

EXHIBIT A

FINAL PLAN FOR THE MT. AIRY BUSINESS IMPROVEMENT DISTRICT (“DISTRICT”) AND REPORT OF THE CITY OF PHILADELPHIA CONCERNING THE DISTRICT

1. The name of the proposed neighborhood improvement district is the Mt. Airy Business Improvement District (“District”).

2. The boundary of the District and the service area of the proposed District shall include all taxable (for real estate purposes) commercial properties (defined by the Community and Economic Improvement Act, 53 P.S. § 18103 *et seq.* (“Act”) as properties used for “any for-profit activity involving trade and traffic or commerce in general”) on both sides of Germantown Avenue from 6300 to 7631 plus those commercial properties on certain blocks of streets that intersect that portion of Germantown Avenue that are listed in Exhibit A-2. These properties include commercially zoned properties, properties used commercially, and apartment buildings containing five (5) or more residential units. This area is referred to as the “whole district.” Properties that are statutorily exempt from paying real estate taxes shall be exempt from paying assessments to the District. A property is not statutorily exempt from paying real estate taxes if its exemption is pursuant to Bill No. 961 (approved January 28, 1974), codified at § 19-1303(2) of The Philadelphia Code, Bill No. 1130 (approved February 8, 1978), codified at § 19-1303(3) of The Philadelphia Code, Bill No. 1456-A (approved January 28, 1983), codified at § 191303(4) of The Philadelphia Code, the Act of October 11, 1984, P.L. 894, No 175, § 1 (72 P.S. § 5020-205 (“Act 175”) or any other act or ordinance, the purpose of which is to exempt improvements to real property from tax for a limited term. Furthermore, tax-exempt properties located within the District will be encouraged to contribute cash or in-kind services.
 - a. The Mt. Airy Improvement District, Inc. (the administrative body governing the District) will investigate the potential expansion of the current proposed service area after an eighteen (18) month assessment. The areas to be expanded could include part or all of the commercial corridor on Chew Avenue from Washington Lane to Pleasant Street and the commercial corridor centering on the intersection of West Hortter and Greene Streets.

 - b. If the Mt. Airy Improvement District, Inc. determines that expansion is feasible, it will work with City Council to enact an amendment to the Ordinance.

3. A map of the District is attached as Exhibit A-1 and an enlarged copy of the map shall be kept on file with the Chief Clerk to be made available for inspection by the public during regular office hours.

4. A list of all properties to be assessed is attached as Exhibit A-2.

5. A list of proposed improvements and services within the District are as follows:

a. Security, Parking and Marketing: Security services will include, but is not limited to, establishing a District public safety committee to work with local police and individual business owners in order to improve public safety and the District's public safety image. Parking services will include identifying parking needs and working to provide additional parking. Marketing services will include working with local real estate professionals, property owners and other stakeholders to attract new, and retain, existing businesses. (See paragraph 5.c.)

b. Maintenance and Operations. Cleaning will be performed by employees of the Mt. Airy Improvement District, Inc. or by contractors for the purpose of cleaning sidewalks and street gutters within the District. When necessary, Commercial Street cleaning equipment will be used.

c. Administration. The administrative costs will include an Executive Director, insurance, office expenses, professional fees, an annual audit, the preparation of an annual report to be disseminated among the benefiting properties and tenants, grant writing to maintain and expand programs and production of a regular email newsletter. The marketing/management element will have the following responsibilities: producing newsletters, conducting surveys, public relations, assisting the Board and its Committees, planning and overseeing events, cooperating with realtors and developers, façade improvements, grant and sponsorship solicitation, contacting city agencies, overseeing board member selection, contractor selection and oversight, and such additional duties as may be determined from time to time by the Board.

d. Program. Program includes the seasonal planting, maintenance and holiday decorating of the flower baskets and Avenue planters and design and implementation of pocket parks along the commercial corridor.

6. The proposed budget for the five-year authorization is attached as Exhibit A-3.

7. The proposed revenue source for financing all proposed improvements, programs and services will be assessments on real property within the whole District as provided in paragraph two (2) above.

