



City of Philadelphia

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

BILL NO. 220940

Introduced December 1, 2022

Councilmember Jones

**Referred to the
Committee on Rules**

AN ORDINANCE

Continuing the Roxborough Neighborhood Improvement District beyond its termination date in an area that generally includes both sides of Ridge Avenue from Main Street beginning with 5122 Ridge Avenue to 7220 Ridge Avenue and certain blocks of streets that intersect that portion of Ridge Avenue; continuing the designation of the Roxborough Development Corporation, a Pennsylvania nonprofit corporation, as the Neighborhood Improvement District Management Association for the District; approving a plan for the District, including a list of proposed improvements and their estimated cost, and providing for assessment fees to be levied on property owners within the District; authorizing the Director of Commerce, on behalf of the City, to execute an agreement with the Roxborough Development Corporation relating to the District; and authorizing the Roxborough Development Corporation to assess property owners within the District a special property assessment fee to be used in accordance with the approved plan; all in accordance with the provisions of the Community and Economic Improvement Act, and under certain terms and conditions.

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

WHEREAS, Bill No. 080077 (approved June 19, 2008) continued the term of the District until June 30, 2013; and

WHEREAS, Bill No. 120821 (approved May 23, 2013) continued the term of the District until June 30, 2023; and

WHEREAS, On June 30, 2023, the term of the District will automatically terminate; and

City of Philadelphia

BILL NO. 220940 continued

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 continue, by ordinance, neighborhood improvement districts beyond the date of their termination by reenacting the municipal enabling ordinance creating the original neighborhood improvement district, following a review of the neighborhood improvement district and the neighborhood improvement district management association programs and services within the district; and

WHEREAS, The purpose of this ordinance is to continue the District beyond its termination date; 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, Act of December 21, 1998, P.L. 1307, No. 174, *as amended* (53 P.S. §18101 *et. seq.*) (“Act”), the Roxborough Neighborhood Improvement District (“District”) is hereby continued until June 30, 2033, within the boundaries set forth as Exhibit “A-1” attached hereto.

SECTION 2. Roxborough Development Corporation, a Pennsylvania nonprofit corporation, is hereby continued until June 30, 2033, as the Neighborhood Improvement District Management Association for the District.

SECTION 3. Council hereby approves as the final plan for the District the plan set forth in Exhibit “A” attached hereto. Roxborough Development Corporation 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 the case of a delinquency in the payment of any installment of an assessment fee of 90 days or more after such installment has become due, the entire assessment fee, with accrued interest and penalties, shall become due and become a lien on the subject property from the date the installment was due, in accordance with the provisions of the Act.

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

City of Philadelphia

BILL NO. 220940 continued

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

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

(c) A "sunset provision" under which the agreement will terminate on June 30, 2033, 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) Roxborough Development Corporation's agreement to be responsible for the collection of all property assessment fees levied within the District and the City's agreement to file any necessary liens for nonpayment of property assessment fees as set forth in the Act at 53 P.S. §18107(a)(10).

SECTION 5. The District shall terminate June 30, 2033, 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 Roxborough Development Corporation within the District.

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

City of Philadelphia

Exhibit A

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

This Plan represents the work of the Roxborough Development Corporation ("RDC"), the Neighborhood Improvement District Management Association for the Roxborough District ("District"), who now requests that the District, as proposed by this Plan, be reauthorized by City Council.

The Roxborough Development Corporation was established as a non-profit and later authorized to operate as the Neighborhood Improvement District Management Association under the Community and Economic Improvement 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 Plan to reauthorize the District which includes: the proposed Boundaries and 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 all ten fiscal years of RDC operations, expected to commence July 1, 2023 (Exhibit A-3); and a detailed description of revenue sources for financing all proposed improvements, programs and services. In addition, attached to this Plan, but not part of the proposed ordinance are bylaws for the RDC (Exhibit A-4).

1. The name of the neighborhood improvement district is the Roxborough District. A map of the Whole District is attached as Exhibit A-1, and an enlarged copy of the map shall be kept on file with the Chief Clerk to be made available for inspection by the public during regular office hours.

2. The Service Area of the Whole District 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 both sides of Ridge Avenue from Main Street beginning with 5122 Ridge Avenue and continuing to 7220 Ridge Avenue, plus those commercial properties adjacent to that portion of Ridge Avenue and on certain blocks of streets that intersect that portion of Ridge Avenue, including:

- 483-499 Conarroe Street
- 220 and 231 Dawson Street
- 491-499 Domino Lane
- 475-529 Green Lane
- 500-545 Jamestown Avenue
- 497-529 Kingsley
- 481-487 Krams Avenue
- 467-521 Leverington Avenue
- 3857 Pechin Street
- 5134 Rochelle Avenue
- 492 Roxborough Avenue
- 520-538 Walnut Lane

all of which are listed in Exhibit A-2 attached. This area is referred to as the "Whole District."

Properties located within the Service Area will receive the services detailed in section 4 of this Plan.

Single unit owner occupied residential and other non-profit or government owned tax-exempt properties or units located within the Whole District boundaries will not be assessed. Similarly, any multi-unit property which contains an entity that is exempt due to owner-occupancy will receive an adjustment to the Office of Property Assessments (OPA) Market Value which is used to calculate that property's RDC assessment, based on the portion of the property used as an owner-occupied residence.

The Whole District includes a sub-area called the "Central District" consisting of commercial properties on both sides of Ridge Avenue beginning at 5735 Ridge Avenue and extending through to 6247 Ridge Avenue. The second sub-area is called the "Upper-Lower Ridge District" that includes all taxable (for real estate purposes) commercial properties (as defined in paragraph 2) in the rest of the district.

A map of the Whole District is attached hereto as Exhibit A-1.

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

4. A list of proposed improvements and services within the District and their estimated cost for the first year of operation are as follows:
 - a. Cleaning, Maintenance and Public Safety: Providing for a clean and safe district may include but is not limited to: (i) maintenance and beautification services such as manual sidewalk sweeping, organizing community clean-ups, trash and recycling receptacle provision, maintenance of landscaping and planters; (ii) appearance, such as installation of holiday lighting and decorations, and communication with construction site managers and property owners to ensure that sites are kept neat during renovation and the public right of way is left in good condition; (iii) public safety, such as working with Police District Advisory Committee (PDAC), and promoting the use of the City's Business Security Camera Program. (20%) \$72,500

 - b. Capital Improvements and Parking: Addressing buildings and areas in the public right of way in the need of repair and improvement may include but are not limited to: (i) streetscape upkeep and improvement, such as maintenance of pedestrian lighting, crosswalks, installation of benches, trash receptacles bike racks, street trees, banners and wayfinding, lighting; (ii) façade and sidewalk programs, such as a matching grant reimbursement program to fund improvements to facades and sidewalks, assistance connecting new and existing businesses to other available resources to improve facades and sidewalks; (iii) maintenance work in Roxborough District-owned, and or operated parking lots, such as crack sealing, seal coating, re-stripping, landscaping, snow removal, security cameras, signage, graffiti and litter removal. (17%) \$61,500

