Exhibit A

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

1. The name of the neighborhood improvement district is the Roxborough 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 District includes all taxable (for real estate purposes) commercial properties (defined as properties used for any for-profit activity involving trade or commerce in general, including residential units that are rented to tenants for profit) on both sides of Ridge Avenue from Main Street to 7220 Ridge Avenue, plus those commercial properties on certain blocks of streets that intersect that portion of Ridge Avenue, all of which are listed in Exhibit A-2 attached. This area is referred to as the "Whole District." While the service area does contain single family owner-occupied residential properties, these properties will not be assessed. Tax exempt properties will not be assessed.

All taxable commercial properties, referenced in the above paragraph, shall be subject to the assessment of the Roxborough Development Corporation (RDC), the administrative body which will govern and administer the District. Single family owner-occupied residential properties, including single family owner occupied residential condominiums, shall be the only classes of taxable property exempt from the RDC assessment. Furthermore, tax-exempt properties located within the District will be encouraged to contribute cash or in-kind services. Neither vacancy nor non-use of a property qualifies it for an exemption under any circumstance.

Any property within the service area that is not subject to the RDC assessment, but which, at a subsequent date, converts its usage to a usage that is subject to RDC assessment shall immediately become subject to that assessment.

Conversely, any property that is currently subject to the RDC assessment and is converted to an exempt purpose may petition the RDC board to be designated exempt; with such exemption to commence with the next RDC fiscal year.

In years 2-10, any property within the service area whose "Assessed improvement – taxable and exempt" increases by more than 10% due to improvements, will be assessed accordingly and the budget will be apportioned based upon the most recent certified values provided by OPA.

The fixed budget will be amended accordingly in order not to affect any other property. As of July 1, 2012, there are about 280 properties in the Whole District.

The Whole District includes a sub-area called the "Central District" that includes all taxable (for real estate purposes) commercial properties (as defined in paragraph 2) on both sides of Ridge Avenue beginning at 5735 Ridge Avenue and extending through to 6247 Ridge Avenue. As of July 1, 2012, there are about 120 properties in the Central District. The second sub-area is called "Upper Ridge" and "Lower Ridge" that includes all taxable (for real estate purposes) commercial properties (as defined in paragraph 2) in the rest of the district. As of July 1, 2012, there are about 160 properties in the Upper and Lower Ridge.

The map of the District which is attached as Exhibit A-1 depicts the Whole District and the Central District."

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

4. A list of proposed improvements and services within the District and their estimated cost for the first year of operation are as follows:

a. Marketing: Marketing services may include, but are not limited to: (i) *business promotion strategies*, such as the development and distribution of promotional materials (e.g., a District map, direct mail and coupon books), creating a District slogan and printing and selling T-shirts, and placing advertisements for the District in the neighborhood resource guide, phone directories, on bus shelters, at public parking lots and similar locations; (ii) *business attraction strategies*, such as marketing available vacant space, e-business promotion through a web site, social media, a "weed and seed" program and creating financial incentives; and (iii) *business retention strategies*, such as a collaborative print media marketing business promotion strategy, organizing special events designed to attract customers, marketing campaigns targeted at major employers along and near the District designed to attract their employees as customers for businesses within the District. (Budget allocation for Year 1: $58,000)

b. Appearance: Appearance services will include the development of a professional streetscape plan that will detail pedestrian lighting, pedestrian crosswalks, benches, trash receptacles, bike racks, street trees, banners, directional and information signage, as well as, storefront facade design criteria, business lighting examples, sample window displays and signage criteria. The District budget allocation will support the design and development of a streetscape plan. The District will pursue other available funding sources for the implementation of the streetscape plan. Appearance services may also include, but are not limited to: cleaning "hot spots;" weed control; organizing adopt-a-block programs and community clean-ups; purchase and maintenance of streetscape furniture and street banners; maintaining planters, landscaping, promoting uniform lighting treatments and providing professional design services for facade improvements and window displays; designing holiday lighting and decorations; sponsoring design contests for Ridge Avenue "gateways;" and, designing information kiosks for use along Ridge Avenue. (Budget allocation for Year 1: $44,000)

c. Parking & Public Safety: *Parking services* may include, but are not limited to: reviewing and evaluating public parking options, parking meters, parking validation programs and parking tokens. *Public safety services* may include, but are not limited to: repainting pedestrian crosswalks; sponsoring police bicycle patrols; working with the Police District Advisory Committee (PDAC); and, promoting the use of the City's Security Rebate Program by District businesses. (Budget allocation for Year 1: $30,000)

d. Sidewalk Cleaning: Routine sidewalk cleaning will be performed only within the Central District as described above in paragraph 2. The commercial properties within the Central District will be assessed an additional fee for this added service as set forth in paragraph 10. (Budget allocation for Year 1: $61,000).

e. Personnel and Administration: Personnel and administration may include, but are not limited to, various operating expenses such as: accounting, yearly audit, legal, telephone, supplies, postage, equipment lease, paper supplies, insurance utilities, rent, salaries and benefits."

(Budget allocation for Year 1: $92,844).

5. The proposed budget for fiscal year 2013-2014 was unanimously approved by the Business Improvement District (BID) Steering Committee in the amount of $277,844 + other income. The proposed budget for the life of the District including, but not limited to, personnel and administration, programs and services, maintenance and operation, is attached as Exhibit A-3. To account for inflation, the budget will increase 3% annually beginning on 7/1/2014.

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

7. The estimated time for implementation and completion of all proposed improvements, programs and services is ten years, to June 30, 2023, which corresponds to the term of the District.

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

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

10. The cost of the services for the District will be equitably apportioned among all benefiting properties within the two District service areas: The Central District and the Upper / Lower Ridge. The Central District assessment fee includes an additional assessment fee based on the additional services provided (such as more frequent street cleaning, planter maintenance).

The method of determining the amount of the assessment fee: The cost of the services for each of the districts will be equitably apportioned among all the benefiting properties within each of the District service areas using the fixed-budget method. The assessment for each property will be determined by multiplying the total service and improvement costs for the individual district (Central District or Upper/Lower Ridge District, whichever is applicable) by the ratio of the assessed value of the benefited property to the total assessed valuation of all designated benefited properties within the individual district.

The fixed-budget for each of the 10 years of the plan has been determined. The assessments will be based on the assessments certified by the Office of Property Assessment in 2011 for tax year 2012.
The total assessed valuation for all properties (Whole district) will be calculated as follows:

Whole Districts - City Total assessment of $23,281,300 representing a BID budget of $264,613.76:

- 2012-2013 Central District – Total City assessment of $10.862,176 representing a BID budget of $164,018.86
- 2012-2013 Lower / Upper Ridge – Total City assessment of $12,419,124 representing a BID budget of $100,594.90).

Adjustments to account for inflation are a 5% increase for the first year (2013-2014) and a 3% increase per year subsequently.
The assessment fees for both the "Central District" and the "Upper / Lower Ridge District" for any fiscal year may not exceed the above percentages and shall be consistent with the budget herein. Nothing precludes the RDC board to vote on a reduction of the increases due to extraordinary circumstances.

11. The specific duties and responsibilities of the City of Philadelphia and the RDC 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 during its continuation as a neighborhood improvement district as before its establishment as a neighborhood improvement district. The City will also be responsible for filing any necessary liens on properties for the nonpayment of property assessment fees as set forth in the Act at 53 P.S. §18107(a)(10).

