City of Philadelphia

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

BILL NO. 090168

Introduced March 5, 2009

Councilmember Jones

Referred to the Committee on Rules

AN ORDINANCE

Establishing a neighborhood improvement district in an area that generally includes Ridge Avenue from the north side of School House Lane to Scotts Lane, Kelly Drive from Ridge Avenue to S. Ferry Road, the 4200 and 4100 blocks of River Road, the 3700 block through the 3500 block of Midvale Avenue, Scotts Lane, and 3300 Henry Avenue, to be known as the East Falls Riverfront/Business District, and for which East Falls Development Corporation, a Pennsylvania nonprofit corporation, would serve as the Neighborhood Improvement District Management Association; approving a plan for the District, including a list of proposed improvements and their estimated cost, and providing for assessment fees to be levied on property owners within the District; authorizing the Director of Commerce, on behalf of the City, to execute an agreement with East Falls Development Corporation, relating to the District; and authorizing East Falls Development Corporation, to assess property owners within the District a special property assessment fee to be used in accordance with the approved plan; all in accordance with the provisions of the Community and Economic Improvement Act, and under certain terms and conditions.

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 the East Falls area, to be known as the East Falls Riverfront/Business District ("District"); and

WHEREAS, All procedures required by the Act for establishment of the District have been followed; in particular, more than forty-five (45) 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%) or more of the affected property owners or property owners whose property valuation as assessed for taxable purposes amounts to fifty-one percent (51%) of the total 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 *et. seq.*), a neighborhood improvement district is hereby established in the East Falls area, within the boundaries set forth as Exhibit "A-1" attached hereto. The district shall be known as the East Falls Riverfront/Business District ("District").

SECTION 2. East Falls Development Corporation, 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. East Falls Development Corporation 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 East Falls Development Corporation, 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 East Falls Development Corporation 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

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

SECTION 5. The District shall terminate five (5) 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 East Falls Development Corporation within the District.

SECTION 6. The Chief Clerk shall keep on file the document referred to as Exhibit A in Section 3 of this Ordinance, and all accompanying documents referenced in Exhibit A, and shall make them available for inspection by the public during regular office hours.

EXHIBIT A

PRELIMINARY PLAN FOR THE
EAST FALLS RIVERFRONT/ BUSINESS DISTRICT ("DISTRICT")
AND REPORT OF THE CITY OF PHILADELPHIA CONCERNING THE DISTRICT

1. The name of the proposed neighborhood improvement district shall be the East Falls Riverfront/Business 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 commercial, industrial and residential properties in the area generally including Ridge Avenue from the north side of School House Lane to Scotts Lane, Kelly Drive from Ridge Avenue to S. Ferry Road, the 4200 and 4100 blocks of River Road, the 3700 block through the 3500 block of Midvale Avenue, Scotts Lane, and 3300 Henry Avenue. Commercial, industrial and residential properties, including tax abated properties, shall be assessed, with the exception of owner occupied residential properties having three (3) dwelling units or less and tax-exempt properties which shall not be assessed. Multifamily owned units such as condominiums shall be assessed. Tax-exempt properties located within the district will be encouraged to contribute cash or in-kind services by entering into voluntary multi-year agreements.

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. Personnel and Administration: $15,451. Other costs covered by voluntary contributions.

b. Programs and Services: $82,000. (Marketing, security cameras; incentives, such as bulk pricing or matching grants, for paint and materials, façade improvements, and lighting; street furniture; business, resident, customer attraction; business locator pilot signs; parking plan, signs, maps; fundraising and developing funding structures for capital and operations, new or expanded programs.)

c. Maintenance and Operation: $15,000. (Sidewalk cleaning, snow removal, parking lot operations, landscaping services.)

d. Capital Expenditures: No capital expenditures are contemplated.

5. The proposed budget for the first fiscal year is $112,451.00 and is attached as Exhibit A-3.

6. The proposed revenue source for financing all proposed improvements, programs and services will be assessments on real property within the service area as provided in paragraph 2 above.

7. The estimated time for implementation and completion of all proposed improvements, programs and services is five (5) 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 East Falls Development Corporation through a committee of District stakeholders ("BID Committee") of no fewer than seven (7) and no more than eleven (11) business and property owners.