 - c. Economic Development: Support will be given to new and existing businesses and property owners to increase stability and growth, improve the economic climate of the district, create business and employment opportunities, and work to find new businesses for available properties through activities that may include but are not limited to: (i) business attraction strategies, such as creating marketing materials for available properties and maintaining an ongoing list of available properties; (ii) business retention strategies, such training, promotional support, communication, networking opportunities, and assistance with private and public funding opportunities for small businesses; (iii) support for commercial real estate development, such as communication and development of opportunities for potential tenants and investors to visit available properties. (15%) \$54,500

d. Marketing and Promotions: Marketing services may include, but are not limited to: (i) business promotion strategies such as print media features, social media and internet campaigns and other marketing opportunities; and (ii) district marketing strategies, such as the development and distribution of promotional materials (e.g., a district map, direct mail and coupon books), branded merchandise, placing advertisements for the District in the neighborhood resource guide, phone directories, on bus shelters, at public parking lots and similar locations; and (iii) special events, such as festivals and other seasonal events designed to attract customers and increase the District's profile. (15%) \$54,500

e. Personnel and Administration: All programmatic work will be conducted in a transparent manner with opportunities for input from members of the business and residential communities and, when possible, local businesses have an opportunity to bid on work requested by the District. Personnel and Administration includes various operating procedures such as: accounting, yearly audit, legal, telephone, supplies, postage, equipment lease, paper supplies, insurance, utilities, rent, salaries and benefits. (33%) \$119,774

All areas will be implemented with the oversight and participation of the Board of Directors of the Roxborough District and any committees established by the Board to provide guidance for the proposed work and input as to how these activities will be implemented.

5. The proposed budget for fiscal year July 1, 2023- June 30, 2024 was unanimously approved by the Roxborough Development Corporation Board in the amount of \$362,773 + other income. The proposed budget for the life of the District including, but not limited to, personnel and administration, programs and services, maintenance and operation, is attached as Exhibit A-3. To account for inflation, the budget may increase by up to 3% annually beginning on 7/1/2024.

6. The proposed revenue source for financing all proposed improvements, programs and services is set forth in Exhibit A-3.

7. The estimated time for implementation and completion of all proposed improvements, programs and services is ten years, to June 30, 2033, which corresponds to the term of the District.

8. The administrative body which will govern and administer the District is the Roxborough Development Corporation (RDC).

9. The by-laws of the RDC are attached as Exhibit A-4.

10. The cost of the services for the Whole District will be equitably apportioned among all commercial properties within the two District service areas. The Central District assessment fee may be proportionally higher based on the additional services (such as more frequent street cleaning, planter maintenance) provided in that service area.

The budget for each of the 10 years of the plan shall be based upon the 2023-24 budget set forth herein at Exhibit A-3, with such adjustments as authorized below.

The Fiscal Year 2023-2024 Total Billing Amount is \$362,773, representing a Central District service area amount of \$196,623 and a Upper-Lower Ridge service area amount of \$166,150.

The assessment for each property shall be calculated as follows:

- (1) Divide the total OPA Market Value of the property for that tax year by the total OPA Market Value for all commercial properties in the service area in which the property is located that are subject to the RDC assessment;
- (2) Multiply the result from (1) by the Total Billing Amount for the service area in which the property is located;
- (3) The result from (2) is the property's annual assessment.

For determining the property value assessment of each property and the total value of all properties subject to assessment based on the assessed value of the property, the most recent certified values available from the City's OPA as of April 1 prior to the commencement of the fiscal year for billing beginning on July 1st will be used. However, for the first fiscal year of the reauthorization period, which commences on July 1, 2023, the most recent certified assessed values available when the ordinance reauthorizing the RDC is introduced shall be used to calculate RDC assessments. All assessments on RDC affected real properties will be based on assessed value without regard to any tax abatements that may be associated with a particular property.

Single unit owner occupied residential and other non-profit or government owned tax-exempt properties or units located within the District boundaries will not be assessed. Similarly, any multi-unit property which contains an entity that is exempt from the assessment due to owner-occupancy will receive an adjustment to the OPA Market Value which is used to calculate that property's RDC assessment, based on the portion of the property used as an owner-occupied residence.

In any given year, property owners have the right and ability to appeal the OPA assessment to OPA or the Board of Revision of Taxes (BRT), and to reduce their City real estate assessment. The RDC's policy will be to re-calculate the annual charge and allow an adjustment to the current year charge, or if the charge has already been paid, to allow a credit against the property's next annual RDC charge, if the certified assessed value of the property is reduced on appeal to OPA or the BRT. In order to be eligible for the reduction or credit, the RDC must receive written notification of an appeal from the property owner in the year in which the appeal is filed, in addition to a copy of the initial application and final decision of OPA or the BRT for a reduction of the property value for which the assessed charges apply.

The Board may only adjust the budget as follows:

As reflected in the budget document, budgets for years 2-10 reflect a 3% increase each year. In any given year the Board could assess a smaller increase.

Neither vacancy nor non-use of a property qualifies a property for exemption from paying the RDC assessment under any circumstance. Any property within the Whole District that is not subject to the RDC assessment, but which at a subsequent date converts to a usage that is subject to RDC assessment, shall become subject to that assessment in the next RDC fiscal year. Conversely, any property currently subject to the RDC assessment which is converted to an exempt purpose may petition the RDC Board to be designated exempt with such exemption to commence with the next RDC fiscal year.

Each assessment authorized pursuant to this ordinance is collectable. On the first of each month, beginning with October 1 of the year in which the assessment is due and continuing thereafter until the assessment is paid, the RDC 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, any fees for actual costs associated with filing the lien shall be added to principal and interest to cover costs associated with the filing of the lien.

11. The specific duties and responsibilities of the City of Philadelphia and the RDC with respect to the Whole District are as follows:

a. The City will be responsible for maintaining the same level of municipal programs and services within the Whole District during its continuation as a neighborhood improvement district as before its establishment as a neighborhood improvement district. The City will also be responsible for filing any necessary liens on properties for the nonpayment of property assessment fees as set forth in the Act at 53 P.S. §18107(a)(10).

b. The RDC shall fulfill all the duties and responsibilities of a Neighborhood Improvement District Management Association (NIDMA) as set forth in the Community and Economic Improvement Act (53 P.S. §18101 *et. seq.*). In its capacity as the NIDMA, the RDC shall annually submit an audit of all income and expenditures to the Department of Community and Economic Development, 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 City Council, the City Commerce Department and all assessed property owners located in the District. In addition, the RDC will be responsible for the collection of all property assessment fees levied within the District.