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

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

a. The respective duties of the City and the RDC with respect to the 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 terminate on June 30, 2023 and may not be renewed unless the District is continued beyond that date pursuant to a reenactment of the ordinance establishing the District; and

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

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

14. The negative vote of at least 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 District by filing objections with the Clerk of Council within forty-five (45) days of presentation of the final plan.

EXHIBIT A-1

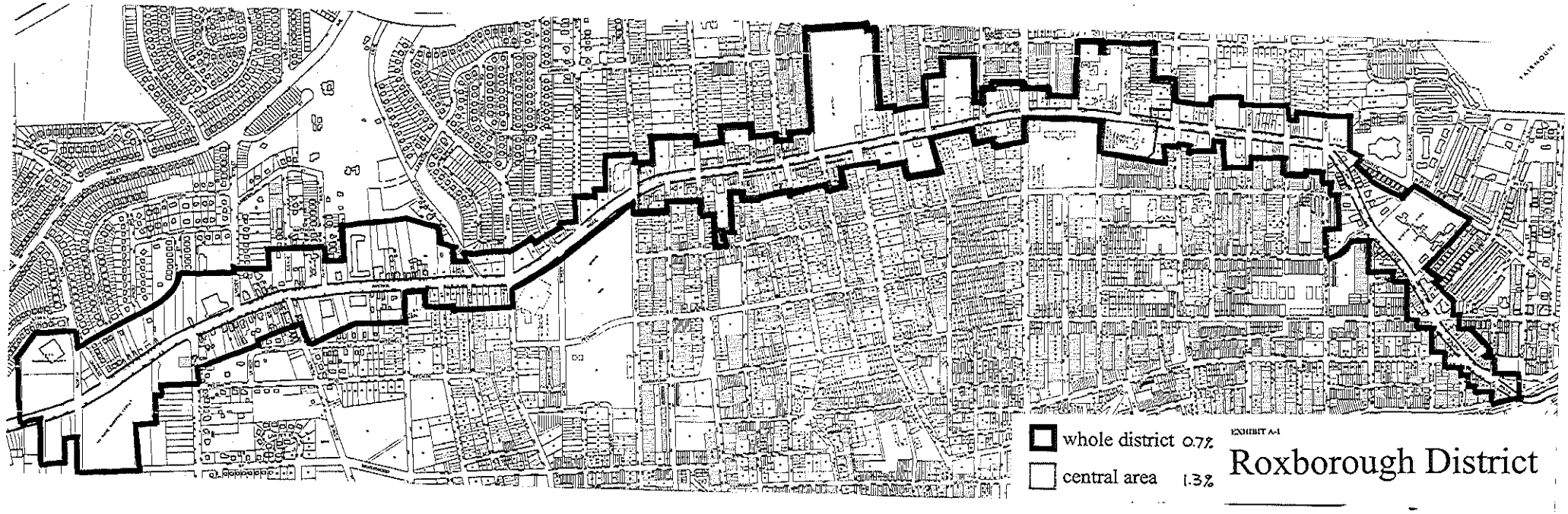
whole district 0.7%
central area 1.3%
EXHIBIT A-1
Roxborough District

EXHIBIT A-2 June 2012

Corrected October 11, 2012

RDC BID ASSESSMENT 2012 - 2013 & BUDGET 2013 - 2014

CENTRAL CORRIDOR

House	Street Na	Owner 1	Land	Building	Cert Total	Pct	Assmt
00483	CONARR	497 CONARROE STREET LLC	5,320	20,280	25,600	1.51%	386.56
00493	CONARR	BSI PROPERTY HOLDINGS LP	2,283	16,469	18,752	1.51%	283.16
00497	CONARR	497 CONARROE STREET LLC	4,800	35,200	40,000	1.51%	604.00
475	GREEN	SWITCHBACK RIDGE 1, LLC			31,200	1.51%	471.12
00515	GREEN	JACKSON MICHAEL F	3,143	26,105	29,248	1.51%	441.64
00516	GREEN	BORON JOHN J	4,391	43,609	48,000	1.51%	724.80
00527	GREEN	SWIDER RICHARD	10,403	16,797	27,200	1.51%	410.72
00500	JAMEST	PRIME HEALTHCARE SERVICES	339,739	2,220,261	2,560,000	1.51%	38,656.00
00505	JAMEST	PRIME HEALTHCARE SERVICES	325,920	0	325,920	1.51%	4,921.39
0531	JAMEST	PRIME HEALTHCARE SERVICES	47,872	0	47,872	1.51%	722.87
00540	JAMEST	PRIME HEALTHCARE SERVICES	31,949	252,851	284,800	1.51%	4,300.48
00541	JAMEST	PRIME HEALTHCARE SERVICES	6,720	320	7,040	1.51%	106.30
00545	JAMEST	PRIME HEALTHCARE SERVICES	4,032	0	4,032	1.51%	60.88
00481	KRAMS	ROXBOROUGH DEV CORP	2,240	0	2,240	1.51%	33.82
00483	KRAMS	WHEELER JOHN PATRICK	5,195	20,405	25,600	1.51%	386.56
00471	LEVERING	MARTELLI BEAUTY SUPPLIES	27,507	66,893	94,400	1.51%	1,425.44
00521	LEVERING	JEMMOUA KAMAL	10,932	37,068	48,000	1.51%	724.80
05735	RIDGE	PRIME HEALTHCARE SERVICES	968	95,032	96,000	1.51%	1,449.60
05801	RIDGE	YEFET SUSAN G	57,600	62,400	120,000	1.51%	1,812.00
05873	RIDGE	ST EDMOND'S FEDERAL SAVIN	52,800	112,000	164,800	1.51%	2,488.48
05901	RIDGE	5901 RIDGE LLC	14,172	66,468	80,640	1.51%	1,217.66
05905	RIDGE	5901 RIDGE LLC	13,502	34,338	47,840	1.51%	722.38
05907	RIDGE	5901 RIDGE LLC	6,959	16,081	23,040	1.51%	347.90
05909	RIDGE	COBA INC	25,150	58,690	83,840	1.51%	1,265.98
05911	RIDGE	RITE AID OF PENNSYLVANIA	86,964	168,812	255,776	1.51%	3,862.22
05912	RIDGE	BROGAN JOSEPH M	24,789	23,211	48,000	1.51%	724.80
05925	RIDGE	XIN RONG GROUP LLC	11,686	63,834	75,520	1.51%	1,140.35
05926	RIDGE	CARRINGTON JASON	9,075	32,525	41,600	1.51%	628.16
05930	RIDGE	TOLL RICHARD	4,645	33,755	38,400	1.51%	579.84
05932	RIDGE	OVERBROOK PROPERTIES LLC	4,472	30,728	35,200	1.51%	531.52
05934	RIDGE	IHEAGWARA KELECHI	4,472	30,728	35,200	1.51%	531.52
05936	RIDGE	JOB F ROJAS	4,480	30,720	35,200	1.51%	531.52
05951	RIDGE	FES PA LLC	365,120	210,880	576,000	1.51%	8,697.60
05959	RIDGE	GABRIEL JOHN II	29,541	28,059	57,600	1.51%	869.76
06001	RIDGE	ROXBOROUGH CENTER LLC	89,210	262,790	352,000	1.51%	5,315.20

