



City of Philadelphia

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

BILL NO. 040699

Introduced June 21, 2004

**Councilmember Blackwell
for
Council President Verna**

**Referred to the
Committee on Rules**

AN ORDINANCE

Establishing a neighborhood improvement district in an area that generally includes both sides of Woodland Avenue from 5800 to 6746 and certain blocks of streets that intersect that portion of Woodland Avenue, to be known as the Woodland Avenue Business Improvement District, and for which Woodland 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, The purpose of this ordinance is to establish a neighborhood improvement district in Southwest Philadelphia, to be known as the Woodland Avenue Business Improvement District ("District"); and

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WHEREAS, All procedures required by the Act for establishment of the District have been followed; in particular, more than forty-five days have elapsed from the last public hearing required by the Act and the Clerk of Council has not received objections filed by fifty-one percent (51%) of the affected property owners whose property valuation within the proposed boundaries of the District; now therefore,

THE COUNCIL OF THE CITY OF PHILADELPHIA HEREBY ORDAINS:

SECTION 1. In accordance with the provisions of the Community and Economic Improvement Act (“Act”) (53 P.S. §18101), a neighborhood improvement district is hereby established in the Southwest Philadelphia area, within the boundaries set forth in Exhibit “A-1” attached hereto. The district shall be known as the Woodland Avenue Business Improvement District (“District”).

SECTION 2. The Woodland Avenue Business Improvement District, Inc., a Pennsylvania nonprofit corporation, is hereby designated as the Neighborhood Improvement District Management Association for the District.

SECTION 3. Council hereby approves as the final plan for the District, the plan set forth in Exhibit “A” attached hereto. The Woodland Avenue Business Improvement District, Inc. is hereby authorized to assess property owners within the District a special property assessment fee in accordance with the provisions of the final plan and the provisions of the Act.

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

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

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

(c) A “sunset provision under which the agreement will terminate five years from the date this Ordinance becomes law and may not be renewed unless the District is continued beyond that date in accordance with the sunset provisions of section 5 of this Ordinance; and

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(d) The Woodland Avenue Business Improvement District Inc.'s agreement to be responsible for the collection of any necessary liens for nonpayment of property assessment fees as set forth in the Act at 53 P.S. §18107(A)(10).

SECTION 5. The District shall terminate five years from the date this Ordinance becomes law in accordance with the provisions of the final plan approved under Section 3. The District may be continued beyond that date only if Council reenacts this ordinance following a review of the District and the programs and services provided by the Woodland Avenue Business Improvement District, Inc. within the District.

SECTION 6. The Chief Clerk shall keep on file the document referred to as Exhibit A, and shall make them available for inspection by the public during regular office hours.

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Exhibit A

FINAL PLAN FOR THE WOODLAND 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 Woodland 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 (for real estate purposes) commercial properties on both sides of Woodland Avenue from 5800 to 6746, and on certain blocks for streets that intersect that portion of Woodland Avenue that are listed in Exhibit A-2. This area is referred to as the "whole district." While the service area does contain owner-occupied residential properties, these properties will not be assessed, though residential rental properties will be assessed. Furthermore, tax-exempt properties located within the district will be encouraged to contribute cash or in-kind services.
3. A list of all properties to be assessed is attached as Exhibit A-2.
4. A list of proposed improvements and services within the District and their estimated cost for the first year of operation are as follows:
 - a. Marketing: Marketing services may include, but are not limited to: *business promotion efforts*, including a campaign to encourage additional shoppers to shop on Woodland Avenue and the creation of professional marketing materials that include directories of Woodland Avenue area businesses.; *business attraction efforts*, such as promoting demographic information and details about vacant properties, and the development of working partnerships with local commercial realtors; (Budget allocation for Year 1: \$16,000)
 - b. Security and Parking: *Parking* services will include assisting the Woodland Avenue Business Association in coordination with the public and private operators to fund the costs associated with cleaning and repaving the parking lots they manage and encouraging a thorough examination of the current Woodland Avenue Area commercial parking inventory, and the community's current and future parking requirements. *Security* services include developing a stronger partnership with City Police, with a permanent District committee devoted to this need and regular meetings scheduled with Precinct officers, and

