

EXHIBIT "A"

**PLAN FOR THE
FISHTOWN AREA BUSINESS IMPROVEMENT DISTRICT**

INTRODUCTION

This Plan represents the work of Fishtown Area property and business owners within the proposed District; the Steering Committee of the proposed Neighborhood Improvement District Management Association (Fishtown Area Business Improvement District, Inc.); the Fishtown Co business association; and representatives of New Kensington CDC, Fishtown Neighbors Association, and East Kensington Neighbors Association, all of whom have been extensively involved in the development of this Plan, and who now request that the Fishtown Area Business Improvement District (FABID) as proposed by this Plan, be established by City Council.

As proposed, the Fishtown Area Business Improvement District, Inc., was established as a non-profit 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 for 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 five fiscal years of FABID operations, expected to commence January 1, 2020 (Exhibit A-3); and a detailed description of revenue sources for financing all proposed improvements, programs and services which includes the method of assessment. In addition, attached to this Plan, but not part of the proposed ordinance are bylaws for the proposed FABID management association (Exhibit A-4).

SECTION ONE

NAME: The name of the neighborhood improvement district is Fishtown Area Business Improvement District.

SECTION TWO

DISTRICT BOUNDARY AND SERVICE AREA:

The District Boundary and Service Area of the Fishtown Area Business Improvement District, depicted in the map attached as Exhibit A-1, includes all taxable (for real estate purposes) commercial properties (defined as properties used for any for profit activity involving trade or commerce in general, including residential units that are rented to tenants for profit) on both sides of Frankford Avenue from the west side of Delaware Avenue to the southwest side of Lehigh Avenue, beginning with 945 Frankford Avenue and continuing to 2677-83 Frankford Avenue; commercial properties adjacent to Frankford Avenue at intersecting streets as listed below; both sides of North Front Street from the north side of Poplar Street to the south side of Montgomery Street, beginning with the address of 901 N Front Street and continuing to 1772 N Front Street; both sides of East Girard Avenue from Frankford Avenue continuing to the west side of E Fletcher Street, beginning with the address of 100 E Girard and continuing to 829 E Girard; and the north side of West Girard from Frankford Avenue to Front Street and the south side of West Girard from Frankford Avenue to Howard Street, beginning with the address of 1 W Girard and ending with the address of 101 W Girard on the north side and 128 W Girard on the south side.

In addition to Frankford Avenue, North Front Street, and East and West Girard Avenue, the District Boundary and Service Area includes the following addresses because of their proximity to the aforementioned corridors:

- E Allen Street between W Laurel Street and Front Street including the addresses of 12-28, 13-21 and 30;
- Amber Street beginning with 2501 and continuing to 2559-77;
- 1143 E Berks Street;
- Canal Street at the intersection of W Laurel and Canal;
- 31 and 1200 E Columbia Street;
- 2666-72 Coral Street;
- 1364 Crease Street;
- 1140 E Hewson Street;
- 2072 and 2101 E Huntingdon Street;
- Laurel Street from N Front Street to Frankford Avenue beginning with 33-51 and continuing to 90-94;
- 1429 Marlborough Street;
- 1573 E Montgomery Street;
- 100 W Oxford Street;
- 1601 E Palmer Street;
- Shackamaxon Street including 1140-44, 1201, 1222-1230, 1243-1251
- 1122-38 and 1135 E Susquehanna Street;
- 2320 thru 2328 Trenton Avenue; and
- 2144-46 York Street.

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 owner-occupied unit(s) used as a residence or entity that is exempt for the purposes of property taxes will receive an adjustment to the OPA Market Value which is used to calculate that property's FABID assessment, based on the portion of the property used as an owner-occupied residence or entity that is exempt for the purposes of property taxes.

SECTION THREE

The addresses on the attached Exhibit A-2 correspond to the boundaries of the District. A list of properties proposed to be assessed was compiled with the assistance of the Philadelphia Office of Property Assessment. This list has been reviewed and accepted by the incorporators of the FABID management entity acting as an interim Board of the FABID. This list shall be definitive as to whether a property is within the boundaries of the District.

SECTION FOUR

PROGRAMS AND SERVICES:

The Fishtown Area Business Improvement District will undertake five core sets of activities as delineated below, including Cleaning, Maintenance and Greening; Capital Improvements and Parking; Economic Development and Public Safety; Marketing and Promotions; and Personnel and Administration. All areas will be implemented with the oversight and participation of the Board of Directors of the FABID and any committees established by the Board to provide guidance for the proposed work and input as to how these activities will be implemented.

A. Cleaning, Maintenance and Greening:

1. District Cleaning and Maintenance: FABID will assume responsibility for cleaning and beautifying the District by implementing programs that may include:
 - a) Manual sidewalk sweeping program
 - b) Additional trash and recycling receptacles
 - c) Mechanical cleaning of streets
 - d) 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; advocacy with legislators regarding sidewalk safety enforcement
2. Greening: FABID will work to improve the green elements of the district by:
 - a) Identification of areas for small greening elements and additional improvements when possible
 - b) Maintenance of greening elements added by FABID and others if possible

B. Capital Improvements and Parking:

1. Sidewalk and Façade Improvements: FABID will address buildings and areas in the public right of way in need of repair and improvement with activities that may include:
 - a) Creation of a matching grant reimbursement program to fund improvements to facades and sidewalks
 - b) Assistance to new and existing businesses with any additional available resources to improve their facades and sidewalks
2. Streetscape Improvements and Greening: FABID will work to create more cohesion in the district and a better experience for residents and visitors with improvements that may include:
 - a) New trees and other greening enhancements such as parklets
 - b) Seasonal banners on light poles
 - c) Seating additions, with greening elements included when possible
 - d) Identify and apply for funds for large-scale improvements to open and green space, street and sidewalk improvements including drainage, temporary or permanent pedestrian plazas and parks, and enhancements to public transit stops
 - e) Wrapping of trash receptacles to minimize graffiti and better brand the district
 - f) Partnerships with local businesses, residents, non-profits and government agencies on public art projects including at key gateways to the district
3. Parking and Pedestrian Safety: FABID will work to find long-term solutions for additional parking in the area and add enhancements to the district to improve the environment for pedestrians, public transportation users, drivers and cyclists with improvements including but not limited to:
 - a) Parking study to evaluate any opportunities to make large and small-scale

- improvements to parking in the district, including underneath I-95
- b) Increased parking for bicycles
- c) Creation of long-term plans to make the Fishtown area more attractive to both vehicular and non-vehicular traffic
- d) Identification of crosswalks in need of safety enhancements and areas in need of traffic calming measures, with efforts to acquire funds to implement improvements

C. Economic Development and Public Safety:

1. Economic Development: FABID will offer support to existing businesses to increase stability and growth, improve the economic climate of the district and employment opportunities, and work to find new businesses through the following programs:
 - a) Business attraction program to bring new businesses, with a particular focus on retail and service-oriented businesses, as well as additional employment opportunities to the district, including items such as marketing materials for available properties, a maintained list of available properties, and additional professional support to implement the program
 - b) Business retention program to help existing businesses remain stable and grow through items such as training, promotional support, communication, connection to other businesses in the district, and assistance with private and public funding opportunities for small businesses
 - c) Assistance for property and business owners to upgrade and redevelop properties and enhance the identity of the district through programs identified in the Capital Improvement area of the District Plan
 - d) Communication with the real estate community and development of opportunities for potential tenants and investors to visit available properties
 - e) Advocate for improved access to the district, including improved parking, promotion, public transit and non-vehicular enhancements
 - f) Provide support around entertainment and nightlife activities and work to increase connection to the waterfront
2. Public Safety: FABID will work to keep the district safe for residents, businesses and visitors with programs including but not limited to:
 - a) Work with and provide support for district police and/or private security to increase safety around transit stops, high traffic areas and other areas as needed
 - b) Provide assistance connecting businesses with any available grants for public safety improvements
 - c) Communicate with the local civic associations and police to be responsive to any other public safety needs as they arise

D. Marketing and Promotions:

1. FABID will help promote and market the district with activities including but not limited to:
 - a) Branding and accompanying marketing materials for the FABID district
 - b) FABID website that will include relevant information such as FABID business directory, available properties, transportation options, and special events
 - c) Promotion of the district through available mechanisms such as internet-based platforms and other marketing opportunities
 - d) Special events that may include the expansion of existing events and new events to build more interest in the district from residents and visitors
 - e) Initiatives to contribute to the sustainable growth of the neighborhood and provide opportunities to strengthen the community
 - f) Partner with other outlets such as universities to maximize resource

E. Personnel and Administration:

All of FABID's programmatic work will be conducted in a transparent manner with opportunities for input from members of the business and residential communities. FABID will also ensure that, when possible, local businesses have an opportunity to bid on work in the district.