06011	RIDGE	RIDGE HOLDINGS LLC	27,100	22,052	49,152	1.51%	742.20
06024	RIDGE	SWITCHBACK RIDGE I LLC	263,200	280,800	544,000	1.51%	8,214.40
06053	RIDGE	EVANS JAMES L	17,154	22,846	40,000	1.51%	604.00
06056	RIDGE	SWITCHBACK RIDGE II LLC	20,000	188,640	208,640	1.51%	3,150.46
06064	RIDGE	MCGILL MARY LOU	11,200	23,040	34,240	1.51%	517.02
06064	RIDGE	MCGILL MARY LOU	320	0	320	1.51%	4.83
06066	RIDGE	DANIEL CASTELLUCCI	9,945	22,055	32,000	1.51%	483.20
06068	RIDGE	GREEN RIDGE VENTURES LLC	3,568	34,832	38,400	1.51%	579.84
06070	RIDGE	6070 RIDGE AVE LLC	8,579	22,141	30,720	1.51%	463.87
06072	RIDGE	KONOPKA WALTER ETUX	8,087	11,433	19,520	1.51%	294.75
06074	RIDGE	KONOPKA BRUCE	6,323	13,197	19,520	1.51%	294.75
06076	RIDGE	THOMAS GREGORY B	10,700	43,380	54,080	1.51%	816.61
06080	RIDGE	COYLE VALERIE	20,800	34,496	55,296	1.51%	834.97
06100	RIDGE	VARTANIAN JACK	5,000	27,000	32,000	1.51%	483.20
06101	RIDGE	RIDGE VILLAGE LLC	18,930	21,710	40,640	1.51%	613.66
06102	RIDGE	TINNEY BRUCE J	6,400	17,920	24,320	1.51%	367.23
06104	RIDGE	SHAPPELL W E	13,276	11,684	24,960	1.51%	376.90
06106	RIDGE	DEL MONTE ROCCO JR	10,325	19,115	29,440	1.51%	444.54
06107	RIDGE	RIDGE VILLAGE LLC	8,338	14,382	22,720	1.51%	343.07
06109	RIDGE	GREEN RIDGE VENTURES LLC	6,261	74,379	80,640	1.51%	1,217.66
06110	RIDGE	JOSEPH G QIUGLEY JR	8,116	35,404	43,520	1.51%	657.15
06111	RIDGE	GREEN RIDGE VENTURES LLC	6,511	72,209	78,720	1.51%	1,188.67
06112	RIDGE	KAZANEJIAN JACQUES	21,568	16,251	37,819	1.51%	571.07
06113	RIDGE	MORRISON JAMES R 3RD	14,216	25,464	39,680	1.51%	599.17
06114	RIDGE	DALESSANDRO JOSEPH F	8,665	15,015	23,680	1.51%	357.57
06116	RIDGE	ZINAR MICHAEL D	23,136	16,290	39,426	1.51%	595.33
06117	RIDGE	CAPOBIANCO CARL	23,424	28,736	52,160	1.51%	787.62
06118	RIDGE	BISCHOFF ROBERT E	10,656	48,864	59,520	1.51%	898.75
06119	RIDGE	MILLER CHARLES P JR	10,011	27,749	37,760	1.51%	570.18
06120	RIDGE	BISCHOFF ROBERT E	8,158	13,602	21,760	1.51%	328.58
06121	RIDGE	FRACEO PROPERTIES LLC	22,400	46,400	68,800	1.51%	1,038.88
06125	RIDGE	D'ALICANDRO GUIDO	37,994	67,606	105,600	1.51%	1,594.56
06128	RIDGE	ROXBOROUGH REAL ESTATE	30,000	130,000	160,000	1.51%	2,416.00
06134	RIDGE	SPOSATO RALPH	14,840	15,560	30,400	1.51%	459.04
06138	RIDGE	ADAR HOLDINGS LLC	46,400	62,400	108,800	1.51%	1,642.88
06139	RIDGE	SCS INVESTMENTS LLC	10,565	24,635	35,200	1.51%	531.52
06141	RIDGE	BRACALE LEONARD	7,174	15,866	23,040	1.51%	347.90
06144	RIDGE	YOO IN P	13,764	16,636	30,400	1.51%	459.04
06145	RIDGE	CAPIZZI THOMAS	7,433	21,367	28,800	1.51%	434.88
06147	RIDGE	SICILIANO ANGELO	12,147	24,653	36,800	1.51%	555.68
06148	RIDGE	LEE MONICA	4,799	1	4,800	1.51%	72.48
06148	RIDGE	LEE MONICA	4,799	1	4,800	1.51%	72.48
06148	RIDGE	LEE MONICA	81,984	65,536	147,520	1.51%	2,227.55
06150	RIDGE	COLEMAN KEITH	17,512	8,088	25,600	1.51%	386.56
06151	RIDGE	IBRAHIM FATEN B	17,600	17,600	35,200	1.51%	531.52
06152	RIDGE	CHRISANTHOPOULOS PETER	11,454	8,386	19,840	1.51%	299.58
06153	RIDGE	SMICK STEET TOWNHOMES	14,466	20,734	35,200	1.51%	531.52

06154	RIDGE	CHRISANTHOPOULOS A	10,439	8,761	19,200	1.51%	289.92
06155	RIDGE	HOWARD J KESSLER	18,984	17,016	36,000	1.51%	543.60
06156	RIDGE	ROXBOROUGH DEV CORP	10,731	14,869	25,600	1.51%	386.56
06157	RIDGE	6157 RIDGE AVENUE ASSO	38,649	206,151	244,800	1.51%	3,696.48
06158	RIDGE	HONG YONG C	9,532	11,268	20,800	1.51%	314.08
06160	RIDGE	LIU QIN BIN	10,413	18,387	28,800	1.51%	434.88
06162	RIDGE	RIDGE AVENUE REAL ESTATE	26,240	64,640	90,880	1.51%	1,372.29
06164	RIDGE	RIDGE AVENUE REAL ESTATE	37,504	17,248	54,752	1.51%	826.76
06168	RIDGE	KOSZOWSKI STANLEY M	10,994	13,326	24,320	1.51%	367.23
06174	RIDGE	MARTELLI GIUSEPPE	129,344	148,800	278,144	1.51%	4,199.97
06175	RIDGE	GOLDBERG DALE S	7,644	13,476	21,120	1.51%	318.91
06177	RIDGE	SIMON LEONARD F	7,260	13,220	20,480	1.51%	309.25
06179	RIDGE	YU JIN H	18,480	104,720	123,200	1.51%	1,860.32
06184	RIDGE	LACHEEN STUART	73,216	37,300	110,516	1.51%	1,668.79
06190	RIDGE	LACHEEN STUART	28,800	19,200	48,000	1.51%	724.80
06191	RIDGE	DUNKIN BRANDS	66,765	35,507	102,272	1.51%	1,544.31
06200	RIDGE	SINGER MICHAEL	46,016	25,176	71,192	1.51%	1,075.00
06201	RIDGE	ATLANTIC REFINING	60,376	28,936	89,312	1.51%	1,348.61
06210	RIDGE	FIVE M PARTNERS	7,140	18,460	25,600	1.51%	386.56
06212	RIDGE	TWIN RIDGE LLC	48,000	48,000	96,000	1.51%	1,449.60
06214	RIDGE	TWIN RIDGE LLC	9,606	17,594	27,200	1.51%	410.72
06216	RIDGE	SWIFT JOHN	11,685	13,915	25,600	1.51%	386.56
06219	RIDGE	CALABRESE HARRY	34,000	15,664	49,664	1.51%	749.93
06220	RIDGE	MONTGOMERY NEWSPAPERS	33,504	65,340	98,844	1.51%	1,492.54
06222	RIDGE	ADONI DAVID	20,320	15,035	35,355	1.51%	533.86
06224	RIDGE	SPOSATO TRUST	5,926	14,234	20,160	1.51%	304.42
06225	RIDGE	CALABRESE HARRY	88,596	27,436	116,032	1.51%	1,752.08
06226	RIDGE	SPOSATO ANGELA	16,960	15,040	32,000	1.51%	483.20
06230	RIDGE	LI KEH NAN	19,200	12,800	32,000	1.51%	483.20
06232	RIDGE	ANDREW A GADINER	6,890	14,550	21,440	1.51%	323.74
06234	RIDGE	FOYLE JOHN O JR	10,472	18,328	28,800	1.51%	434.88
06236	RIDGE	6236-38 RIDGE AVE LLC	23,400	41,592	64,992	1.51%	981.38
06237	RIDGE	CALABRESE HARRY J	9,344	0	9,344	1.51%	141.09
06239	RIDGE	CALABRESE HARRY	9,344	0	9,344	1.51%	141.09
06815	RIDGE	NYKATS ALEXANDRA	4,870	29,530	34,400	1.51%	519.44
00492	ROXBO	MILSTEIN HAROLD	52,000	172,000	224,000	1.51%	3,382.40