9. The by-laws of East Falls Development Corporation are attached as Exhibit A-4. East Falls Development Corporation will amend its bylaws to give authority to the BID Committee.

10. The method of determining the amount of the assessment fee to be levied on property owners within the District is as follows:

a. The cost of services for the District will be equitably apportioned among all benefiting properties within the service area as described in paragraph 2. The rate of assessment for each property will be 15% of the property taxes due, with the exception of 3300 Henry Avenue, Falls Center, which shall be assessed at the rate set forth in subparagraph 10. b below. The 15% rate will apply to current property tax paying properties and others as they are assessed and taxed by the city.

b. 3300 Henry Avenue, Falls Center shall be assessed at a rate of 10% of the property taxes due. Falls Center does not directly abut the main arterials of Ridge Avenue and Midvale Avenue and will not receive the same benefits as other properties in the District. The benefit to this property is related to marketing and signage efforts.

c. Assessments shall be increased by 5% annually to compensate for the costs of collecting the assessment fees and inflation.

d. A discount of 5% will be provided to property owners for early payment.

e. In addition to any other remedy provided by law, any property in default of payment for more than six (6) months shall be charged 8% per annum for late payments.

11. The specific duties and responsibilities of City of Philadelphia and East Falls Development Corporation with respect to the District are as follows:

a. The City will be responsible for maintaining the same level of municipal programs and services within the District after its designation as a neighborhood improvement district as before such designation. The City will also be responsible for applying liens on properties for non-payment of property assessment fees as set forth in the Act at 53 P.S. § 18107(A)(10).

b. East Falls Development Corporation 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, East Falls Development Corporation also 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, East Falls Development Corporation shall be responsible for collecting all assessment fees levied within the District.

12. A written agreement will be signed by the City and East Falls Development Corporation containing the following provisions:

a. The respective duties of the City and East Falls Development Corporation 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 (5) years and not be renewed unless the District is continued beyond that date pursuant to reenactment of the ordinance establishing the District; and

d. East Falls Development Corporation'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 East Falls Development Corporation by encouraging them to enter into voluntary multi-year agreements.

