board may reduce or eliminate such increase for any year. In no case shall the aggregate amount of all fees levied by MBID during any year exceed the cost of proposed programs, improvements or services for that year. Funds raised via fund raising, contracts, grants, and other non-assessment sources of income to MBID shall not be a part of this calculation. The proposed budget for MBID is included as Exhibit A-3.

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D. Collections/Property Liens

Each assessment authorized pursuant to this ordinance is collectable. In order to encourage timely payment, beginning with the 2026 fiscal year, assesses making full payment of MBID assessment by January 15, 2026 shall be entitled to a discount of one percent (1%) of the amount due for that fiscal year.

On the first of each month, beginning with April 1 of the year in which the assessment is due and continuing thereafter until the assessment is paid, MBID has the authority to charge 1.5% per month on any unpaid assessment or unpaid portion of an assessment.

In addition to the assessment and any interest penalties, a penalty of \$200 per lien shall be added to principal and interest to cover costs associated with the filing of the lien. All lien satisfactions must be paid in cash or with certified funds.

9. TIME FOR COMPLETION OF ALL PROPOSED IMPROVEMENTS, PROGRAMS AND SERVICES

All Improvements, programs and services identified in the Plan will commence during the first year of District activity and continue on an ongoing basis throughout the life of the ordinance, until December 31, 2035. Per MBID bylaws the Board shall prepare and present for member comment an annual activity plan at MBID Annual Meeting.

10. OFFICES OF THE MAYFAIR BUSINESS IMPROVEMENT DISTRICT

The offices of MBID are located at 2990 St. Vincent St. 2nd Fl., Philadelphia, PA. 19149. The offices may be relocated at the pleasure of the organization's Board of Directors in accordance with the organization's bylaws and upon notification of the Clerk of the City of Philadelphia.

11. SPECIFIC DUTIES AND RESPONSIBILITIES OF THE CITY OF PHILADELPHIA AND THE MAYFAIR BUSINESS IMPROVEMENT DISTRICT, INC. WITH RESPECT TO THE DISTRICT

- A. The City will be responsible for maintaining the same level of municipal programs and services within the District during its duration as a neighborhood improvement district as before its establishment as a neighborhood improvement district. The City will also be responsible for applying liens on properties for non-payment of property assessment fees as set forth in the Act at 53 P.S. §18108(a)(10).
- B. Mayfair Business Improvement District, Inc. shall fulfill all the duties and responsibilities of a Neighborhood Improvement District Management Association (NIDMA) as set forth in the Community and Economic Improvement Act (53 P.S. §18101 et. seq.). In its capacity as the NIDMA, Mayfair Business Improvement District, Inc. shall annually submit an audit of all income and expenditures to the Department of Community and Economic Development, the Clerk of City Council and the City Commerce Department 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 the Clerk of City Council, the City Commerce Department and to all assessed property owners located in the District (as required by 53 P.S. §18109). In addition, Mayfair Business Improvement District, Inc. shall be responsible for collecting all assessment fees levied within the District.

12. AGREEMENT WITH THE CITY OF PHILADELPHIA

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A written agreement will be signed by the City and Mayfair Business Improvement District, Inc. containing the following provisions:

- A. The respective duties of the City and Mayfair Business Improvement District, Inc. with respect to the District as set forth in paragraph 11 above;
- B. The City's agreement to maintain within the District the same level of municipal programs and services that were provided within the District before its establishment;
- C. A "sunset provision" under which the agreement will expire in approximately ten years on December 31, 2035 and not be renewed unless the District is continued beyond that date pursuant to reenactment of the ordinance establishing the District;
- D. Mayfair Business Improvement District Inc.'s agreement to be responsible for the collection of all property assessment fees levied within the District and the City's agreement to file any necessary liens for nonpayment of property assessment fees as set forth in the Act at 53 P.S. §18107 (a)(10); and
- E. In recognition of the interest of the Philadelphia Land Bank in fostering property redevelopment and re-use of under-utilized properties in the city's commercial Land Bank is authorized to make available to MBID, to the extent permitted by law, any interest in real property, acquired by the Land Bank and located within the service area of MBID.

13. OBJECTION PROCESS

The negative vote of at least one-third (1/3) of the affected property owners within the District, or the negative vote of affected property owners within the District whose property valuation, as assessed for taxable purposes, amounts to at least one-third (1/3) of the total property owned by affected property owners located within the District proposed in the final plan, shall be required to defeat the continuation 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.

14. BY-LAWS OF THE MAYFAIR BUSINESS IMPROVEMENT DISTRICT

Copies of the bylaws of the Mayfair Business Improvement District are posted at MBID's official website or available on request at MBID offices currently located at 2990 St. Vincent St. 2nd Fl., Philadelphia, PA. 19149.

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EXHIBIT A-2 PROPERTY LIST

3500 COTTMAN	6216 FRANKFORD	6500 FRANKFORD
3502 COTTMAN	6218 FRANKFORD	6501 FRANKFORD
3504 COTTMAN	6220 FRANKFORD	6502 FRANKFORD
3506 COTTMAN	6222 FRANKFORD	6503 FRANKFORD
3508 COTTMAN	6224 FRANKFORD	6505 FRANKFORD
3510 COTTMAN	6226 FRANKFORD	6506 FRANKFORD
3512 COTTMAN	6228 FRANKFORD	6507 FRANKFORD
3514 COTTMAN	6230 FRANKFORD	6519 FRANKFORD
3516 COTTMAN	6232 FRANKFORD	6520 FRANKFORD
3518 COTTMAN	6233 FRANKFORD	6521 FRANKFORD
3520 COTTMAN	6234 FRANKFORD	6523 FRANKFORD
3522 COTTMAN	6235 FRANKFORD	6525 FRANKFORD
3524 COTTMAN	6237 FRANKFORD	6527 FRANKFORD
3526 COTTMAN	6239 FRANKFORD	6529 FRANKFORD
3528 COTTMAN	6241 FRANKFORD	6530 FRANKFORD
3530 COTTMAN	6243 FRANKFORD	6531 FRANKFORD
3532 COTTMAN	6245 FRANKFORD	6533 FRANKFORD
3534 COTTMAN	6247 FRANKFORD	6539 FRANKFORD
3536 COTTMAN	6271 FRANKFORD	6549 FRANKFORD
3538 COTTMAN	6300 FRANKFORD	6553 FRANKFORD
4010 COTTMAN	6301 FRANKFORD	6600 FRANKFORD
4011 COTTMAN	6325 FRANKFORD	6601 FRANKFORD
4100 COTTMAN	6330 FRANKFORD	6602 FRANKFORD
4102 COTTMAN	6363 FRANKFORD	6604 FRANKFORD
4104 COTTMAN	6400 FRANKFORD	6607 FRANKFORD
4106 COTTMAN	6401 FRANKFORD	6609 FRANKFORD
4108 COTTMAN	6410 FRANKFORD	6610 FRANKFORD
4110 COTTMAN	6421 FRANKFORD	6611 FRANKFORD
4112 COTTMAN	6441 FRANKFORD	6613 FRANKFORD
4130 COTTMAN	6443 FRANKFORD	6621 FRANKFORD
7234 ERDRICK	6445 FRANKFORD	6632 FRANKFORD
6200 FRANKFORD	6447 FRANKFORD	6634 FRANKFORD
6203 FRANKFORD	6449 FRANKFORD	6636 FRANKFORD
6205 FRANKFORD	6451 FRANKFORD	6638 FRANKFORD
6212 FRANKFORD	6453 FRANKFORD	6640 FRANKFORD
6215 FRANKFORD	6455 FRANKFORD	6642 FRANKFORD