1. Personnel:

Executive Director: The FABID will be managed by an Executive Director to ensure all proposed services are delivered in a timely and professional fashion, with the following responsibilities:

- a) Manage all aspects of daily FABID operation and oversee all programs and services provided in this plan
- b) Supervise full and part-time staff and vendors
- c) Act as an advocate for the district with elected officials and members of the public, private and non-profit sectors
- d) Provide support around nightlife and entertainment district and work to improve access to the waterfront
- e) Identify and solicit additional sources of revenue
- f) Implement the enabling ordinance and exercise the powers granted to the FABID under state law

Full-Time Corridor Manger: The FABID will also employ a full time Corridor Manager or similarly titled position with the following responsibilities:

- a) Assist property and business owners with accessing resources and navigating various City and State agencies, marketing and promotions, technical assistance and other business services
- b) Assist Executive Director with marketing initiatives, streetscape improvements, cleaning and maintenance and other services in the previous BID Plan
- c) Create and coordinate volunteer committees from the FABID community
- d) Contribute to grant proposals and reporting requirements

Part-Time Administrative Staff: An assistant will be necessary to manage the assessment process and other administrative duties, as well as other projects as needed. FABID will attempt to identify additional funding sources to add additional support staff positions and/or hours to increase the organization's capacity.

2. Administration:

FABID will identify an office in the district to be easily accessible to property and business owners, hold committee and Board meetings, and manage all operations. Administrative and operational expenses will include items including but not limited to rent, utilities, office equipment and software, board and general liability insurance, legal and professional fees, professional development, office maintenance and security, and billing and accounting services. It is understood that additional costs will be incurred during the first year to purchase equipment and other fees associated with creating the FABID infrastructure and that these costs will likely decline in subsequent years.

SECTION FIVE

BUDGET:

The FABID expects a first-year budget of \$544,000 in Scheduled Expenses, as set forth in Exhibit A-3 and further explained in Notes to Budget following the budget document, with budget amounts for subsequent fiscal years set forth in that document. Due to first-year expectations of yielding an eighty-five percent (85%) collection rate, an allowance of \$96,000 for non-payment is reflected in the budget shown in Exhibit A-3, with this estimated non-payment amount decreasing slightly in subsequent years.

A. BUDGET INCREASE:

Beginning in year two, the Budget document reflects a 3% annual increase in expense amounts to account for inflation, and corresponding increases in necessary revenues, from assessments, to cover such increased costs. The FABID Board may choose to entertain no budget increase, or to adopt an increase of less than three percent over the adjusted total budget.

SECTION SIX

FUNDING: It is anticipated that the services proposed in this Plan will be funded by the annual assessment placed on eligible properties within the District of the FABID. The FABID will also work to bring additional resources to the district through other fundraising opportunities, including government and private grants, special events, and other partnerships that will allow FABID to make more positive improvements to the district.

SECTION SEVEN

TIME FOR COMPLETION OF PROPOSED SERVICES: It is anticipated that the first fiscal year for the FABID will begin on January 1, 2020. All services and programs included in this Plan will commence during the first year of District activity and continue on an ongoing basis throughout the life of the Ordinance, until December 31, 2024.

SECTION EIGHT

FABID MANAGEMENT: Fishtown Area Business Improvement District, Inc., which intends to register as a Pennsylvania registered nonprofit corporation, will be designated as the Neighborhood Improvement District Management Association in accordance with the ordinance incorporating this Plan and the Act. As such Fishtown Area Business Improvement District, Inc. will be authorized to exercise all powers granted by the Act, the ordinance authorizing the establishment of the District, the bylaws of Fishtown Area Business Improvement District, Inc. and those general powers, rights and obligations granted to or placed upon Pennsylvania nonprofit corporations.

SECTION NINE

FABID BOARD OF DIRECTORS: Fishtown Area Business Improvement District, Inc. will be overseen by a Board of Directors comprised of the First, Fifth and Seventh Council Persons; a representative of the Fishtown Co business association for as long as either entity exists as an independent entity; a minimum of one property owner; a minimum of one representative of the entertainment sector; a minimum of one small business owner or operator; a minimum of one property or business owner or operator from each of the following: Frankford Avenue, Front Street and East Irard; and a minimum of 80% of the elected board members must reside, own property, or own or operate a business in the district. Please see the attached FABID, Inc. by-laws in Exhibit A-4.

SECTION TEN

COST-SHARING FORMULA

A. PROPERTIES SUBJECT TO THE ASSESSMENT:

All taxable (for real estate purposes) commercial properties within the District as described in Section Two (defined as properties used for any for-profit activity involving trade or commerce in general, including vacant commercial and industrial zoned parcels and residential properties that are rented to tenants for profit) shall be subject to the FABID assessment. 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 owner-occupied unit(s) used as a residence or entity that is exempt for the purposes of property taxes will receive an adjustment to the OPA Market Value which is used to calculate that property's FABID assessment, based on the portion of the property used as an owner-occupied residence or entity that is exempt for the purposes of property taxes.

Neither vacancy nor non-use of a property qualifies a property for exemption from paying the FABID assessment under any circumstance. Any property currently subject to the FABID assessment which is converted to an exempt purpose may petition the FABID Board to be designated exempt with such exemption to commence with the next FABID fiscal year.

B. METHOD OF ASSESSMENT

1. Preliminary assessments will be calculated utilizing the property value assessment of such property by multiplying that portion of the district's annual budget attributed to assessments (shown as the Billing Amount in the 5-year budget included as Exhibit A-3) by the ratio of the OPA Market Value of that property to the total OPA Market Value of all properties in the district that are subject to the FABID assessment. In performing this calculation, the OPA Market Value of multi-unit properties which contain an owner-occupied unit(s) used as a residence or entity that is exempt for the purposes of property taxes will receive an adjustment to the OPA Market Value of their property and the amount of the adjustment also will be excluded from the OPA Market Value of all properties in the district that are subject to the FABID assessment.

The result for each property shall be designated the "Preliminary Assessment," which shall be adjusted as provided herein.

2. If the Preliminary Assessment for any property exceeds 2.5% (two and one half percent) of the Total Billing Amount of the FABID for that year, then the Final Assessment for such property shall be equal to 2.5% (two and one half percent) of the Billing Amount and shall be the maximum amount due with respect to such property. Such properties shall be referred to as "Capped Properties." The total assessments due from all such properties shall be referred to as "Capped Assessments."

3. If the Preliminary Assessment for any real property that is identified by the Office of Property Assessment as having a structure is less than three-hundred-and-sixty-five dollars (\$365), then the Final Assessment for such property shall be three-hundred-and-sixty-five dollars (\$365). This methodology recognizes that the services offered by the FABID to all such property owners in this category can be reasonably valued at a daily rate of at least one dollar per day. Such properties shall be referred to as "One Dollar Per Day Properties." The total assessments due from all such properties shall be referred to as "One Dollar Per Day Assessments."

4. For any property not covered under paragraphs B.2 through B.3 [properties that are not Capped Properties or One Dollar Per Day Properties], including properties that are identified by the Office of Property Assessments as not having a structure, the Final Assessment for such property shall be computed as follows:

- a. Subtract the OPA Market Values of all properties covered under paragraphs B.2 though B.3 from the OPA Market Value of all properties within the district that are subject to the FABID assessment.
- b. Divide the OPA Market Value of the property by the result from (a).
- c. Multiply the result from (b) by the annual Total Billing Amount for the FABID less the total of all assessments for properties covered under paragraphs B.2 through B.3 [Capped Assessments or One Dollar Per Day Assessments); and
- d. The result from (c) is the property's annual assessment.

5. 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 January 1st will be used. However, for the first fiscal year, which commences on January 1, 2020, the most recent certified assessed values available when the ordinance creating the FABID is introduced shall be used to calculate FABID assessments. All assessments on FABID affected real properties will be based on assessed value without regard to any tax abatements that may be associated with a particular property.

6. 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 FABID'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 FABID 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 FABID 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.

C. COLLECTIONS AND PROPERTY LIENS

Each assessment authorized pursuant to this ordinance is collectable. On the first of each month, beginning with April 1 of the year in which the assessment is due and continuing thereafter until the assessment is paid, the FABID 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.

SECTION ELEVEN

The specific duties and responsibilities of the City of Philadelphia and FABID with respect to the District are as follows:

1. 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).
2. The FABID shall fulfill all duties and responsibilities of a Neighborhood Improvement District Management Association (NIDMA) as set forth in the Act (53 P.S. § 18101 *et. seq.*). In its capacity as the NIDMA, the FABID shall submit an annual audit of all income and expenditures to the Department of Community and Economic Development and to City Council within 120 days after the end of each fiscal year, and submit a report, including financial and programmatic information and a summary of audit findings, to City Council and to all assessed property owners located in the District, as required by the Act at 53 P.S. § 18109. In addition, the FABID shall be responsible for collecting all assessment fees levied within the District.