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

EXHIBIT A-1
MAP OF EAST FALLS BID

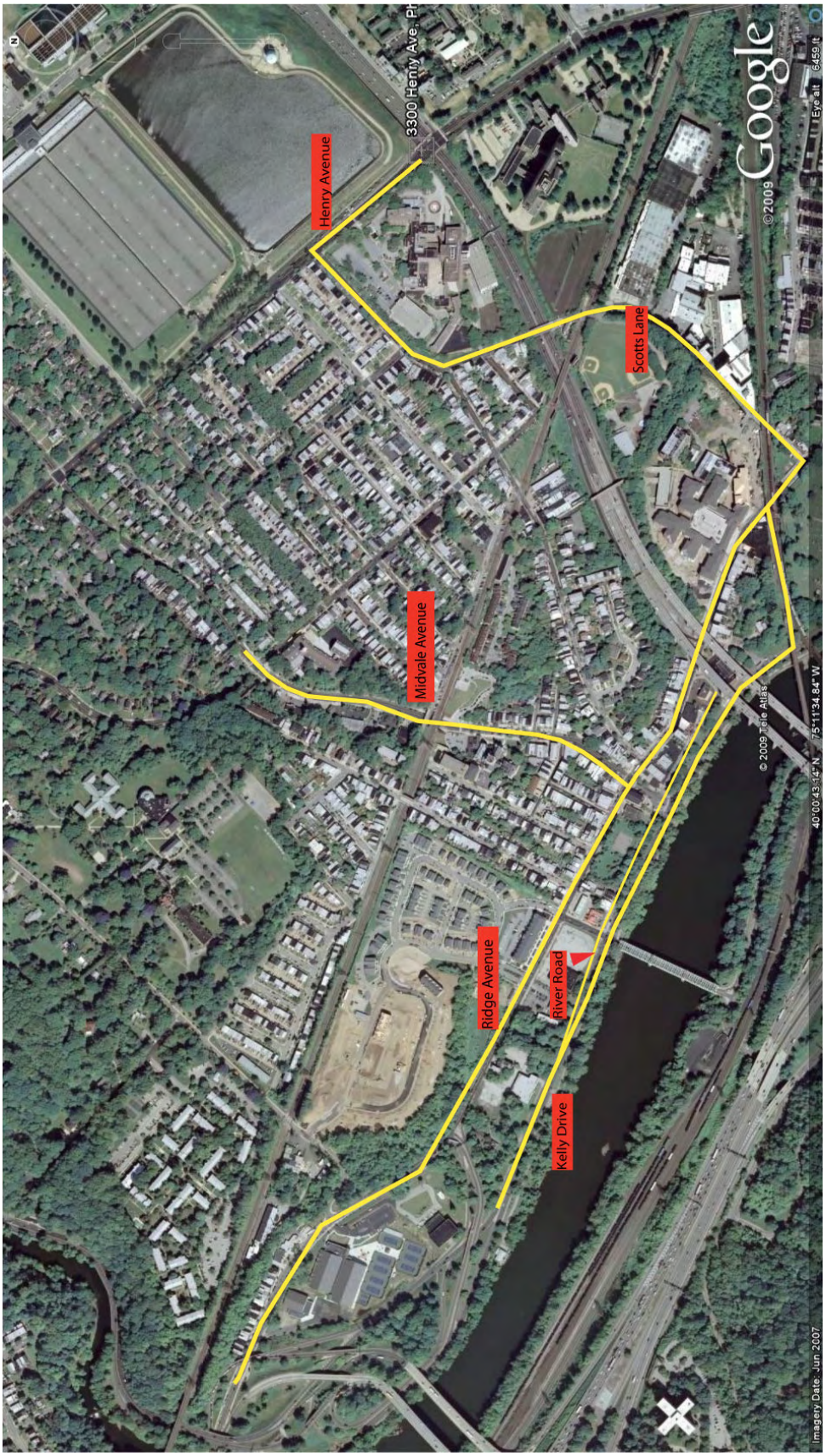

EXHIBIT A-2
East Falls BID Address List

3502-08 SCOTTS LA
3510-30 SCOTTS LA
3538 SCOTTS LA
3538 1/2 SCOTTS LA
3548 SCOTTS LA
3550 SCOTTS LA

4001 RIDGE AVE
4005 RIDGE AVE
4007 RIDGE AVE
4009-19 RIDGE AVE
4024 RIDGE AVE
4026 RIDGE AVE
4030 RIDGE AVE
4032 RIDGE AVE
4034 RIDGE AVE
4036 RIDGE AVE
4038 RIDGE AVE
4040 RIDGE AVE
4044 RIDGE AVE
4046 RIDGE AVE
4048 RIDGE AVE
4052 RIDGE AVE
4054 RIDGE AVE
4055 RIDGE AVE
4056 RIDGE AVE
4058 RIDGE AVE
4060 RIDGE AVE
4062 RIDGE AVE
4068 RIDGE AVE

4116-28 RIDGE AVE
4127R RIDGE AVE
4129R RIDGE AVE
4131R RIDGE AVE
4132-38 RIDGE AVE
4133 RIDGE AVE
4135 RIDGE AVE
4137 RIDGE AVE
4141-43 RIDGE AVE
4142 RIDGE AVE
4144 RIDGE AVE
4145 RIDGE AVE
4147 RIDGE AVE
4149 RIDGE AVE
4150 RIDGE AVE
4151 RIDGE AVE
4152 RIDGE AVE
4153 RIDGE AVE
4155 RIDGE AVE
4156-66 RIDGE AVE

4157 RIDGE AVE
4159 RIDGE AVE
4161 RIDGE AVE
4163 RIDGE AVE
4165 RIDGE AVE
4167 RIDGE AVE
4168-78 RIDGE AVE
4173 RIDGE AVE
4175 RIDGE AVE
4177-85 RIDGE AVE
4187 RIDGE AVE