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6644 FRANKFORD	7001 FRANKFORD	7142 FRANKFORD
6646 FRANKFORD	7014 FRANKFORD	7144 FRANKFORD
6648 FRANKFORD	7016 FRANKFORD	7145 FRANKFORD
6650 FRANKFORD	7018 FRANKFORD	7146 FRANKFORD
6652 FRANKFORD	7020 FRANKFORD	7148 FRANKFORD
6654 FRANKFORD	7022 FRANKFORD	7153 FRANKFORD
6700 FRANKFORD	7024 FRANKFORD	7200 FRANKFORD
6701 FRANKFORD	7025 FRANKFORD	7201 FRANKFORD
6709 FRANKFORD	7026 FRANKFORD	7202 FRANKFORD
6716 FRANKFORD	7034 FRANKFORD	7204 FRANKFORD
6718 FRANKFORD	7036 FRANKFORD	7206 FRANKFORD
6720 FRANKFORD	7038 FRANKFORD	7208 FRANKFORD
6722 FRANKFORD	7046 FRANKFORD	7210 FRANKFORD
6724 FRANKFORD	7048 FRANKFORD	7211R FRANKFORD
6725 FRANKFORD	7049 FRANKFORD	7212 FRANKFORD
6726 FRANKFORD	7050 FRANKFORD	7213 FRANKFORD
6740 FRANKFORD	7052 FRANKFORD	7214 FRANKFORD
6800 FRANKFORD	7053 FRANKFORD	7215 FRANKFORD
6801 FRANKFORD	7054 FRANKFORD	7216 FRANKFORD
6808 FRANKFORD	7055 FRANKFORD	7217 FRANKFORD
6810 FRANKFORD	7057 FRANKFORD	7219 FRANKFORD
6824 FRANKFORD	7059 FRANKFORD	7220 FRANKFORD
6825 FRANKFORD	7100 FRANKFORD	7221 FRANKFORD
6832 FRANKFORD	7101 FRANKFORD	7226 FRANKFORD
6855 FRANKFORD	7102 FRANKFORD	7228 FRANKFORD
6900 FRANKFORD	7104 FRANKFORD	7230 FRANKFORD
6901 FRANKFORD	7106 FRANKFORD	7231 FRANKFORD
6903 FRANKFORD	7112 FRANKFORD	7232 FRANKFORD
6905 FRANKFORD	7126 FRANKFORD	7234 FRANKFORD
6909 FRANKFORD	7127 FRANKFORD	7236 FRANKFORD
6912 FRANKFORD	7129 FRANKFORD	7238 FRANKFORD
6915 FRANKFORD	7131 FRANKFORD	7240 FRANKFORD
6921 FRANKFORD	7132 FRANKFORD	7242 FRANKFORD
6925 FRANKFORD	7134 FRANKFORD	7244 FRANKFORD
6952 FRANKFORD	7136 FRANKFORD	7245 FRANKFORD
6962 FRANKFORD	7138 FRANKFORD	7247 FRANKFORD
7000 FRANKFORD	7140 FRANKFORD	7248 FRANKFORD

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7249 FRANKFORD	7342 FRANKFORD	7436 FRANKFORD
7250 FRANKFORD	7344 FRANKFORD	7439 FRANKFORD
7252 FRANKFORD	7346 FRANKFORD	7500 FRANKFORD
7253 FRANKFORD	7347 FRANKFORD	7501 FRANKFORD
7254 FRANKFORD	7348 FRANKFORD	7514 FRANKFORD
7258 FRANKFORD	7350 FRANKFORD	7522 FRANKFORD
7260 FRANKFORD	7352 FRANKFORD	7524 FRANKFORD
7300 FRANKFORD	7354 FRANKFORD	7525 FRANKFORD
7301 FRANKFORD	7356 FRANKFORD	7526 FRANKFORD
7302 FRANKFORD	7358 FRANKFORD	7528 FRANKFORD
7303 FRANKFORD	7360 FRANKFORD	7530 FRANKFORD
7305 FRANKFORD	7362 FRANKFORD	7532 FRANKFORD
7309 FRANKFORD	7364 FRANKFORD	7534 FRANKFORD
7311 FRANKFORD	7366 FRANKFORD	7536 FRANKFORD
7313 FRANKFORD	7368 FRANKFORD	7538 FRANKFORD
7316 FRANKFORD	7370 FRANKFORD	7540 FRANKFORD
7317 FRANKFORD	7373 FRANKFORD	7542 FRANKFORD
7318 FRANKFORD	7400 FRANKFORD	7544 FRANKFORD
7320 FRANKFORD	7401 FRANKFORD	7552 FRANKFORD
7322 FRANKFORD	7402 FRANKFORD	7554 FRANKFORD
7323 FRANKFORD	7404 FRANKFORD	7556 FRANKFORD
7326 FRANKFORD	7408 FRANKFORD	7601 FRANKFORD
7328 FRANKFORD	7412 FRANKFORD	7625 FRANKFORD
7330 FRANKFORD	7414 FRANKFORD	7645 FRANKFORD
7331 FRANKFORD	7416 FRANKFORD	4010 ROBBINS
7332 FRANKFORD	7416 1/2 FRANKFORD	4012 ROBBINS
7333 FRANKFORD	7418 FRANKFORD	6700 ROWLAND
7334 FRANKFORD	7422 FRANKFORD	6316 SACKETT
7335 FRANKFORD	7424 FRANKFORD	6318 SACKETT
7336 FRANKFORD	7425 FRANKFORD	6320 SACKETT
7337 FRANKFORD	7426 FRANKFORD	6322 SACKETT
7338 FRANKFORD	7428 FRANKFORD	6324 SACKETT
7339 FRANKFORD	7430 FRANKFORD	6326 SACKETT
7340 FRANKFORD	7434 FRANKFORD	3201 LEVICK