Total Lower & Upper Ridge 2012 - 2013 164,018.86

Budget Lower & Upper Ridge 2013 - 2014 + 5% 172,219.80

UPPER & LOWER RIDGE

0231	DAWSON	PHILADELPHIA SPORT & SOCIAL CLUB			48,000	0.81%	388.80
0491-4	DOMINO	FRED DAVID GREENBERG	44,240	82,180	126,420	0.81%	1,024.00
0516-5	LEVERING	CALABRESE HARRY	12,480	0	12,480	0.81%	101.09
0520	LEVERING	CALABRESE HARRY	21,760		21,760	0.81%	176.26
00522	LEVERING	CALABRESE HARRY	22,026	36,534	58,560	0.81%	474.34
03823	PECHIN	CHARLES CARDEN	3,168	0	3,168	0.81%	25.66
05128	RIDGE	MIGLIACCIO MARK	5,152	0	5,152	0.81%	41.73
05136	RIDGE	MILLIGAN ROBERT T	4,800	0	4,800	0.81%	38.88
05140	RIDGE	TONY'S AUTO SERVICE REPAIR	18,166	18,634	36,800	0.81%	298.08
05150	RIDGE	TORRES ALBERT ROBERT	7,730	19,470	27,200	0.81%	220.32
05152	RIDGE	BARR JOHN W	4,557	21,203	25,760	0.81%	208.66
05154	RIDGE	GUIE EDWIN G	17,632	22,368	40,000	0.81%	324.00
05164	RIDGE	NOVICK LEE A	6,952	44,248	51,200	0.81%	414.72
05189	RIDGE	FLAT IRON BUILDING CO	8,818	19,982	28,800	0.81%	233.28
05195	RIDGE	RODER JEFFREY S	4,973	22,227	27,200	0.81%	220.32
05200	RIDGE	KONOWAL GEORGE J TR	1,628	30,372	32,000	0.81%	259.20
05201	RIDGE	STANLEY KULAK JR	19,873	19,007	38,880	0.81%	314.93
05204	RIDGE	RAND JOSEPH	2,914	17,886	20,800	0.81%	168.48
05205	RIDGE	LANGSAM ANDREW H	14,336	25,664	40,000	0.81%	324.00
05206	RIDGE	DOEBLER ROBERT M	3,493	24,027	27,520	0.81%	222.91
05207	RIDGE	CITADEL FEDERAL CREDIT UN	5,297	14,447	19,744	0.81%	159.93
05209	RIDGE	ROSS WILLIAM H III	4,323	18,013	22,336	0.81%	180.92
05210	RIDGE	NUGENT THOMAS R	11,608	42,792	54,400	0.81%	440.64
05211	RIDGE	DICESARE ANTHONY	7,898	16,102	24,000	0.81%	194.40
05213	RIDGE	ROSS WILLIAM H III	9,166	16,434	25,600	0.81%	207.36
05215	RIDGE	ASSIRAN KENNETH	4,430	15,410	19,840	0.81%	160.70
05219	RIDGE	ASSIRAN KENNETH	8,707	20,093	28,800	0.81%	233.28
05221	RIDGE	KURTZ DAVID	9,715	17,805	27,520	0.81%	222.91
05225	RIDGE	ART REAL ESTATE LLC	1,934	4,466	6,400	0.81%	51.84
05226	RIDGE	JONES REFRIGERATION INC	8,000	40,000	48,000	0.81%	388.80
05231	RIDGE	HAMILTON ROGER S	4,499	14,701	19,200	0.81%	155.52
05233	RIDGE	KLINE MATTHEW	4,637	16,163	20,800	0.81%	168.48
05235	RIDGE	GUIE EDWIN G	22,528	33,472	56,000	0.81%	453.60
05254	RIDGE	RACZ WILLIAM	704	0	704	0.81%	5.70
05255	RIDGE	ORIVIVO MICHAEL J S/M	15,903	8,097	24,000	0.81%	194.40
05261	RIDGE	CONTI ARLENE	7,859	17,741	25,600	0.81%	207.36
05263	RIDGE	JOHN D CONTI JR	12,132	35,868	48,000	0.81%	388.80
05273	RIDGE	MOLINES JOSEPH S	11,300	14,300	25,600	0.81%	207.36
05312	RIDGE	5312 RIDGE AVE ASSOC INC	26,698	117,302	144,000	0.81%	1,166.40
05334	RIDGE	DOEBLER ROBERT W	3,946	12,470	16,416	0.81%	132.97
05338	RIDGE	GROSS ALAN C	3,949	25,299	29,248	0.81%	236.91
05400	RIDGE	FORTI VINCENT	15,289	19,911	35,200	0.81%	285.12

