

City of Philadelphia



Council of the City of Philadelphia
Office of the Chief Clerk
Room 402, City Hall
Philadelphia

(Resolution No. 040045)

RESOLUTION

Initiating action to establish a neighborhood improvement district in an area that generally includes both sides of Germantown Avenue from 7640 to 8705, both sides of Bethlehem Pike from 10 to 104 and certain blocks of streets that intersect that portion of Germantown Avenue, to be known as the Chestnut Hill Business Improvement District, and for which Chestnut Hill Business Improvement District, Inc., a Pennsylvania nonprofit corporation, would serve as the Neighborhood Improvement District Management Association; approving a preliminary plan for and report concerning the District; and authorizing and directing the Committee on Rules and the Clerk of Council to take all actions that are required by the Community and Economic Improvement Act prior to enactment of an ordinance that would formally establish the District.

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

WHEREAS, Before an ordinance establishing a neighborhood improvement district is enacted, the Act requires that a preliminary plan for the district be mailed to property owners within the district, and that a public hearing be held on the preliminary plan; and

WHEREAS, The purpose of this resolution is to initiate action to create a neighborhood improvement district in the Chestnut Hill area, to be known as the "Chestnut Hill Business Improvement District," and to ensure that all actions required by the Act to establish such a district are taken prior to enactment of an ordinance formally establishing the district; now therefore

RESOLVED, BY THE COUNCIL OF THE CITY OF PHILADELPHIA, THAT Council hereby initiates action to establish a neighborhood improvement district in an area that generally includes both sides of Germantown Avenue from 7640 to 8705, both sides of Bethlehem Pike from 10 to 104 and on certain blocks for streets that intersect that portion of Germantown Avenue, to be known as the Chestnut Hill Business Improvement District. Council hereby

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approves as the preliminary plan for the Chestnut Hill Business Improvement District, the preliminary plan attached as Exhibit "A," and Council adopts as the City's report concerning the Chestnut Hill Business Improvement District, the report included as part of that preliminary plan.

RESOLVED FURTHER, THAT The Committee on Rules is hereby authorized and directed to take all actions required by the Community and Economic Improvement Act ("Act") prior to enactment of an ordinance formally establishing the Chestnut Hill Business Improvement District, including the holding of any and all public hearings required by the Act. The Clerk of Council shall arrange for all mailings and publication of all notices required by the Act, as directed by the Chair of the Committee on Rules.

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Exhibit A

PRELIMINARY PLAN FOR THE CHESTNUT HILL BUSINESS IMPROVEMENT DISTRICT (“DISTRICT”) AND REPORT OF THE CITY OF PHILADELPHIA CONCERNING THE DISTRICT

1. The name of the proposed neighborhood improvement district shall be the Chestnut Hill Business Improvement District (“District”). A map of the District is attached as Exhibit A-1 and an enlarged copy of the map shall be kept on file with the Chief Clerk to be made available for inspection by the public during regular office hours.
2. The service area of the proposed district shall include all taxable (for real estate purposes) commercial properties on both sides of Germantown Avenue from 7640 to 8705, plus those commercial properties on Bethlehem Pike between 10 and 104 (commercial properties only), and on certain blocks for streets that intersect that portion of Germantown Avenue that are listed in Exhibit A-2. This area is referred to as the “whole district.” While the service area does contain owner-occupied residential properties, these properties will not be assessed, though residential rental properties will be assessed. Furthermore, tax-exempt properties located within the district will be encouraged to contribute cash or in-kind services.
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. Marketing: Marketing services may include, but are not limited to: *business attraction strategies*, such as the completion of a retail study that would identify specific action steps needed, block by block, to fill stores with strong merchants, the creation of professional marketing materials that include demographic information and details about vacant properties, and the development of working partnerships with local commercial realtors; *business promotion strategies*, including a campaign to encourage additional shops to be open for business on Sundays and exploring the possibility of bringing the historic 23 Trolley back to Chestnut Hill for shoppers on Sundays (Budget allocation for Year 1: \$46,000)
 - b. Security, Parking and Circulation: *Parking* services will include assisting the Chestnut Hill Parking Foundation with the costs associated with cleaning and repaving the parking lots it manages, hiring an outside parking consultant to perform a thorough examination of the current Chestnut Hill Parking Foundation system, and the community’s current and future parking requirements. *Security* services include developing a stronger partnership with City Police, with a permanent District committee devoted to this need and regular meetings scheduled with Precinct officers, and conducting regular security workshops for merchants and employees in the district.