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

a. The respective duties of the City and the RDC with respect to the Whole District as set forth in paragraph 11 above;

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

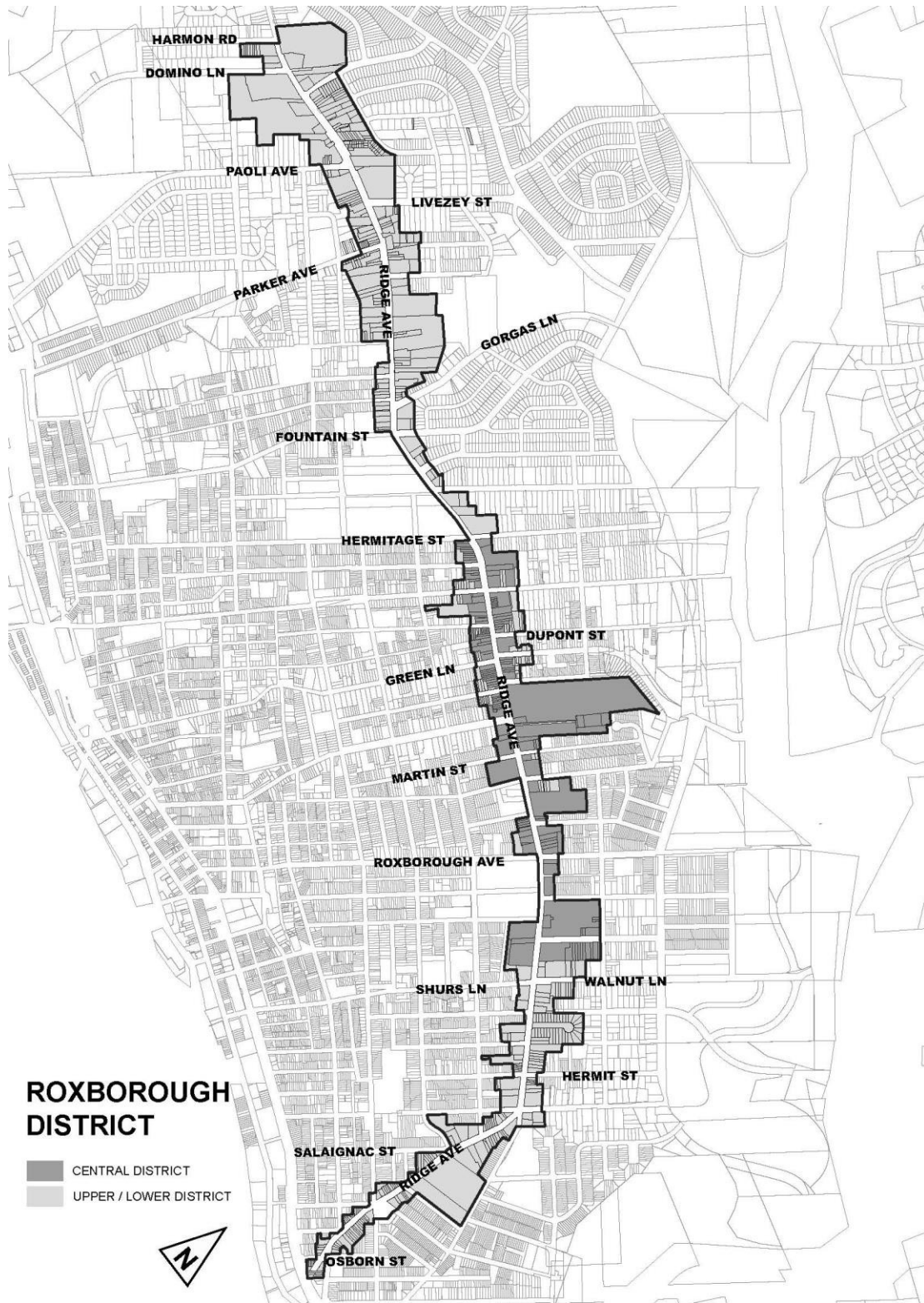
c. A "sunset provision" under which the agreement will terminate on June 30, 2033 and may not be renewed unless the Whole District is continued beyond that date pursuant to a reenactment of the ordinance establishing the Whole District; and

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

13. The District shall allow for and encourage tax-exempt property owners, located within the district, to provide in-kind services or a financial contribution to the RDC, if not assessed, in lieu of a property assessment fee.

14. The negative vote of at least one-third ($\frac{1}{3}$) of the property owners within the Whole District or property owners within the Whole District whose property valuation as assessed for taxable purposes amounts to one-third ($\frac{1}{3}$) of the total property valuation located within the Whole District proposed in the final plan, shall be required to defeat the establishment of the District by filing objections with the Clerk of Council within forty-five (45) days of presentation of the final plan.

EXHIBIT "A-1" MAP OF ROXBOROUGH DEVELOPMENT CORPORATION SERVICE AREA



DETAIL OF CENTRAL DISTRICT OF RDC SERVICE AREA

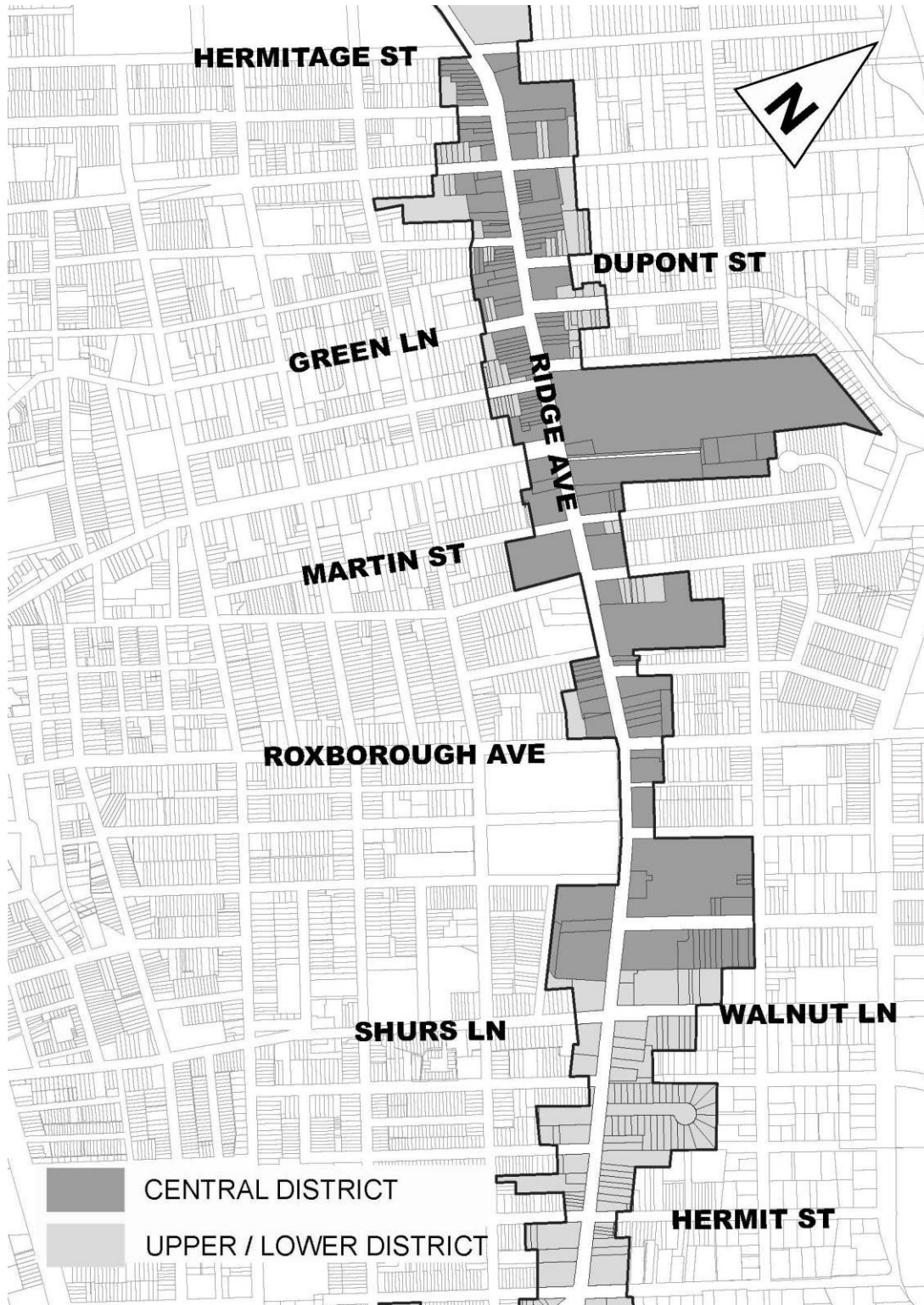


EXHIBIT "A-2"

List of Affected Properties

Properties which are determined to be single unit residential owner-occupied will not be subject to the RDC assessment.