05408	RIDGE	FORTI VINCENT	36,542	33,730	70,272	0.81%	569.20
05420	RIDGE	THAIN JOHN HARVARD	27,697	20,303	48,000	0.81%	388.80
05429	RIDGE	TINNENY BRUCE J	18,116	34,876	52,992	0.81%	429.24
05430	RIDGE	FORTI VINCENT	37,888	11,200	49,088	0.81%	397.61
05439	RIDGE	TINNENY BRUCE J	3,008	0	3,008	0.81%	24.36
05440	RIDGE	GRAVINESE ANTHONY T	4,139	21,461	25,600	0.81%	207.36
05449	RIDGE	ANGSTADT ROBERT	4,749	24,051	28,800	0.81%	233.28
05451	RIDGE	MC GAHEY WILLIAM	3,450	27,526	30,976	0.81%	250.91
05455	RIDGE	CONTI ARLENE	3,766	25,034	28,800	0.81%	233.28
05458	RIDGE	PEDANO ANDREA D	10,000	38,000	48,000	0.81%	388.80
05460	RIDGE	PEDANO ANDREA D	3,000	21,000	24,000	0.81%	194.40
05461	RIDGE	KONOWAL CHRISTINE	27,687	7,513	35,200	0.81%	285.12
05462	RIDGE	PHAM QUY K	7,200	40,800	48,000	0.81%	388.80
05501	RIDGE	ART VANDELAY JR LLC	196,000	120,000	316,000	0.81%	2,559.60
05504	RIDGE	SHINN EDMUND G	24,373	30,923	55,296	0.81%	447.90
05520	RIDGE	EDWIN G GUIE	36,030	11,970	48,000	0.81%	388.80
05527	RIDGE	TOLL CAROL R	3,645	27,331	30,976	0.81%	250.91
05535	RIDGE	SENDZIK STEPHEN J	15,845	32,155	48,000	0.81%	388.80
05540	RIDGE	GUIE EDWIN G	3,975	12,825	16,800	0.81%	136.08
05542	RIDGE	KERSHAW MICHAEL S	25,000	87,000	112,000	0.81%	907.20
05543	RIDGE	SENDZIK STEPHEN J	6,152	30,008	36,160	0.81%	292.90
05546	RIDGE	BARR JOSEPH W	5,169	39,631	44,800	0.81%	362.88
05550	RIDGE	JACKSON KAREN O	16,446	23,874	40,320	0.81%	326.59
05551	RIDGE	JACONSKI JOANNE	6,685	25,315	32,000	0.81%	259.20
05553	RIDGE	JACONSKI JOANNE	13,440	3,200	16,640	0.81%	134.78
05555	RIDGE	JACONSKI JOANNE	32,000	44,800	76,800	0.81%	622.08
05601	RIDGE	JACONSKI JOANNE	20,800	0	20,800	0.81%	168.48
05603	RIDGE	JACONSKI JOANNE	19,200	0	19,200	0.81%	155.52
05606	RIDGE	RIDGE AVE HOLDING LLC	15,719	47,865	63,584	0.81%	515.03
05608	RIDGE	5608 RIDGE AVENUE LP	42,560	78,400	120,960	0.81%	979.78
05627	RIDGE	LAVIN ROBERT	36,000	156,000	192,000	0.81%	1,555.20
05635	RIDGE	GILBERT GENE STEVEN	14,247	20,313	34,560	0.81%	279.94
05639	RIDGE	GILBERT GENE STEVEN	12,717	22,483	35,200	0.81%	285.12
05640	RIDGE	7 ELEVEN CORP	34,937	30,983	65,920	0.81%	533.95
05643	RIDGE	REALTY INCOME CORPORATION	23,296	0	23,296	0.81%	188.70
05647	RIDGE	REALTY INCOME CORPORATION	46,112	33,248	79,360	0.81%	642.82
05650	RIDGE	SCHOCK CHARLES J	70,720	1,280	72,000	0.81%	583.20
05708	RIDGE	POWER TEST REALTY CO	24,601	15,879	40,480	0.81%	327.89
05709	RIDGE	THOMAS MAGGIANO	26,271	26,529	52,800	0.81%	427.68
05711	RIDGE	RUSSAKOFF HARVEY L	18,791	30,809	49,600	0.81%	401.76
06500	RIDGE	GOURLAY JOANNE E	4,288	24,512	28,800	0.81%	233.28
06501	RIDGE	KARL & BRIAN PROPERTIES L	86,400	36,800	123,200	0.81%	997.92
06502	RIDGE	GOURLAY JOANNE E	4,247	24,553	28,800	0.81%	233.28
06508	RIDGE	EDWARD M SEGAL	11,992	14,888	26,880	0.81%	217.73
06510	RIDGE	VAN-BUSKIRK MICHAEL H	14,147	22,653	36,800	0.81%	298.08
06515	RIDGE	KESHGEGIAN GRACE	15,104	60,416	75,520	0.81%	611.71
06518	RIDGE	BRACALE LEONARD D	15,177	51,895	67,072	0.81%	543.28

06526	RIDGE	MULLIN BRETT	10,202	28,198	38,400	0.81%	311.04
06600	RIDGE	PROVIDENT NATL BANK TR	3,031	32,169	35,200	0.81%	285.12
06602	RIDGE	TRAINOR SEAN	7,103	31,297	38,400	0.81%	311.04
06604	RIDGE	MILUZZO SALVATORE	43,700	92,300	136,000	0.81%	1,101.60
06605	RIDGE	WEBER MELISSA	10,842	24,358	35,200	0.81%	285.12
06607	RIDGE	TOLL RICHARD E	5,066	33,334	38,400	0.81%	311.04
06611	RIDGE	DEGUIO ROBERT J	7,158	28,042	35,200	0.81%	285.12
06613	RIDGE	MASHAS KONSTANDENOS	4,119	31,081	35,200	0.81%	285.12
06615	RIDGE	HAVENS MICHAEL R	9,883	25,317	35,200	0.81%	285.12
06618	RIDGE	STAPLES ANTHONY	38,257	5,391	43,648	0.81%	353.55
06619	RIDGE	CLASSIC PERFORMANCE GROUP	49,827	38,173	88,000	0.81%	712.80
06631	RIDGE	CHENG GUO LIANG	24,325	7,675	32,000	0.81%	259.20
06633	RIDGE	ROBERT H GILBERT	20,712	6,488	27,200	0.81%	220.32
06639	RIDGE	WEIN CHARLES H	7,258	27,942	35,200	0.81%	285.12
06641	RIDGE	HELEN E WEIN WID	9,650	10,350	20,000	0.81%	162.00
06645	RIDGE	WEIN HELEN	4,845	30,355	35,200	0.81%	285.12
06647	RIDGE	WEIN HELEN E	8,608	0	8,608	0.81%	69.72
06649	RIDGE	VANBUSKIRK MICHAEL	4,906	14,742	19,648	0.81%	159.15
06701	RIDGE	SWITCHBACK RIDGE III LP	244,064	302,848	546,912	0.81%	4,429.99
06712	RIDGE	DR KYU YI	13,399	21,801	35,200	0.81%	285.12
06722	RIDGE	ALL SEASONS CAR WASH	115,968	0	115,968	0.81%	939.34
06725	RIDGE	DEAUVILLE APARTMENTS 2010	132,000	699,872	831,872	0.81%	6,738.16
06742	RIDGE	WOLFINGTON J EUSTACE III	45,400	74,600	120,000	0.81%	972.00
06758	RIDGE	WOLFINGTON J EUSTACE III	206,720	214,080	420,800	0.81%	3,408.48
06774	RIDGE	PASTORE ANTHONY J	6,561	25,439	32,000	0.81%	259.20
06778	RIDGE	SWITCHBACK RIDGE V L P	26,496	352	26,848	0.81%	217.47
06784	RIDGE	SWITCHBACK RIDGE V L P	11,200	0	11,200	0.81%	90.72
06786	RIDGE	PACANA PHILIP E SR	5,476	26,524	32,000	0.81%	259.20
06800	RIDGE	IVYRIDGE ASSOCIATES LLC	2,746	38,854	41,600	0.81%	336.96
06801	RIDGE	BRESLER DAVID A	25,000	71,000	96,000	0.81%	777.60
06801	RIDGE	BRESLER DAVID A	12,800	0	12,800	0.81%	103.68
06802	RIDGE	MA RONG INC	4,099	24,701	28,800	0.81%	233.28
06804	RIDGE	KEYSTONE HOMES LLC	5,079	23,721	28,800	0.81%	233.28
06807	RIDGE	BRESLER DAVID A	24,720	16,880	41,600	0.81%	336.96
06808	RIDGE	CAVALIERE ARTHUR S	18,500	13,500	32,000	0.81%	259.20
06810	RIDGE	MAUGERI RONALD	12,183	19,817	32,000	0.81%	259.20
06813	RIDGE	CHAVEZ GILBERTO	19,342	19,058	38,400	0.81%	311.04
06816	RIDGE	BROWN STEVEN	11,522	20,478	32,000	0.81%	259.20
06822	RIDGE	WADE RICHARD	35,979	12,021	48,000	0.81%	388.80
06827	RIDGE	KOLLER WILLIAM P JR	1,792	0	1,792	0.81%	14.52
06830	RIDGE	KONOPKA BRUCE D	5,158	19,386	24,544	0.81%	198.81
06832	RIDGE	KONOPKA WALTER J	16,199	23,801	40,000	0.81%	324.00
06835	RIDGE	KOLLER WILLIAM P JR	13,461	42,539	56,000	0.81%	453.60
06901	RIDGE	BROWN'S REAL ESTATE INVES	180,000	540,480	720,480	0.81%	5,835.89
06904	RIDGE	STEFANOWICZ RIDGE AVENUE	13,681	26,319	40,000	0.81%	324.00
06916	RIDGE	KERSHAW MICHAEL S	11,136	20,864	32,000	0.81%	259.20
06918	RIDGE	WACHOVIA	278,784	192,000	470,784	0.81%	3,813.35