8. The estimated time for implementation and completion of all proposed improvements, programs and services is December 31, 2022.

9. The administrative body that will govern and administer the District is the non-profit corporation Mt. Airy Improvement District, Inc.

10. The by-laws of the Mt. Airy Improvement District, Inc. are attached as Exhibit A-4.

11. Annual assessment charges to be levied on property owners will be equitably apportioned among all properties subject to those charges within the whole District service area. The assessment for each property will be calculated as follows:

a. Divide the assessed market value of the property by the total assessed market value for all properties subject to assessment.

b. Multiply the result from (a) by the annual Billing Amount in Exhibit A-3.

c. The result is the property's *maximum* annual assessment.

d. Prior to imposing each annual assessment, the Board of Directors of the Mt. Airy Improvement District, Inc. reserves the right to *reduce* the Billing Amount as set forth in Exhibit A-3, in which case the revised, lower Billing Amount will be used in step (b) above.

e. District assessments will be calculated annually using the most recent certified values as provided by the OPA without any reduction for any tax abatement on account of improvements granted by the City of Philadelphia, homestead exemptions or exemptions for Keystone Opportunity Zones or similar reductions.

12. The specific duties and responsibilities of the City of Philadelphia and Mt. Airy Improvement District, Inc. 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. The Mt. Airy Improvement District, Inc. shall fulfill all duties and responsibilities of a Neighborhood Improvement District Management Association (NIDMA) as set forth in the Act (53 P.S. § 18101 *et. seq.*). In its capacity as the NIDMA, the Mt. Airy Improvement District, Inc. shall submit an annual audit of all income and expenditures to the Department of Community and Economic Development and to City Council within 120 days after the end of each fiscal year, and submit a report, including financial and programmatic information and a summary of audit findings, to City Council and to all assessed property owners located in the District, as required by the Act at 53 P.S. § 18109. In addition, the Mt. Airy Improvement District, Inc. shall be responsible for collecting all assessment fees levied within the District.

13. A written agreement will be signed by the City and the Mt. Airy Improvement District, Inc. containing the following provisions:

- a. The respective duties of the City and the Mt. Airy Improvement District, Inc. with respect to the District as set forth in paragraph twelve (12) 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, 2022, and not be renewed unless the District is continued beyond that date pursuant to reenactment of the ordinance establishing the District; and
- d. The Mt. Airy 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).

14. The District will allow for and encourage tax-exempt property owners to provide in-kind or financial contributions to the Mt. Airy Improvement District, Inc., if not assessed, in lieu of a property assessment fee.

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

EXHIBIT A-1

**MAP OF THE
MT. AIRY BUSINESS IMPROVEMENT DISTRICT**

(next page)