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Circulation work will include the development of a signage program that orients shoppers in Chestnut Hill. (Budget allocation for Year 1: \$68,500)

c. Appearance: Appearance services will include the development of a unified streetscape plan that will detail pedestrian lighting, crosswalks, benches, flower barrels and street trees; regular sidewalk and parking lot cleaning; improved sidewalk lighting; maintaining the holiday tree lights and greens; planting and maintaining flower barrels and baskets. (Budget allocation for Year 1: \$50,000)

d. Administration: Administrative costs include the expense of hiring a Project Manager to oversee the day-to-day aspects of many of the projects outlined in the proposed plan and a portion of the salaries of an Executive Director and Administrative Assistant (Budget allocation for Year 1: \$75,000)

5. The proposed budget for the first two fiscal years is attached as Exhibit A-3.
6. The proposed revenue source for financing all proposed improvements, programs and services will be assessments on properties.
7. The estimated time for implementation and completion of all proposed improvements, programs and services is five years, which corresponds to the initial term of the District.
8. The administrative body that will govern and administer the District is the non-profit corporation Chestnut Hill Business Improvement District.
9. The by-laws of the Chestnut Hill Business Improvement District are attached as Exhibit A-4.
10. The method of determining the amount of the assessment fee to be levied on property owners within the District is as follows: The cost of services for the District will be equitably apportioned among all benefiting properties within the whole district service area. Properties will be assessed using the assessed values as most recently certified by the Board of Revision of Taxes (BRT). Using the BRT assessments from 2003, the district assessment fee will be equal to .99% of the assessed value of the property.
11. The specific duties and responsibilities of City of Philadelphia and the Chestnut Hill Business Improvement District 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 Chestnut Hill Business Improvement District shall fulfill all the duties and responsibilities of a Neighborhood Improvement District Management

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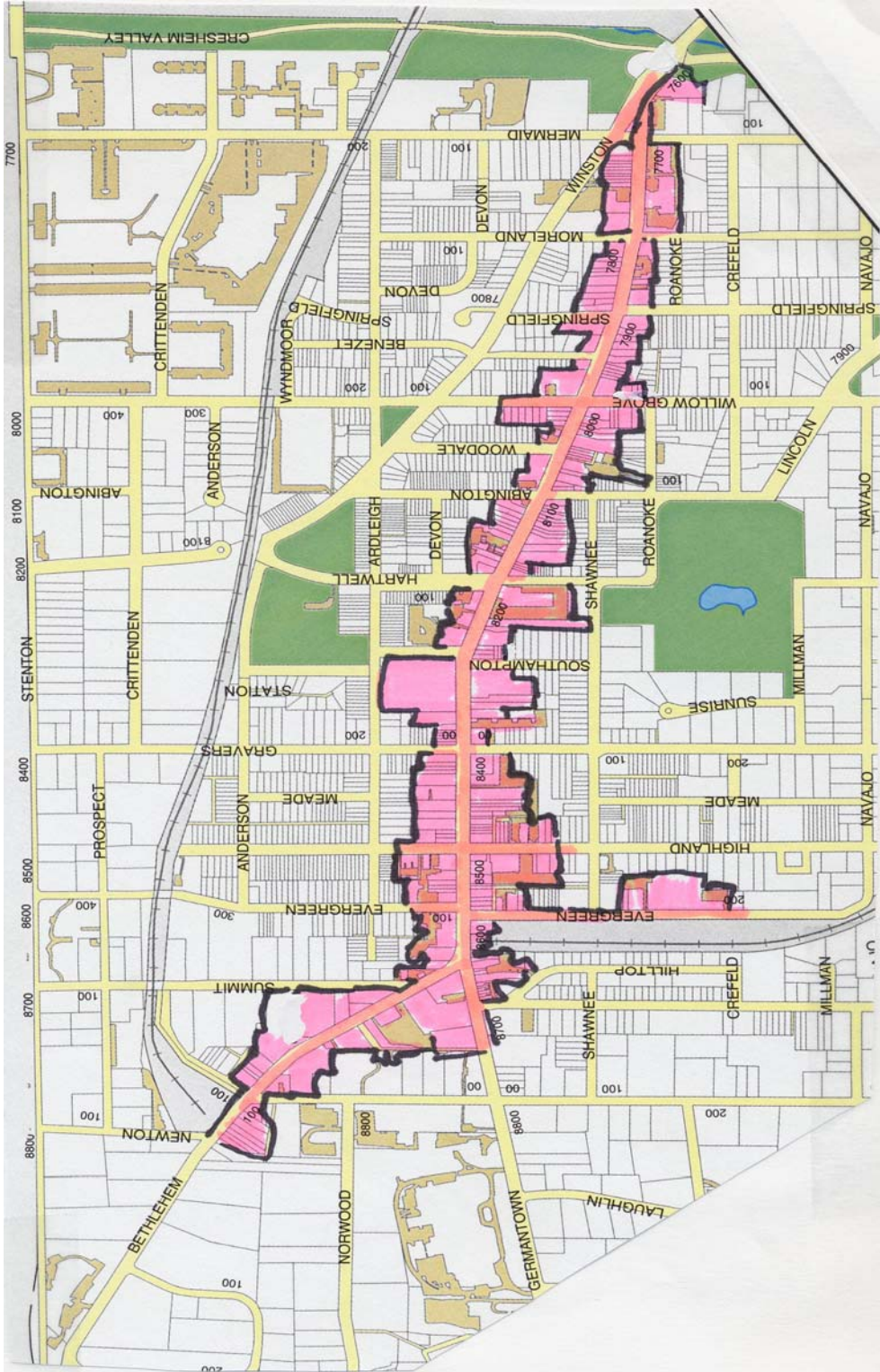
Association (NIDMA) as set forth in the Community and Economic Improvement Act (53 P.S. §§18101 *et. seq.*). In its capacity as the NIDMA, the Chestnut Hill Business Improvement District shall annually submit an audit of all income and expenditures to the Department of Community and Economic Development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