SECTION TWELVE

A written agreement will be signed by the City and the FABID containing the following provisions:

1. The respective duties of the City and the FABID with respect to the District as set forth in paragraph eleven (11) above;
2. 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;
3. A "sunset provision" under which the agreement will expire on December 31, 2024, and not be renewed unless the District is continued beyond that date pursuant to reenactment of the ordinance establishing the District; and
4. The FABID'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 THIRTEEN

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

SECTION FOURTEEN

The negative vote of at least one-third (1/3) of the affected property owners within the District, or the negative vote of affected property owners within the District whose property valuation, as assessed for taxable purposes, amounts to at least one-third (1/3) of the total property valuation of property owned by affected property owners located within the District proposed in the final plan, shall be required to defeat the continuation of the proposed District by filing objections to the clerk for the governing body of the municipality within forty-five (45) days of presentation of the final plan.

EXHIBIT "A-1"

Service Area of the Fishtown Area Business Improvement District



DETAIL OF NORTHERN PORTION OF FABID SERVICE AREA



DETAIL OF MIDDLE PORTION OF FABID SERVICE AREA



DETAIL OF SOUTHERN PORTION OF FABID SERVICE AREA



EXHIBIT "A-2"

List of Affected Properties

| | | |
|-----------------------|-----------------------|---------------------------|
| 2532 AMBER ST | | 1314 FRANKFORD AVE |
| 2534 AMBER ST | 1131-33 FRANKFORD AVE | 1316-18 FRANKFORD AVE |
| 2536 AMBER ST | 1135 FRANKFORD AVE | 1317-23 FRANKFORD AVE |
| 2538 AMBER ST | 1137 FRANKFORD AVE | 1320 FRANKFORD AVE |
| 2540 AMBER ST | 1138 FRANKFORD AVE | 1322 FRANKFORD AVE |
| 2557 AMBER ST | 1140 FRANKFORD AVE | 1324-38 FRANKFORD AVE |
| 2559-77 AMBER ST | 1142 FRANKFORD AVE | 1325 FRANKFORD AVE B |
| 1143 E BERKS ST | 1146 FRANKFORD AVE | 1325 FRANKFORD AVE A |
| 1200 E COLUMBIA AVE | 1148-62 FRANKFORD AVE | 1331-33 FRANKFORD AVE |
| 2666-72 CORAL ST | 1201-03 FRANKFORD AVE | 1335-37 FRANKFORD AVE |
| 1142-44 CREASE ST | 1204-08 FRANKFORD AVE | 1339 FRANKFORD AVE |
| 951-55 FRANKFORD AVE | 1205 FRANKFORD AVE | 1341-49 FRANKFORD AVE |
| 957 FRANKFORD AVE | 1209 FRANKFORD AVE | 1351-59 FRANKFORD AVE |
| 965 FRANKFORD AVE | 1210-22 FRANKFORD AVE | 1405-21 FRANKFORD AVE 310 |
| 1000-52 FRANKFORD AVE | 1213 FRANKFORD AVE | 1405-21 FRANKFORD AVE 408 |
| 1001 FRANKFORD AVE | 1224-28 FRANKFORD AVE | 1405-21 FRANKFORD AVE 312 |
| 1003 FRANKFORD AVE | 1230-32 FRANKFORD AVE | 1405-21 FRANKFORD AVE 501 |
| 1005 FRANKFORD AVE | 1234 FRANKFORD AVE | 1405-21 FRANKFORD AVE 508 |
| 1039-55 FRANKFORD AVE | 1236 FRANKFORD AVE | 1405-21 FRANKFORD AVE 401 |
| 1101-03 FRANKFORD AVE | 1238 FRANKFORD AVE | 1405-21 FRANKFORD AVE 410 |
| 1102 FRANKFORD AVE | 1240 FRANKFORD AVE | 1405-21 FRANKFORD AVE 506 |
| 1104-06 FRANKFORD AVE | 1244 FRANKFORD AVE | 1405-21 FRANKFORD AVE C1 |
| 1105-09 FRANKFORD AVE | 1246 FRANKFORD AVE 1 | 1405-21 FRANKFORD AVE 404 |
| 1108-12 FRANKFORD AVE | 1301 FRANKFORD AVE | 1405-21 FRANKFORD AVE 309 |
| 1111-13 FRANKFORD AVE | 1306 FRANKFORD AVE | 1405-21 FRANKFORD AVE 308 |
| 1114 FRANKFORD AVE | 1308 FRANKFORD AVE | 1405-21 FRANKFORD AVE 311 |
| 1115-27 FRANKFORD AVE | 1309 FRANKFORD AVE | 1405-21 FRANKFORD AVE 504 |
| 1120-36 FRANKFORD AVE | 1310-12 FRANKFORD AVE | 1405-21 FRANKFORD AVE 407 |
| 1129 FRANKFORD AVE | 1311 FRANKFORD AVE | 1405-21 FRANKFORD AVE 301 |

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| 1405-21 FRANKFORD AVE 305 | 1514-16 FRANKFORD AVE C1 | 1706-14 FRANKFORD AVE |
| 1405-21 FRANKFORD AVE 405 | 1518 FRANKFORD AVE 2 | 1716 FRANKFORD AVE |
| 1405-21 FRANKFORD AVE 307 | 1518 FRANKFORD AVE 1 | 1732 FRANKFORD AVE |
| 1405-21 FRANKFORD AVE 409 | 1518 FRANKFORD AVE C1 | 1734-58 FRANKFORD AVE |
| 1405-21 FRANKFORD AVE 502 | 1520 FRANKFORD AVE | 1741 FRANKFORD AVE |
| 1405-21 FRANKFORD AVE 507 | 1523-27 FRANKFORD AVE | 1757-59 FRANKFORD AVE 1 |
| 1405-21 FRANKFORD AVE 403 | 1524 FRANKFORD AVE | 1760 FRANKFORD AVE |
| 1405-21 FRANKFORD AVE 503 | 1526-30 FRANKFORD AVE | 1762 FRANKFORD AVE |
| 1405-21 FRANKFORD AVE C2 | 1532-36 FRANKFORD AVE | 1765 FRANKFORD AVE |
| 1412 FRANKFORD AVE | 1538-40 FRANKFORD AVE | 1768 FRANKFORD AVE |
| 1414 FRANKFORD AVE | 1542-44 FRANKFORD AVE | 1769 FRANKFORD AVE 4 |
| 1416-22 FRANKFORD AVE | 1546-48 FRANKFORD AVE | 1769 FRANKFORD AVE 2 |
| 1424-32 FRANKFORD AVE | 1600 FRANKFORD AVE | 1769 FRANKFORD AVE 5 |
| 1425 FRANKFORD AVE | 1601 FRANKFORD AVE | 1769 FRANKFORD AVE 3 |
| 1427 FRANKFORD AVE | 1602-12 FRANKFORD AVE | 1769 FRANKFORD AVE 6 |
| 1429 FRANKFORD AVE | 1605 FRANKFORD AVE | 1770 FRANKFORD AVE |
| 1431-35 FRANKFORD AVE | 1607 FRANKFORD AVE | 1771 FRANKFORD AVE |
| 1434-42 FRANKFORD AVE | 1609 FRANKFORD AVE | 1775 FRANKFORD AVE 7 |
| 1444 FRANKFORD AVE | 1611 FRANKFORD AVE | 1776 FRANKFORD AVE |
| 1500 FRANKFORD AVE | 1613 FRANKFORD AVE | 1778 FRANKFORD AVE 101 |
| 1502-08 FRANKFORD AVE | 1615 FRANKFORD AVE | 1778 FRANKFORD AVE 102 |
| 1503 FRANKFORD AVE | 1617 FRANKFORD AVE | 1778 FRANKFORD AVE 201 |
| 1507 FRANKFORD AVE | 1619 FRANKFORD AVE | 1778 FRANKFORD AVE 202 |
| 1509 FRANKFORD AVE | 1619 FRANKFORD AVE | 1778 FRANKFORD AVE 301 |
| 1511-19 FRANKFORD AVE | 1621-25 FRANKFORD AVE | 1778 FRANKFORD AVE 302 |
| 1512 FRANKFORD AVE 4 | 1621-25 FRANKFORD AVE | 1778 FRANKFORD AVE B2 |
| 1512 FRANKFORD AVE 3 | 1700 FRANKFORD AVE | 1780 FRANKFORD AVE A |
| 1512 FRANKFORD AVE C1 | 1702 FRANKFORD AVE | 1782 FRANKFORD AVE |
| | 1704 FRANKFORD AVE | |