Exhibit A-1: Map of the Mt. Airy Business Improvement District

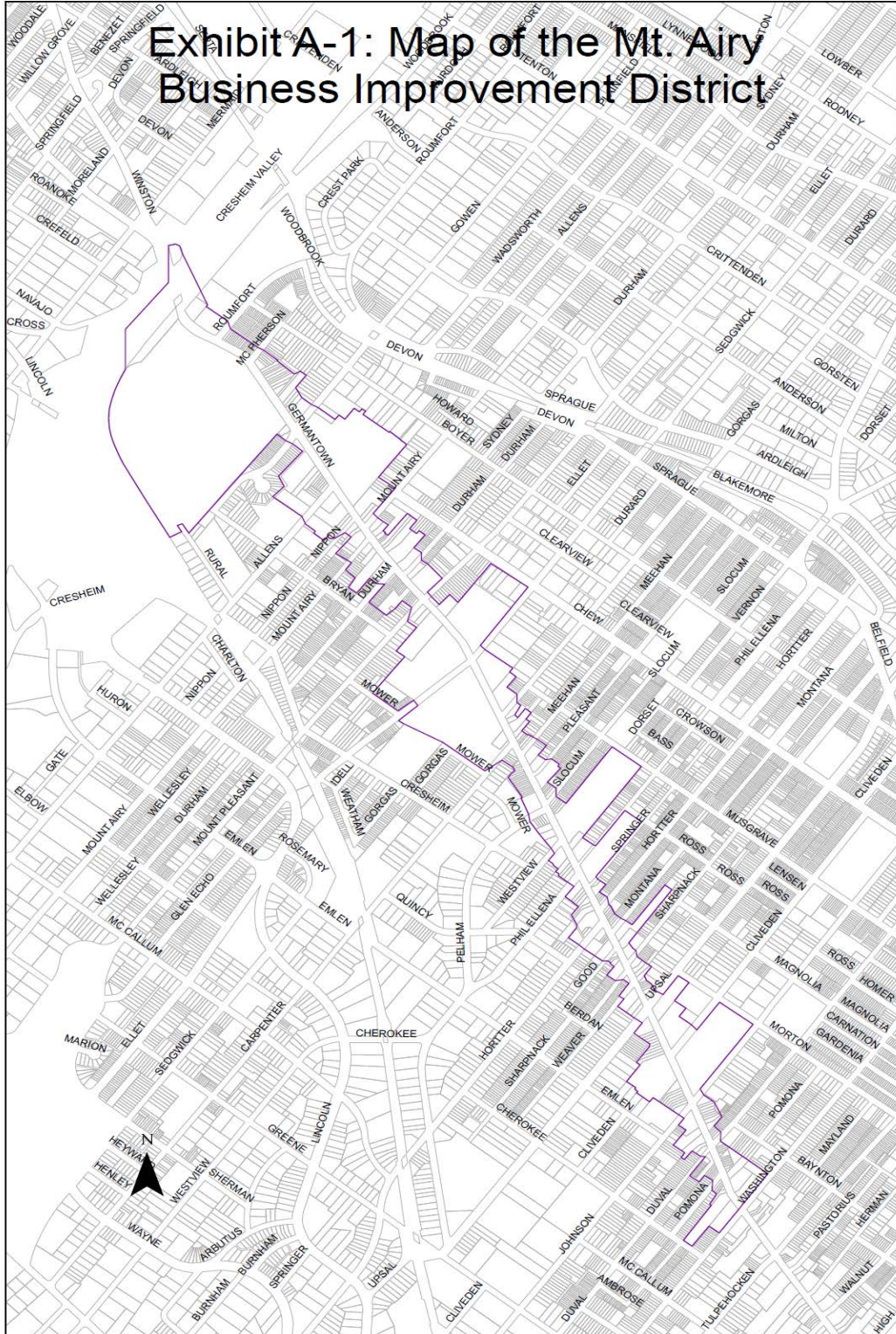


EXHIBIT A-2

**PROPOSED PROPERTIES FOR
THE MT. AIRY BUSINESS IMPROVEMENT DISTRICT**

6300-06 GERMANTOWN AVE
6301-03 GERMANTOWN AVE
6305-07 GERMANTOWN AVE
6309 GERMANTOWN AVE
6311-17 GERMANTOWN AVE
6316 GERMANTOWN AVE
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6322-24 GERMANTOWN AVE
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6333 GERMANTOWN AVE
6334 GERMANTOWN AVE
6335-37 GERMANTOWN AVE
6336 GERMANTOWN AVE
6338 GERMANTOWN AVE
6339 GERMANTOWN AVE
6340 GERMANTOWN AVE
6341 GERMANTOWN AVE
6343 GERMANTOWN AVE
6344-50 GERMANTOWN AVE
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6365-7 GERMANTOWN AVE
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6371 GERMANTOWN AVE
6373 GERMANTOWN AVE
6374 GERMANTOWN AVE
6375 GERMANTOWN AVE
6375R GERMANTOWN AVE
6376-80 GERMANTOWN AVE
6377 GERMANTOWN AVE
6379 GERMANTOWN AVE
6381 GERMANTOWN AVE
6400 GERMANTOWN AVE
6401 GERMANTOWN AVE
6412 GERMANTOWN AVE
6416 GERMANTOWN AVE
6430 GERMANTOWN AVE
6445-55 GERMANTOWN AVE
6465 GERMANTOWN AVE
6509 GERMANTOWN AVE
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6527-29 GERMANTOWN AVE
6531-33 GERMANTOWN AVE
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6544-48 GERMANTOWN AVE
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6558-60 GERMANTOWN AVE
6601-03 GERMANTOWN AVE
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6610-12 GERMANTOWN AVE
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6613 GERMANTOWN AVE
6614A GERMANTOWN AVE
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6614C GERMANTOWN AVE
6614D GERMANTOWN AVE
6614 2A GERMANTOWN AVE
6614 2B GERMANTOWN AVE
6614 2C GERMANTOWN AVE
6614 3A GERMANTOWN AVE
6614 3B GERMANTOWN AVE
6614 3C GERMANTOWN AVE
6619-21 GERMANTOWN AVE
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6639-41 GERMANTOWN AVE
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6644 GERMANTOWN AVE
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6649 GERMANTOWN AVE
6651-53 GERMANTOWN AVE
6656-58 GERMANTOWN AVE
6657-59 GERMANTOWN AVE
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6661-63 GERMANTOWN AVE
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6701-17 GERMANTOWN AVE
6706 GERMANTOWN AVE