12. A written agreement will be signed by the City and the Chestnut Hill Business Improvement District containing the following provisions:
 - a. The respective duties of the City and the Chestnut Hill Business Improvement District with respect to the District as set forth in paragraph 11 above;
 - b. The City's agreement to maintain within the District the same level of municipal programs and services that were provided within the District before its establishment;
 - c. A "sunset provision" under which the agreement will expire in five years and not be renewed unless the District is continued beyond that date pursuant to reenactment of the ordinance establishing the District; and
 - d. The Chestnut Hill Business Improvement District's agreement to be responsible for the collection of all property assessment fees levied within the District and the City's agreement to file any necessary liens for nonpayment of property assessment fees as set forth in the Act at 53 P.S. §18107 (A)(10).
13. The District will allow for and encourage tax-exempt property owners to provide in-kind or financial contributions to the Chestnut Hill Business Improvement District, if not assessed, in lieu of a property assessment fee.
14. The negative vote of at least fifty-one percent (51%) of the property owners within the District, or property owners within the District whose property valuation as assessed for taxable purposes amount to fifty-one percent (51%) of the total property valuation located within the District proposed in the final plan, shall be required to defeat the establishment of the proposed District by filing objections to the clerk for the governing body of the municipality within forty-five (45) days of presentation of the final plan.