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Exhibit A-3 Mayfair Business Improvement District Budget

	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035
Revenue:										
Total Amount Billed (1)	359,871	370,667	381,786	393,240	405,038	417,189	429,704	442,596	455,873	469,550
Anticipated Non-Payment (2)	35,987	37,066	38,178	39,324	40,503	41,718	42,970	44,259	45,587	46,955
Anticipated Prior Year Payments (3)	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000
Total Anticipated Collections (4)	348,884	358,600	368,607	378,916	389,534	400,470	411,733	423,336	435,285	447,595
Expenses:										
Programs and Services	87,221	89,650	92,151	94,729	97,383	100,117	102,933	105,834	108,821	111,898
Maintenance and Operations	87,221	89,650	92,151	94,729	97,383	100,117	102,933	105,834	108,821	111,898
Capital Expenditures	87,221	89,650	92,151	94,729	97,383	100,117	102,933	105,834	108,821	111,898
Personnel and Administration	87,221	89,650	92,151	94,729	97,383	100,117	102,933	105,834	108,821	111,898
Total Anticipated Expenses (5)	348,884	358,600	368,607	378,916	389,534	400,470	411,733	423,336	435,285	447,595

Note to the 10-Year Mayfair Business Improvement District (MBID) Budget

1. Total assessments from all properties in the MBID boundaries that are subject to the MBID assessment, including an anticipated 3% annual increase in the total amount billed to account for cost increases due to inflation.
2. The percentage of assessments that the MBID does not expect to collect during the billing year. For budget purposes, the MBID will expect an 90% collection rate.
3. The amount of prior year assessment revenue the MBID anticipates collecting in subsequent years.
4. The total anticipated current and prior year assessment revenue for each year.
5. Total anticipated expenditures to manage an efficient Mayfair Business Improvement District. Expense categories are described in exhibit A-1.

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EXHIBIT A-4

Bylaws of the Mayfair Business Improvement District

ARTICLE I GENERAL

SECTION 1.01: NAME. The name of this entity shall be the Mayfair Business Improvement District (MBID). As permitted under state statute MBID is opting to organize itself as a nonprofit corporation authorized to serve as the Neighborhood Improvement District Management Association as designated by the City of Philadelphia.

SECTION 1.02: DEFINITIONS

- a) BOARD. Board means the Board of Directors of the Mayfair Business Improvement District (MBID).
- b) BUSINESS IMPROVEMENT DISTRICT (BID). The designated service area of MBID.
- c) CORPORATION. The not for profit corporate entity that is the Neighborhood Improvement Management Association.
- d) DISTRICT. As used herein the "District" shall refer to those properties within the service area of MBID as defined by the ordinance establishing the District.
- e) FEE. Means the assessment charged all member properties to support the work of MBID.
- f) NEIGHBORHOOD IMPROVEMENT DISTRICT MANAGEMENT ASSOCIATION (NIDMA). As delineated in the municipal ordinance establishing MBID, MBID Board of Directors will be the managing entity for MBID.

SECTION 1.03 INCORPORATION. The Corporation is formed under and has been chartered by the Secretary of State of the Commonwealth of Pennsylvania.

SECTION 1.04: SEAL. MBID seal shall be circular in form and shall have inscribed thereon the name of MBID and the words, "Corporate Seal---Pennsylvania 2015".

SECTION 1.05: OFFICES; REGISTERED AGENT. The principal and registered office of MBID shall be 2990 St. Vincent St. 2nd FL., Philadelphia, PA. 19149 or at such a location that the Board of Directors may by resolution hereafter designate.

SECTION 1.06: DISSOLUTION. MBID may only be dissolved in accordance with the procedures established by the City of Philadelphia and the Commonwealth of Pennsylvania. MBID may not be dissolved by unilateral action of the Board of MBID, but MBID may petition the City of Philadelphia to initiate such action. The Board may also choose to not seek reauthorization of the improvement district when the current ordinance expires. If for any reason the Board comes to believe that it lacks the financial resources to fulfill the Plan approved in ordinance, or believes that MBID lacks the support among assesses that is required; consistent with local and state laws, including the Neighborhood Improvement District Act, the Board shall have the power to make a request to the City government that MBID be dissolved in an orderly fashion.

ARTICLE II PURPOSES

SECTION 2.01: PURPOSES. The purposes of the Mayfair Business Improvement District (MBID) shall be to:

1. Assume and implement all powers granted to it by virtue of its designation by the City of Philadelphia as a Neighborhood Improvement District Management Association

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- (NIDMA) as defined by Commonwealth of Pennsylvania Act 174 of 1998 for the service area defined in Philadelphia City ordinance.
2. Improve property values and business profitability by fostering an attractive, well-managed business district.
 3. Take actions that result in Mayfair being viewed as a desirable place to invest, shop, live and visit.
 4. Provide a framework whereby Mayfair businesses and property owners can cooperatively work on matters of common interest.
 5. Work with Mayfair civic organizations on matters of common interest and maintain lines of communication with elected officials and government agencies on issues impacting the District.
 6. Educate and create educational opportunity for members, businesses, residents and others regarding issues affecting MBID service area via discussion groups, forums, panels, newsletters and other outreach.

SECTION 2.02: TAX CODE. MBID is organized exclusively to qualify as a nonprofit, tax-exempt entity pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now or hereafter amended. To effectuate such intent, no part of any net earnings of MBID shall inure to the benefit of any of its individual members or any other individual. Notwithstanding any other provision of these articles, this Corporation shall not undertake any activities not permitted of a corporation organized under state nonprofit law and Section 501(c)(3) of the Internal Revenue code.