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conducting regular security workshops for merchants and employees in the district. (Budget allocation for Year 1: \$1,000)

c. Appearance: Appearance services will include the developing and installing identity signage, or banners to promote the commercial offerings of Woodland Avenue Businesses; maintaining the holiday lighting; development of a unified streetscape plan that will detail pedestrian lighting, crosswalks, benches, flower barrels and street trees; regular sidewalk and parking lot cleaning; improved sidewalk lighting; improve commercial facades. (Budget allocation for Year 1: \$53,990)

d. Administration: Administrative costs include a portion of the expense of hiring a Manager to oversee the day-to-day aspects of many of the projects outlined in the proposed plan and cleaning and maintenance staff. (Budget allocation for Year 1: \$22,500)

5. The proposed budget for the first two fiscal years is attached as Exhibit A-3.
6. The proposed revenue source for financing all proposed improvements, programs and services will be assessments on properties.
7. The estimated time for implementation and completion of all proposed improvements, programs and services is five years, which corresponds to the initial term of the District.
8. The administrative body that will govern and administer the District is the non-profit corporation Woodland Avenue Business Improvement District.
9. The by-laws of the Woodland Avenue Business Improvement District are attached as Exhibit A-4.
10. The method of determining the amount of the assessment fee to be levied on commercial property owners within the District is as follows: The cost of services for the District will be equitably apportioned among all benefiting commercial properties within the whole district service area. Commercial properties will be assessed using the assessed values as most recently certified by the Board of Revision of Taxes (BRT). Using the BRT assessments from 2003, the district assessment fee will be equal to 1.7% of the assessed value of the property.
11. The specific duties and responsibilities of City of Philadelphia and the Woodland Avenue Business Improvement District with respect to the District are as follows:
 - a. The City will be responsible for maintaining the same level of municipal programs and services within the District after its designation as a neighborhood