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EXHIBIT A-1



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EXHIBIT A-2

Proposed Properties for the Chestnut Hill Business Improvement District

7640-52 Germantown Ave	8033 Germantown Ave	8331 Germantown Ave
7700 Germantown Ave	8034 Germantown Ave	8333 Germantown Ave
7707 Germantown Ave	8035 Germantown Ave	8335 Germantown Ave
7709 Germantown Ave	8036-R Germantown Ave	8337 Germantown Ave
7715-17 Germantown Ave	8040 Germantown Ave	8339 Germantown Ave
7719 Germantown Ave	8042 Germantown Ave	8341 Germantown Ave
7721 Germantown Ave	8100 Germantown Ave	8400 Germantown Ave
7723 Germantown Ave	8103 Germantown Ave	8401-3 Germantown Ave
7725 Germantown Ave	8104 Germantown Ave	8405 Germantown Ave
7727 Germantown Ave	8106 Germantown Ave	8407 Germantown Ave
7800 Germantown Ave	8107 Germantown Ave	8409 Germantown Ave
7811 Germantown Ave	8108 Germantown Ave	8413 Germantown Ave
7813 Germantown Ave	8109 Germantown Ave	8418-24 Germantown Ave
7815 Germantown Ave	8110 Germantown Ave	8419 Germantown Ave
7829 Germantown Ave	8111 Germantown Ave	8425-27 Germantown Ave
7830 Germantown Ave	8112 Germantown Ave	8426 Germantown Ave
7833 Germantown Ave	8113 Germantown Ave	8428 Germantown Ave
7834 Germantown Ave	8114 Germantown Ave	8429 Germantown Ave
7837 Germantown Ave	8115 Germantown Ave	8429-R Germantown Ave
7841 Germantown Ave	8116 Germantown Ave	8430 Germantown Ave
7900-2 Germantown Ave	8117 Germantown Ave	8432 Germantown Ave
7904-6 Germantown Ave	8118 Germantown Ave	8433-35 Germantown Ave
7908-10 Germantown Ave	8119 Germantown Ave	8434-36 Germantown Ave
7916-18 Germantown Ave	8121 Germantown Ave	8437 Germantown Ave
7921 Germantown Avenue	8122 Germantown Ave	8438 Germantown Ave
7924 Germantown Ave	8125 -27R Germantown Ave	8439 Germantown Ave
7925 Germantown Ave	8125-27 Germantown Ave	8440 Germantown Ave
7926 Germantown Ave	8126 Germantown Ave	8441 Germantown Ave
7928 Germantown Ave	8129 Germantown Ave	8442 Germantown Ave
7930 Germantown Ave	8131 Germantown ave	8450 Germantown Ave
7932 Germantown Ave	8133 Germantown Ave	8500-10 Germantown Ave
7934 Germantown Ave	8135 Germantown Ave	8501-5 Germantown Ave
7939 Germantown Ave	8136 Germantown Ave	8507 Germantown Ave
7942-46 Germantown Ave	8137 Germantown Ave	8511 Germantown Ave
7945 Germantown Ave	8138 Germantown Ave	8512-16 Germantown Ave
8000 Germantown Ave	8140 Germantown Ave	8513-15 Germantown Ave
8001-7 Germantown Ave	8142-44 Germantown Ave	8517-19 Germantown Ave
8002-6 Germantown Ave	8200-18 Germantown Ave	8518-R Germantown Ave
8009 Germantown Ave	8201-3 Germantown Ave	8518 Germantown Ave
8010 Germantown Ave	8217-19 Germantown Ave	8520 Germantown Ave
8011 Germantown Ave	8220-22 Germantown Ave	8521 Germantown Ave
8012 Germantown Ave	8223-29 Germantown Ave	8522 Germantown Ave
8013 Germantown Ave	8224 Germantown Ave	8523 Germantown Ave
8014 Germantown Ave	8226 Germantown Ave	8524-26 Germantown Ave
8020 Germantown Ave	8232 Germantown Ave	8527-29 Germantown Ave

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8022 Germantown Ave
8024 Germantown Ave
8026 Germantown Ave
8030 Germantown Ave
8031 Germantown Ave
8605-7 Germantown Ave
8608 Germantown Ave
8609-11 Germantown Ave
8612 Germantown Ave
8614 Germantown Ave
8615 Germantown Ave
8616-18 Germantown Ave
8617 Germantown Ave
8620 Germantown Ave
8622 Germantown Ave
8623 Germantown Ave
8623-R Germantown Ave
8624-26 Germantown Ave
8625-39 Germantown Ave
8628 Germantown Ave
8630 Germantown Ave
8632 Germantown Ave
8634 Germantown Ave
8636 Germantown Ave
8638 Germantown Ave
8640 Germantown Ave
8705 Germantown Avenue
7673 Winston Road
10 Bethlehem Pike
47-49 Bethlehem Pike
84 Bethlehem Pike
85 Bethlehem Pike
86 Bethlehem Pike
89 Bethlehem Pike
90 Bethlehem Pike
92 Bethlehem Pike
97 Bethlehem Pike
101 Bethlehem Pike
102-4 Bethlehem Pike
105 Bethlehem Pike