ARTICLE III MEMBERSHIP

SECTION 3.01: MEMBERSHIP, DEFINED. Members of the Corporation ("Members") are those property owners whose property is within the District and whose property is being assessed a fee to support the activities of the District. Owners of properties located within the District, but not being assessed a fee ("non-assessed property owners"), shall not be considered as Members.

SECTION 3.02: MEMBERSHIP PARTICIPATION. Members who have not paid their BID assessment fee for the year prior to the Annual Meeting are not eligible to serve on the Board or vote in the election for members of the Board until such time as their assessments have been paid in full.

SECTION 3.03: MEMBERSHIP VOTING. For election of Board members, amending the bylaws and other times when members have an opportunity to vote on District matters, definitive eligibility to vote will be: a) that the person is named as owner of the property as delineated in Philadelphia tax or property ownership records; b) for properties owned by corporate entities the corporation must file a statement prior to voting indicating who will be voting on behalf of the corporate owner. Any person voting the corporation's interest must be someone with a direct interest in the property as owner/co-owner of the property or in the employ of the owner/co-owner. Other proxy representation is not acceptable.

SECTION 3.04: MEMBERSHIP QUORUM. For a duly authorized and properly notified meeting a quorum of members shall be those members in attendance and authorized and designated as eligible voters as defined by these bylaws.

SECTION 3.05: NON-ASSESSED PROPERTY OWNER PARTICIPATION. Property owners, businesses, residents and others not meeting the definition of member shall be eligible to participate in the activities and governance of MBID as delineated by these bylaws and the municipal enabling ordinance. Non-assessed property owners within the District may become

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Members by making annual voluntary contributions to the District in the amount equal to the assessment they would have been charged if their property was subject to assessment. Non-assessed property owners within the District and others may be invited to access or participate in activities or programs of the Corporation on a fee-for-service basis, or on such other terms as the Board of Directors shall determine.

SECTION 3.06: BUSINESS AND OTHER PARTICIPATION. Business owners and others not owning property within the District may also participate as Advisory Committee members or members of Board Committees as determined by the Board

ARTICLE IV GOVERNANCE

SECTION 4.01: BOARD OF DIRECTORS, TOTAL. In accordance with the decision to organize MBID under Pennsylvania Act 174 of 1998 the Board of Directors shall consist of nine persons.

SECTION 4.02: BOARD COMPOSITION. The Board will have four classes of membership:

- 1) One Board member selected by the City of Philadelphia in accordance with the procedures established by the City.
- 2) A board member of the Mayfair Community Development Corporation as designated by that board in accordance with its procedures. Such designation shall be made and transmitted to MBID by resolution of the Mayfair Community Development Corporation.
- 3) A member, representing the ownership of the District property having the greatest assessed value at the beginning of each fiscal year. If the owner or representative of that property's ownership does not wish to serve, this seat on the Board shall pass to those owning or representing the next most highly assessed property.
- 4) Six persons chosen according to the qualifications and procedures established in these bylaws. Each of these six persons shall meet the definition of member as defined in Section 3.01 of these bylaws at the time of their election and continue to meet this definition throughout their respective terms in office. If at any time during a term in office a Board member can no longer meet this qualification, the Board seat shall be declared vacant and shall be filled by the procedures established in Sections 4.06 and 4.07 of these bylaws.

SECTION 4.03 SELECTION OF BOARD MEMBERS. At the Annual Meeting candidates for open board seats shall be elected by MBID membership via the procedures outlined in these bylaws. Only members in attendance may vote. Votes shall be cast on the basis of one vote per lot (the equivalent of one vote per property tax bill). Each voter shall be entitled to cast one vote per vacancy being filled. Thus if there are four vacant board seats to be filled and six candidates for those seats, a voter may cast a total of up to four votes with not more than one vote being given to any one candidate for a board seat.

SECTION 4.04: ELECTIONS: TERMS OF OFFICE, GENERAL. Elections shall be held at the Annual Meeting. Terms shall begin immediately after election. Terms shall be for three years, except those selected for terms to begin in January 2026 so that future boards will be elected on a staggered basis to promote continuity. Barring resignation or dismissal from the Board, members may continue to serve after the third anniversary of their election until such time as a replacement Board member has been chosen.

SECTION 4.05: ELECTIONS, TERMS OF OFFICE, FIRST ELECTION. All candidates for the Board at this first election shall run as candidates to serve on Board. At the conclusion of the first election and the identification of six (6) MBID members for Board service, there shall be a drawing of lots among those candidates with two (2) members drawing numbers to serve Board

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terms of three years; two (2) members drawing numbers to serve two year Board terms; and two (2) members drawing numbers to serve one-year Board terms.

SECTION 4.06: VACANCY DUE TO FAILURE TO CONTINUE TO MEET ELIGIBILITY REQUIREMENTS. If during a term of board service a board member fails to continuously maintain the eligibility to serve on the board per Section 3.01 of these bylaws the board member will be automatically removed from the board and the remaining board members will convene to elect a new member to fill his or her position until the next annual meeting.

SECTION 4.07 REMOVAL OF DIRECTORS, VACANCIES. At any meeting of the Directors, duly called and at which a quorum is present, the Directors may, by a majority vote of the voting Directors, for cause as indicated in these by-laws vote to suspend any Director from office. The Board may appoint a successor to serve until the next Annual Meeting at which time an election shall be held to fill the seat for the balance of the term, if any.

SECTION 4.08: RESIGNATION OF A DIRECTOR. Any Director may resign at any time. In the advent of a resignation, submitted in writing to the Board Secretary, a vacancy shall be declared. Should a vacancy be declared, the Board, by majority vote, shall appoint a temporary board member who shall serve until the next Annual Meeting at which time an election will be held to elect a member who will serve for the balance of the unexpired term of the resigned board member.