6715-17R GERMANTOWN AVE
6721-39 GERMANTOWN AVE
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6732-36 GERMANTOWN AVE
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6782 GERMANTOWN AVE
6784 GERMANTOWN AVE
6801-07 GERMANTOWN AVE
6809 GERMANTOWN AVE
6811 GERMANTOWN AVE
6813 GERMANTOWN AVE
6815 GERMANTOWN AVE
6817 GERMANTOWN AVE
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6823 GERMANTOWN AVE
6825 GERMANTOWN AVE
6829 GERMANTOWN AVE
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6835 GERMANTOWN AVE
6837-39 GERMANTOWN AVE
6841-43 GERMANTOWN AVE
6841R-43 GERMANTOWN AVE
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7010 GERMANTOWN AVE
7045-47 GERMANTOWN AVE
7048 GERMANTOWN AVE
7056 GERMANTOWN AVE
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7110 GERMANTOWN AVE
7111-13 GERMANTOWN AVE
7112-14 GERMANTOWN AVE
7116 GERMANTOWN AVE
7117-19 GERMANTOWN AVE
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7122 GERMANTOWN AVE
7124 GERMANTOWN AVE
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7133-43 GERMANTOWN AVE
7134 GERMANTOWN AVE
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7142-44 GERMANTOWN AVE
7145-47 GERMANTOWN AVE
7146-50 GERMANTOWN AVE
7149 GERMANTOWN AVE
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7153-55 GERMANTOWN AVE
7157-59 GERMANTOWN AVE
7161-63 GERMANTOWN AVE
7162 GERMANTOWN AVE
7165 GERMANTOWN AVE
7167-69 GERMANTOWN AVE
7170 GERMANTOWN AVE
7174 GERMANTOWN AVE
7200-06 GERMANTOWN AVE
7201-03 GERMANTOWN AVE
7205 GERMANTOWN AVE
7208-10 GERMANTOWN AVE
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7226-34 GERMANTOWN AVE
7236-40 GERMANTOWN AVE

7241 GERMANTOWN AVE
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7318 GERMANTOWN AVE
7326-30 GERMANTOWN AVE
7402 GERMANTOWN AVE
7403 GERMANTOWN AVE
7406 GERMANTOWN AVE
7600 GERMANTOWN AVE
7600R GERMANTOWN AVE
7601 GERMANTOWN AVE
7611-17 GERMANTOWN AVE
7619-25 GERMANTOWN AVE
7627-31 GERMANTOWN AVE
13 NIPPON ST
17 W. ALLENS LANE
20-30 W. ALLENS LANE
31 W. ALLENS LANE
17 E. GOWEN AVE
3 W. GOWEN AVE
18-24 W. HORTTER ST
25 W. HORTTER ST
17 E. MEEHAN AVE
2 E. MT. PLEASANT AVE
20 W. MT. PLEASANT AVE
2. W. DURHAM ST
23 E. DURHAM ST
45 W. DURHAM AVE
5-7 W. MT. AIRY AVE
9-11 W. MT. AIRY AVE
20 E. MT. AIRY AVE
22 E. MT. AIRY AVE
24 E. MT. AIRY AVE
26 E. MT. AIRY AVE