06936	RIDGE	ROBINSON LEON R	7,255	27,945	35,200	0.81%	285.12
07001	RIDGE	BROWN'S REAL ESTATE INVES	16,640	0	16,640	0.81%	134.78
07014	RIDGE	CAM DISPOSITION HOLDCO LL	143,998	458,050	602,048	0.81%	4,876.59
07015	RIDGE	WELLS FARGO BANK NA TR	2,583	14,633	17,216	0.81%	139.45
07015	RIDGE	NHS III PROPERTIES LLC	2,474	14,742	17,216	0.81%	139.45
07015	RIDGE	ROXBOROUGH VILLAGE	7,200	0	7,200	0.81%	58.32
07026	RIDGE	MUELLER LOUIS J TR	3,856	20,144	24,000	0.81%	194.40
07028	RIDGE	SCOTT GRACE M	4,351	19,649	24,000	0.81%	194.40
07033	RIDGE	O'REARDON JOHN	4,023	22,121	26,144	0.81%	211.77
07033	RIDGE	MC ILVAIN RICHARD E	4,023	22,121	26,144	0.81%	211.77
07033	RIDGE	GIUFFRIDA ALFRED C	4,023	22,121	26,144	0.81%	211.77
07033	RIDGE	MC ILVAIN RICHARD E	4,023	22,121	26,144	0.81%	211.77
07033	RIDGE	MC ILVAIN RICHARD E	4,023	22,121	26,144	0.81%	211.77
07033	RIDGE	MC ILVAIN RICHARD E	4,023	22,121	26,144	0.81%	211.77
07033	RIDGE	MCILVAIN RICHARD E	4,023	22,121	26,144	0.81%	211.77
07037	RIDGE	PAPIRO JEAN T	5,760	0	5,760	0.81%	46.66
07039	RIDGE	PAPIRO JEAN T	5,828	48,572	54,400	0.81%	440.64
07041	RIDGE	PAPIRO GERARDO A	7,154	46,030	53,184	0.81%	430.79
07043	RIDGE	HAWE ROBERT G	33,454	41,746	75,200	0.81%	609.12
07100	RIDGE	R & R PRODUCE & GARDEN CE	21,404	21,796	43,200	0.81%	349.92
07101	RIDGE	CORDING RICHARD W	6,722	20,478	27,200	0.81%	220.32
07105	RIDGE	PACKARD JOHN	16,320	20,480	36,800	0.81%	298.08
07109	RIDGE	BLACK PAUL C	16,234	14,166	30,400	0.81%	246.24
07114	RIDGE	CENTRO NP IVYRIDGE SC LLC	69,946	93,254	163,200	0.81%	1,321.92
07123	RIDGE	ROGIL PROPERTIES LLC	1,542	24,058	25,600	0.81%	207.36
07124	RIDGE	CENTRO NP IVYRIDGE SC LLC	436,350	1,307,650	1,744,000	0.81%	14,126.40
07131	RIDGE	HORENSTEIN HERBERT	7,500	45,300	52,800	0.81%	427.68
07135	RIDGE	CONTINENTAL BANK	34,656	56,544	91,200	0.81%	738.72
07201	RIDGE	GOODMAN BRUCE A	116,000	126,880	242,880	0.81%	1,967.33
05134	ROCHELLE	MARTINELLI JOSEPH	15,536	10,864	26,400	0.81%	213.84
00520	WALNUT	PRIME HEALTHCARE SERVICES	72,000	0	72,000	0.81%	583.20

Total Lower & Upper Ridge 2012 - 2013	100,594.90
Budget Lower & Upper Ridge 2013 - 2014 + 5%	**105,624.65**

GRAND TOTAL Lower & Upper Ridge 2012 - 2013	**264,613.76**
Budget Lower & Upper Ridge 2013 - 2014 + 5%	**277,844.45**

9/11/2012

EXHIBIT A-3

	2013 BID BUDGET	Year one	2011-2012	2008
Revenue				
	Assessment	$277,844	$ 261,986	$ 233,400
	Other income	$8,000	$ 17,817	
	Total income	**$285,844**	**$279,803**	**$233,400**
Expenses				
	PROGRAMS AND SERVICES			
	Marketing, Promotion , Events & Adv	$58,000	$ 41,000	$ 35,500
	Beautification and Appearance	$44,000	$ 32,000	$ 51,000
	Parking & Public Safety	$30,000	$ 23,000	$ 2,900
	Street cleaning	$61,000	$ 55,000	$ 61,000
	PERS & ADMINISTRATION			
	Accounting, audit, legal	$ 10,500	$9,000	
	Telephone	$ 4,500	$3,000	
	Staffing	$ 61,000	$59,000	
	Supplies / postage	$ 4,000	$3,000	
	Equipment lease	$ 2,000	$2,000	
	Postage, paper supply	$ 1,000	$1,000	
	Insurance	$ 5,000	$4,000	
	Bad debt	$ 2,500	$32,000	
	Misc	$ 2,344	$4,000	
	Total Administration	$ 92,844	$ 113,000	$ 83,000
	Total Expenses	**$285,844**	**$ 264,000**	**$ 233,400**
4. Profit / Loss for period		**$0**	**$15,803**	**$0**

EXHIBIT A-4

ROXBOROUGH DEVELOPMENT CORPORATION
BY-LAWS
Amended 3/13/2012

ARTICLE 1 OFFICES AND UNITS

Section 1.01 Registered Office. The location and post office address of the registered office of the Corporation in Pennsylvania shall be as specified in the Articles of Incorporation or by the Board of Directors
Section 1.02 Other Offices. The Corporation shall also have offices at such other places within or without the Commonwealth of Pennsylvania as the Board of Directors may from time to time appoint and the business of the Corporation may require.
Section 1.03 Subordinate Units. The Corporation may establish and terminate local branches, chapters, counsels, clubs, or other subordinate units regardless of designation, form of government, or relationship to the corporation.

ARTICLE II DIRECTORS

Section 2.01 Number of Directors
The Board of Directors shall consist of not less than one nor more than seventeen directors, as shall be determined from time to time by resolution of the Board of Directors.
Section 2.02 Qualification of Directors. Directors of the Corporation shall be limited as follows:

1) Residents of Roxborough; while all residents may qualify, the Corporation recognizes the special role of civic associations and their members in representing the interests of Roxborough's residents.
2) Persons who own or operate a business or commercial property in Roxborough,
3) Representatives of institutions, churches, and other not-for-profit organizations located in Roxborough,
4) Representatives of financial institutions, bank trust companies or credit unions that have depositors from, loans to or holdings or investments in persons or corporations residing in or doing business in Roxborough, or
5) Any person the Board of Directors has identified as having an interest in the well-being of Roxborough and possessing other qualifications that may assist the Corporation in meeting its corporate purposes.