ARTICLE V POWERS OF THE BOARD

SECTION 5.01: POWERS OF THE BOARD. Consistent with state law, municipal ordinance and these bylaws, responsibility for managing the affairs of MBID shall be exercised by and be under the authority of the Board of Directors. This shall include the power to:

1. Assume all responsibility to exercise those powers granted to the Board under applicable state law, municipal ordinance and these bylaws.
2. Fulfill the requirements of applicable state and local law.
3. Call an Annual Meeting in accordance with these bylaws.
4. Establish permanent and ad hoc committees to advise the Board.
5. Provide the Members with other reports on MBID activities from time to time and ensuring that the programs of MBID are being implemented.
6. Hire and fire senior employees and establish compensation for such employees, and otherwise oversee the performance of employees. The Board may share or delegate the power to hire and fire lesser employees and others with such senior employees as they shall from time-to-time determine.
7. Contract for MBID management services as well as services to advise and/or implement specific program activities.
8. Take such actions as are necessary and convenient to implement the Program identified in the municipal ordinance authorizing current MBID operations.
9. Appoint additional non-voting members of the Board. Non-voting Directors appointed by the Board may serve as committee chairs and participate in all Board discussions. Non-voting members can, but are not required to be members of MBID. The input of non-voting Directors is in all cases encouraged, and where possible decision-making consensus shall occur between voting and non-voting Directors of the Board. Terms of non-voting directors shall be decided by the Board by policy or at the time of the appointment of the non-voting member.

ARTICLE VI MEETINGS

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SECTION 6.01: MEETINGS, ANNUAL. The Board of Directors shall be responsible for convening an Annual Meeting each year. The time and place of this meeting shall be established by the Directors. Best efforts shall be made to call this meeting during the last 45 days of the calendar and fiscal year, or the first 10 days of the new calendar and fiscal year (state law requires that the BID fiscal year commence in January). The Secretary of the Board (or the Secretary's designee) shall cause to be mailed to every Member at the address as it appears on the membership roll book of the Corporation, a notice stating the time and place of the Annual Meeting. Members will be notified of this meeting at least 30 days prior to the meeting.

SECTION 6.02: ANNUAL MEETING AGENDA. The annual meeting shall include the following required agenda items:

1. Election of Board Members to fill forthcoming and/or expired terms.
2. Election of Board Officers, by those persons who will constitute the Board membership for the new or just commenced fiscal and calendar year. The Board may, at its discretion, briefly adjourn the Annual Meeting and caucus to discuss among themselves and the newly elected Board members the election of Board officers.
3. The Chairperson shall report on activities of the previous year and present a work plan for MBID for the coming year, recognizing that the plan for the year is subject to amendment by the Board during the course of the year. At the conclusion of this report the Board shall solicit comment from the members in attendance and after appropriate discussion the Board may amend the work plan and shall seek a resolution of support from those attending the Annual Meeting for the proposed plan.
4. The Treasurer shall report on the financial condition of MBID and present a proposed budget for the coming fiscal year. Members shall have the opportunity to ask questions and express opinions regarding the proposed budget at this time. At the conclusion of the hearing the Board of Directors may adopt the proposed budget, with or without amendments, or adopt an interim budget to be used until a permanent budget is adopted. In preparation for this report members shall be sent a copy of the proposed budget at least two weeks prior to the Annual Meeting by mail or electronic means.
5. Time for any Member to address the Board on any topic of relevance to the District property owners.
6. A schedule of Regular Meetings for the forthcoming year shall be presented and adopted by the board. Such schedule is also to be posted on MBID website and emailed to all members.
7. The Board of Directors may conduct additional business at the Annual Meeting at its discretion.

SECTION 6.03: MEETINGS, REGULAR. All meetings are open to all Members except when circumstances require confidential discussions. As guidance as to when closed sessions are required the Board shall use as guidelines the PA Open Public Meetings Law and applicable Philadelphia ordinances. The Secretary of the Board shall as soon as practical and appropriate give notice to members the outcomes of closed sessions.

SECTION 6.04: SPECIAL MEETINGS. Special meetings may be called by the Board Chair. The Secretary of the Board shall give notice of each Special board meeting or rescheduled regular meeting at least twenty-four hours prior to the time thereof, indicating the date, time, location and purpose of said meeting. Notice shall constitute mailing, hand-delivering (to the site of the member's District property) or emailing a copy of the notice to all members and posting of such notice prominently at the Office of MBID.

SECTION 6.05: QUORUM. A majority of the voting Directors of the Board shall constitute a quorum for the transaction of business, except in cases where by statute, ordinance or provision

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of these bylaws another number is specified. In the absence of a quorum, the voting Directors present by a majority vote and without notice other than by announcement may adjourn the meeting from time to time until a quorum shall attend. No proxies may be accepted. The acts of a majority of the voting Directors present at a meeting at which a quorum is present shall be the acts of the Board.

ARTICLE VII OFFICERS AND EMPLOYEES

SECTION 7.01: EXECUTIVE OFFICERS. By a majority vote of the voting Directors at the Annual Meeting, the Board shall elect, from the Directors, a Chairman of the Board, a Vice-chairman, a Secretary and a Treasurer (the "Officers"). Terms for these offices shall be for one (1) year. Together these officers shall constitute an Executive Committee. The Executive Committee shall have no power to take any action required by law without the approval of the Board. Consistent with furthering openness and transparency, the Executive Committee may meet to plan meetings, take action to call previously unscheduled meetings and direct ministerial tasks to be undertaken by staff.

SECTION 7.02: CHAIRMAN AND VICE-CHAIRMAN OF THE BOARD. The Chairman of the Board shall preside at all meetings of the Board at which he/she shall be present. He/she shall have and may exercise such powers as are from time to time assigned by the Board of Directors. The Vice-Chairman of the Board, at the request of the Chairman or in his absence, or during his/her inability to act, shall perform the duties and exercise the functions of the Chairman of the Board, and when so acting shall have the powers of the Chairman of the Board. The Vice-Chairman shall have such other duties as may be assigned by the Chairman. The Chairman shall have general charge and supervision of the activities and affairs of the Authority. When authorized by the Board of Directors, he may sign and execute in the name of the Authority all authorized instruments, except in cases in which the execution thereof expressly requires two signatures or where power to execute an agreement has been delegated by resolution of the Board of Directors to some other officer or agent of the Authority.

SECTION 7.03: SECRETARY. The Secretary shall keep:

- i. The minutes of the meetings of the Board of Directors in books provided for the purpose including records of all votes.
- ii. A roll book of Members deriving from the tax records of the City of Philadelphia.
- iii. All other resolutions and acts of the Corporation.

Records shall be placed in Corporation offices and under the daily control of designated staff. Ministerial functions of the Secretary may be assigned to designated staff by the Board. The Secretary shall see that all notices are duly given in accordance with the provisions of the bylaws or as required by law. The Secretary shall be custodian of the records of the Corporation; see that the corporate seal is affixed to all documents requiring said seal, upon authorization by the Corporation and when so affixing the Seal the Secretary may attest to the same; and, in general, perform all duties as, from time to time, may be assigned by the Board of Directors or the Chairman. The Secretary is responsible for ensuring that notices of all meetings and other materials, as required by these bylaws, local ordinance and state law are provided to members and public notice providers. The Secretary is responsible for keeping the Board minutes, however the Secretary may designate staff, an Advisory Board member or another to take meeting notes that become the basis for the Board Minutes.