8234-36 Germantown Ave
8314 Germantown Ave
8316-R Germantown Ave
8316 Germantown Ave
8328-34 Germantown Ave
Intersecting blocks
18 West Willow Grove
24 East Willow Grove
184-186 East Evergreen Ave
8-10 West Evergreen
9 West Evergreen
14-16 West Evergreen
40-54 West Evergreen
201 West Evergreen
10 West Gravers
5 East Highland
9 East Highland
12-14 East Highland
13 East Highland
9-23 West Highland
14 West Highland
14 West Highland
22 West Highland
25 West Highland
27 West Highland
29 West Highland
30 West Highland
1 Summit Avenue

8528 Germantown Ave
8530 Germantown Ave
8532 Germantown Ave
8600 Germantown Ave
8601-3 Germantown Ave

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Exhibit A-3

Proposed Budget for Chestnut Hill Business Improvement District

	Year 1	Year 2
Physical Appearance		
Hire Public Space Cleaner/Community Service Rep		
Extend Holiday Lights down Bethlehem Pike		
Advocate Rezoning where necessary		
Work Proactively with DRC		
Street Tree Program, Maintain Flowers		
Sidewalk Snow Removal--explore paid arrangement with property owners		
Advocate Zoning for Projecting Signs		
Sub-Total	\$ 50,000.00	\$ 50,000.00
Strengthen Local Economy		
Welcome Package for Prospective Businesses; proactively recruit new stores		
Block/retail analysis		
Business District Development--demographic information, customer surveys, etc.to be included in marketing package		
Unified Store Hours--Advocate and Promote		
Sunday Shopping Trolley--explore, share costs, sponsors?		
Upgrade CHBA Web site to include available property and doing business in Chestnut Hill information		
Sub-Total	\$ 46,000.00	\$ 57,500.00
Security, Parking Circulation		
Parking Plan		
Parking Lot Deferred Maintenance		
Streetscape plan (traffic slowing measures, signage, sidewalk lights, etc.)		
Implement Streetscape plan (attract city and state capital budget money, work government and community partners)		
Uniforms/Communications System for Parking Lot Attendants and Community Service Representative		
Security Training		
Advocate External Signs (highway exits), Business Locator Signs, Directional Signage		
Sub-Total	\$ 68,500.00	\$ 61,000.00
Administration (Project Manager salary and benefits, percent of Executive Director and Admin Ass't salary)	\$ 75,000.00	\$ 75,000.00
TOTAL	\$239,500.00	\$243,500.00

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Exhibit A-4

BY-LAWS OF THE CHESTNUT HILL BUSINESS IMPROVEMENT DISTRICT, INC.

ARTICLE I - OFFICES; REGISTERED AGENT

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

ARTICLE II

SECTION 2.01 - PURPOSES. The Corporation shall:

- (a) Operate a Neighborhood Improvement District (NID) and function as a Neighborhood Improvement District Management Association (NIDMA), as defined by the Neighborhood Improvement District Act, 73 P.S. § 831, *et seq.*
- (b) Formulate, promote and implement the economic revitalization and general welfare of the commercial area of the NID.
- (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, shoppers and visitors;
- (d) Mobilize public and private resources for this purpose.

SECTION 2.02 - TAX CODE. Said Corporation is organized exclusively for charitable, educational, religious or scientific purposes, with 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 (or corresponding section of any future Federal tax code) or (b) by a corporation, contribution to which are deductible under Section 170(c)2 of the Internal Revenue code (or corresponding section of any future Federal tax code).

SECTION 2.03 - DISSOLUTION. In the event the Corporation ceases to function as envisioned in Section 2.01, the Board of Directors shall vote to dissolve the Corporation and the 501 (c)3 entity. In the event of such dissolution, all of the

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Corporation's assets, after satisfying any creditors, shall be distributed to the Chestnut Hill Garden District Fund, or in its absence, to an organization dedicated to the physical appearance of Chestnut Hill, which is identified as an exempt purpose within the meaning of 501 (c)3 of the Internal Revenue code, i.e., charitable, educational, religious or scientific, or corresponding section of any future Federal Tax code.

SECTION 2.04 - MEMBERSHIP. All owners of assessed properties who are current in their assessment payments shall be members of the corporation. Corporation members may vote for the annual budget, attend Board meetings, serve on the Board and serve on committees. Each member shall be entitled to one (1) vote.