CENTRAL DISTRICT

- 500 JAMESTOWN AVE
- 505-15 JAMESTOWN AVE
- 531-33 JAMESTOWN AVE
- 540 JAMESTOWN AVE
- 541 JAMESTOWN AVE
- 545 JAMESTOWN AVE
- 5735 RIDGE AVE
- 5801 RIDGE AVE
- 5822-24 RIDGE AVE
- 5873 RIDGE AVE
- 5877 RIDGE AVE
- 5900-10 RIDGE AVE
- 5901-09 RIDGE AVE
- 5911 RIDGE AVE
- 5912 RIDGE AVE
- 5925 RIDGE AVE
- 5926 RIDGE AVE
- 5930 RIDGE AVE
- 5932 RIDGE AVE
- 5934 RIDGE AVE
- 5936 RIDGE AVE
- 5950 RIDGE AVE
- 5951 RIDGE AVE
- 5959-63 RIDGE AVE
- 6001-05 RIDGE AVE
- 6011 RIDGE AVE
- 6012 RIDGE AVE
- 6024 RIDGE AVE
- 6035 RIDGE AVE
- 6053 RIDGE AVE
- 6056-62 RIDGE AVE
- 6064 RIDGE AVE
- 6064R RIDGE AVE
- 6066 RIDGE AVE
- 6068 RIDGE AVE
- 6070 RIDGE AVE
- 6072 RIDGE AVE
- 6074 RIDGE AVE
- 6075 RIDGE AVE
- 6076 RIDGE AVE
- 6080 RIDGE AVE
- 6100 RIDGE AVE
- 6101 RIDGE AVE
- 6102 RIDGE AVE
- 6104 RIDGE AVE
- 6106 RIDGE AVE
- 6107 RIDGE AVE
- 6109 RIDGE AVE
- 6110 RIDGE AVE
- 6111 RIDGE AVE
- 6112 RIDGE AVE
- 6113-15 RIDGE AVE
- 6114 RIDGE AVE
- 6116 RIDGE AVE
- 6117 RIDGE AVE
- 6118 RIDGE AVE
- 6119 RIDGE AVE
- 6120 RIDGE AVE
- 6121 RIDGE AVE
- 6122-24 RIDGE AVE
- 6125-37 RIDGE AVE
- 6128-32 RIDGE AVE
- 6134 RIDGE AVE
- 6138-40 RIDGE AVE
- 6139 RIDGE AVE
- 6141 RIDGE AVE
- 6144 RIDGE AVE
- 6145 RIDGE AVE
- 6147 RIDGE AVE
- 6148 RIDGE AVE
- 6148 RIDGE AVE
- 6148 RIDGE AVE
- 6150 RIDGE AVE
- 6151 RIDGE AVE
- 6152 RIDGE AVE
- 6153 RIDGE AVE
- 6154 RIDGE AVE
- 6155 RIDGE AVE
- 6156 RIDGE AVE
- 6157-61 RIDGE AVE
- 6158 RIDGE AVE
- 6160 RIDGE AVE
- 6162 RIDGE AVE
- 6164-66 RIDGE AVE
- 6168-72 RIDGE AVE
- 6174-82 RIDGE AVE
- 6175 RIDGE AVE
- 6177 RIDGE AVE
- 6179-85 RIDGE AVE
- 6184-88 RIDGE AVE
- 6190 RIDGE AVE
- 6191 RIDGE AVE
- 6200-08 RIDGE AVE
- 6201-15 RIDGE AVE
- 6210 RIDGE AVE
- 6212 RIDGE AVE
- 6214 RIDGE AVE
- 6216 RIDGE AVE
- 6218 RIDGE AVE
- 6219-39 RIDGE AVE
- 6220 RIDGE AVE
- 6222 RIDGE AVE
- 6224 RIDGE AVE
- 6226 RIDGE AVE
- 6228 RIDGE AVE
- 6230 RIDGE AVE
- 6232 RIDGE AVE
- 6234 RIDGE AVE
- 6236-38 RIDGE AVE
- 6247 RIDGE AVE

UPPER-LOWER DISTRICT

483 CONARROE ST	523 KINGSLEY CT	5225 RIDGE AVE
484 CONARROE ST	524 KINGSLEY CT	5226-30 RIDGE AVE
487 CONARROE ST	525 KINGSLEY CT	5227 RIDGE AVE
489 CONARROE ST	526 KINGSLEY CT	5229 RIDGE AVE
490 CONARROE ST	527 KINGSLEY CT	5231 RIDGE AVE
491 CONARROE ST	528 KINGSLEY CT	5233 RIDGE AVE
493 CONARROE ST	529 KINGSLEY CT	5235-43 RIDGE AVE
495 CONARROE ST	481 KRAMS AVE	5236 RIDGE AVE
497-99 CONARROE ST	483 KRAMS AVE	5238 RIDGE AVE
218-20 DAWSON ST	485 KRAMS AVE	5240 RIDGE AVE
231 DAWSON ST	487 KRAMS AVE	5242 RIDGE AVE
491-99 DOMINO LN	467 LEVERINGTON AVE	5244 RIDGE AVE
475-77 GREEN LN	468 LEVERINGTON AVE	5246 RIDGE AVE
511 GREEN LN	469 LEVERINGTON AVE	5247 RIDGE AVE
513 GREEN LN	470 LEVERINGTON AVE	5248 RIDGE AVE
515 GREEN LN	471-73 LEVERINGTON AVE	5250 RIDGE AVE
516 GREEN LN	521 LEVERINGTON AVE	5252 RIDGE AVE
517 GREEN LN	3857 PECHIN ST	5254 RIDGE AVE
521 GREEN LN	5122 RIDGE AVE	5255 RIDGE AVE
522 GREEN LN	5128 RIDGE AVE	5261-65 RIDGE AVE
523 GREEN LN	5136 RIDGE AVE	5269 RIDGE AVE
525 GREEN LN	5140 RIDGE AVE	5271 RIDGE AVE
526 GREEN LN	5150 RIDGE AVE	5273 RIDGE AVE
527 GREEN LN	5152 RIDGE AVE	5301 RIDGE AVE
529 GREEN LN	5154-56 RIDGE AVE	5312-18 RIDGE AVE
497 KINGSLEY ST	5164 RIDGE AVE	5328 RIDGE AVE
500 KINGSLEY CT	5189-91 RIDGE AVE	5330 RIDGE AVE
501 KINGSLEY CT	5193 RIDGE AVE	5332 RIDGE AVE
502 KINGSLEY CT	5195 RIDGE AVE	5334 RIDGE AVE
503 KINGSLEY CT	5197 RIDGE AVE	5336 RIDGE AVE
504 KINGSLEY CT	5199 RIDGE AVE	5338 RIDGE AVE
505 KINGSLEY CT	5200 RIDGE AVE	5340 RIDGE AVE
506 KINGSLEY CT	5201 RIDGE AVE	5400 RIDGE AVE
507 KINGSLEY CT	5202 RIDGE AVE	5408-10 RIDGE AVE
508 KINGSLEY CT	5204 RIDGE AVE	5413 RIDGE AVE
509 KINGSLEY CT	5205 RIDGE AVE	5420 RIDGE AVE
510 KINGSLEY CT	5206 RIDGE AVE	5427 RIDGE AVE
511 KINGSLEY CT	5207 RIDGE AVE	5429 RIDGE AVE
512 KINGSLEY CT	5208 RIDGE AVE	5430 RIDGE AVE
513 KINGSLEY CT	5209 RIDGE AVE	5439 RIDGE AVE
514 KINGSLEY CT	5210 RIDGE AVE	5440 RIDGE AVE
515 KINGSLEY CT	5211 RIDGE AVE	5441 RIDGE AVE
516 KINGSLEY CT	5213 RIDGE AVE	5442 RIDGE AVE
517 KINGSLEY CT	5214 RIDGE AVE	5443 RIDGE AVE
518 KINGSLEY CT	5215 RIDGE AVE	5444 RIDGE AVE
519 KINGSLEY CT	5217 RIDGE AVE	5445 RIDGE AVE
520 KINGSLEY CT	5219 RIDGE AVE	5446 RIDGE AVE
521 KINGSLEY CT	5221 RIDGE AVE	5447 RIDGE AVE
522 KINGSLEY CT	5223 RIDGE AVE	5448 RIDGE AVE