SECTION 7.04: TREASURER. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit or cause to be deposited in the name of the Corporation all monies and other valuable effects in such bank, or

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other depositories as shall, from time to time, be collected the Board of Directors. Whenever required, the Treasurer shall provide an account of the financial condition of the Corporation, and, in general, shall perform all duties incident to the office of a treasurer of the Corporation and such other duties as may be assigned to him by the Board of Directors or the Chairman. The Treasurer shall make a presentation on the fiscal condition of the Corporation at the annual meeting and the fiscal impact of proposed actions for the ensuing year.

SECTION 7.05: SUBORDINATE OFFICERS, COMMITTEES AND AGENTS. The Board may from time-to-time elect such other officers and appoint such committees, employees or other agents as the business of the Authority may require, including one or more Assistant Secretaries, and one or more Assistant Treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws or as the Board may from time to time determine. The Board may delegate to any officer or committee the power to elect subordinate officers and to retain or appoint employees or other agents, or committees and to prescribe the authority and duties of such subordinate officers, committees, employees or other agents.

SECTION 7.06: DUTIES OF THE OFFICERS MAY BE DELEGATED. In the absence of any officer, or for any other reason that the Board may deem sufficient, the Board may delegate the powers and/or duties of any officer to any other officer, or to any other Director, with the concurrence of a majority of the Board members.

SECTION 7.07: OFFICER RESIGNATION. Any Director may resign as an officer at any time. Resignation as an officer does not trigger resignation as a board member. Upon resignation of an officer the Board, the board shall meet at its convenience to name a replacement officer, but in no event should a replacement officer be named later than the next regularly scheduled board meeting after the meeting where the resignation is received.

SECTION 7.08: REMOVAL OF OFFICERS. Any Officer may be removed from office by majority vote of the voting Directors as a result of absence or other cause as defined by the bylaws. Such Officer shall abstain from the removal vote.

SECTION 7.09: COMPENSATION. No member of the Board shall receive financial compensation or other financial benefits from service on the Board. However, the Corporation may reimburse Directors and Officers for reasonable expenses incurred in connection with their duties as Directors and Officers as approved by the Board from time to time.

ARTICLE VIII COMMITTEES

SECTION 8.01: COMMITTEES, GENERALLY. The Board of Directors may provide for standing or special committees with such powers and duties as it deems desirable and the Board may discontinue the same at its pleasure. All Committees shall include at least one member who is not a board member. The remaining members of such committees may, but need not be, board members. Vacancies on any committee shall be filled by the Chairman of the Board of Directors.

SECTION 8.02: COMMITTEE REPORTS. All recommendations by a committee shall be reported, during a board meeting, to the Board of Directors.

SECTION 8.03: MEETINGS OF COMMITTEES. Each committee shall meet at the call of the chair of that committee, or in the absence of the Chair, the Chair of the full Board.

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SECTION 8.04: PARTICIPATION IN COMMITTEES. In selecting members of committees, the Board shall encourage widespread participation among members and others with an interest in the economic well-being of the District including businesses, civic organizations, and persons with special expertise.

SECTION 8.05: STANDING COMMITTEES. The Board shall establish committees around each of the major activity elements of the final adopted BID plan---Capital Improvements, Safety, and Administration, etc. to help plan these activities and advise the Board. The Board will adopt specific charges for each committee and name the members of that committee, who will serve at the discretion of the Board Chair.

SECTION 8.06: NOMINATIONS COMMITTEE. A Nominations Committee will be annually established prior to the Annual Meeting to seek candidates to serve on the Board in anticipation of future vacancies and to manage the ministerial functions of electing board members prior to, and at, the Annual Meeting. In conducting its work the Nominations Committee shall strongly consider non-voting Advisory Directors, who are assessed property owners within the District or representatives thereof, who have performed diligently, for nomination to voting Director. Notwithstanding the role of the Nominations Committee, any assessed property owner within the District may seek nomination to the Board by notifying the Nominations Committee at least thirty days prior to the Annual Meeting at which a Director is to be elected. Such an unsolicited request shall result in the name being listed on a ballot as a non-endorsed candidate. Write-in candidates shall be permitted and election ballots shall contain ballot area for write-ins.

SECTION 8.07: ETHICS COMMITTEE: Upon organization, the Board shall create an ethics committee with the charge of recommending additional changes to these bylaws concerning ethical behavior and developing disclosure forms and such other declarations to ensure organizational transparency and avoidance of conflicts of interest. In making its report the Committee shall consult with other BIDs and the City Ethics office for recommendations as well as others as the committee may determine. The Committee shall report to the Board within 120 days of its organization. Thereafter, the Board may re-authorize the Ethics Committee when the Board determines that such a Committee would be necessary or useful.

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ARTICLE IX FINANCIAL

SECTION 9.01: FISCAL YEAR. In accordance with state law the fiscal year of the Corporation shall begin on January 1. The annual budget, as approved at the Annual Meeting may be reviewed and revised periodically as deemed necessary by the Board, consistent with state or local law and/or these bylaws.

SECTION 9.02: ANNUAL AUDIT. In accordance with state law within 120 days of the close of the fiscal year the Board shall submit to the PA Department of Community and Economic Development and the Clerk of the City of Philadelphia an annual audit which shall be prepared to reflect a full and correct statement of the affairs of MBID management corporation. Upon submission to the required state and city offices, the fiscal report shall also be made available electronically or in some other convenient way to all members of the District.

SECTION 9.03: ANNUAL REPORT. In accordance with state law, the Board shall submit a report including financial and programmatic information, a summary of audit findings, to the City Clerk and Clerk of the City Council. This report shall also be transmitted to all members of the BID.

SECTION 9.04: DESIGNATED DEPOSITORIES. Corporate funds shall be deposited in federally insured depositories as the Board of Directors may designate by resolution from time to time. All such shall have a location within the District Service Area.