EXHIBIT A-3

Mt. Airy Business Improvement District PRELIMINARY 5 YEAR BUDGET Final Budget approved by the District's Board each year

<i>Business Improvement District</i>						
5 YEAR PLAN AND BUDGET						
		Year 1	Year 2	Year 3	Year 4	Year 5
1	Billing Amount	\$206,788	\$215,060	\$223,662	\$232,609	\$241,913
Income						
2	Anticipated Payments Current Year	\$175,770	\$182,801	\$190,113	\$197,717	\$205,626
3	Anticipated Payments Prior Year	\$12,650	\$13,156	\$13,682	\$14,230	\$14,799
4	Contributions from exempt properties	\$8,800	\$8,800	\$8,800	\$8,800	\$8,800
	Total Income	\$197,220	\$204,757	\$212,595	\$220,747	\$229,225
Expense						
Programs and Services						
5	Cleaning / Beautification Services	\$64,367.50	\$68,267	\$72,388	\$76,662	\$81,177
6	Promotional Services	\$944	\$990	\$1,045	\$1,100	\$1,155
Administration and Personnel						
7	Wages (includes two FT street ambassadors and ED)	\$115,321	\$118,786	\$122,349	\$126,018	\$129,798
	Rent	\$6,138	\$6,138	\$6,138	\$6,138	\$6,138
8	Professional Fees	\$2,420	\$2,475	\$2,503	\$2,530	\$2,585
9	Insurance	\$7,480	\$7,535	\$7,590	\$7,700	\$7,755
10	Miscellaneous	\$550	\$566	\$583	\$599	\$617
	Total Expense	\$197,220	\$204,756	\$212,595	\$220,747	\$229,225
	Excess/(Deficit) of Income Over Expense	\$0	\$0	\$0	\$0	(\$0)
Notes to Plan and Budget						
1	Billing Amount - Reflects the aggregate assessments imposed each year. Increases in Years 2-5 reflect anticipated increases in the need of services.					
2	Anticipated Payments Current Year - Assumes collections rate equal to 85% of the Billing Amount. Actual Collections will be based on actual billings and collection ratios in any given plan year.					
3	Anticipated Payments Prior Year - Actual Collections will be based on actual billings and collection ratios in any given plan year.					
4	Contributions from Exempt Properties - Assumes a program of reaching out to exempt property owners for contributions to support the activities of the BID.					
5	Cleaning/Beautification Services - Cleaning supplies, banner maintenance, flowers, planters, mulching, soil, flower baskets, truck rental, holiday decorations					
6	Promotional Services - e-newsletter; social network marketing; website					
7	Wages - Salary for executive director and two full time street ambassadors					
8	Professional Fees - Allocation for required audits, bookkeeping and legal services.					
9	Insurance - Allocation for insurance, including general liability and Directors' and Officers' insurance coverages.					
10	Miscellaneous - May include consumables, professional development, billing costs, technology costs					

EXHIBIT A-4

BY-LAWS OF THE MT. AIRY IMPROVEMENT DISTRICT, INC.

ARTICLE I

SECTION 1.01 - OFFICES; REGISTERED AGENT

The principal office of the Corporation shall be located at such location or locations in the Mt. Airy section of Philadelphia, PA as the Board of Directors ("Board" or "Directors") may hereafter designate. A registered agent may be designated by the Corporation.

ARTICLE II

SECTION 2.01 - PURPOSES. The Corporation shall:

- a. Operate a Business Improvement District and function as a Business Improvement District Management Corporation (BIDMC) under the applicable Pennsylvania laws.
- b. Formulate, promote and implement the economic revitalization and general welfare of the Mt. Airy commercial area.
- c. Provide a self-help mechanism by which relevant interests can expand business opportunities and sales, improve property values and enhance the environment for residents, customers, employees and visitors;
- d. Mobilize public and private resources for this purpose;
- e. Accomplish the above-referenced sections in a timely manner with specific goals.