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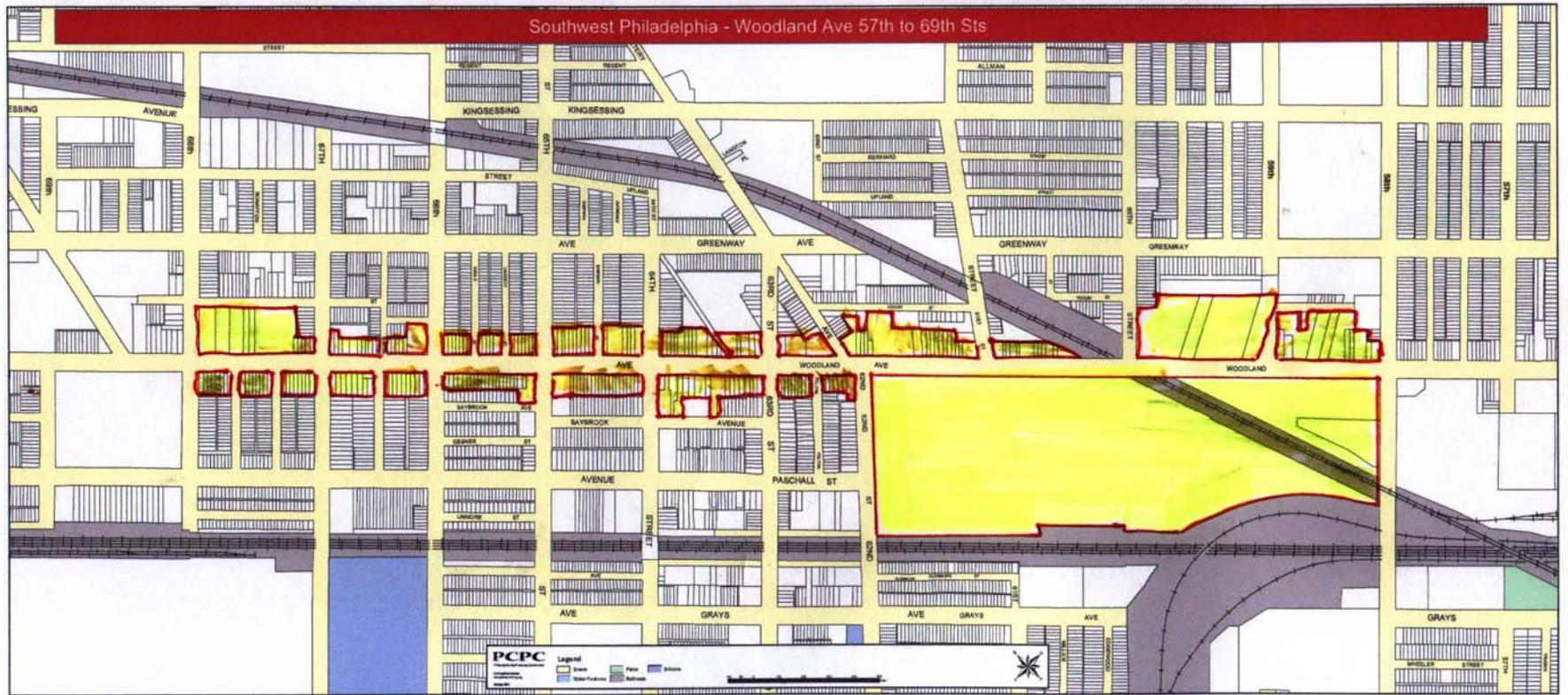
- improvement district as before such designation. The City will also be responsible for applying liens on properties for non-payment of property assessment fees as set forth in the Act at 53 P.S. §18107(A)(10).
- b. The Woodland Avenue Business Improvement District shall fulfill all the duties and responsibilities 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 Woodland Avenue Business Improvement District shall annually submit an audit of all income and expenditures to the Department of Community and Economic Development and to City Council within 120 days after the end of each fiscal year, and submit a report, including financial and programmatic information and a summary of audit findings, to City Council and to all assessed property owners located in the District (as required by 53 P.S. §§18109). In addition, the Woodland Avenue Business Improvement District shall be responsible for collecting all assessment fees levied within the District.
12. A written agreement will be signed by the City and the Woodland Avenue Business Improvement District containing the following provisions:
- a. The respective duties of the City and the Woodland Avenue Business Improvement District with respect to the District as set forth in paragraph 11 above;
- b. The City's agreement to maintain within the District the same level of municipal programs and services that were provided within the District before its establishment;
- c. A "sunset provision" under which the agreement will expire in five years and not be renewed unless the District is continued beyond that date pursuant to reenactment of the ordinance establishing the District; and
- d. The Woodland Avenue Business Improvement District's agreement to be responsible for the collection of all property assessment fees levied within the District and the City's agreement to file any necessary liens for nonpayment of property assessment fees as set forth in the Act at 53 P.S. §18107 (A)(10).
13. The District will allow for and encourage tax-exempt property owners to provide in-kind or financial contributions to the Woodland Avenue Business Improvement District, if not assessed, in lieu of a property assessment fee.
14. The negative vote of at least fifty-one percent (51%) of the property owners within the District, or property owners within the District whose property