SECTION 9.05: CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for payment of money, and all notes, bonds, or other evidences of indebtedness issued in the name of MBID of One Thousand Dollars (\$1,000.00) or more shall be signed by two (2) Board members or a staff person designated by the Board by resolution and one Board member as designated by the Board by resolution who shall be identified as signatories, and whose signatures shall be on file with MBID's financial institution. All checks, drafts, or other orders for payment of money, and all notes, bonds, or other evidence of indebtedness issued in the name of the Authority in amounts less than One Thousand Dollars (\$1,000.00) may be signed by staff as designated by the Board by resolution, or one Board Member as designated by the Board by resolution.

SECTION 9.06: EXPENDITURE AUTHORIZATION. No Officer, Committee Chair or other Committee member may enter into a contract, lease, purchase order or other obligation on behalf of MBID without the prior authorization of the Board of Directors. Contracts, leases, purchase orders or other obligations greater than \$1,000.00 executed in the name of MBID shall be signed by the Treasurer, or such person as designated by the Board. No obligation greater than \$2,000.00 may be approved unless it is delineated in an annual budget approved by the Board or otherwise accompanied by an approved motion or resolution of the Board authorizing the obligation.

ARTICLE X EXECUTIVE DIRECTOR

SECTION 10.01: OPERATIONAL ROLE: The Executive Director shall manage the daily operations of MBID. The Executive Director shall be responsible for coordinating the implementation of MBID's policies, programs and such other duties as the Board may require. Compensation for the Executive Director shall be determined by the Board.

SECTION 10.02: INTERIM LEADERSHIP: During any period in which an Executive Director has not been hired, the Board of Directors may appoint an interim Executive Director on a full or

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part-time basis. The interim Executive Director shall be responsible for coordinating the implementation of MBID's policies and projects and such other duties as the Board may require. The Executive Director shall receive for his or her services such compensation as may be determined by the Board.

ARTICLE XI CONFLICT OF INTEREST

SECTION 11.01: STATEMENT OF POLICY. It is essential that MBID:

1. Encourage the purchase of goods and services from Mayfair providers whenever possible.
2. Encourage the active participation of members.
3. Operate in a manner that is transparent to all members.
4. Comply with all applicable local ordinances and state statutes regarding conflict of interest.

SECTION 11.02: PUBLIC DISCLOSURE. Any Director having a financial interest or benefit in any contract or transaction being considered at a committee meeting or meeting of the Board of Directors shall not vote or use his or her personal influence in the meeting, even where such actions are otherwise permitted by law. The minutes of the meeting shall record compliance with these requirements. The section shall not be construed as to prevent the interested Director or committee member from briefly stating his or her position regarding the contract and transaction, nor from answering pertinent questions of other Directors or committee members, since his or her knowledge may be of great assistance. All new committee members and Directors shall be immediately advised of the requirements of this Section.

SECTION 11.03: PROVIDING GOODS AND SERVICES. Members of the Board shall not be debarred from providing goods and services to MBID, provided:

1. That which is being provided is publicly recognized as an item that the provider makes available to others as part of existing, usual and customary business operations.
2. That where there are other recognized local providers MBID shall seek quotes, bids, proposals, etc. as is appropriate under city and state regulation from these other providers so as to provide due diligence regarding identification of that provider that best meets the needs of MBID at that time.
3. That a Member of the Board of Directors shall disclose to the Board any personal interest or potential interest which he or she may have in any matter pending before the Board.

SECTION 11.04: FAILURE TO DISCLOSE. Failure to disclose an actual or potential conflict of interest is grounds for dismissal from the Board. In addition, the member may be subject to discipline stemming from the violation of state or local law.

SECTION 11.05: CONFLICT OF INTEREST STATEMENT. Each prospective Member of the Board of Directors shall sign a conflict of interest statement in the form adopted by the Board of Directors within 14 days of election to the Board. Continuing board members shall sign the statement each and every year of their service. Board members may be asked to complete additional disclosures upon the Board's adoption of additional procedures recommended by the Ethics Committee.

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ARTICLE XII LIMITATION OF DIRECTORS' LIABILITY AND INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

SECTION 12.01: LIMITATION OF DIRECTOR'S LIABILITY. To the extent permitted by law, no Director of the Corporation shall be personally liable for monetary damages as such for any action taken or any failure to take any action unless (a) the Director has breached or failed to perform the duties of the office of Director of the Corporation under Section 8363 of the Pennsylvania Directors' Liability Act (relating to standard of care and justifiable reliance), and, (b) the breach or failures to perform constitutes self-dealing, willful misconduct or recklessness, provided however, that the provisions of this Subsection shall not apply to the responsibility or liability of a Director pursuant to any criminal statute, or to the liability of a Director for the payment of taxes pursuant to local, state or federal law.

SECTION 12.02: INSURANCE. The Corporation shall purchase and maintain insurance, at its expense, for the benefit of any person on behalf of whom insurance is permitted to be purchased by Pennsylvania law against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person under Pennsylvania or other law. The Corporation may also purchase and maintain insurance to insure its indemnification obligations whether arising hereunder or otherwise.

SECTION 12.03: FUND FOR PAYMENT OF EXPENSES. The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise may secure in any manner its indemnification obligations, whether arising hereunder, as a result of the enabling ordinance, by agreement, vote of Directors, or otherwise.

SECTION 12.04: INDEMNIFICATION AND INSURANCE. To the extent permitted by law:

1. Indemnification of Directors and Officers.
 - a) Each indemnitee (as defined below) shall be indemnified and held harmless by the Corporation for all actions taken by that Director or Officer and for all failures to take action (regardless of the date of any such action or failure to take action) to the fullest extent permitted by Pennsylvania law against all expense, liability and loss (including without limitation attorneys' fees, judgments, fines, taxes, penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by the Indemnitee in connection with any Proceeding (as defined below). No indemnification pursuant to this Article shall be made however, in any case where the act or failure to act giving rise to the claim for indemnification is determined by the court to have constituted willful misconduct or recklessness.
 - b) The right to indemnification provided in this Article shall include the right to have the expenses incurred by the Indemnitee in defending any Proceeding paid by the Corporation in advance of the final disposition of the Proceeding to the fullest extent permitted by Pennsylvania law, provided that, if Pennsylvania law continues to require, the payment of such expenses incurred by the Indemnitee in advance of the final disposition of a Proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of the Indemnitee, to repay all amounts so advances without interest if it shall ultimately be determined that the Indemnitee is not entitled to be indemnified under this Section or otherwise.
 - c) Indemnification pursuant to this Article shall continue as to an Indemnitee who has ceased to be a Director or Officer and shall inure to the benefit of his or her heirs, executors and administrators.
 - d) For purposes of this Section:
 - i. Indemnitee" shall mean each Director or Officer of the Corporation who was or is party to, or is threatened to be made a party to, or is otherwise

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- involved in, any Proceeding, by reason of the fact that this individual is or was a Director, Officer, Employee, Agent, Partner, or Fiduciary of, or in any other capacity for, another Authority or Corporation, Partnership, Joint Venture, Trust, Employee Benefit Plan, or other enterprise;
- ii. "Proceeding" shall mean any threatened, pending, or completed action, suit or proceeding (including without limitation an action, suit, or proceeding by or in the right of the Corporation), whether civil, criminal, administrative, or investigative.