SECTION 2.02 - TAX CODE. Said Corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501 (c)(3) of the Internal Revenue code (or corresponding section of any future Federal Tax code). Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue code.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

SECTION 2.03 - DISSOLUTION. In the event of dissolution of the Corporation, after satisfying any creditors all of the assets of the Corporation shall be distributed to the assesseees in proportion to their share of total assessments.

SECTION 2.04 - MEMBERSHIP AND VOTING. All owners of assessed properties shall be members of the Corporation. Corporation members may vote for voting members of the Board of Directors as detailed in this paragraph, attend meetings of the Board of Directors and serve on committees. For purposes of electing the voting members of the Board of Directors, only one vote shall be allowed per entity owning an assessed property or assessed properties, and only one ballot may be cast by any individual in any given election of the Board of Directors, even if said individual represents multiple entities owning assessed properties. Voting by proxy shall not be allowed.

2.05 INCORPORATION. The Corporation is formed under and has been chartered by the Secretary of State of the Commonwealth of Pennsylvania. November 22, 2006.

ARTICLE III

SECTION 3.01 - GOVERNANCE. The Board of Directors is responsible for setting priorities and planning the BID's work. It is responsible for the annual audit and for an annual report of BID activities. The Board selects any BID employees, sets staff compensation and oversees the performance of the principal employee. The Board Chair selects from among its members the chairs of program and standing committees.

A. There will be thirteen voting Directors on the Board of Directors, twelve of whom will be elected by the Corporation members.

1. At least fifty percent of the Directors elected by the Corporation members shall be owners of businesses located within the BID (and shall be eligible to serve whether or not they own property paying a BID assessment).
2. The balance of the Directors elected by the Corporation members shall be comprised of property owners paying BID assessments.
3. The thirteenth Director shall be a representative of a non-profit institution within the BID and shall be selected by the twelve Directors elected by the Corporation members.
4. Within the group of thirteen voting Directors, there should be at least one representative from each of the two heavily concentrated commercial blocks – the 6300 block of Germantown Avenue and the 7100-7200 blocks of Germantown Avenue.

B. The thirteen voting Directors shall elect two non-voting Directors, who shall be representatives from the Mt. Airy USA and the City of Philadelphia.

SECTION 3.02 - TERM OF OFFICE. Only members of the Corporation have standing to elect the twelve voting Board Directors to be elected by Corporation members. Upon their election, these twelve Directors shall be divided into three equal classes by the Board Chair. The term of office of the first class shall expire at the next annual meeting of the Corporation after their

selection; the term of office of the second class shall expire at the second succeeding annual meeting; and the term of office of the third class shall expire at the third succeeding annual meeting. At each subsequent annual meeting, those Directors elected by Corporation members shall be elected for terms of three years by vote of the Corporation members. The non-profit institutional Director shall be elected annually for a term of one year by the twelve other Board members at a regularly scheduled or duly called meeting of the Directors for which a quorum has been achieved. No Director may serve for more than six consecutive years. After serving for six consecutive years, a Director shall not be eligible to serve again until at least one year has elapsed. In the event that a Director reaches the six-year limit prior to the end of a three-year term, the Director shall be deemed to have resigned upon reaching the six-year limit, and the resulting vacancy shall be filled pursuant to Section 3.03.

SECTION 3.03 - REMOVAL OF DIRECTORS. At any meeting of the Directors, duly called and at which a quorum is present, the Directors may, by a 75% vote, remove with or without cause any Director from office and may elect a successor to serve for the balance of the term of such removed Director. Board members must remain current in their assessments and are required to enter into a social contract wherein they agree to actively pursue the goals of the BID. Furthermore, they are required to attend at least 75% of the board meetings. Failure to adhere to these requirements may result in removal from the Board. Vacancies occurring on the Board, for any reason, may be filled by a vote of a majority of the voting Directors present at a Board meeting. A Director elected to fill a vacancy shall be elected to hold office for the unexpired term of his/her predecessor.