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| 1784 FRANKFORD AVE | | 2012-18 FRANKFORD AVE 4COMM |
| 1800 FRANKFORD AVE B | 1845 FRANKFORD AVE | |
| 1800 FRANKFORD AVE C | 1846 FRANKFORD AVE 1 | 2012-18 FRANKFORD AVE 5COMM |
| 1800 FRANKFORD AVE A | 1847 FRANKFORD AVE | 2015 FRANKFORD AVE |
| 1802 FRANKFORD AVE | 1848 FRANKFORD AVE 1 | 2017 FRANKFORD AVE |
| 1804 FRANKFORD AVE | 1850 FRANKFORD AVE | 2019 FRANKFORD AVE |
| 1805 FRANKFORD AVE | 1851 FRANKFORD AVE | 2020-24 FRANKFORD AVE |
| 1806 FRANKFORD AVE A | 1852 FRANKFORD AVE | 2021 FRANKFORD AVE |
| 1807R FRANKFORD AVE | 1854 FRANKFORD AVE | 2023 FRANKFORD AVE |
| 1807 FRANKFORD AVE | 1855 FRANKFORD AVE | 2025 FRANKFORD AVE |
| 1808 FRANKFORD AVE | 1856 FRANKFORD AVE | 2026 FRANKFORD AVE 1 |
| 1810 FRANKFORD AVE | 1858 FRANKFORD AVE | 2027 FRANKFORD AVE |
| 1811-13 FRANKFORD AVE | 1860 FRANKFORD AVE | 2028 FRANKFORD AVE 1 |
| 1812 FRANKFORD AVE | 1861 FRANKFORD AVE | 2028 FRANKFORD AVE 3 |
| 1818 FRANKFORD AVE | 1862 FRANKFORD AVE | 2028 FRANKFORD AVE 2 |
| 1820 FRANKFORD AVE | 1863 FRANKFORD AVE | 2028 FRANKFORD AVE 4 |
| 1824 FRANKFORD AVE | 1864-66 FRANKFORD AVE | 2028 FRANKFORD AVE COMM |
| 1826 FRANKFORD AVE | 1865 FRANKFORD AVE B | 2029 FRANKFORD AVE |
| 1828 FRANKFORD AVE | 1867-69 FRANKFORD AVE | 2030 FRANKFORD AVE |
| 1830 FRANKFORD AVE | 1868-74 FRANKFORD AVE | 2031 FRANKFORD AVE |
| 1831-33 FRANKFORD AVE | 1871 FRANKFORD AVE | 2032-34 FRANKFORD AVE 2 |
| 1832 FRANKFORD AVE | 1873 FRANKFORD AVE | 2032-34 FRANKFORD AVE C1 |
| 1835-39 FRANKFORD AVE | 2000 FRANKFORD AVE | 2032-34 FRANKFORD AVE C2 |
| 1836 FRANKFORD AVE | 2001-05 FRANKFORD AVE | 2035 FRANKFORD AVE |
| 1838 FRANKFORD AVE 1 | 2002-04 FRANKFORD AVE | 2036 FRANKFORD AVE |
| 1841 FRANKFORD AVE | 2006-10 FRANKFORD AVE 103 | 2038 FRANKFORD AVE |
| 1842 FRANKFORD AVE 1 | 2011-13 FRANKFORD AVE | 2039 FRANKFORD AVE |
| 1843 FRANKFORD AVE | 2012-18 FRANKFORD AVE 5B | 2040 FRANKFORD AVE |
| 1844 FRANKFORD AVE 1 | 2012-18 FRANKFORD AVE 4B | 2041 FRANKFORD AVE |

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| 2042-50 FRANKFORD AVE | 2313 FRANKFORD AVE | 2426 FRANKFORD AVE |
| 2043 FRANKFORD AVE | 2315 FRANKFORD AVE | 2427 FRANKFORD AVE |
| 2201 FRANKFORD AVE | 2317 FRANKFORD AVE | 2429 FRANKFORD AVE |
| 2203 FRANKFORD AVE | 2321 FRANKFORD AVE | 2430-40 FRANKFORD AVE |
| 2205-09 FRANKFORD AVE | 2323 FRANKFORD AVE | 2431-35 FRANKFORD AVE |
| 2210-14 FRANKFORD AVE | 2325 FRANKFORD AVE | 2437-49 FRANKFORD AVE |
| 2216 FRANKFORD AVE | 2327 FRANKFORD AVE | 2442 FRANKFORD AVE |
| 2218 FRANKFORD AVE | 2329 FRANKFORD AVE | 2444 FRANKFORD AVE |
| 2219 FRANKFORD AVE | 2330 FRANKFORD AVE | 2446 FRANKFORD AVE |
| 2220 FRANKFORD AVE | 2332 FRANKFORD AVE | 2448 FRANKFORD AVE |
| 2222 FRANKFORD AVE | 2400-02 FRANKFORD AVE | 2452 FRANKFORD AVE |
| 2223 FRANKFORD AVE | 2401-05 FRANKFORD AVE | 2454 FRANKFORD AVE |
| 2224 FRANKFORD AVE | 2404 FRANKFORD AVE | 2455 FRANKFORD AVE |
| 2225-27 FRANKFORD AVE | 2406 FRANKFORD AVE | 2456 FRANKFORD AVE |
| 2226 FRANKFORD AVE | 2407 FRANKFORD AVE | 2457 FRANKFORD AVE |
| 2228 FRANKFORD AVE | 2408 FRANKFORD AVE | 2458 FRANKFORD AVE |
| 2229 FRANKFORD AVE | 2409 FRANKFORD AVE | 2459 FRANKFORD AVE |
| 2230 FRANKFORD AVE | 2410 FRANKFORD AVE | 2460 FRANKFORD AVE |
| 2232 FRANKFORD AVE | 2411 FRANKFORD AVE | 2461 FRANKFORD AVE |
| 2234 FRANKFORD AVE | 2412 FRANKFORD AVE | 2462 FRANKFORD AVE |
| 2236-38 FRANKFORD AVE | 2413 FRANKFORD AVE | 2463 FRANKFORD AVE |
| 2240 FRANKFORD AVE | 2415 FRANKFORD AVE | 2464 FRANKFORD AVE |
| 2300 FRANKFORD AVE | 2417 FRANKFORD AVE | 2465 FRANKFORD AVE |
| 2301 FRANKFORD AVE | 2418-20 FRANKFORD AVE | 2466 FRANKFORD AVE |
| 2303 FRANKFORD AVE | 2419 FRANKFORD AVE | 2468 FRANKFORD AVE |
| 2307 FRANKFORD AVE | 2421 FRANKFORD AVE | 2470 FRANKFORD AVE |
| 2309 FRANKFORD AVE | 2422-24 FRANKFORD AVE | 2472-74 FRANKFORD AVE |
| 2311 FRANKFORD AVE | 2423 FRANKFORD AVE | 2476 FRANKFORD AVE |
| | 2425 FRANKFORD AVE | |

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| 2478 FRANKFORD AVE | | 2610 FRANKFORD AVE |
| 2480 FRANKFORD AVE | 2545R FRANKFORD AVE | 2611 FRANKFORD AVE |
| 2500-06 FRANKFORD AVE | 2547 FRANKFORD AVE | 2612 FRANKFORD AVE |
| 2503 FRANKFORD AVE | 2549 FRANKFORD AVE | 2613 FRANKFORD AVE |
| 2505 FRANKFORD AVE | 2551 FRANKFORD AVE | 2615 FRANKFORD AVE |
| 2508 FRANKFORD AVE | 2553-55 FRANKFORD AVE | 2617 FRANKFORD AVE |
| 2509 FRANKFORD AVE | 2556 FRANKFORD AVE | 2619 FRANKFORD AVE |
| 2510 FRANKFORD AVE | 2558 FRANKFORD AVE | 2620 FRANKFORD AVE |
| 2511 FRANKFORD AVE | 2560 FRANKFORD AVE | 2621-67 FRANKFORD AVE |
| 2513 FRANKFORD AVE | 2562 FRANKFORD AVE | 2622 FRANKFORD AVE |
| 2514 FRANKFORD AVE 1 | 2564 FRANKFORD AVE | 2624 FRANKFORD AVE |
| 2516 FRANKFORD AVE | 2566 FRANKFORD AVE | 2626 FRANKFORD AVE |
| 2517 FRANKFORD AVE | 2568 FRANKFORD AVE | 2628 FRANKFORD AVE |
| 2518-44 FRANKFORD AVE | 2570 FRANKFORD AVE | 2630 FRANKFORD AVE |
| 2519 FRANKFORD AVE | 2572 FRANKFORD AVE | 2632 FRANKFORD AVE |
| 2521 FRANKFORD AVE | 2574 FRANKFORD AVE | 2634 FRANKFORD AVE |
| 2523 FRANKFORD AVE | 2576 FRANKFORD AVE | 2636 FRANKFORD AVE |
| 2525 FRANKFORD AVE | 2578 FRANKFORD AVE | 2638 FRANKFORD AVE |
| 2527 FRANKFORD AVE | 2580 FRANKFORD AVE | 2640 FRANKFORD AVE |
| 2529-35 FRANKFORD AVE 1 | 2600 FRANKFORD AVE | 2642 FRANKFORD AVE |
| 2529-35 FRANKFORD AVE 4 | 2601 FRANKFORD AVE | 2644 FRANKFORD AVE |
| 2529-35 FRANKFORD AVE 5 | 2602 FRANKFORD AVE | 2646 FRANKFORD AVE |
| 2529-35 FRANKFORD AVE 3 | 2604 FRANKFORD AVE | 2648 FRANKFORD AVE |
| 2529-35 FRANKFORD AVE 8 | 2605 FRANKFORD AVE | 2652 FRANKFORD AVE |
| 2529-35 FRANKFORD AVE 1 | 2606 FRANKFORD AVE | 2654 FRANKFORD AVE |
| 2529-35 FRANKFORD AVE 6 | 2606 FRANKFORD AVE | 2656 FRANKFORD AVE |
| 2537-41 FRANKFORD AVE | 2607 FRANKFORD AVE | 2658-64 FRANKFORD AVE |
| 2543 FRANKFORD AVE | 2608 FRANKFORD AVE | 2669-75 FRANKFORD AVE |
| 2545 FRANKFORD AVE | 2609 FRANKFORD AVE | 2677-83 FRANKFORD AVE |

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| 901-13 N FRONT ST | 943-53 N FRONT ST | 1220-28 N FRONT ST |
| 908 N FRONT ST | 1018-20 N FRONT ST | 1221-27 N FRONT ST |
| 910 N FRONT ST | 1025-31 N FRONT ST | 1229-31 N FRONT ST |
| 912 N FRONT ST | 1035-41 N FRONT ST | 1230 N FRONT ST |
| 914 N FRONT ST | 1043-69 N FRONT ST | 1232-42 N FRONT ST |
| 915-17 N FRONT ST | 1068 N FRONT ST | 1233-37 N FRONT ST |
| 916 N FRONT ST | 1070 N FRONT ST | 1239 N FRONT ST |
| 918 N FRONT ST | 1072 N FRONT ST | 1241-45 N FRONT ST |
| 919 N FRONT ST A | 1100-06 N FRONT ST | 1244 N FRONT ST COMM |
| 919 N FRONT ST F | 1120 N FRONT ST 29 | 1246 N FRONT ST |
| 920 N FRONT ST | 1121-29 N FRONT ST | 1247-53 N FRONT ST |
| 927-31 N FRONT ST 6 | 1128 N FRONT ST B26 | 1248-50 N FRONT ST |
| 927-31 N FRONT ST 7 | 1128 N FRONT ST A27 | 1300 N FRONT ST |
| 927-31 N FRONT ST 5 | 1128 N FRONT ST C25 | 1301 N FRONT ST C |
| 927-31 N FRONT ST 1 | 1130 N FRONT ST B23 | 1302 N FRONT ST |
| 927-31 N FRONT ST 4 | 1130 N FRONT ST C22 | 1306 N FRONT ST |
| 927-31 N FRONT ST 2 | 1130 N FRONT ST A24 | 1308 N FRONT ST |
| 927-31 N FRONT ST 3 | 1131-39 N FRONT ST | 1310 N FRONT ST |
| 927-31 N FRONT ST 8 | 1132-40 N FRONT ST | 1312 N FRONT ST |
| 933-37 N FRONT ST 2 | 1141-49 N FRONT ST | 1313 N FRONT ST |
| 933-37 N FRONT ST 6 | 1151 N FRONT ST | 1314 N FRONT ST |
| 933-37 N FRONT ST 3 | 1153 N FRONT ST | 1315 N FRONT ST |
| 933-37 N FRONT ST 5 | 1155-57 N FRONT ST | 1316 N FRONT ST |
| 933-37 N FRONT ST 7 | 1204 N FRONT ST | 1320-36 N FRONT ST |
| 933-37 N FRONT ST 1 | 1206-08 N FRONT ST | 1321-23 N FRONT ST |
| 933-37 N FRONT ST 8 | 1210 N FRONT ST | 1325 N FRONT ST |
| 933-37 N FRONT ST 9 | 1212 N FRONT ST | 1327 N FRONT ST |
| 939-41 N FRONT ST | 1214 N FRONT ST | 1333-37 N FRONT ST |
| | 1216 N FRONT ST | |

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| 1338-48 N FRONT ST | 1442 N FRONT ST | 1624 N FRONT ST |
| 1339-41 N FRONT ST | 1443 N FRONT ST | 1700-38 N FRONT ST |
| 1343-45 N FRONT ST | 1501 N FRONT ST | 1713 N FRONT ST |
| 1347 N FRONT ST | 1503-07 N FRONT ST | 1715-21 N FRONT ST |
| 1349 N FRONT ST | 1509 N FRONT ST | 1723 N FRONT ST |
| 1350 N FRONT ST | 1511 N FRONT ST | 1725 N FRONT ST |
| 1351 N FRONT ST | 1513 N FRONT ST | 1727-31 N FRONT ST |
| 1352 N FRONT ST | 1515 N FRONT ST | 1733-37 N FRONT ST |
| 1353 N FRONT ST | 1517 N FRONT ST | 1739-47 N FRONT ST |
| 1354 N FRONT ST | 1519 N FRONT ST | 1740-44 N FRONT ST |
| 1355 N FRONT ST | 1521 N FRONT ST | 1749 N FRONT ST |
| 1356 N FRONT ST | 1523-25 N FRONT ST | 1750 N FRONT ST |
| 1400-04 N FRONT ST | 1527 N FRONT ST | 1768 N FRONT ST |
| 1401 N FRONT ST | 1529 N FRONT ST | 1770 N FRONT ST |
| 1406-18 N FRONT ST | 1531-33 N FRONT ST | 1772 N FRONT ST |
| 1407 N FRONT ST | 1537-39 N FRONT ST | 100-06 E GIRARD AVE |
| 1409 N FRONT ST | 1541R N FRONT ST | 108 E GIRARD AVE |
| 1413 N FRONT ST | 1541 N FRONT ST | 109 E GIRARD AVE |
| 1415 N FRONT ST | 1543R N FRONT ST | 110 E GIRARD AVE |
| 1420 N FRONT ST | 1543 N FRONT ST | 111 E GIRARD AVE |
| 1421-23 N FRONT ST | 1545 N FRONT ST | 113 E GIRARD AVE |
| 1422 N FRONT ST | 1547 N FRONT ST | 115 E GIRARD AVE |
| 1424-38 N FRONT ST | 1600 N FRONT ST | 200 E GIRARD AVE |
| 1425 N FRONT ST | 1601-23 N FRONT ST | 202 E GIRARD AVE |
| 1429 N FRONT ST | 1602-04 N FRONT ST | 204 E GIRARD AVE |
| 1431-37 N FRONT ST | 1606-08 N FRONT ST | 206 E GIRARD AVE |
| 1439 N FRONT ST | 1610 N FRONT ST | 208 E GIRARD AVE |
| 1440 N FRONT ST | 1616 N FRONT ST | 210 E GIRARD AVE |
| 1441 N FRONT ST | | 212-14 E GIRARD AVE |

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| 221 E GIRARD AVE | 303 E GIRARD AVE | 408 E GIRARD AVE |
| 222-26 E GIRARD AVE | 304 E GIRARD AVE | 409 E GIRARD AVE |
| 223 E GIRARD AVE | 305-09 E GIRARD AVE | 411 E GIRARD AVE |
| 225 E GIRARD AVE | 306 E GIRARD AVE | 413 E GIRARD AVE |
| 227 E GIRARD AVE | 308 E GIRARD AVE | 415 E GIRARD AVE |
| 229 E GIRARD AVE | 310 E GIRARD AVE | 417 E GIRARD AVE |
| 231 E GIRARD AVE | 311 E GIRARD AVE | 419 E GIRARD AVE |
| 232 E GIRARD AVE | 312 E GIRARD AVE | 423-25 E GIRARD AVE |
| 233-35 E GIRARD AVE | 313 E GIRARD AVE | 424 E GIRARD AVE |
| 237 E GIRARD AVE | 314 E GIRARD AVE | 427 E GIRARD AVE |
| 239 E GIRARD AVE | 315 E GIRARD AVE | 429 E GIRARD AVE |
| 240-42 E GIRARD AVE | 316 E GIRARD AVE | 431 E GIRARD AVE |
| 241 E GIRARD AVE | 317 E GIRARD AVE | 432 E GIRARD AVE |
| 244 E GIRARD AVE | 319 E GIRARD AVE | 434 E GIRARD AVE |
| 245 E GIRARD AVE | 320 E GIRARD AVE | 435 E GIRARD AVE |
| 246 E GIRARD AVE | 321-23 E GIRARD AVE | 436 E GIRARD AVE |
| 247 E GIRARD AVE | 322 E GIRARD AVE | 437 E GIRARD AVE |
| 248 E GIRARD AVE | 324 E GIRARD AVE | 438 E GIRARD AVE |
| 249 E GIRARD AVE | 326 E GIRARD AVE | 439 E GIRARD AVE |
| 250 E GIRARD AVE | 328 E GIRARD AVE | 440 E GIRARD AVE |
| 251 E GIRARD AVE | 329 E GIRARD AVE | 441 E GIRARD AVE |
| 252 E GIRARD AVE | 330-32 E GIRARD AVE | 442 E GIRARD AVE |
| 254 E GIRARD AVE | 331-33 E GIRARD AVE | 443 E GIRARD AVE |
| 256 E GIRARD AVE | 334-38 E GIRARD AVE | 444 E GIRARD AVE |
| 258 E GIRARD AVE | 400 E GIRARD AVE | 446 E GIRARD AVE |
| 262 E GIRARD AVE | 402 E GIRARD AVE | 447-49 E GIRARD AVE |
| 300 E GIRARD AVE | 404 E GIRARD AVE | 448 E GIRARD AVE |
| 301 E GIRARD AVE | 406 E GIRARD AVE | 450 E GIRARD AVE |
| | 407 E GIRARD AVE | |

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| 452 E GIRARD AVE | 604 E GIRARD AVE | 11 W GIRARD AVE |
| 453 E GIRARD AVE | 605 E GIRARD AVE | 13-15 W GIRARD AVE |
| 454 E GIRARD AVE | 607 E GIRARD AVE | 14 W GIRARD AVE |
| 455 E GIRARD AVE | 609 E GIRARD AVE | 16 W GIRARD AVE |
| 456 E GIRARD AVE | 612 E GIRARD AVE | 18-20 W GIRARD AVE |
| 457 E GIRARD AVE | 616 E GIRARD AVE | 19-21 W GIRARD AVE |
| 458 E GIRARD AVE | 618 E GIRARD AVE | 22-28 W GIRARD AVE |
| 459 E GIRARD AVE | 619 E GIRARD AVE | 23-29 W GIRARD AVE |
| 461-63 E GIRARD AVE | 621 E GIRARD AVE | 31-35 W GIRARD AVE |
| 465-67 E GIRARD AVE | 623 E GIRARD AVE | 32 W GIRARD AVE |
| 501-27 E GIRARD AVE | 624 E GIRARD AVE | 34 W GIRARD AVE |
| 512-18 E GIRARD AVE | 625 E GIRARD AVE | 102 W GIRARD AVE |
| 526 E GIRARD AVE | 626 E GIRARD AVE | 104 W GIRARD AVE |
| 529-31 E GIRARD AVE | 627-29 E GIRARD AVE | 108 W GIRARD AVE |
| 530 E GIRARD AVE | 630 E GIRARD AVE | 110 W GIRARD AVE |
| 533 E GIRARD AVE | 632 E GIRARD AVE | 112 W GIRARD AVE |
| 534-36 E GIRARD AVE | 701-19 E GIRARD AVE | 114 W GIRARD AVE |
| 535 E GIRARD AVE | 721 E GIRARD AVE | 116 W GIRARD AVE |
| 537 E GIRARD AVE | 735 E GIRARD AVE | 118 W GIRARD AVE |
| 538 E GIRARD AVE | 804 E GIRARD AVE | 120 W GIRARD AVE |
| 539 E GIRARD AVE | 806 E GIRARD AVE | 122 W GIRARD AVE |
| 540 E GIRARD AVE | 815 E GIRARD AVE | 124 W GIRARD AVE |
| 541 E GIRARD AVE | 823 E GIRARD AVE | 126 W GIRARD AVE |
| 542 E GIRARD AVE | 827 E GIRARD AVE | 128 W GIRARD AVE |
| 544 E GIRARD AVE | 1 W GIRARD AVE | 1140 E HEWSON ST |
| 600 E GIRARD AVE | 3 W GIRARD AVE | 2072 E HUNTINGDON ST |
| 601 E GIRARD AVE | 5-07 W GIRARD AVE | 2101 E HUNTINGDON ST |
| 602 E GIRARD AVE | 9 W GIRARD AVE | 33-51 LAUREL ST |
| 603 E GIRARD AVE | | 50-60 LAUREL ST |

53-67 LAUREL ST
62-70 LAUREL ST
69-83 LAUREL ST
73-81 LAUREL ST
74-82 LAUREL ST 10
74-82 LAUREL ST 1
74-82 LAUREL ST 3
74-82 LAUREL ST 8
74-82 LAUREL ST 7
74-82 LAUREL ST 4
74-82 LAUREL ST 10
90-94 LAUREL ST
1429 MARLBOROUGH ST
1573 E MONTGOMERY AVE
100 W OXFORD ST
1140-44 SHACKAMAXON ST
1201 SHACKAMAXON ST
1222-24 SHACKAMAXON ST
1226-30 SHACKAMAXON ST
1247 SHACKAMAXON ST
1249 SHACKAMAXON ST
1251 SHACKAMAXON ST
1122-38 E SUSQUEHANNA AVE
1135 E SUSQUEHANNA AVE
2320-22 TRENTON AVE
2324 TRENTON AVE
2326 TRENTON AVE
2328 TRENTON AVE
2144-46 E YORK ST

EXHIBIT “A-3”

5-YEAR BUDGET OF FABID

| REVENUE | YEAR 1 | YEAR 2 | YEAR 3 | YEAR 4 | YEAR 5 |
|---|------------------|------------------|------------------|------------------|------------------|
| TOTAL BILLING AMOUNT¹ | \$640,000 | \$659,200 | \$678,976 | \$699,345 | \$720,326 |
| Anticipated Non-Payment ² | - \$96,000 | - \$92,288 | - \$88,267 | - \$83,921 | - \$79,236 |
| Anticipated Prior Year Payment ³ | \$0 | \$24,000 | \$34,886 | \$32,220 | \$30,781 |
| TOTAL ANTICIPATED REVENUE⁴ | \$544,000 | \$590,912 | \$625,596 | \$647,644 | \$671,871 |
| EXPENSES | YEAR 1 | YEAR 2 | YEAR 3 | YEAR 4 | YEAR 5 |
| Cleaning, Maintenance & Greening ⁵ | \$202,500 | \$218,700 | \$233,885 | \$247,711 | \$267,645 |
| Capital Improvements & Parking ⁶ | \$36,140 | \$59,713 | \$64,500 | \$67,610 | \$55,000 |
| Economic Development & Safety ⁷ | \$66,000 | \$73,500 | \$74,225 | \$68,457 | \$68,214 |
| Marketing & Promotions ⁸ | \$47,000 | \$36,245 | \$43,105 | \$47,000 | \$55,198 |
| Administration (TOTAL) ⁹ | \$192,360 | \$202,754 | \$209,881 | \$216,866 | \$225,815 |
| Personnel | \$149,860 | \$163,853 | \$168,768 | \$173,831 | \$179,046 |
| Operations | \$42,500 | \$38,901 | \$41,113 | \$43,035 | \$46,768 |
| TOTAL OPERATING EXPENSES | \$544,000 | \$590,912 | \$625,596 | \$647,644 | \$671,871 |
| Operating Income (Loss) | \$0 | \$0 | \$0 | \$0 | \$0 |

Notes to 5-Year Budget:

1. Total assessments from all properties in the FABID boundaries that are identified as income-generating and therefore subject to the FABID assessment, including an anticipated 3% cost of living increase.
2. The percentage of assessments that the FABID does not expect to collect during the billing year. For budget purposes, the FABID will expect an 85% collection rate in year one, increasing by 1% each year to a 89% collection rate in year 5.
3. The amount of prior year assessment revenue the FABID anticipates collecting in subsequent years.
4. The total anticipated current and prior year assessment revenue for each year.
5. Maintenance items such as professional sidewalk cleaning, street cleaning, greening maintenance, and public safety.
6. Streetscape improvements that may include sidewalk repair, façade improvements, banners, trees and planters, and other physical improvements.
7. Programs to support business recruitment and retention.
8. Promotion and marketing of the district such as special events, on-line advertising, and other activities to promote the district.
9. General office and administrative expenses associated with the management of the FABID, including but not limited to staff, office leasing and operation, legal and accounting services.

**BYLAWS
OF
FISHTOWN AREA BUSINESS IMPROVEMENT DISTRICT, INC.**

ARTICLE 1 - NAME

1.01 Name.

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

ARTICLE II – PURPOSES

2.01 Purposes.

The Fishtown Area Business Improvement District 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 _____;
- 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;
- Develop and implement programs and services that ensure that the Fishtown area 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.

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. “Board Representative” means an individual appointed by the Board pursuant to Section 9.02 hereof.
- D. “Corporation” means the Fishtown Area Business Improvement District, Inc.
- E. “Director” means an individual serving on the Board as a voting member and shall not include non-voting Board Representatives.
- F. “District” means the area within the boundaries of the Corporation.
- G. “Members” means owners of those tax paying commercial properties and owners of businesses located in the District.
- H. The Boundaries of the District are Frankford Avenue from Delaware Avenue to Lehigh Avenue, North Front Street from Poplar Street to Montgomery Street, East/West Girard Avenue from approximately 2nd Street to E Fletcher Street, and intersecting cross streets where properties are in close proximity to the aforementioned corridors.
- I. 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 (TBD), Philadelphia, PA 19125 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 – MEMBERS

7.01 Classes of Members.

The Corporation shall have one class of members, which is defined as assessment payers and business owners within the District or their agents, with financial stake in a property or business with written notice from the assessment payer or business owner authorizing them to vote on their behalf.

7.02 Termination of Membership.

The Board may terminate the membership of any Member who becomes ineligible for membership, as determined by the Board.

7.03 Voting Rights.

Each Member in good standing, who is current with the assessments on their property, shall be entitled to one (1) vote per property or business on each matter submitted to a vote of the Members.

7.04 Reserved Power of Members.

Except as provided in §5310(a) of the Act, the Board shall not have the Corporation adopt or change a bylaw on any subject that is committed expressly to the Members by any of the provisions of the Act.

ARTICLE VIII – MEETINGS OF THE MEMBERS

8.01 Annual Meeting.

The annual meeting of the Members shall be held at a time and place established by the Executive Committee of the Board.

8.02 Special Meetings of the Members.

Special meetings of the members may be called at any time by the Board or by Members entitled to cast at least ten percent (10%) of the vote. Upon written request of the person calling the special meeting, the Secretary shall (a) fix the date and time of the meeting, which shall be held not more than forty-five (45) days after receipt of the request, and (b) give notice to the Members. If the Secretary neglects or refuses to fix the meeting date or give notice of a special meeting, the person or persons calling the meeting may do so.

8.03 Notice of Meetings of the Members.

Written notice of every meeting of the Members shall be given to the Members by, or at the direction of, the Secretary at least ten (10) days prior to the date of the meeting, pursuant to Section 8.01 hereof. In the case of special meetings of the Members, the notice shall specify the general nature of the business to be transacted.

8.04 Quorum.

At any meeting of the Members, the presence of 10% of all Members entitled to vote shall constitute a quorum. Except in cases in which it is by statute, by the Certificate of Incorporation or by the Bylaws otherwise prohibited, the vote of the majority of such quorum at a duly constituted meeting shall be sufficient to transact business or 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.

8.05 Conduct of the Meetings of the Members.

The Chair of the Board shall preside at all Members' meetings, or, in his or her absence, the Vice-Chair, if one is elected, or any other officer of the Board. The officer presiding over the Members' meetings may establish such rules and regulations for the conduct of the meetings as such officer may deem to be reasonably necessary or desirable for the orderly and expeditious conduct of the meeting.

8.06 Consent of Members in Lieu of Meeting

Any action which may be taken at a meeting of the Members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the Members who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the Corporation.

ARTICLE IX – BOARD OF DIRECTORS

9.01 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. The Board shall also have the authority to interpret the provisions of the Bylaws and its interpretation shall be binding upon the Corporation.

9.02 Number of Directors and Composition of the Board.

The Board shall be comprised of an odd number of members, with a maximum of fifteen (15) voting members as required by state law, with at least one member representing the municipal corporation within the NID. Three members of the Board shall be the Councilmember of the First, Fifth and Seventh Council Districts of 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 include a representative of the Fishtown Co business association for as long as either entity exists as an independent entity; a minimum of one property owner; a minimum of one representative of the entertainment sector; a minimum of one small business owner or operator; a minimum of one property or business owner or operator from each of the following: Frankford Avenue, Front Street and East Girard; and a minimum of 80% of the elected board members must reside, own property, or own or operate a business in the district.

9.03 Election and Term of Office.

Directors shall be elected annually. The inaugural Board shall be appointed by the Steering Committee divided into three classes, with one third of the Directors in the first class with a term of one year, one third in the second class with a term of two years, and one third in the third class with a term of three years. Subsequent Board members shall be elected by the Members at the annual meeting by secret ballot. In the case of a vacancy in any class, the vacancy shall be filled for the balance of the term of the class. Any subsequent elections will be for staggered three-year terms for open seats and vacancies.

The Board may increase or decrease the number of Directors at any time within the range of five (5) to fifteen (15) as required by state law, and shall allocate the new or eliminated Director positions

among the classes so that the number of Directors of one class shall at no time vary from the number of Directors in the other class by more than two (2) without the necessity of an Amendment to the Bylaws. Except as otherwise provided by resolution of the Board, each Director's term begins at the time of his or her election. Each Director shall hold office until (a) the expiration of the term for which he or she was elected and until his or her successor has been elected and qualified, or (b) his or her earlier death, resignation, or removal.

9.04 Vacancies.

Vacancies on the Board, including vacancies resulting from an increase in the number of Directors, may be filled by a majority vote of the remaining members of the Board (even if less than a quorum). Each Director elected to fill a vacancy created by the resignation or inability to serve as a Director shall serve for the balance of the unexpired term of such Director or until his successor is duly elected and qualified.

9.05 Removal of Directors.

Any Director may be removed from office by the Board at any time with written cause. A new Director shall be elected to fill the unexpired term of any removed Director as provided in Section 9.04.

9.06 Resignations.

Any Director may resign at any time. Such resignation shall be in writing unless waived by vote of the remaining Board, but the acceptance thereof shall not be necessary to make it effective.

9.07 Attendance.

Each Director shall attend all meetings of the Board. Notwithstanding any other provision of Article 9, if a Director (i) fails to attend at least eighty percent (80%) of the meetings of the Board in any consecutive twelve (12) month period, or (ii) fails to attend three (3) consecutive meetings of the Board, such Director shall be eligible for removal from the Board at its discretion.

9.08 Compensation of Directors.

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

9.09 Voting Rights.

Each Director shall be entitled to one vote.

ARTICLE X – MEETINGS OF DIRECTORS

10.01 Annual Meeting.

The annual meeting of the Board shall be held in each calendar year on such date and at such time and place as the Board shall by resolution determine or as may be designated in the notice of the meeting.

10.02 Regular Meetings.

Regular meetings of the Board shall be held on such regularly scheduled dates and at such times and places as the Board shall by resolution determine or as may be designated in the notice of the meeting.

10.03 Special Meetings of the Board.

On the written request of the Chair of the Board or of at least one-third (1/3) of the members of the Board, the Secretary shall call a special meeting of the Board. Such request shall state the general nature of the business to be transacted at such meeting. The time and place of such special meeting shall be fixed by the Secretary and the meeting shall be called within ten (10) days of receipt of such request. The special meeting shall be held not more than thirty (30) days after receipt of request therefore. Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto.

10.04 Notice.

The Secretary or his or her designee shall give to each member of the Board not less than five (5) days prior written notice of each meeting of the Board (annual, regular or special). The notice, which shall be made pursuant to Section 15.1, shall state the time and the place of the meeting, and in the case of special meetings, the general nature of the business to be transacted thereat.

10.05 Quorum.

At any meeting of the Board, the presence of a majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business. The acts of the majority of Directors present at a meeting at which a quorum is present shall be the acts of the Board. The Directors present at a duly organized meeting can continue to conduct business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

10.06 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. Any votes taken in writing shall be added to the minutes of the following Board Meeting.

ARTICLE XI - COMMITTEES

11.01 Establishment and Powers.

The Board may, by resolution adopted by a majority of the Directors, establish one or more committees to consist of one or more Members of the Corporation. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority granted by the Board, except that no committee, shall have any power or authority as to the following:

- a. The submission to the Members of any action requiring approval of the Members under the Act;
- b. The filling of vacancies in the Board;
- c. The adoption, amendment or repeal of the Bylaws;
- d. The amendment or repeal of any resolution of the Board; or,
- e. Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

11.02 Term.

Each committee of the Board shall serve at the pleasure of the Board.

11.03 Committee Organization.

Except as otherwise provided in these Bylaws or by the Board, each committee shall establish its own operating procedures. Each committee shall keep minutes of its proceedings and report the same to the Board at each regular meeting. Each committee shall determine its times and places of meetings.

11.04 Standing Committees.

The Standing Committees of the Board shall be the Executive Committee and other Standing Committees as the Board may by resolution authorize.

Each Standing Committee shall include as Members the number and particular individuals required by these Bylaws, and additional Members as the Chair may appoint, subject to approval by the Board. Each Standing Committee shall have the powers and duties provided in these Bylaws and such other powers and duties as the Board may assign. Members of Standing Committees shall be appointed annually and shall be subject to approval by the Board at the annual meeting of the Board or at such other meeting of the Board as the Board may by resolution designate. Vacancies may be filled by appointment by the Chair, subject to approval by the Board at any meeting of the Board.

11.05 Executive Committee.

The Corporation shall have an Executive Committee, which shall perform the duties and exercise the authority assigned to them by the Board, subject to the limitations set forth in these Bylaws. The Chair of the Board shall act as Chairperson of the Executive Committee. Members of the Executive Committee shall be the Officers, or in the event of a vacancy of office, someone appointed by the Board Chair.

ARTICLE XII – OFFICERS

12.01 Number.

The Corporation shall have a Chair, Secretary, and Treasurer. In addition, the Corporation may have one or more Vice-Chairs, one or more Assistant Secretaries and one or more Assistant Treasurers, as the Board shall from time to time determine.

12.02 Election and Term of Office.

Each officer shall be elected at the annual meeting of the Board and shall serve for a term of one (1) year and until a successor is duly elected and qualified. All other officers shall be elected by the Board at the time, in the manner, and for such term as the Board from time to time determines. Each officer shall serve until a successor is duly elected and qualified, or until such officer resigns or is removed from office.