Section 2.03 Nomination and Appointment of Directors

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

3) At the annual meeting, the Board of Directors shall appoint a new Board of Directors for the following year from the list of nominees. All Directors shall serve for a term of one year.

Section 2.04 Vacancies. A vacancy or a newly created directorship resulting from any increase in the authorized number of Directors shall be filled in the manner of appointment and election in Section 2.03.

Section 2.05 Powers. The business of the Corporation shall be managed by its Board of Directors which may exercise all such powers of the Corporation.

Section 2.06 Meetings. The Board of Directors may hold both regular and special meetings, either within or without the Commonwealth of Pennsylvania.

Section 2.07 Regular Meetings. Regular meetings of the Board of Directors may be held at such time and at such place as shall from time to time be designated by the Directors. If such designation is by standing resolution of the Board, no notice other than such resolution shall be required. If such designation is by resolution or consensus adopted at a duly convened meeting of the Board with respect to the next meeting of the Board, further notice need be given only to those Directors not present a such duly convened meeting. Such notice shall be in person, or by telephone, email, or mail at least two days prior to such next meeting. In all other cases, notice shall be given to all Directors in person, or by telephone, telegram, for mail, at least two days prior to any regular meeting.

Section 2.08 Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board, if any, or by the President on two days, notice to each Director, given either personally, by mail, by telegram, or by telephone; special meetings shall be called by the Chairman of the Board, the President, or the Secretary in like manner and on like notice on the written request of two Directors.

Section 2.09 Purpose of Meeting. Notice of a Board of Directors meeting shall include the purpose of the meeting if the purpose of such meeting is to amend the Bylaws.

Section 2.10 Quorum and Action. At all meetings of he Board of Directors, a majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Each Director shall be entitled to one vote. If a quorum shall not be present at any meeting or Directors, the Directors present there at may adjourn the meeting from time to time, without notice other than by announcement at the meeting, until a quorum shall be present.

Section 2.11 Conference Telephone. One or more Directors may participate in a meeting of the Board of Directors, or a committee thereof, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Section 2.12 Informal Action. Any action which may be taken at a meeting of the directors or the members of any committee 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 all the Directors or the members of the committee, as the case may be, and shall be filed with the Secretary of the Corporation.

Section 2.13 Committees. The Board of Directors may establish one or more committees, each committee to consist of one or more directors appointed by the Board. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided by resolution of the Board of Directors or in the Bylaws shall have and exercise the authority of the Board of Directors, except that no such committee shall have any power or authority as to the following:

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

Section 2.14 Compensation. Directors may receive such reasonable compensation for their services and expenses as the Board of Directors shall fix. Nothing herein contained shall be construed to preclude any Directors from serving the Corporation in any other capacity and receiving compensation therefore.

Section 2.15 Business Improvement District

2.15.1 BID Advisory

1) The RDC will establish a BID Advisory to consist of BID business and/ or property owners contributing to the BID.
2) The purpose of the BID Advisory is to advise RDC on the priorities, concerns, and issues of the BID contributors.
3) The BID Advisory shall select one of its members to serve upon the Board of Directors of the RDC.
4) The Board representative from the BID Advisory shall make a report at the monthly Board of Directors meetings.

2.15.2 Communication

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

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

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

ARTICLE III OFFICERS AND AGENTS

Section 3.01 Titles. The officers of the Corporation shall be chosen by the Board of Directors and shall be a President, a Vice-President, a Secretary, and a Treasurer or persons who shall act as such regardless of the name or title by which they may be designated. The Corporation may also have such other officers and agents as the Board shall from time to time authorize who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. The President, the Vice-President, and the Secretary shall be natural persons of full age; the Treasurer may be a corporation but, if a natural person, shall be of full age. Any number of the aforesaid offices may be held by the same person.

Section 3.02 Nomination and Election of Officers. Each year, at the conclusion of the annual meeting, the out-going President shall call for nominees from the new Board of Directors to serve as Officers. The Board of Directors at their first meeting of each year shall elect a President, a Vice-President, a Secretary, and a Treasurer, from among the nominees.

Section 3.03 Salaries. The salaries of the officers of the Corporation shall be fixed by the Board of Directors.
Section 3.04 Terms of Office. The terms of office of the officers of the Corporation shall be as specified by the Board of Directors, and they shall hold office until their successors are chosen and qualify. Officers shall be nominated and elected to terms specified prior to voting. Any officer appointed by the Board of Directors may be removed at any time by the affirmative vote of two-thirds of the Directors present at a meeting at which a quorum is present. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors.
Section 3.05 President. Unless provided otherwise by the Board of Directors, the President shall be the chief executive officer of the Corporation; shall preside at all meetings of the Board of Directors; shall have general and active management of the business of the Corporation; and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.
Section 3.06 Vice-President. The Vice-President shall perform such duties as the Board of Directors or the President shall from time to time prescribe, and shall assume the duties of the President in the absence of the President.
Section 3.07 Secretary. The Secretary or his or her designated alternate shall attend all meetings of the Board of Directors and record all the proceedings of the meetings of the Corporation and of the Board of Directors in a book or be kept for that purpose and shall perform like duties for any duly authorized committee when required. The Secretary, or his or her alternate, shall give, or cause to be given, all required notices of all meetings of the Board of Directors, and the Secretary shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision he or she shall be. The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his or her signature.

Section 3.08 Treasurer. The Treasurer shall have the custody of the corporation funds and securities and shall keep full and accurate accounts of all receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requests, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Corporation shall carry fidelity bond insurance covering the Treasurer in an amount deemed appropriate by the Board of Directors.

ARTICLE IV FINANCE

Section 4.01 Subventions. Upon resolution of the Board of Directors, the Corporation may accept subventions (money or other property applied to or expended for the formation, reorganization, or benefits of the Corporation) and issue certificates therefore in accordance with the Corporation Not-for-profit Code.

Section 4.02 Debt. The Corporation may issue bonds or other evidence of indebtedness only for money, property, or labor or services actually received by or performed for the corporation.

Section 4.03 Fees, Dues and Assessments. The Board of Directors may by resolution from time to time, set or amend a schedule of dues or assessments, or both, applicable to directors, and prescribe the times and methods of collecting such dues or assessments.

Section 4.04 Fees and Profits. The Corporation may charge fees or prices for services or products it renders within its lawful authority, and may receive such income and make an incidental profit thereon. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Corporation, and in no case shall be divided or distributed in any manner whatsoever among the Directors or officers of the Corporation.

Section 4.05 Property Held for Charitable Purposes. Property committed to charitable purposes shall not be diverted from the objects to which it was donated, granted or devised, except upon court order specifying and disposition of the property.

Section 4.06 Investment in Trust Funds. Unless otherwise provided in the trust instrument, the Board of Directors shall have the power to invest any assets vested in the Corporation by such instrument, or the proceeds thereof, separately or together with other assets of the Corporation, in the manner authorized for fiduciaries by the Probate, Estates and Fiduciaries Code, and to retain any investments heretofore so made. Any investments may be held in the name of the Corporation or in the name of a nominee of the Corporation. The Directors shall keep accurate accounts of all trust funds, separate and apart from the accounts of other assets of the Corporation.