SECTION 3.04 – MEETINGS. The Annual Meeting of the Corporation shall be held each year at a time and place established by the officers. The Secretary (or the Executive Director) shall cause to be mailed to every member in good standing at his/her or its address as it appears on the membership roll book of the Corporation, a notice stating the time and place of the Annual Meeting. Regular meetings may be scheduled at any meeting by the Board of Directors, and no notice of place, day and hour of regularly scheduled meetings need be given to any Director. Special meetings may be called by the Board Chair. Notice of the place, day and hour of such special meeting shall be given to each Director at least three (3) days before the meeting, by delivering the same to him/her personally, or by leaving the same at his/her residence or usual place of business, by contacting him/her by telephone, or in the alternative by mailing such notice at least six (6) days before the meeting, postage prepaid, and addressed to him/her at his/her last known address. Any notice of a special meeting shall state the business to be transacted. Meetings may be conducted by conference call if all “present” can hear and participate. E-mail notification may be substituted for notification by mail.

SECTION 3.05 - QUORUM. A majority of the voting membership of the Board shall constitute a quorum for the transaction of business. Except in cases in which it is by statute, by the Certificate of Incorporation or by the By-Laws otherwise prohibited, the vote of a majority of such quorum at a duly constituted meeting shall be sufficient to pass any measure. In the absence of a quorum, the Members 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. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. No proxies may be accepted.

SECTION 3.06 – BUDGET APPROVAL. Upon approval by the Executive Committee of a proposed annual budget, members shall be invited to a meeting at a specified place and at a time at least two weeks following the notice. At this meeting, public comment on the condition of the

district, on the need for changed services and on the proposed budget will be solicited. A proposed budget, including any modification made by the voting members following this public meeting, may thereafter be adopted by the affirmative vote of a majority of all voting members of the Board of Directors.

SECTION 3.07- COMPENSATION. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501 (c)(3) purposes.

ARTICLE IV

SECTION 4.01 - COMMITTEES GENERALLY. The Board of Directors may provide standing or special committees with such powers and duties as it deems desirable and may discontinue the same at its pleasure. The members of all such committees and committee chairs shall be appointed by the Board Chair. At least one member of each standing committee or special committee shall be a voting or non-voting member of the Board of Directors. The remaining members of such committees may, but need not, be members of the Board of Directors. Vacancies on any committee shall be filled by the Board Chair.

SECTION 4.02 - EXECUTIVE COMMITTEE. The officers shall serve as an Executive Committee. The Executive Committee shall also serve as the finance, nominating and personnel committees.

SECTION 4.03 - COMMITTEE REPORTS. All recommendations by a committee shall be reported to the Board of Directors.

SECTION 4.04 - MEETINGS OF COMMITTEES. Each committee shall meet at the call of the Chair of the committee or any two members of the committee.

SECTION 4.05 - PARTICIPATION IN COMMITTEES. In selecting members of committees, the Board Chair shall encourage widespread participation among members of the business community, commercial property owners, residents, and others concerned about the economic advancement of the District. From time to time, special committees may be named to advise the Board on issues on which additional perspective may be required and public meetings may be held to solicit advice from those concerned about the economic well-being of the District.

ARTICLE V

SECTION 5.01 - EXECUTIVE OFFICERS. The Board of Directors shall elect a Board Chair, a Vice-Chair, a Secretary and Treasurer from among the ten voting Directors to serve for one year terms. The Board may also appoint such other subordinate officers as it may desire either from within or without its membership, also to serve for one year terms. Any two or more of the above mentioned offices, except those of Board Chair and Secretary, may be held by the same person provided that no officer shall execute, acknowledge or verify any instrument in more than one capacity.

SECTION 5.02 - BOARD CHAIR AND VICE-CHAIR OF THE BOARD. The Board Chair 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.

The Vice-Chair of the Board, at the request of the Board Chair or in his/her absence, or during his/her inability to act, shall perform the duties and exercise the functions of the Board Chair, and when so acting shall have the powers of the Board Chair. The Vice-Chair shall have such other duties as may be assigned to him/her by the Board Chair.

The Board Chair shall have general charge and supervision of the activities and affairs of the Corporation. When authorized by the Board, he/she may sign and execute, in the name of the Corporation, all authorized instruments, except in cases in which the signing and execution thereof shall have been expressly delegated by resolution of the Board of Directors to some other officer or agent of the Corporation.