12.03 Removal of Officers.

Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Corporation will be served by the removal. The Board shall immediately elect a new officer to fill the unexpired term of any officer's position which becomes vacant by either removal or resignation. The

Board may declare vacant the office of a Director who is declared of unsound mind by an order of the court or is convicted of a crime.

12.04 Resignations.

Any officer may resign at any time by giving written notice to the Corporation. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of resignation.

12.05 The Chair.

The Chair of the Board shall preside at all meetings of the Board. He or she shall have such other powers as shall be designated by the Board. As authorized by the Board, the Chair shall execute all instruments requiring such execution, except to the extent that signing and execution thereof is expressly delegated by the Board to some other officer or agent of the Corporation. Upon request of the Board, the Chair shall report to it all matters which the interests of the Corporation may require to be brought to the attention of the Board.

12.06 The Secretary.

The Secretary shall keep the minutes of the Corporation and shall give such notices of meetings as required by these Bylaws. The Secretary shall have such other duties and have such other powers as shall be designated by the Board.

12.07 The Treasurer.

The Treasurer shall have care and custody of the books and records of account of the Corporation and, subject to the direction of the Board, shall have charge of and be responsible for all funds and securities of the Corporation. He or she shall render financial statements to the Board from time to time upon request. The funds of the Corporation shall be deposited to its credit in such a manner and in such depositories as the Board of Directories may from time to time designate and shall be subject to withdrawal by check, draft or other order by such officer or officers of the Corporation as may from time to time be designated by the Board. The Treasurer shall have such other powers and duties as may be designated by the Board.

ARTICLE XIII – EXECUTIVE DIRECTOR

13.01 The Executive Director.

At its discretion, the Board may create the position of Executive Director and other staff members as needed.

The Executive Director shall be the chief operating officer of the Corporation and shall be responsible for the day-to-day management and operations of the Corporation, subject to the control of the Board. The Executive Director's duties include, but are not limited to: (i) managing the day-to-day business and operations of the Corporation, (ii) promotions and marketing for the Corporation, (iii) supporting economic development in the District, (iv) developing initiatives to improve public spaces in the District, (v) attending all meetings including Board Meetings unless otherwise directed by the Board, and (vi) providing support for the activities and meetings of the Board.

The Executive Director shall have such other duties and powers as shall be designated by the Board. At the Board's discretion, the Executive Director may serve as a non-voting, *ex-officio* member of the Board.

ARTICLE XIV – BOARD OF ADVISORS

14.01 Board of Advisors.

The Board may establish a non-voting District Advisory Committee (the “Board of Advisors”) to advise the Corporation and the Board with respect to how the purposes of the Corporation may be furthered.

14.02 Number of Advisors and Composition of the Board of Advisors.

The Board of Advisors shall consist of an odd number of members, between five (5) and twenty-one (21), who shall be representative of the neighborhood's character, including, but not limited to, age, gender and cultural diversity.

The Board may appoint one or more persons who may but need not be Members of the Corporation to serve as the chairperson of the Board of Advisors. The Chair of the Board shall also be an *ex-officio* member of the Board of Advisors. Members of the Board of Advisors shall serve at the pleasure of the Board and may be removed by the Board with or without cause. The Board of Advisors may be dissolved or reconstituted at the discretion of the Board.

14.03 Qualification.

Each member of the Board of Advisors shall be an individual at least 18 years of age.

14.04 Selection.

An individual qualified to serve on the Board of Advisors pursuant to Section 14.03 hereof shall submit a written request to the Board indicating his or her interest in serving on the Board of Advisors. The Board, at its complete discretion, shall select certain individuals to serve on the Board of Advisors from such pool of requests.

14.05 Recommendations.

The Board of Advisors' reports and recommendations to the Board shall not be binding on the Board. The Board of Advisors shall not have any power or authority on behalf of the Corporation.

ARTICLE XV – NOTICE

15.01 Written Notice.

Whenever written notice is required to be given to any person, it may be given to the person, either personally or by sending a copy by first class or express mail, postage prepaid, by email or by telegram (with messenger service specified), telex or TWX (with answer back received) or courier service, charges prepaid, or by facsimile transmission, to his or her address (or to his or her telex, TWX or facsimile number) appearing on the books of the Corporation or, in the case of Directors, supplied by him or her to the Corporation for the purpose of notice. If the notice is sent by mail, email, telegraph or courier service, it shall be deemed to have been given when deposited in the United States mail, sent by a dated

email, or with a telegraph office or courier service for delivery to that person or, in the case of telex or TWX, when dispatched or in the case of facsimile, when receipt has been confirmed. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by the Act. Except as otherwise provided by the Act or these Bylaws, when a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

15.02 Waiver by Writing.

Whenever any written notice is required to be given, a waiver in writing, signed by the person or persons entitled to the notice, whether before or after the time stated, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

15.03 Waiver by Attendance.

Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XVI – FIDUCIARY DUTIES

16.01 Board of Directors.

A Director of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform the duties as a Director, including the duties as a member of any committee of the Board upon which they may serve, in good faith, in a manner they reasonably believe to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

In performing the duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:

- a. One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matter presented.
- b. Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person.

16.02 Duties.

In discharging the duties of their respective positions, the Board, committees of the Board and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers and customers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this Section.

16.03 Intent.

Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action, shall be presumed to be in the best interests of the Corporation.

ARTICLE XVII – LIMITATION OF LIABILITY; INSURANCE

17.01 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 his or her 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.

17.02 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 XVIII – INDEMNIFICATION

18.01 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.

18.02 Expenses.

Expenses incurred by a person covered by Section 18.01 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 18.03.

18.03 Exceptions.

No indemnification under Section 18.01 or advancement or reimbursement of expenses under Section 18.02 shall be provided to a person covered by Section 18.01 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;
- 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; or

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 18.01, or advancement or reimbursement of expenses under Section 15.2, 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.

18.04 Continuation of Rights.

The indemnification and advancement or reimbursement of expenses provided by, or granted pursuant to, this Article 15 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.

18.05 General Provisions.

1. The term "to the fullest extent permitted by applicable law," as used in this Article 18, shall mean the maximum extent permitted by public policy, common law or statute. Any person covered by Section 18.01 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 18 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 18 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 18 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 18.01 hereof by a written agreement signed by the Corporation and such person.

18.06 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 18.

ARTICLE XIX – CONFLICT OF INTEREST

19.01 Purpose.

The purpose of the conflict of interest policy is to protect the Corporation's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation or might result in a possible excess benefit transaction. "Excess benefit transaction" is defined as a transaction in which an economic benefit is provided by an applicable tax-exempt organization, directly or indirectly, to or for the use of a disqualified person, and the value of the economic benefit provided by the organization exceeds the value of the consideration received by the organization). This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

19.02 Definitions.

1. Interested Person. Any Director, Officer, or member of a committee with Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
 - b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
 - d. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board of Directors or appropriate committee decides that a conflict of interest exists, as set forth below in 19.03.

19.03 Procedures.

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest.
 - a. An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

19.04 Violations of the Conflicts of Interest Policy.

1. If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the

member an opportunity to explain the alleged failure to disclose.

2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

3. Records of Proceedings. The minutes of the Board and all committees with Board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

19.05 Compensation.

1. A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

3. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

19.06 Annual Statements.

Each Director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
5. Periodic Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
 - b. Whether partnerships, joint ventures, and arrangements with management organizations

conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

19.07 Use of Outside Experts.

When conducting the periodic reviews as provided for in section 19.06, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XX – ANNUAL REPORT

20.01 Annual Report.

The Board shall present annually to the Members a financial report prepared by an independent auditor (or Certified Public Accountant). The Treasurer shall make a presentation on the fiscal condition of the Corporation at the Annual Meeting.

ARTICLE XXI – FISCAL YEAR

21.01 Fiscal Year.

The fiscal year of the Corporation shall mean the annual accounting year, which is anticipated will begin on July 1 of each year.

ARTICLE XXII – CORPORATE RECORDS

22.01 Corporate Records.

The Corporation shall keep minutes of the proceedings of the Members, Directors and any other body, and a membership register, giving the names and addresses of all Members and the details of the membership of each. The Corporation shall also keep appropriate, complete and accurate books or records of account. The records shall be kept at the registered office of the Corporation, the Corporation's principal place of business or any other actual business office of the Corporation.

ARTICLE XXIII – DISSOLUTION

23.01 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 Corporation's assets, after satisfying any creditors, shall be distributed to an organization(s) dedicated to the improvement of the Fishtown Area, which is (are) 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.

ARTICLE XXIV - AMENDMENT

24.01 Amendment or Repeal.

Except as provided in the Act, these Bylaws may be amended or repealed, in whole or in part, and new Bylaws may be adopted, by the vote of 2/3 of the Directors then in office at any meeting of the Board after a minimum of ten (10) days of notice has been given to all Directors stating that purpose. No motion to amend, alter or repeal or enact a new bylaw or bylaws shall be voted on unless prior to the meeting to discuss said action, a full written statement of the exact language of the motion shall be delivered to every member of the Board.