SECTION 12.05: INDEMNIFICATION OF EMPLOYEES AND OTHER PERSONS. The Corporation may by actions of its Board of Directors and to the extent provided in such action, indemnify employees and other persons as though they were Indemnitees.

SECTION 12.06: NON-EXCLUSIVITY OF RIGHTS. The right of indemnification and to the advancement of expenses provided in this Section shall not be exclusive of any other rights that any person may have or hereafter acquire under any statute, provisions of the Corporation's enabling ordinance, other City ordinances or regulations, agreement, vote of the Directors, or otherwise.

SECTION 12.07: AMENDMENT. The provisions of this Article relating to this limitation of Directors' liability, to indemnification and to the advancement of expenses shall constitute a contract between the Corporation and each of its Directors and Officers which may be modified as to any Director or Officer only with that person's consent or as specifically provided in this Article. Notwithstanding any other provision of these bylaws relating to their amendment generally, any repeal or amendment of this Article which is adverse to any Director or Officer shall apply to such Director or Officer only on a prospective basis, and shall not reduce any limitation on the personal liability of a Director of the Corporation, or limit the rights of an Indemnitee to indemnification or to the advancement of expenses with respect to any action or failure to act occurring prior to the time of such repeal or amendment.

SECTION 12.08: CHANGES IN PENNSYLVANIA LAW. References in this Article to Pennsylvania Law or to any provision thereof shall be to such law (including without limitation the Directors' Liability Act) as it existed on the date these bylaws, including this Article, were adopted or as such law thereafter may be changed; provided that:

1. In the case of any change that increases the liability of Directors or limits the indemnification rights to the rights to the advancement of expenses which the Corporation may provide, the rights to limited liability, to indemnification and to the advancement of expenses provided in this Article shall continue as theretofore to the extent permitted by law.
2. If such change permits the Corporation without the requirement of any additional action by Directors to additionally limit the liability of Directors and/or Officers or to provide broader indemnification rights or rights to the advancement of expenses than the Authority was permitted to provide prior to such changes, then liability thereupon shall be so limited and the rights to indemnification and the advancement of expenses shall be increased to the extent permitted by law.

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ARTICLE XIII MISCELLANEOUS

SECTION 13.01: PROCEDURE. The most recent edition of "Roberts' Rules of Order" shall govern daily course of procedure not otherwise provided for in these bylaws.

SECTION 13.02: AMENDMENTS. A proposal to amend, alter, repeal or enact a bylaw may be made by motion by a member of the Board of Directors, or by petition of at least twenty Members, with such petition presented to the Board of Directors at a regularly scheduled meeting of the Board. Changes to the bylaws may only be made as a result of the vote of the membership.

The proposed amendment to the bylaws shall be adopted only upon receiving the affirmative vote of three-fifths (60%) of the members present voting, including Directors. A vote may be held at a regular or special meeting of the Board. Notice of the proposed amendment shall be provided to all Members at least ten (10) days prior to such meeting. Such notice shall contain a full written statement of the exact language of the proposed amendment and the time, place and day of the meeting when the amendment will be considered. Notice may be sent electronically or via regular mail to the last known address of the Member.

The procedures and notice requirements in this Section shall apply irrespective of any contrary provisions which may be contained in these bylaws.

Article XIV RESPONSIBILITIES OF THE INCORPORATORS

SECTION 14.01 CALLING AND CONVENING OF THE FIRST MEMBERSHIP MEETING. The incorporators shall serve as the board of directors of MBID until the first meeting of the membership is called. It shall be the responsibility of MBID incorporators to call this membership meeting. Best efforts shall be made to schedule this meeting prior to January 31, 2026. The Chairperson of the meeting will be decided among the incorporators in a manner of their choosing.

Prior to the meeting the incorporators will provide all members with written notice of the meeting at least three weeks prior to the meeting. In addition to the time and place of the meeting, the notice shall provide an agenda of other items expected to be brought before the membership, including:

1. Election of the permanent board and the selection of board officers as delineated by these bylaws.
2. Adoption of a budget.
3. Adoption of a date for the next board meeting at which time the board will adopt a schedule for the balance of the fiscal year in accordance with these bylaws.
4. Time for members to address the board.
5. Such other business as the new board may find it necessary to act upon.

SECTION 14.02: OTHER RESPONSIBILITIES. During the period when MBID is being governed by the incorporators, the incorporators shall:

1. Act as a nominations committee and solicit interest from members in serving on the elected board.
2. Inform the owner, organization and municipal official who are to serve "by right" on MBID board of incorporator organizational activities and notice of the first membership meeting.
3. Plan for and conduct the elections for board seats.
4. Prepare and send:

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- a) A “newsletter” to all members informing them of the adoption of the BID ordinance, who the incorporators are and such other information as to inform members of what is happening with the organization and to invite participation.
 - b) An assessment notice and assessment bill. The notice should reiterate how the amount of the bill was determined.
 - c) Notice of the membership meeting.
5. Manage the finances of the organization as is necessary and convenient including opening bank accounts, obtaining an employer identification number, paying bills, reaching agreement with a lender or other organization for line of credit to pay organization bills prior to the receipt of FY 2016 BID assessments; contract for interim staff and office space, purchase supplies and equipment; and seek external grants and enter into contracts consistent with MBID plan where such opportunities require action before the election of board members.

MAYFAIR BUSINESS IMPROVEMENT DISTRICT, Inc. ORGANIZATION ACTION OF THE INCORPORATOR The undersigned, being Incorporators and interim Board of Directors of the MAYFAIR Business Improvement District, Inc., a Pennsylvania non-profit corporation, hereby consent to the following action:

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

Names and Addresses of Incorporators: