# City of Philadelphia 



# Council of the City of Philadelphia Office of the Chief Clerk <br> Room 402, City Hall <br> Philadelphia 

(Resolution No. 080390)
RESOLUTION
Initiating action to establish a neighborhood improvement district in an area that generally includes Cheltenham Avenue with boundaries of Wadsworth Avenue on the west and Broad Street on the east, Ogontz Avenue with boundaries of Cheltenham Avenue on the north and $67^{\text {th }}$ Avenue on the south and Wadsworth Avenue with boundaries of Cheltenham Avenue on the northeast and Michener Avenue on the southwest; to be known as The Greater Cheltenham Avenue Business Improvement District, and for which Greater Cheltenham Avenue 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 Cheltenham Avenue area, to be known as "The Greater Cheltenham Avenue Business Improvement District, ("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; and

## City of Philadelphia

WHEREAS, The District shall operate under the Neighborhood Improvement District Management Association (NIDMA), known as Greater Cheltenham Avenue Business Improvement District Inc., a Pennsylvania nonprofit corporation. Greater Cheltenham Avenue Business Improvement District Inc. also is the NIDMA for an abutting neighborhood improvement district established in Cheltenham Township that will operate cooperatively with 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 Cheltenham Avenue with boundaries of Wadsworth Avenue on the west and Broad Street on the east, Ogontz Avenue with boundaries of Cheltenham Avenue on the north and $67^{\text {th }}$ Avenue on the south and Wadsworth Avenue with boundaries of Cheltenham Avenue on the northeast and Michener Avenue on the southwest; to be known as The Greater Cheltenham Avenue Business Improvement District. Council hereby approves as the preliminary plan for The Greater Cheltenham Avenue Business Improvement District, the preliminary plan attached as Exhibit "A," and Council adopts as the City's report concerning The Greater Cheltenham Avenue 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 Greater Cheltenham Avenue 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.

## EXHIBIT A

## PRELIMINARY PLAN FOR THE GREATER CHELTENHAM AVENUE 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 Greater Cheltenham Avenue 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 commercial properties and residential properties containing five (5) or more residential units within an area that generally includes Cheltenham Avenue with boundaries of Wadsworth Avenue on the west and Broad Street on the east, Ogontz Avenue with boundaries of Cheltenham Avenue on the north and $67^{\text {th }}$ Avenue on the south and Wadsworth Avenue with boundaries of Cheltenham Avenue on the northeast and Michener Avenue on the southwest. This area is referred to as the "whole district." While the service area does contain other residential properties, the Greater Cheltenham Avenue Business Improvement District's assessed properties include: those properties that are commercial, as defined by the Community and Economic Improvement Act, 53 P.S. § 1801 et seq.; and residential properties containing five (5) or more residential units. Furthermore, taxexempt properties located within the district will not be assessed and 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. Supplementary Security Ambassadors: Security services will include, but not be limited to, establishing a District public safety committee and ambassadors to work with local police and individual business operators in order to improve public safety and the district's public safety image. (Budget allocation for Year 1: \$12,551.21)
b. Maintenance, Operations and Beautification. A private cleaning firm will be hired for the purpose of cleaning sidewalks and street gutters in the District. (Budget allocation for Year 1: \$9,508.49)
c. Marketing - CustomerAttraction. Marketing and promotion services will include: increasing business and customer attraction, by working with the real
estate industry and property owners to attract strong new businesses which will draw more customers; and preparing new marketing kits which will include up-todate demographics and business highlights. (Budget allocation for Year 1: $\$ 9,508.49)$
d. Administration: The administrative costs will include, among other things, marketing and production of a regular e-mail newsletter, the performance of an annual audit, the preparation of an annual report to be disseminated among the benefiting properties and tenants, and grant writing to expand programs and to advance streetscape and parking projects. The marketing /management element will have the following responsibilities: producing newsletters, conducting surveys, public relations, assisting the Board and Committees, planning and overseeing events, keeping marketing up to date, cooperating with realtors and developers, façade improvements, grant and sponsorship solicitation, contacting city agencies, overseeing board member selection, contractor selection and oversight, and such additional duties as may be determined from time to time by the Board. (Budget allocation for Year 1: \$6,465.77)
e. Capital Improvements. Nor physical improvements are planned. No capital expenditures are planned. (\$0)
5. The proposed budget for the first fiscal year is $\$ 38,033.96$ and is attached as Exhibit A-3. The budget for subsequent years, with inflation taken into account as set forth in paragraph 10, is as follows: Year 2: \$39,555.32; Year 3: \$41,137.53; Year 4: \$43,194.41; Year 5: \$44,922.18.
6. The proposed revenue source for financing all proposed improvements, programs and services will be assessments on real property within the service area as provided in paragraph 2 above.
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, Greater Cheltenham Avenue Business Improvement District Inc.
9. The by-laws of Greater Cheltenham Avenue Business Improvement District Inc. 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. Using the Board of Revision of Taxes (BRT) assessments from 2007, the District's assessment fee will be calculated as $6.3394 \%$ of the real estate taxes due on
benefiting commercial properties within the service area and as $3.1697 \%$ of the real estate taxes due on residential properties containing five (5) or more residential units. To account for inflation, such assessment shall increase annually by $4 \%$ of the base amount. In addition, in the case of default in the payment of the assessment fee for a period of 90 days or more after such fee becomes due, the entire assessment fee with accrued interest at the rate of $8 \%$ shall become due.
11. The specific duties and responsibilities of City of Philadelphia and Greater Cheltenham Avenue Business Improvement District Inc. with respect to the District are as follows:
a. The City will be responsible for maintaining the same level of municipal programs and services within the District after its designation as a neighborhood improvement district as before such designation. The City also will 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. Greater Cheltenham Avenue Business Improvement District Inc. shall fulfill all the duties and responsibilities of a Neighborhood Improvement District Management Association (NIDMA) as set forth in the Community and Economic Improvement Act (53 P.S. § 18101 et. seq.). In its capacity as the NIDMA, Greater Cheltenham Avenue Business Improvement District Inc. shall be responsible for the collection of all property assessment fees (and any interest due thereon as provided in Section 10) levied within the District and also shall annually submit an audit by an independent accountant of all income and expenditures to the Department of Community and Economic Development and to the Clerk of 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 the Clerk of City Council and to all assessed property owners located in the District, as required by 53 P.S. §18109. .
12. A written agreement will be signed by the City and Greater Cheltenham Avenue Business Improvement District Inc. containing the following provisions:
a. The respective duties of the City and Greater Cheltenham Avenue Business Improvement District Inc. with respect to the District as set forth in paragraph 11 above;
b. The City's agreement to maintain within the District the same level of municipal programs and services that were provided within the District before its establishment;
c. A "sunset provision" under which the agreement will expire in 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. Greater Cheltenham Avenue Business Improvement District Inc.'s agreement to be responsible for the collection of all property assessment fees (and any interest due thereon as provided in Section 10) 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 Greater Cheltenham Avenue Business Improvement District Inc. 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 amounts 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.


EXHIBIT A－2 PROPERTY LIST OF THE GREATER CHELTENHAM AVENUE BUSINESS IMPROVEMENT suilding Descripition S／D OFF／STR SSTY MASONRY \＄108．91 STORE 1 STY MASONRY 574.04 MISC．ADMINBLDG MASONRY exempt ROW B／OFF－STR 2STY MASONR $\quad \$ 93.82$ | 0 |
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RESOLUTION NO. 080390 continued











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RESOLUTION NO. 080390 continued