ARTICLE III

SECTION 3.01 - BOARD OF DIRECTORS. The Board of Directors shall consist of nine (9) voting members. Two (2) voting members shall be appointed by the Chestnut Hill Business Association, one of whom shall not own assessed property within the BID boundaries and shall have a lease that extends through the period of his or her proposed two-year term; and one (1) shall be appointed by the Chestnut Hill Parking Foundation, who shall be an assessment-paying property owner. The voting board shall consist of at least two (2) assessment-paying property owners whose combined assessed property market values total more than \$1,000,000, as determined each year by the City of Philadelphia Board of Revision of Taxes, and at least two (2) assessment-paying property owners whose combined assessed property market values total less than \$1,000,000, as determined each year by the City of Philadelphia Board of Revision of Taxes. The voting board shall consist of at least two (2) assessment-paying property owners whose properties lie between 7700 and 8200 Germantown Avenue and at least two (2) assessment-paying property owners whose properties lie above 8300 Germantown Avenue. The board shall also have five (5) non-voting members, including a member of the municipal governing body, the President of the Chestnut Hill Community Association, the President of the Chestnut Hill Garden District Fund, the Executive Director of the Chestnut Hill Business Association, and a representative from the institutions located within the BID boundaries. The non-voting members do not have to be assessment-paying property owners. Voting board members must be current in their assessment payments to the Corporation. The incorporators shall serve as the Board of Directors until the first annual meeting. The policies, activities and affairs of the corporation shall be determined by the Board of Directors who shall exercise all of the powers of the Corporation and shall keep full and fair accounts of all its transactions.

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SECTION 3.02 - TERM OF OFFICE. The elected Directors shall be divided into two classes by the Chairman, with half of the Directors in the first class and the balance in the second class. The term of office of the first class shall expire at the next annual meeting of the Corporation after their selection and the term of office of the second shall expire at the second succeeding annual meeting. At each subsequent annual meeting, Directors shall be elected by vote of the Board for terms of two years. The incorporators shall serve as Directors until the organizational meeting at which the first and second classes shall be elected. The Executive Committee shall nominate assessment-paying property owners to fill any vacancies, which shall be filled by majority vote of those Board members present and voting.

Each Director may serve a maximum of three (3) consecutive two (2) -year terms. A Director may not serve on the Board again until at least one (1) year has elapsed since the end of his/her last term.

SECTION 3.03 -REMOVAL OF OFFICERS. At any meeting of the Directors, duly called and at which a quorum is present, the Directors may, by a majority vote of the entire Board, 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 officer. Vacancies occurring in the Board for any reason may be filled by a vote of a majority of the Directors then in office. A Director elected to fill a vacancy shall be elected to hold office for the unexpired term of his or 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 Executive Committee. The Secretary shall cause to be mailed to every member in good standing at his or her last known address a notice stating the time and place of the Annual Meeting. Regular meetings will be scheduled at the annual meeting by the Board, and no notice of place, day and hour of regularly scheduled meetings need be specially given to any Director. Special meetings may be called by the Chairman of the Board, or by agreement of any three (3) Directors. 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.

SECTION 3.05 - QUORUM. Five (5) members 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

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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, all property assessment-paying property owners shall be invited to a meeting at a specified place and at a time at least two weeks following the notice. At this meeting, comment on the condition of the district, on the need for improved services and on the proposed budget will be solicited. A proposed budget, including any modification made by the Executive Committee following this meeting, shall thereafter be adopted by the affirmative vote of a majority of all members at the Annual Meeting.

SECTION 3.07 - COMPENSATION. No part of the net earnings of the Corporation shall inure to benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that of 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. 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 3.08 - INCUMBENCIES. The Board of Directors and officers at the time of the adoption of these by-laws shall continue to serve until the first annual meeting.

ARTICLE IV

SECTION 4.01 - COMMITTEES GENERALLY. The Board may provide for 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 shall be assessment-paying property owners, shall be appointed by the Board; and the committee chairman named by the Chairman of the Board. At least one member of each standing committee or special committee shall be a member of the Board; the remaining members of such committees may, but need not, be members of the Board. Vacancies on any committee shall be filled by the Chairman of the Board.