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valuation as assessed for taxable purposes amount to fifty-one percent (51%) of the total property valuation located within the District proposed in the final plan, shall be required to defeat the establishment of the proposed District by filing objections to the clerk for the governing body of the municipality within forty-five (45) days of presentation of the final plan.

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Exhibit A-1



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EXHIBIT A-2

Proposed Properties for the Woodland Avenue Business Improvement District

5800 Woodland Avenue	6151 Woodland Avenue	6319 Woodland Avenue
5801 Woodland Avenue	6153 Woodland Avenue	6321 Woodland Avenue
5803 Woodland Avenue	6155 Woodland Avenue	6323 Woodland Avenue
5815 Woodland Avenue	6157 Woodland Avenue	6324-26 Woodland Avenue
5823 Woodland Avenue	6159 Woodland Avenue	6325 Woodland Avenue
5829 Woodland Avenue	6161 Woodland Avenue	6327 Woodland Avenue
5831 Woodland Avenue	6163 Woodland Avenue	6328 Woodland Avenue
5833 Woodland Avenue	6165 Woodland Avenue	6329 Woodland Avenue
5835 Woodland Avenue	6200 Woodland Avenue	6330 Woodland Avenue
5839 Woodland Avenue	6206 Woodland Avenue	6331 Woodland Avenue
5901 Woodland Avenue	6208 Woodland Avenue	6332 Woodland Avenue
5925 Woodland Avenue	6210 Woodland Avenue	6333-35 Woodland Avenue
5929 Woodland Avenue	6212 Woodland Avenue	6334 Woodland Avenue
5935 Woodland Avenue	6214 Woodland Avenue	6336 Woodland Avenue
5945 Woodland Avenue	6215 Woodland Avenue	6337 Woodland Avenue
6000-R Woodland Avenue	6216 Woodland Avenue	6338 Woodland Avenue
6000 Woodland Avenue	6217-19 Woodland Avenue	6339-41 Woodland Avenue
6021 Woodland Avenue	6218 Woodland Avenue	6340 Woodland Avenue
6027-29 Woodland Avenue	6220 Woodland Avenue	6343 Woodland Avenue
6031-35 Woodland Avenue	6221 Woodland Avenue	6345 Woodland Avenue
6037 Woodland Avenue	6222 Woodland Avenue	6347 Woodland Avenue
6039 Woodland Avenue	6223-25 Woodland Avenue	6349 Woodland Avenue
6041 Woodland Avenue	6224 Woodland Avenue	6351 Woodland Avenue
6043 Woodland Avenue	6226 Woodland Avenue	6400 Woodland Avenue
6045 Woodland Avenue	6227 Woodland Avenue	6401-03 Woodland Avenue
6047 Woodland Avenue	6228 Woodland Avenue	6402 Woodland Avenue
6049 Woodland Avenue	6229 Woodland Avenue	6404 Woodland Avenue
6051 Woodland Avenue	6230 Woodland Avenue	6405 Woodland Avenue
6053-59 Woodland Avenue	6231 Woodland Avenue	6406 Woodland Avenue
6100 Woodland Avenue	6232 Woodland Avenue	6407 Woodland Avenue
6101 Woodland Avenue	6233 Woodland Avenue	6409 Woodland Avenue
6113 Woodland Avenue	6234 Woodland Avenue	6410 Woodland Avenue
6115 Woodland Avenue	6235 Woodland Avenue	6411-64 Woodland Avenue
6117 Woodland Avenue	6236 Woodland Avenue	6412 Woodland Avenue
6119 Woodland Avenue	6300-02 Woodland Avenue	6414 Woodland Avenue
6121 Woodland Avenue	6301-03 Woodland Avenue	6416 Woodland Avenue
6123 Woodland Avenue	6304 Woodland Avenue	6418 Woodland Avenue
6125 Woodland Avenue	6305 Woodland Avenue	6419 Woodland Avenue
6127 Woodland Avenue	6306 Woodland Avenue	6420 Woodland Avenue
6129 Woodland Avenue	6307 Woodland Avenue	6421 Woodland Avenue
6131 Woodland Avenue	6308 Woodland Avenue	6422 Woodland Avenue
6133 Woodland Avenue	6309 Woodland Avenue	6423 Woodland Avenue
6135 Woodland Avenue	6310 Woodland Avenue	6425 Woodland Avenue
6137-39 Woodland Avenue	6311 Woodland Avenue	6427 Woodland Avenue
6141 Woodland Avenue	6312 Woodland Avenue	6428 Woodland Avenue
6143 Woodland Avenue	6313 Woodland Avenue	6429 Woodland Avenue
6145 Woodland Avenue	6314 Woodland Avenue	6430 Woodland Avenue
6147 Woodland Avenue	6315-17 Woodland Avenue	6431 Woodland Avenue
6149 Woodland Avenue	6316-20 Woodland Avenue	6432 Woodland Avenue

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6709 Woodland Avenue
6710 Woodland Avenue
6711 Woodland Avenue

6727 Woodland Avenue
6728 Woodland Avenue
6729 Woodland Avenue
6730 Woodland Avenue
6731 Woodland Avenue
6736 Woodland Avenue
6744 Woodland Avenue

Adjacent Properties

2220 S. 58th Street
6325 Saybrook Ave
6341 Saybrook Ave
6347 Saybrook Ave
6351 Saybrook Ave

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Exhibit A-3

Proposed Budget for Woodland Avenue Business Improvement District

	Year 1	Year 2
Physical Appearance		
Hire Public Space Cleaner/Community Service Rep		
Holiday Lights and Decorarions Along Woodland Avenue		
Identity and Informational Banners along Woodland Avenue		
Work Proactively with PPA		
Work PCDC to promote business growth and façade improvements		
Sidewalk Snow Removal--explore paid arrangement with property owners		
Sub-Total	\$53,990.00	\$38,900.00
Strengthen Local Economy		
Welcome Package for Prospective Businesses; proactively recruit new stores		
Business District Development--Marketing and advertising		
Create Woodland Avenue Web site busness and related Woodland Avenue information		
Special Events		
Sub-Total	\$16,000.00	\$21,500.00
Security, Parking Circulation		
Advocate Parking Plan		
Coordinate Parking Lot Maintenance with PPA		
Streetscape plan (attract city, state, Federal and private capital through government andcommunity partnerships		
Uniforms/Communications System for Community Service Representative		
Work with PCDC to promote storefront security systems		
Advocate Eternal Signs (highway exits), Business Locator Signs and Directional Signage		
Sub-Total	\$1,000.00	\$1,500.00
Administration (Project Manager salary and benefits, overhead and Operations)	\$22,500.00	\$48,950.00
TOTAL	\$93,490.00	\$110,850.00

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Exhibit A-4

BY-LAWS OF THE WOODLAND AVENUE BUSINESS IMPROVEMENT DISTRICT, INC.