Section 4.07 Allocation of Trust Capital Gains to Income. With respect to any assets held subject to Section 4.06 (including any participation in any common trust fund) so much of the net realized capital gains as of the end of any fiscal year of the Corporation as the Directors or other body shall, within four months after the end of such year, in their sole discretion, allocate to income for such fiscal year shall be deemed income. The amount allocated under this Section, when added to all other income received by the Corporation from the same assets or participation in a common trust fund for such fiscal year, shall not exceed 9% of the market value (as of the end of such fiscal year) of the principal remaining with respect to such assets or participation after allocation of such gain to income. Allocation to income of realized capital gains in a common trust fund may be made in accordance with the provision of this Section without regard to whether the capital gains in question were realized before or after any particular trust or fund became a part of such common trust fund and without regard to whether the separate records maintained with respect to such particular trust or fund reflect the existence of a capital gain in such trust or fund.

Section 4.08 Transfer of Trust Assets to Institutional Trustee. The Board of Directors may by resolution make a revocable or irrevocable transfer of assets held subject to Section 5.06 to a bank and trust company or a trust company incorporated under the Laws of Pennsylvania, or to a national banking association having fiduciary powers and having its principal office in Pennsylvania, to hold such assets as corporate trustee.

Section 4.09 Dividends and Profits. The Corporation shall not pay dividends or distribute any part of its income or profits to its Directors or officers.

Section 4.10 Payments Permitted. The Corporation may:

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

Section 4.11 Financial Reports. The Board of Directors shall annually develop a report, verified by the President and Treasurer, or by two-thirds of the Directors, which report shall indicate in appropriate detail:

1) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.
2) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
4) The expense or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

Section 4.12 Common Trust Funds. The Corporation may establish and maintain one or more common trust funds, subject to the provisions of the Corporation Not-for-profit Code, and may, subject to any specific limitation or restriction contained in the trust instrument under which assets are held by the Corporation, hold, invest, and reinvest the assets of each such trust in such common trust fund. The Corporation shall clearly designate on its records the names of the trusts or funds on behalf of which it owns a participation of any common trust fund, and the extent of the interest of the trust of fund therein.

ARTICLE V REAL ESTATE

Section 5.01 Authorization for Transactions. The Corporation shall not (a) purchase or (b) mortgage, lease away, or otherwise dispose of its real estate unless authorized by the vote of two-thirds of the Directors in office.

ARTICLE VI INDEMNIFICATION AND INSURANCE

Section 6.01 Scope of Indemnification. The Corporation shall indemnify such persons as it may indemnify under Sub-chapter D of Chapter 57 of the Corporation Not-for-Profit Code, subject to the provisions of such Subchapter. The Corporation shall also indemnify any representative against expenses actually and reasonably incurred by such representative in the successful defense of any suit, to the extent required by Section 5743 of the Corporation Not-for-Profit Code.

Section 6.02 Insurance. The Board of Directors may authorize the Corporation to purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such representative and incurred by such representative in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such representative against such liability under the provisions of Subchapter D of Chapter 57 of the Corporation Not-for-profit Code.

ARTICLE VII CONFLICTS OF INTEREST

Section 7.01. Policy. It is the policy of the Corporation that conflicts of financial interest and the appearance of such conflicts of interest between a) officers, directors and committee members and b) the Corporation are potentially harmful to the Corporation, and as such should be avoided. The officers, directors and committee members shall therefore take reasonable actions to avoid entering into contracts, transactions or other arrangements where officers, directors, committee members and members of their immediate families are the recipients of any payments from the Corporation other than reimbursements for expenditures that have been duly approved by the Corporation. Such reasonable actions shall include, but not be limited to, identifying providers of goods and services without such conflicts of interest that can be readily available for the provision of such goods and services to the Corporation at competitive prices, and adhering to the Corporation's policies for competitive procurement of goods and services.

Section 7.02 Exceptions. It is recognized that occasions may arise when the best interests of the Corporation are served by a Director, officer , committee member or members of their immediate families entering into a contract, transaction or other arrangement with the Corporation where payments for goods or services will be made. It is the policy of the Corporation and of its Board of Directors that:

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

3) The Board or a committee approving such contract, transaction or arrangement shall determine in advance of approval that the contract, transaction or arrangement is not prohibited by the Corporation's contracts with governments or providers of funding.
4) The Board or a committee approving such contract, transaction or arrangement shall include in the motion for approval the supporting facts and circumstance which have lead to the recommendation of a contract, transaction or arrangement with officers, directors, committee members and members of their immediate families.
5) No contract or transaction in which a director or officer has a financial interest shall be knowingly entered into by the Corporation unless it has been authorized in good faith by the Executive Committee as outlined in the financial controls pursuant to Section 5728 of the Corporation Not-for-profit Code.
6) The Board or a Committee approving such contract, transaction or arrangement will make sure that the interested party gets no preferential treatment.
7) The Board or a Committee approving such contract, transaction or arrangement will disclose the conflict of interest on the RDC website and on the RDC Community Board.
Section 7.02 Annual Review. This policy shall be reviewed by the Board of Directors annually for the information and guidance of directors of the Board and officers, and brought to the attention of new directors and officers. In this connection, the Board shall adopt a statement of policy for distribution to such directors and officers explaining the obligations of such individuals under applicable law and this Article VII.

ARTICLE VIII GENERAL PROVISIONS

Section 8.01 Construction of Powers. Unless these Bylaws expressly or by clear construction or implication so provide, nothing contained in these Bylaws is intended to or shall limit, qualify, or restrict any powers or authority granted or permitted to nonprofit corporations by the Corporation Not-for-profit Code.
Section 8.02 Corporate Seal. The Board of Directors shall prescribe the form of a suitable corporate seal, which shall contain the full name of the Corporation and the year and state of incorporation.
Section 8.03 Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.
Section 8.04 Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 8.05 Waiver of Notice. Whenever a notice is required to be given under the provisions of the Corporation Not-for-profit Code or these Bylaws, a waiver in writing, signed by the person or persons entitled to said notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a person, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting.

Section 8.06 Records. An original or duplicate record of the proceedings of the Directors and other bodies, the books or records of account and the Bylaws shall be kept at the registered office or principal place of business.

Section 8.07 Disposition of Income and Assets. No part of the income or profits of the Corporation shall be paid, distributes or otherwise inure to the benefit or use of its Directors or officers or other private persons except that the Corporation shall be authorized to pay compensation in a reasonable amount to its Directors or officers for services rendered and to make payments and distributions in furtherance of its general corporate purposes including contribution and donations for charitable purposes. Upon dissolution of the Corporation, the assets of the Corporation shall not be distributed to its Directors or officers or other private persons. In the event of such dissolution, the Board of Directors shall, after paying or making provision for the payment of all corporate liabilities and after provision is made for the disposition of any property committed to charitable purposes as required by court order, transfer and convey the remaining assets to such charitable organization as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 for the corresponding provisions of any future United States Internal Revenue Law and as shall be determined to be most similar to the Corporation's purposes and method or operation.

ARTICLE IX AMENDMENTS

Section 9.01 Amendments. These Bylaws may be altered, amended, or repealed by a two-thirds vote of the directors present at any regular or special meeting duly convened after notice to the directors of that purpose, subject to limitations of the directors to act as set forth at Section 5504(b) of the Corporation Not-for-profit Code.