SECTION 5.03 – EXECUTIVE DIRECTOR. An Executive Director may be appointed by the Board of Directors. He/she shall perform all duties incident to the office of Executive Director and reasonably assigned by the Board of Directors, including but not limited to, supervision of services, contract management, maintenance of accounts and notices.

SECTION 5.04 - SECRETARY. The Secretary shall keep the minutes of the meetings of the Board of Directors in books provided for the purpose. He/she shall see that all notices are duly given in accordance with the provision of the By-Laws or as required by law. He/she shall be custodian of the records of the Corporation; see that the corporate seal is affixed to all documents which require said seal and which has been authorized to execute on behalf of the Corporation and when so affixing may attest to same; and, in general, perform all duties as, from time to time, may be assigned by the Board of Directors or the Board Chair. The Executive Director may serve as the Board Secretary or assume some responsibilities of the Secretary if so designated by the Board. The records of the Mt. Airy Improvement District, Inc. are considered public and are available to members of the Corporation.

SECTION 5.05 - 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 other depositories as shall, from time to time, be collected by the Board of Trustees. Whenever required, he/she 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 a Corporation and such other duties as may be assigned to him/her by the Board of Trustees or the Board Chair. He/she shall make a presentation on the fiscal condition of the Corporation at the annual meeting.

SECTION 5.06 - SUBORDINATE OFFICERS. The Board may from time to time appoint such subordinate officers as it may deem desirable. Each such officer shall perform such duties as the Board or the Board Chair may prescribe.

ARTICLE VI

SECTION 6.01 - ANNUAL REPORTS AND AUDITS. There shall be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and a statement of operations from the preceding year audited and certified by an independent Certified Public Accountant, whose report shall be submitted at a regular meeting of the directors and filed

immediately thereafter at the principal office of the Corporation. Such statement shall be prepared by the Board Chair or such other executive officer of the Corporation as may be designated by the Board of Directors. This report shall be mailed to all members of the Corporation and other interested public and private sector persons and filed with the State of Pennsylvania and the municipal corporation.

SECTION 6.02 - FISCAL YEAR. The fiscal year of the Corporation shall begin January 1, unless otherwise specified by the Board of Directors by resolution.

ARTICLE VII

SECTION 7.01 - SEAL. The Board of Directors shall provide a suitable seal, bearing the name of the Corporation, which shall be in the custody and charge of the Secretary.

SECTION 7.01 - BONDS. The Board of Directors may require any officer, agent or employee of the Corporation to give a bond to the Corporation conditioned upon the faithful discharge of his duties with one or more sureties and in such amount as may be satisfactory to the Board of Directors.

SECTION 7.02 - INSURANCE. The District shall insure itself for liability of its Directors and officers and may require bonding where deemed necessary by the Board.

SECTION 7.03 - PERSONAL LIABILITY OF DIRECTORS. A director of this Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- a. the director has breached or failed to perform the duties of his or her office under 15 Pa.C.S.A. § 511; and
- b. the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

SECTION 7.04 - AMENDMENTS. A motion to amend, alter, repeal or enact a new By-Law (referred to as a "Motion" in this paragraph) may be introduced, considered and discussed, but not voted on, at any meeting of the Board of Directors where a quorum is present. Provided the Motion is duly seconded at the meeting of its introduction, consideration and discussion, the Board Chair shall, at same, fix and announce a subsequent meeting date, such meeting to be held within a reasonable number of days, at which the Motion shall be voted upon. At least fifteen (15) days prior to the set meeting date a complete and exact written statement of the Motion and the time, place and day of the meeting when the Motion will be voted upon, must be sent to every Director of the Board, both voting and non-voting, by certified mail or such Director shall waive such mailing in writing. The Motion shall be carried only upon an affirmative vote of at least sixty-six percent (66%) of the voting Directors of the Board present at the meeting, provided there is a quorum. The procedures contained in this Section shall apply regardless of any contrary provision contained in these By-Laws. Any changes to the By-Laws that have been approved shall be disseminated at the next annual meeting.