ARTICLE I - OFFICES; REGISTERED AGENT

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

ARTICLE II

SECTION 2.01 - PURPOSES. The Corporation shall:

- (a) Operate a Neighborhood Improvement District (NID) and function as a Neighborhood Improvement District Management Association (NIDMA), as defined by the Neighborhood Improvement District Act, 73 P.S. § 831, *et seq.*
- (b) Formulate, promote and implement the economic revitalization and general welfare of the commercial area of the NID.
- (c) Provide a self-help mechanism by which relevant interests can expand business opportunities and sales, improve property values and enhance the environment for residents, shoppers and visitors;
- (d) Mobilize public and private resources for this purpose.

SECTION 2.02 - TAX CODE. Said Corporation is organized exclusively for charitable, educational, religious or scientific purposes, with the meaning of section 501 (c)3 of the Internal Revenue code (or corresponding section of any future Federal Tax code). Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c)3 of the Internal Revenue code (or corresponding section of any future Federal tax code) or (b) by a corporation, contribution to which are deductible under Section 170(c)2 of the Internal Revenue code (or corresponding section of any future Federal tax code).

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SECTION 2.03 - DISSOLUTION. In the event the Corporation ceases to function as envisioned in Section 2.01, the Board of Directors shall vote to dissolve the Corporation and the 501 (c)3 entity. In the event of such dissolution, all of the Corporation's assets, after satisfying any creditors, shall be distributed to the Southwest Community Development Corporation, or in its absence, to an organization dedicated to the physical appearance of Woodland Avenue, which is identified as an exempt purpose within the meaning of 501 (c)3 of the Internal Revenue code, i.e., charitable, educational, religious or scientific, or corresponding section of any future Federal Tax code.

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

ARTICLE III

SECTION 3.01 - BOARD OF DIRECTORS. The Board of Directors shall consist of nine (9) voting members. Two (2) voting members shall be appointed by the Woodland Avenue Business Association, one of whom shall not own assessed property within the BID boundaries and shall have a lease that extends through the period of his or her proposed two-year term; and two (2) shall be appointed by the Southwest Community Development Corporation, one of whom shall not own assessed property within the BID boundaries. The voting board shall consist of at least two (2) assessment-paying property owners whose combined assessed property market values total more than \$100,000, as determined each year by the City of Philadelphia Board of Revision of Taxes, and at least two (2) assessment-paying property owners whose combined assessed property market values total less than \$100,000, as determined each year by the City of Philadelphia Board of Revision of Taxes. The voting board shall consist of at least two (2) assessment-paying property owners whose properties lie between 5800 and 6200 Woodland Avenue and at least two (2) assessment-paying property owners whose properties lie above 6200 Woodland Avenue. The board shall also have five (5) non-voting members, including a member of the municipal governing body, the Executive Director of Southwest Community Development Corporation, AND the President of the Woodland Avenue Business Association. The non-voting members do not have to be assessment-paying property owners. Voting board members must be current in their assessment payments to the Corporation. The incorporators shall serve as the Board of Directors until the first annual meeting. The policies, activities and affairs of the corporation shall be

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determined by the Board of Directors who shall exercise all of the powers of the Corporation and shall keep full and fair accounts of all its transactions.

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

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

SECTION 3.03 -REMOVAL OF OFFICERS. At any meeting of the Directors, duly called and at which a quorum is present, the Directors may, by a majority vote of the entire Board, remove with or without cause any Director from office and may elect a successor to serve for the balance of the term of such removed officer. Vacancies occurring in the Board for any reason may be filled by a vote of a majority of the Directors then in office. A Director elected to fill a vacancy shall be elected to hold office for the unexpired term of his or her predecessor.