5449 RIDGE AVE	6508 RIDGE AVE	6816 RIDGE AVE
5450 RIDGE AVE	6510 RIDGE AVE	6817 RIDGE AVE
5451 RIDGE AVE	6515 RIDGE AVE	6822 RIDGE AVE
5452 RIDGE AVE	6518-20 RIDGE AVE	6825 RIDGE AVE
5453 RIDGE AVE	6524 RIDGE AVE	6827 RIDGE AVE
5454 RIDGE AVE	6526 RIDGE AVE	6830 RIDGE AVE
5455 RIDGE AVE	6526 RIDGE AVE	6832 RIDGE AVE
5458 RIDGE AVE	6600 RIDGE AVE	6835 RIDGE AVE
5460 RIDGE AVE	6601 RIDGE AVE	6901 RIDGE AVE
5461 RIDGE AVE	6602 RIDGE AVE	6904 RIDGE AVE
5462 RIDGE AVE	6604-12 RIDGE AVE	6906 RIDGE AVE
5501 RIDGE AVE	6605 RIDGE AVE	6908 RIDGE AVE
5504 RIDGE AVE	6607 RIDGE AVE	6910 RIDGE AVE
5508 RIDGE AVE	6611 RIDGE AVE	6912 RIDGE AVE
5520 RIDGE AVE	6613 RIDGE AVE	6914 RIDGE AVE
5521 RIDGE AVE	6615 RIDGE AVE	6916 RIDGE AVE
5523 RIDGE AVE	6617 RIDGE AVE	6918 RIDGE AVE
5525 RIDGE AVE	6618 RIDGE AVE	6936 RIDGE AVE
5527 RIDGE AVE	6619 RIDGE AVE	7001 RIDGE AVE
5532 RIDGE AVE	6630 RIDGE AVE	7014-24 RIDGE AVE
5534 RIDGE AVE	6633 RIDGE AVE	7015 RIDGE AVE
5535 RIDGE AVE	6649 RIDGE AVE	7015 RIDGE AVE
5536 RIDGE AVE	6649 RIDGE AVE	7015 RIDGE AVE
5538 RIDGE AVE	6649 RIDGE AVE	7015 RIDGE AVE
5540 RIDGE AVE	6701 RIDGE AVE	7015 RIDGE AVE
5542-44 RIDGE AVE	6710 RIDGE AVE	7015 RIDGE AVE
5543 RIDGE AVE	6712 RIDGE AVE	7015 RIDGE AVE
5545 RIDGE AVE	6722 RIDGE AVE	7015 RIDGE AVE
5546-48 RIDGE AVE	6725 RIDGE AVE	7015 RIDGE AVE
5547 RIDGE AVE	6730-40 RIDGE AVE	7015 RIDGE AVE
5550-52 RIDGE AVE	6742-50 RIDGE AVE	7015 RIDGE AVE
5551 RIDGE AVE	6758-70 RIDGE AVE	7015 RIDGE AVE
5606 RIDGE AVE	6761-63 RIDGE AVE	7015 RIDGE AVE
5608 RIDGE AVE	6769 RIDGE AVE	7015 RIDGE AVE
5629 RIDGE AVE	6774 RIDGE AVE	7015 RIDGE AVE
5635 RIDGE AVE	6778-84 RIDGE AVE	7015 RIDGE AVE
5639 RIDGE AVE	6783 RIDGE AVE	7015 RIDGE AVE
5639R RIDGE AVE	6785 RIDGE AVE	7015 RIDGE AVE
5640 RIDGE AVE	6786 RIDGE AVE	7015 RIDGE AVE
5643 RIDGE AVE	6787 RIDGE AVE	7015 RIDGE AVE
5647-53 RIDGE AVE	6789 RIDGE AVE	7015 RIDGE AVE
5650 RIDGE AVE	6800 RIDGE AVE	7015 RIDGE AVE
5708 RIDGE AVE	6801 RIDGE AVE	7015 RIDGE AVE
5709 RIDGE AVE	6801R RIDGE AVE	7015 RIDGE AVE
5711 RIDGE AVE	6802 RIDGE AVE	7015 RIDGE AVE
5712 RIDGE AVE	6804 RIDGE AVE	7015 RIDGE AVE
5730 RIDGE AVE	6807 RIDGE AVE	7015 RIDGE AVE
5735 RIDGE AVE	6808 RIDGE AVE	7015 RIDGE AVE
6500 RIDGE AVE	6810 RIDGE AVE	7015 RIDGE AVE
6501 RIDGE AVE	6813 RIDGE AVE	7015 RIDGE AVE
6502 RIDGE AVE	6815 RIDGE AVE	7015 RIDGE AVE