SECTION 4.02 - EXECUTIVE COMMITTEE. There shall be an Executive Committee consisting of a Chairman, Vice-Chairman, Secretary, Treasurer,

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Manager, and up to two (2) subordinate members, if any. The elected members of the Executive Committee shall be elected pursuant to Article V of these by-laws.

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

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

SECTION 4.05 - PARTICIPATION IN COMMITTEES. In selecting members of committees, the Board shall encourage widespread participation among members of the business community, residents, and others concerned about the economic advancement of the District. From time to time, special committees may be named by the Board to advise it on issues on which additional perspective may be required; 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. By a majority vote at the Annual Meeting, the membership shall elect a Chairman of the Board, Vice-Chairman, Secretary and Treasurer from among the Directors to serve for one year terms, and up to two (2) subordinate members from the membership for one (1) year terms.

SECTION 5.02 - CHAIRMAN AND VICE-CHAIRMAN OF THE BOARD. The Chairman (or Vice-Chairman) of the Board shall preside at all meetings of the Board at which he/she shall be present

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

The Chairman 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 to some other officer or agent of the Authority.

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SECTION 5.03 - MANAGER. The manager shall be appointed by the Board. He/she shall perform all duties incident to the office of Manager, including supervision of services, maintenance of accounts, notices and such other duties as from time to time may be assigned by the Board.

SECTION 5.04 - SECRETARY. The Secretary shall keep the minutes of the meetings of the Board of Trustees 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 or the Chairman.

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. 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 or the Chairman. He/she shall make a presentation on the fiscal condition of the Corporation at the Annual Meeting.

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

ARTICLE VI

SECTION 6.01 - CHECKS, DRAFTS, ETC. All checks, drafts or other orders for payment of money, and all notes, bonds or other evidences of indebtedness issued in the name of the Corporation in excess of Five Hundred Dollars (\$500.00) shall be signed by two (2) members of the Executive Committee, who shall be identified as signators, and whose signatures shall be on file with the Corporation's bank. All checks, drafts or other orders for payment of money, and all notes, bonds or other evidences of indebtedness issued in the name of the Corporation in amounts less than Five Hundred Dollars (\$500.00) shall be signed by one (1) of the two (2) aforementioned members of the Executive Committee.

SECTION 6.02 - ANNUAL REPORTS. 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

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regular meeting of the directors and filed immediately thereafter at the principal office of the Corporation. Such statement shall be prepared by the Chairman 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.

SECTION 6.03 - FISCAL YEAR. The fiscal year of the Corporation shall begin April 1, unless otherwise specified by the Board of Directors by Resolution.

SECTION 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 - BONDING. The Corporation shall insure itself for liability of its Officers and Directors 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:

- (1) the director has breached or failed to perform the duties of his or her office under 15 PA C.S. Section 5101, et seq.; the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

This Section 7.03 shall not limit a director's liability for monetary damages to the extent prohibited by the provisions of the Pennsylvania Nonprofit Corporation Law of 1988.

SECTION 7.04 - AMENDMENTS. A motion to amend, alter, repeal, or enact a new by-law may be introduced, considered and discussed, but not voted on, at any meeting of the Board, provided that at least ten (10) days prior to such meeting a full written statement of the exact language of the motion and the time, place and day of the meeting when the motion will be introduced has been delivered to every member of the Board by certified mail. Provided the above said motion is duly seconded, the Chairman of the Board shall fix and announce a subsequent meeting date within a reasonable number of days when the motion shall be brought to a vote. An affirmative vote of a majority of the entire Board

City of Philadelphia

RESOLUTION 040045 *continued*

shall be required to carry said motion. The procedures and notice of requirements shall apply irrespective of any contrary provisions which may be contained in these by-laws.

SECTION VIII

SECTION 8.01 - FINANCIAL REPORTS. The directors of the Corporation shall cause to be prepared an annual financial report which shall be disseminated among all assessment-paying property owners.

Approved:

_____ Secretary

_____ Chair

DATE: _____

City of Philadelphia

RESOLUTION 040045 *continued*

CERTIFICATION: This is a true and correct copy of the original Resolution, Adopted by the Council of the City of Philadelphia on the twenty-second day of January 2004.

Anna C. Verna
PRESIDENT OF THE COUNCIL

Patricia Rafferty
CHIEF CLERK OF THE COUNCIL

Introduced by: Councilmember Miller

Sponsored by: Councilmember Miller