SECTION 3.04 - MEETINGS. The annual meeting of the Corporation shall be held each year at a time and place established by the Executive Committee. The Secretary shall cause to be mailed to every member in good standing at his or her last known address a notice stating the time and place of the Annual Meeting. Regular meetings will be scheduled at the annual meeting by the Board, and no notice of place, day and hour of regularly scheduled meetings need be specially given to any Director. Special meetings may be called by the Chairman of the Board, or by agreement of any three (3) Directors. Notice of the place, day and hour of such special meeting shall be given to each Director at least three (3) days before the meeting, by delivering the same to him/her personally, or by leaving the same at his/her residence or usual place of business, by contacting him/her by telephone, or in the alternative by mailing such notice at least six (6) days before the meeting, postage prepaid, and addressed to him/ her at his/her last known address. Any notice of a special

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meeting shall state the business to be transacted. Meetings may be conducted by conference call if all “present” can hear and participate.

SECTION 3.05 - QUORUM. Five (5) members of the Board shall constitute a quorum for the transaction of business. Except in cases in which it is by statute, by the Certificate of Incorporation or by the By-Laws otherwise prohibited, the vote of a majority of such quorum at a duly constituted meeting shall be sufficient to pass any measure. In the absence of a quorum, the Members present by a majority vote and without notice other than by announcement may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. No proxies may be accepted.

SECTION 3.06 - BUDGET APPROVAL. Upon approval by the Executive Committee of a proposed annual budget, all property assessment-paying property owners shall be invited to a meeting at a specified place and at a time at least two weeks following the notice. At this meeting, comment on the condition of the district, on the need for improved services and on the proposed budget will be solicited. A proposed budget, including any modification made by the Executive Committee following this meeting, shall thereafter be adopted by the affirmative vote of a majority of all members at the Annual Meeting.

SECTION 3.07 - COMPENSATION. No part of the net earnings of the Corporation shall inure to benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that of the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c)3 purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

SECTION 3.08 - INCUMBENCIES. The Board of Directors and officers at the time of the adoption of these by-laws shall continue to serve until the first annual meeting.

ARTICLE IV

SECTION 4.01 - COMMITTEES GENERALLY. The Board may provide for standing or special committees with such powers and duties as it deems

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desirable and may discontinue the same at its pleasure. The members of all such committees shall be assessment-paying property owners, shall be appointed by the Board; and the committee chairman named by the Chairman of the Board. At least one member of each standing committee or special committee shall be a member of the Board; the remaining members of such committees may, but need not, be members of the Board. Vacancies on any committee shall be filled by the Chairman of the Board.

SECTION 4.02 - EXECUTIVE COMMITTEE. There shall be an Executive Committee consisting of a Chairman, Vice-Chairman, Secretary, Treasurer, Manager, and up to two (2) subordinate members, if any. The elected members of the Executive Committee shall be elected pursuant to Article V of these by-laws.

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

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

SECTION 4.05 - PARTICIPATION IN COMMITTEES. In selecting members of committees, the Board shall encourage widespread participation among members of the business community, residents, and others concerned about the economic advancement of the District. From time to time, special committees may be named by the Board to advise it on issues on which additional perspective may be required; public meetings may be held to solicit advice from those concerned about the economic well-being of the District.

ARTICLE V

SECTION 5.01 - EXECUTIVE OFFICERS. By a majority vote at the Annual Meeting, the membership shall elect a Chairman of the Board, Vice-Chairman, Secretary and Treasurer from among the Directors to serve for one year terms, and up to two (2) subordinate members from the membership for one (1) year terms.

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

The Vice-Chairman of the Board, at the request of the Chairman or in his/her absence, or during his/her inability to act, shall perform the duties and

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exercise the functions of the Chairman of the Board, and when so acting shall have the powers of the Chairman of the Board. The Vice-Chairman shall have such other duties as may be assigned to him/her by the Chairman.

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

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

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

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

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

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

SECTION 6.02 - ANNUAL REPORTS. There shall be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and a statement of operations from the preceding year audited and certified by an independent Certified Public Accountant, whose report shall be submitted at a regular meeting of the directors and filed immediately thereafter at the principal office of the Corporation. Such statement shall be prepared by the Chairman or such other executive officer of the Corporation as may be designated by the Board of Directors. This report shall be mailed to all members of the Corporation.

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

SECTION VII

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

SECTION 7.01 - BONDS. The Board of Directors may require any officer, agent or employee of the Corporation to give a bond to the Corporation conditioned upon the faithful discharge of his duties with one or more sureties and in such amount as may be satisfactory to the Board of Directors.

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

SECTION 7.03 - PERSONAL LIABILITY OF DIRECTORS. A director of this Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

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

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failure to perform constitutes self-dealing, willful misconduct or recklessness.

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

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

SECTION VIII

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

Approved:

_____ Secretary

_____ Chair

DATE: _____

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