7026 RIDGE AVE
7028 RIDGE AVE
7033 RIDGE AVE
7033 RIDGE AVE
7033 RIDGE AVE
7033 RIDGE AVE
7033 RIDGE AVE
7033 RIDGE AVE
7033 RIDGE AVE
7033 RIDGE AVE
7036 RIDGE AVE
7037 RIDGE AVE
7039 RIDGE AVE
7041 RIDGE AVE
7043-45 RIDGE AVE
7100 RIDGE AVE
7101 RIDGE AVE
7105 RIDGE AVE
7109 RIDGE AVE
7114 RIDGE AVE
7123 RIDGE AVE
7124-62 RIDGE AVE
7125 RIDGE AVE
7127 RIDGE AVE
7129 RIDGE AVE
7131 RIDGE AVE
7135 RIDGE AVE
7201 RIDGE AVE
7219 RIDGE AVE
7220 RIDGE AVE
7220 RIDGE AVE
7220 RIDGE AVE
7220 RIDGE AVE
7220 RIDGE AVE
7220 RIDGE AVE
7220 RIDGE AVE
7220 RIDGE AVE
5134 ROCHELLE AVE
492 ROXBOROUGH AVE
520-28 WALNUT LN
521 WALNUT LN
523 WALNUT LN
523R WALNUT LN
525 WALNUT LN
525 WALNUT LN
525R WALNUT LN
527 WALNUT LN
530 WALNUT LN
538 WALNUT LN

EXHIBIT “A-3”

10-YEAR BUDGET OF ROXBOROUGH DEVELOPMENT CORPORATION

REVENUE	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5
Total Billing Amount ¹	\$362,774	\$373,657	\$384,867	\$396,413	\$408,305
Total Billing Central District ²	\$196,623	\$202,522	\$208,598	\$214,856	\$221,301
Total Billing Upper-Lower District ³	\$166,150	\$171,135	\$176,269	\$181,557	\$187,004
Anticipated Non-Payment ⁴	\$10,883	\$11,210	\$11,546	\$11,892	\$12,249
Anticipated Prior Year Collection ⁵	\$10,883	\$11,210	\$11,546	\$11,892	\$12,249
TOTAL ASSESSMENT REVENUE⁶	\$362,774	\$373,657	\$384,867	\$396,413	\$408,305
EXPENSES	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5
Cleaning, Maintenance & Public Safety ⁷	\$72,500	\$74,675	\$76,915	\$79,223	\$81,599
Capital Improvements & Parking ⁸	\$61,500	\$63,345	\$65,245	\$67,203	\$69,219
Economic Development ⁹	\$54,500	\$56,135	\$57,819	\$59,554	\$61,340
Marketing & Promotions ¹⁰	\$54,500	\$56,135	\$57,819	\$59,554	\$61,340
Personnel and Administration ¹¹	\$119,774	\$123,367	\$127,068	\$130,880	\$134,807
TOTAL OPERATING EXPENSES	\$362,774	\$373,657	\$384,867	\$396,413	\$408,305
Operating Income (Loss)	\$0	\$0	\$0	\$0	\$0

REVENUE	YEAR 6	YEAR 7	YEAR 8	YEAR 9	YEAR 10
Total Billing Amount ¹	\$420,554	\$433,171	\$446,166	\$459,551	\$473,338
Total Billing Central District ²	\$227,940	\$234,779	\$241,822	\$249,077	\$256,549
Total Billing Upper-Lower District ³	\$192,614	\$198,392	\$204,344	\$210,474	\$216,789
Anticipated Non-Payment ⁴	\$12,617	\$12,995	\$13,385	\$13,787	\$14,200
Anticipated Prior Year Collection ⁵	\$12,617	\$12,995	\$13,385	\$13,787	\$14,200
TOTAL ASSESSMENT REVENUE⁶	\$420,554	\$433,171	\$446,166	\$459,551	\$473,337
EXPENSES	YEAR 6	YEAR 7	YEAR 8	YEAR 9	YEAR 10
Cleaning, Maintenance & Public Safety ⁷	\$84,047	\$86,569	\$89,166	\$91,841	\$94,596
Capital Improvements & Parking ⁸	\$71,295	\$73,434	\$75,637	\$77,906	\$80,244
Economic Development ⁹	\$63,180	\$65,076	\$67,028	\$69,039	\$71,110
Marketing & Promotions ¹⁰	\$63,180	\$65,076	\$67,028	\$69,039	\$71,110
Personnel and Administration ¹¹	\$138,851	\$143,016	\$147,307	\$151,726	\$156,278
TOTAL OPERATING EXPENSES	\$420,554	\$433,171	\$446,166	\$459,551	\$473,338
Operating Income (Loss)	\$0	\$0	\$0	\$0	\$0

Notes to 10-Year Budget:

1. Total Billing from all properties in the RDC boundaries that are identified as income-generating and therefore subject to the RDC assessment, including an anticipated 3% cost of living increase.
2. Total Billing from properties in the Central District that are identified as income-generating and therefore subject to the RDC assessment
3. Total Billing from properties in the Upper-Lower District that are identified as income-generating and therefore subject to the RDC assessment
4. The percentage of Total Billing Amount that the RDC does not expect to collect during the billing year based on previous experience,
5. The amount of prior year assessment revenue the RDC anticipates collecting in subsequent years based on previous experience.
6. The total anticipated current and prior year assessment revenue for each year.
7. Maintenance items such as professional sidewalk cleaning, street cleaning, greening maintenance, and public safety.
8. Streetscape improvements that may include sidewalk repair, façade improvements, banners, trees and planters, parking improvements and other physical improvements.
9. Programs to support business recruitment and retention.
10. Promotion and marketing of the district such as special events, on-line advertising, and other activities to promote the district.
11. General office and administrative expenses associated with the management of the RDC, including but not limited to staff, office leasing and operation, legal and accounting services.

EXHIBIT "A-4"

**ROXBOROUGH DEVELOPMENT CORPORATION
BY-LAWS**

Amended 11/1/2022

ARTICLE I – NAME

1.01 Name.

The name of this entity shall be the Roxborough Development Corporation (RDC). As permitted under state statute the RDC is formed as a 501(c)3 nonprofit corporation authorized to serve as the Neighborhood Improvement District Management Association as designated by the City of Philadelphia.

ARTICLE II – PURPOSES

2.01 Purposes.

The Roxborough Development Corporation shall:

- 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 (NIDMA) as defined by the Community and Economic Improvement Act 53 P.S. §18107 for the Service Area defined in Philadelphia City Ordinance number 120821;
- Provide supplements to the municipal services of the City of Philadelphia;
- Maintain a safe, clean and vibrant commercial district for the benefit of the residents, users, and owners within the district, and to citizens of Philadelphia and the region;
- Create opportunities for the business and residential communities to come together to make improvements to the district;
- Continue to develop and implement programs and services that ensure that Roxborough continues to be a desirable place to live, work, shop, invest and visit.

ARTICLE III - TAX CODE

3.01 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

City of Philadelphia

ARTICLE IV - DEFINITIONS

4.01 Definitions.

The following terms used in these Bylaws shall have the meanings set forth below.

- A. "Act" means the Pennsylvania Nonprofit Corporation Law of 1988, as amended.
- B. "Board" means the Board of Directors of the Corporation.
- C. "Corporation" means the Roxborough Development Corporation, Inc.
- D. "Director" means an individual serving on the Board as a voting member and shall not include non-voting Board Representatives.
- E. "District" means the area within the boundaries of the Corporation.
- F. "Owners" means owners of those tax paying commercial properties and owners of businesses located in the District.
- G. "NID" means Neighborhood Improvement District.
- H. "NIDMA" means Neighborhood Improvement District Management Association, and the RDC shall fulfill all the duties and responsibilities of the NIDMA as set forth in the Community and Economic Improvement Act (53 P.S. §18101 *et. seq.*
- I. The Boundaries of the NID are the same as the District and include both sides of Ridge Avenue from Main Street to 7220 Ridge Avenue and certain blocks of streets that intersect that portion of Ridge Avenue.
- J. Unless otherwise specified, the terms "in writing" and "written notice" shall include printed, mailed, emailed, or otherwise electronically transmitted documents.