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| REST'RNT FASTFOOD MASONRY | \$365.40 |
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| REST'RNT FASTFOOD MASONRY | \$1,312.57 |
| REST'RNT FASTFOOD MASONRY | \$673.37 |
| AUTO DEALER/AGCY MASONRY | \$922.00 |
| STORE 2 STY MASONRY | \$318.30 |
| AUTO REPAIR SHOP MASONRY | \$732.58 |
| AUTO REPAIR SHOP MASONRY | \$301.18 |
| SUP.MARK.3STY BRICK | \$947.49 |
| GAS STAT PUMP/MART MASORR | \$3,352.85 |
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| GAS STAT PUMP/MART MASORR | \$341.88 |
| GAS STAT F/SERV MASONRY | \$429.05 |
| GAS STAT PUMP/MART MASORR | \$324.32 |
| GAS STAT F/SERV MASONRY | \$322.61 |
| REST'RNT W/O BAR MAS.+OTH | \$237.85 |
| STORE I STY MASONRY | \$230.4 |
| STORE I STY MASONRY | \$239.63 |
| AUTO TIRE CENTER MASONRY | \$305.05 |
| GAS STAT F/SERV MASONRY | \$251.42 |
| GAS STAT F/SERV MASONRY | \$294.97 |
| BANK/OFF 1 STY MASONRY | \$78.74 |
| REST'RNT FASTFOOD MASONRY | \$678.89 |
| STORE 1 STY MASONRY | \$322.6 |
| STORE 1 STY MASONRY | \$1,366.27 |
| BANK/OFF 2 STY MASONRY | \$293.32 |
| OFF/BLD N/PKG N/COM MASON | \$435.83 |
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| BANK/OFF 1 STY MASONRY | \$108.91 |

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RESOLUTION NO. 080390 continued

| $\mathbf{8 8 3 3 7 5 7 0 0}$ | FRASCELLA ENTERPRISES INC | 2510 | W CHELTENHAM AVE \# | $19150-1403$ | $215-224-2900$ | Commercial | Non-exempt | $\$ 88,000$ | $\$ 7,272$ | APTS |  |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- |
| 883557400 | REGINALD BLAKE EDMONDS | 1501 E WADSWORTH AVE | $19150-1615$ | $215-247-1040$ | Commercial | Non-exempt | $\$ 56,000$ | $\$ 4,627$ | APTS |  |  |
| 883557700 | FARROW ANTHONY | 1510 E WADSWORTH AVE | $19150-1616$ | $215-247-9060$ | Commercial | Non-exempt | $\$ 48,000$ | $\$ 3,966$ | APTS |  |  |
| 883557800 | WADSWORTH REALTY LLC | 1620 E WADSWORTH AVE \# | $19150-1020$ | $215-242-0500$ | Commercial | Non-exempt | $\$ 88,000$ | $\$ 7,272$ | O18 |  |  |
| Residential Propoernies |  |  |  |  |  |  |  |  |  |  |  |


| 101218003 | ZAG DEVELOPMENTS | 7165 OGONTZ AVE \# 67 | $19138-2015$ |  | Residential | Non-exempt | $\$ 38,400$ | $\$ 3,173$ | STR/OFF+APTS 3STY MASONRY |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- |
| 102017803 | ZAG DEVELOPMENT | 7174 OGONTZ AVE \# 78 | $19138-2040$ | $215-224-9846$ | Residential | Non-exempt | $\$ 41,600$ | $\$ 3,437$ | STR/OFF+APTS 3STY MASONRY |
| 881151507 | MT AIRY COURT ASSOCIATES | 1501 E MOUNT AIRY AVE \# | $19150-1713$ |  | Hotels \& Apartments | Non-exempt | $\$ 230,400$ | $\$ 19,040$ | STORE 1 STY MASONRY |
| 881151508 | MT AIRY COURT ASSOCIATES | 1533 E MOUNT AIRY AVE \# | $19150-1713$ |  | Hotels \& Apartments | Non-exempt | $\$ 230,400$ | $\$ 19,040$ | STORE 1 STY MASONRY |



| Residential rate | $\begin{array}{l}3.1697 \% \\ \text { Commercial rate }\end{array}$ |
| :--- | :--- |
| $6.3394 \%$ |  |

# EXHIBIT A-3 <br> PHILADELPHIA <br> PROPOSED BUDGET FOR <br> THE GREATER CHELTENHAM AVENUE BUSINESS IMPROVEMENT DISTRICT 

Year 1<br>Phila. Yr. 1

## 1.) Supplementary Security Ambassadors

Sub-Total
\$132,000
\$12,551.21
2.) Maintenance, Operations, and Beautification

Hire private street cleaning firm
Sub-Total \$100,000 \$9,508.49
3.) Marketing - Customer Attraction

Conducting surveys and producing public relations materials
Sub-Total
\$100,000 \$9,508.49

## 4.) Administration

Contract for administrative services as needed
Marketing and producing regular e-mail newsletter
Performance of annual audit
Preparation of annual report
Grant writing and sponsorship solicitation
Assisting board and committees
Planning and overseeing events
Contractor selection and oversight
Sub-Total \$68,000
\$6,465.77

## 5.) Capital Improvements

No physical improvements are planned
No capital expenditures are planned

| Sub-Total | $\$-0-$ | $\$-0-$ |
| :--- | :--- | :--- |
| TOTAL | $\$ 400,000$ | $\$ 38,033.96$ |

It is anticipated the proposed budget for subsequent years will remain as follows:

| Year 2 | $\$ 400,000$ |
| :--- | :--- |
| Year 3 | $\$ 400,000$ |
| Year 4 | $\$ 400,000$ |
| Year 5 | $\$ 400,000$ |

The assessment will equal to $6.3394 \%$ of real estate taxes due on benefiting commercial properties within the service area, and residential properties containing five (5) or more units will be assessed at half the cost of what commercial properties pay, which equates to $3.1697 \%$ of the real estate taxes owed.

## EXHIBIT A-4

## BY-LAWS OF GREATER CHELTENHAM AVENUE BUSINESS IMPROVEMENT DISTRICT, INC.

## ARTICLE I

SECTION 1.01 - NAME
The name of this Corporation is the Greater Cheltenham Avenue Business Improvement District, Inc. ("Corporation").

## SECTION 1.01 - OFFICES; REGISTERED AGENT

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

## ARTICLE II

SECTION 2.01 - PURPOSES. The Corporation shall:
a. Operate a Business Improvement District and function as a Neighborhood Improvement District Management Association (NIDMA) under the applicable Pennsylvania laws.
b. Formulate, promote and implement the economic revitalization of the designated commercial area adjoining Cheltenham Avenue in Philadelphia, PA and Cheltenham Township, PA.
c. Provide a self-help mechanism to help 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 and maintain communication with property owners and tenants within the District.
e. Implement the activities described in the authorizing ordinance of each municipality.

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

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

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

SECTION 2.04 - MEMBERSHIP. Owners of assessed properties that have paid all assessments due shall be members of the Corporation. Corporation members may vote for Board members, may be selected as Board members, attend Board meetings and serve on committees.
2.05 INCORPORATION. The Corporation is formed under and has been chartered by the Secretary of State of the Commonwealth of Pennsylvania. (Date)

## ARTICLE III

SECTION 3.01 - GOVERNANCE. The Board of Directors is responsible for setting priorities and planning the BID's work. It is responsible for the annual audit and for an annual report of BID activities. The Board selects the Executive Director, sets staff compensation and oversees the performance of the principal employee. The Board selects from among its members the chairs of program and standing committees.
A. There will be nine voting members of the Board of Directors, elected by the Corporation members.

1. Six will represent property owners paying BID assessments and will include at least one assessed property owner from each municipality.
2. One will represent institutions agreeing to a Voluntary MultiYear Contribution and will be selected by the Board.
3. Two will represent tenants in properties whose owners pay BID assessments
B. Non-voting Board members will include representatives of the Cheltenham Township municipal corporation and the City of Philadelphia selected by those governments as required by the NID statute. Non voting members may be selected by the Board for one-year terms. Non-voting board members shall be selected so as to broaden representation in the Board's work and may serve as committee chairs and may participate in all Board discussions. Other owners, tenants and officials may be selected by the Board.

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 of Directors for terms of two years. The incorporators shall serve as Directors until the first annual meeting at which the first and second classes shall be elected by the members. The Board shall elect members to fill any vacancies by majority vote of those Board members present and voting.

SECTION 3.03 -REMOVAL OF DIRECTORS. At any meeting of the Directors, duly called and at which a quorum is present, the Directors may, by a 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 Director. Vacancies occurring on 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 predecessor.

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

SECTION 3.05 - QUORUM. A majority of the voting membership of the Board shall constitute a quorum for the transaction of business. Except in cases in which it is by statute, by the Certificate of Incorporation or by the By-Laws otherwise prohibited, the vote of a majority of such quorum at a duly constituted meeting shall be sufficient to pass any measure. In the absence of a quorum, the Members present by a majority vote and without notice other than by announcement may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. No proxies may be accepted.

SECTION 3.06 - BUDGET APPROVAL. Upon preliminary approval by the Board of a proposed annual budget, all members shall be invited to a meeting at a specified place and at a time at least two weeks following the notice. At this meeting, public comment on the condition of the district, on the need for changed services and on the proposed budget will be solicited. A proposed budget, including any modification made by the voting Board members following this public meeting, may thereafter be adopted by the affirmative vote of a majority of all voting members of the Board of Directors.

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

## ARTICLE IV

SECTION 4.01 - COMMITTEES GENERALLY. The Board of Directors may provide 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 may include voting and non-voting members and shall be appointed and the committee chairmen named by the Chairman of the Board of Directors. At least one member of each standing committee or special committee shall be a voting or non-voting member of the Board of Directors; the remaining members of such committees may, but need not, be members of the Board of Directors. Vacancies on any committee shall be filled by the Chairman of the Board of Directors.

SECTION 4.02 - COMMITTEE REPORTS. All recommendations by a committee shall be reported, during a board meeting, to the Board of Directors.

SECTION 4.03 - MEETINGS OF COMMITTEES. Each committee shall meet at the call of the chairman of the committee or any two members of the committee.

SECTION 4.04 - PARTICIPATION IN COMMITTEES. In selecting members of committees, the Board shall encourage widespread participation among members of the business community, commercial property owners, residents, and others concerned about the economic advancement of the District. From time to time, special committees may be named to advise the Board on issues on which additional perspective may be required and public meetings may be held to solicit advice from those concerned about the economic well-being of the District.

SECTION 4.05 - EXECUTIVE COMMITTEE. There shall be an Executive Committee consisting of a Chariman, Vice-Chairman, Secretary, Treasurer. Executive Director, 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 bylaws.


#### Abstract

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


SECTION 5.02 - CHAIRMAN AND VICE-CHAIRMAN OF THE BOARD. The Chairman of the Board shall preside at all meetings of the Board at which he/she shall be present. He /she shall have and may exercise such powers as are from time to time assigned by the Board of Trustees.

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

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

SECTION 5.03 - MANAGER. A Manager (or Director) may be appointed by the Board of Directors. He or she shall perform all duties incident to the office of Manager, including supervision of services, contract management, grant solicitation, committee support, maintenance of accounts, notices and such other duties as from time to time may be assigned by the Board of Directors.

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

SECTION 5.05 - TREASURER. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit or cause to be deposited in the name of the Corporation all monies and other valuable effects in such bank, or other depositories as shall, from time to time, be collected by the Board of Trustees. Whenever required, he/she shall provide an account of the financial condition of the Corporation, and, in general, shall perform all duties incident to the office of a treasurer of a Corporation and such other duties as may be assigned to him by the Board of Trustees or the Chairman. He/she shall make a presentation on the fiscal condition of the Corporation at the annual meeting.

## 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 evidence 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 AND AUDITS. There shall be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and a statement of operations from the preceding year audited and certified by an independent Certified Public Accountant, whose report shall be submitted at a regular meeting of the directors and filed immediately thereafter at the principal office of the Corporation. Such statement shall be prepared by the 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 and other interested public and private sector persons and filed with the municipal corporations and Secretary of the Commonwealth.

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

## ARTICLE VII

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

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

SECTION 7.03 - PERSONAL LIABILITY OF DIRECTORS. A director of this Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:
A. the director has breached or failed to perform the duties of his or her office under 15 PA C.S.A. Section 511 (which, as amended from time to time, is hereafter called Section 511); and
B. the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
C. 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.

The provisions of this Section shall not apply to the responsibility or liability of a director pursuant to any criminal statute.

SECTION 7.04 - PROCEDURE. The most recent edition of "Roberts' Rules of Order" shall govern any course of procedure not otherwise provided for in these By-laws.

SECTION 7.05-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 of Directors, 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 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 7.06 - 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, (those paying assessments within the BID boundary).

SECTION 7.07 - CONFLICT OF INTEREST. Any material conflict of interest based on a financial interest or benefit, on the part of any director or committee member shall be disclosed, in writing, to the Board of Directors, and except for a continuing disclosed conflict, whenever any Corporation contract or transaction in which a director or committee member has a financial interest or benefit becomes a matter of Board, committee, or Corporation action. Any director
having a financial interest or benefit in any contract or transaction being considered at a committee meeting or meeting of the Board of Directors shall not vote or use his or her personal influence in the meeting, even where such actions are otherwise permitted by law. The minutes of the meeting shall record compliance with these requirements. The section shall not be construed as to prevent the interested director or committee member from briefly stating his or her position regarding the contract and transaction, nor from answering pertinent questions of other directors or committee members, since his or her knowledge may be of great assistance. All new committee members and directors shall be immediately advised of the requirements of this Section.

## GREATER CHELTENHAM AVENUE BUSINESS IMPROVEMENT DISTRICT, INC.

## ORGANIZATION ACTION OF THE INCORPORATOR

The undersigned, being Incorporators and interim Board of Directors of the Greater Cheltenham Business Improvement District, Inc., a Pennsylvania non-profit corporation, hereby consent to the following action:

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

Names and Addresses of Incorporators
1.

Lino Solis, Incorporator<br>Date<br>Thor Equities, Cheltenham Square Mall<br>2985 Cheltenham Avenue, Philadelphia, Pa 19150-1506

2. 

Rev. Dr. Alyn E. Waller, Incorporator Date
Enon Tabernacle Baptist Church
2800-2900 W. Cheltenham Avenue, Philadelphia, PA 19150
3.

| John Kitchen, Incorporator | Date |
| :--- | :---: |
| Ogontz Avenue Revitalization Corporation |  |
| 1536 Haines Street, Philadelphia, PA 19126 |  |

4. 

John Ungar, Incorporator Date
Inter-Community Development Corporation
1534 E. Wadsworth Avenue, Philadelphia, PA 19150
5.

Sandra Rahman, Incorporator Date
Lynnewood Gardens Apartments
2047-C Mather Way, Elkins Park, PA 19027
6.

Michael J. Swavola, Incorporator
Date
Cheltenham Township Board of Commissioners President
Cheltenham Township, 8230 Old York Road, Elkins Park, PA 19027
7.

Ken Youngblood, Incorporator Date
McDonald's
7911/8001 Ogontz Avenue, Philadelphia, PA 19150
8.

Hank Wilson, Incorporator
Date
Wilson Insurance
1730 W Cheltenham Ave \# 32, Philadelphia, PA 19126

9
Lori Stopyra, Incorporator Date
Nassimi Realty Corp., Cedarbrook Plaza
1000 Easton Road, Wyncote, PA 19095

# City of Philadelphia 

RESOLUTION NO. 080390 continued

CERTIFICATION: This is a true and correct copy of the original Resolution, Adopted by the Council of the City of Philadelphia on the tenth of April, 2008.

Anna C. Verna
PRESIDENT OF THE COUNCIL

Patricia Rafferty
CHIEF CLERK OF THE COUNCIL

Introduced by: Councilmember Tasco
Sponsored by: Councilmembers Tasco, Greenlee, Jones, Goode and Reynolds Brown


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