ARTICLE V – OFFICES

5.01 Offices.

The registered office of the Corporation shall be 6120 Ridge Ave, Philadelphia, PA 19128 or any location within the District hereafter designated by the Board of Directors.

ARTICLE VI – SEAL

6.01 Seal.

The Corporation may use a corporate seal. The corporate seal shall have inscribed thereon the name of the Corporation the year of its organization and the words "Corporate Seal, Pennsylvania."

ARTICLE VII - DIRECTORS

7.01 Board of Directors.

The business, property and affairs of the Corporation shall be managed under the direction of the Board. The powers of the Corporation shall be exercised by, or under the authority of the Board except as otherwise provided by statute, the Articles of Incorporation, these Bylaws, or a resolution adopted by the Board. In addition to the powers and duties conferred on the Board under the laws of the Commonwealth of Pennsylvania, the Board shall have the power to borrow money or purchase, sell, lease or otherwise dispose of any real estate or other property of the Corporation.

7.02 Number of Directors and Composition of the Board.

The Board of Directors shall be comprised of an odd number, with a minimum of five (5) and a maximum of fifteen (15) voting members as required by state law, with at least one

member representing the municipal corporation where the NID is located. One member of the Board shall be an elected official representing the City of Philadelphia. Any elected official elected to the Board may designate a representative to serve in their place and such designee shall hold the same duties and powers conferred upon all other members of the Board. The Board shall also include a representative of property owners located in the NID, business owners located in the NID and any institutions located in the NID, such as hospitals, schools and nonprofit organizations. Institutional members may appoint a designee to represent them.

7.03 Qualifications of Directors.

The Members of the Board shall represent the interests of (a) businesses located in Roxborough, (b) owners of commercial property in the District, (c) residents and civic associations in Roxborough and Manayunk, and (d) churches, institutions and other non-profit organizations located in Roxborough.

7.04 Nomination and Appointment of Directors.

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

7.05 Terms.

All Directors shall serve for a term of one year.

7.06 Vacancies.

A vacancy or a newly created directorship resulting from any increase in the authorized number of Directors shall be filled in the manner of appointment and election in Section 7.04.

7.07 Powers.

The business of the Corporation shall be managed by its Board of Directors which may exercise all such powers of the Corporation. The Board shall also have the authority to interpret the provisions of the Bylaws and its interpretation shall be binding upon the Corporation. The Board shall also have all power and authority to carry out the business and purposes of the Corporation at its discretion.

7.08 Meetings.

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

7.09 Regular Meetings.

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

7.10 Special Meetings.

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

7.11 Purpose of Meeting.

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

7.12 Quorum and Action.

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

7.13 Conference Telephone and Video Conference.

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

7.14 Consent of Directors in Lieu of Meeting.

Any action which may be taken at a regular meeting of the Board may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by a simple majority of the Directors in office and shall be filed with the Secretary of the Corporation. Consents may be provided by email.

7.15 Committees.

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

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

7.16 Business Improvement District**7.16.1 BID Advisory Committee**

- 1) The RDC will establish a BID Advisory Committee (BIDAC) to consist of Owners in the District.
- 2) The purpose of the BIDAC is to advise RDC on the priorities, concerns, and issues of the Owners.

7.16.2 Communication

- 1) The RDC will organize an annual general meeting for Owners
- 2) The annual meeting for Owners shall coincide with the release of the annual audit
- 3) Notification of the annual meeting for Owners shall be given either in person, by telephone, or in writing at least 30 days in advance.
- 4) Audited financial statements of the BID account will be posted on the RDC's website and distributed at the annual meeting for Owners.

7.16.3 Representation.

The Board of Directors of the RDC will encourage strong representation of BID contributors on the Board of Directors.

7.16.4 Requests For Proposals.

When the Board of Directors of the RDC determines that a formal RFP is required, notice of that RFP will be posted on the RDC's website.

7.17 Compensation.

Directors shall not be entitled to any compensation for their services as Directors.

City of Philadelphia
ARTICLE VIII OFFICERS AND AGENTS

8.01 Titles.

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

8.02 Nomination and Election of Officers.

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

8.03 Terms of Office.

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

8.04 President.

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

8.05 Vice-President.

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

8.06 Secretary.

The Secretary or his or her designated alternate shall attend all meetings of the Board of Directors and record all the proceedings of the meetings of the Corporation and of the Board of Directors in a book or be kept for that purpose and shall perform like duties for any duly authorized committee when required. The Secretary, or their alternate, shall give, or cause to be given, all required notices of all meetings of the Board of Directors, and the Secretary shall

perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision they shall be. The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors, affix the same to any instrument requiring it and, when so affixed, it shall be attested by their signature.

8.07 Treasurer.

The Treasurer shall have the custody of the corporation funds and securities and shall keep full and accurate accounts of all receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requests, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Corporation shall carry fidelity bond insurance covering the Treasurer in an amount deemed appropriate by the Board of Directors.

ARTICLE IX FINANCE

9.01 Subventions.

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

9.02 Debt.

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

9.03 Fees, Dues and Assessments.

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

9.04 Fees and Profits.

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

9.05 Property Held for Charitable Purposes.

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

9.06 Investment in Trust Funds.

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

9.07 Allocation of Trust Capital Gains to Income.

With respect to any assets held subject to Section 9.06 (including any participation in any common trust fund) so much of the net realized capital gains as of the end of any fiscal year of the Corporation as the Directors or other body shall, within four months after the end of such year, in their sole discretion, allocate to income for such fiscal year shall be deemed income. The amount allocated under this Section, when added to all other income received by the Corporation from the same assets or participation in a common trust fund for such fiscal year, shall not exceed 9% of the market value (as of the end of such fiscal year) of the principal remaining with respect to such assets or participation after allocation of such gain to income. Allocation to income of realized capital gains in a common trust fund may be made in accordance with the provision of this Section without regard to whether the capital gains in question were realized before or after any particular trust or fund became a part of such common trust fund and without regard to whether the separate records maintained with respect to such particular trust or fund reflect the existence of a capital gain in such trust or fund.

9.08 Transfer of Trust Assets to Institutional Trustee.

The Board of Directors may by resolution make a revocable or irrevocable transfer of assets held subject to Section 9.06 to a bank and trust company or a trust company incorporated under the Laws of Pennsylvania, or to a national banking association having fiduciary powers and having its principal office in Pennsylvania, to hold such assets as corporate trustee.

9.10 Payments Permitted.

The Board may:

- 1) Pay compensation in a reasonable amount to Directors or officers for services rendered following the guidelines established in Article 13;
- 2) Repay capital contributions; and
- 3) Redeem its subvention certificates or evidences of indebtedness, as authorized by the Corporation Not-for-Profit Code, except when the Corporation is insolvent, or when such act would leave insufficient assets to meet its liabilities.

9.11 Financial Reports.

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

- 1) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.
- 2) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.

- 3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
- 4) The expense or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

9.12 Common Trust Funds.

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

ARTICLE X REAL ESTATE

10.01 Authorization for Transactions.

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

ARTICLE XI - LIMITATION OF LIABILITY; INSURANCE

11.01 Limitation of Liability of Directors.

A Director shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action as stipulated in Act 15 Pa. C.S.A. §5101, et seq., unless: (i) the director has breached or failed to perform the duties of their office under the Act, as amended from time to time; and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

11.02 Insurance.

The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation.

ARTICLE XII – INDEMNIFICATION

12.01 Mandatory Indemnification.

The Corporation shall, to the fullest extent permitted by applicable law, indemnify its Directors and Officers who were or are a party or are threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such Director or Officer is or was a Director or Officer of the Corporation or is or was serving at the request of the Corporation as a trustee, Director, Officer, employee,

general partner, agent or fiduciary of another corporation, partnership, joint venture, trust or other enterprise (including tiding service with respect to employee benefit plans), against expenses (including but not limited to, attorney fees and costs), judgments, fines (including excise taxes assessed on a person with respect to any employee benefit plan) and amounts paid in settlement actually and reasonably incurred by such Director or officer in connection with such action, suit or proceeding, by reason of the fact that such Director or officer is or was a Director or officer of the Corporation.

12.02 Expenses.

Expenses incurred by a person covered by Section 12.01 hereof in defending a threatened, pending or completed civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation, except as otherwise provided, in Section 12.03.

12.03 Exceptions.

No indemnification under Section 12.01 or advancement or reimbursement of expenses under Section 12.02 shall be provided to a person covered by Section 12.01 hereof:

- a. if a final appealable judgment or award establishes that such Director or officer engaged in self-dealing, willful misconduct or recklessness;
- b. for expenses or liabilities of any type whatsoever (including, but not limited to, judgments, fines, and amounts paid in settlement) which have been paid directly to such person by an insurance carrier under a policy of officers' and director's liability insurance maintained by the Corporation or other enterprise; or
- c. for amounts paid in settlement of any threatened, pending or completed action, suits or proceeding without the written consent of the Corporation, which written consent shall not be unreasonably withheld.

The Board is hereby authorized, at any time by resolution, to add to the above list of exceptions from the right of indemnification under Section 12.01, or advancement or reimbursement of expenses under Section 9.10, but any such additional exception shall not apply with, respect to any event, act or omission which has occurred prior to the date that the Board in fact adopts such resolution. Any such additional exception may, at any time after its adoption, be amended, supplemented, waived or terminated by further resolution of the Board.

12.04 Continuation of Rights.

The indemnification and advancement or reimbursement of expenses provided by, or granted pursuant to, this Article 12 shall continue as to a person who has ceased to be a Director or officer of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

12.05 General Provisions.

1. The term "to the fullest extent permitted by applicable law," as used in this Article 12, shall mean the maximum extent permitted by public policy, common law or statute. Any person covered by Section 12.01 hereof may, to the fullest extent permitted by applicable law, elect to have the right to

indemnification or to advancement or reimbursement of expenses, interpreted, at such person's option (i) on the basis of the applicable law on the date this Article 12 was adopted, or (ii) on the basis of the applicable law in effect at the time of the occurrence of the event or events giving rise to the action, suit or proceeding, or (iii) on the basis of the applicable law in effect the time indemnification is sought

2. Nothing contained in this Article 12 shall be construed to limit the rights and powers the Corporation possessed under the Pennsylvania Nonprofit Corporation Law of 1988 (as amended from time to time), the Director's Liability Act, or otherwise, including, but not limited to, the powers to purchase and maintain insurance, create funds to secure its indemnification obligations, and any other rights or powers the Corporation may otherwise have under applicable law.

3. The provisions of this Article 12 may, at any time (and whether before or after there is any basis for a claim for indemnification or for the advancement or reimbursement of expenses pursuant hereto), be amended, supplemented, waived, or terminated, in whole or in part, with respect to any person covered by Section 12.01 hereof by a written agreement signed by the Corporation and such person.

12.06 Optional Indemnification.

The Corporation may, to the fullest extent permitted by applicable law, indemnify and advance or reimburse expenses for persons in all situations other than that covered by this Article 12.

ARTICLE XIII CONFLICTS OF INTEREST

13.01 Policy.

It is the policy of the Corporation that conflicts of financial interest and the appearance of such conflicts of interest between a) officers, directors and committee members and b) the Corporation are potentially harmful to the Corporation, and as such should be avoided. The officers, directors and committee members shall therefore take reasonable actions to avoid entering into contracts, transactions or other arrangements where officers, directors, committee members and members of their immediate families are the recipients of any payments from the Corporation other than reimbursements for expenditures that have been duly approved by the Corporation. Such reasonable actions shall include, but not be limited to, identifying providers of goods and services without such conflicts of interest that can be readily available for the provision of such goods and services to the Corporation at competitive prices, and adhering to the Corporation's policies for competitive procurement of goods and services.

13.02 Exceptions.

It is recognized that occasions may arise when the best interests of the Corporation are served by a Director, officer, committee member or members of their immediate families entering into a contract, transaction or other arrangement with the Corporation where payments for goods or services will be made. It is the policy of the Corporation and of its Board of Directors that:

1) Any material facts as to such financial interest shall be disclosed by such committee member, director or officer to the Board or committee entitled to vote on such contract, transaction or arrangement.

2) The committee member director or officer having such financial interest on any matter shall not vote or use any personal influence in regard to the matter (except that the director or officer may state a position on the matter and respond to questions about it); however, such committee member, director or officer may be counted in determining the quorum for the meeting at which the matter is voted upon. The minutes of the meeting shall reflect that the disclosure was made and the abstention from voting.

3) The Board or a committee approving such contract, transaction or arrangement shall determine in advance of approval that the contract, transaction or arrangement is not prohibited by the Corporation's contracts with governments or providers of funding.

4) The Board or a committee approving such contract, transaction or arrangement shall include in the motion for approval the supporting facts and circumstance which have lead to the recommendation of a contract, transaction or arrangement with officers, directors, committee members and members of their immediate families.

5) No contract or transaction in which a director or officer has a financial interest shall be knowingly entered into by the Corporation unless it has been authorized in good faith by the Executive Committee as outlined in the financial controls pursuant to Section 5728 of the Corporation Not-for-profit Code.

6) The Board or a Committee approving such contract, transaction or arrangement will make sure that the interested party gets no preferential treatment.

7) The Board or a Committee approving such contract, transaction or arrangement will disclose the conflict of interest on the RDC website and on the RDC Community Board.

13.03 Annual Review.

This policy shall be reviewed by the Board of Directors annually for the information and guidance of directors of the Board and officers, and brought to the attention of new directors and officers. In this connection, the Board shall adopt a statement of policy for distribution to such directors and officers explaining the obligations of such individuals under applicable law and this Article XIII.

ARTICLE XIV GENERAL PROVISIONS**14.01 Construction of Powers.**

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

14.02 Fiscal Year.

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

14.03 Checks.

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

14.04 Waiver of Notice.

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

14.05 Records.

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

14.06 Disposition of Income and Assets.

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

ARTICLE XV AMENDMENTS**15.01 Amendments.**

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