4200-06 RIDGE AVE
4201 RIDGE AVE
4203 RIDGE AVE
4207 RIDGE AVE
4209 RIDGE AVE
4211 RIDGE AVE
4213 RIDGE AVE
4215 RIDGE AVE
4217 RIDGE AVE
4219 RIDGE AVE
4221 RIDGE AVE
4223 RIDGE AVE
4225-33 RIDGE AVE
4235 RIDGE AVE
4237 RIDGE AVE
4239 RIDGE AVE
4241 RIDGE AVE
4243 RIDGE AVE
4245 RIDGE AVE
4247 RIDGE AVE
4249 RIDGE AVE
4251 RIDGE AVE
4253 RIDGE AVE
4255 RIDGE AVE
4257 RIDGE AVE
4258 RIDGE AVE
4259 RIDGE AVE
4260 RIDGE AVE
4261 RIDGE AVE
4262-72 RIDGE AVE
4263 RIDGE AVE
4265 RIDGE AVE

4300-12 RIDGE AVE
4301 RIDGE AVE
4314-26 RIDGE AVE

4401 RIDGE AVE
4438 RIDGE AVE
4440 RIDGE AVE
4442 RIDGE AVE
4451 RIDGE AVE

4451R RIDGE AVE

4705 RIDGE AVE
4725 RIDGE AVE

3503 MIDVALE AVE
3507 MIDVALE AVE
3515 MIDVALE AVE

3601 MIDVALE AVE
3617 MIDVALE AVE
3629 MIDVALE AVE
3630 MIDVALE AVE
3646 MIDVALE AVE
3650 MIDVALE AVE
3652 MIDVALE AVE
3654 MIDVALE AVE
3656 MIDVALE AVE
3667 MIDVALE AVE

3700 MIDVALE AVE
3702 MIDVALE AVE
3703 MIDVALE AVE
3704 MIDVALE AVE
3708 MIDVALE AVE
3710 MIDVALE AVE
3711 MIDVALE AVE
3712 MIDVALE AVE
3722-24 MIDVALE AVE
3726 MIDVALE AVE
3728 MIDVALE AVE
3729 MIDVALE AVE
3731 MIDVALE AVE
3735 MIDVALE AVE
3737 MIDVALE AVE
3739 MIDVALE AVE
3741 MIDVALE AVE
3743 MIDVALE AVE

3265 RIVER RD
3267 RIVER RD
4259 RIVER RD
4261 RIVER RD
4263 RIVER RD
4269 RIVER RD

3300 HENRY AVE (assessed at 10%)

EXHIBIT A-3

PROPOSED BUDGET FOR THE
EAST FALLS BUSINESS IMPROVEMENT DISTRICT

	Year 1
Income	
Assessments	$112,451.00
Maintenance and Operations	
Hire private street cleaning firm Landscaping Snow removal	$15,000.00
Administration/Collections	$15,451.00
Marketing and Signage	
Business locator signs, maps Business and Customer attraction Fundraising	$55,000.00
Improvements	
Lighting, furniture, façade improvements Parking study and modifications Cameras	$27,000.00
TOTAL	$112,451.00

The proposed budget will increase annually by 5% of the 15% base amount to account for inflation and is set forth for subsequent years as follows:

Year 2 $118,073.00
Year 3 $123,977.00
Year 4 $130,176.00
Year 5 $136,684.00

EXHIBIT A-4
BYLAWS EAST FALLS DEVELOPMENT CORPORATION

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ARTICLE I - NAME

The name of this corporation is East Falls Development Corporation.

ARTICLE II - PURPOSES

The purposes of the corporation are:

Exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of

any future United States Internal Revenue law (hereinafter referred to as the "Internal Revenue Code"), to promote the health, safety and welfare of the residents, businesses and institutions of the East Falls section of the City of Philadelphia, Pennsylvania, through projects designed to stabilize and expand the availability of affordable housing, goods, retail services, and employment opportunities for low and moderate income persons so as to lessen neighborhood tensions and combat community deterioration. In all its endeavors, the corporation shall be impartial to nationality, race, creed and gender.

The corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons, except that the corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes stated herein.

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 any candidate for public office.

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code or to a governmental unit described in Section 170(c)(1) of the Internal Revenue Code as the Board of Directors shall determine. Under no circumstances shall any assets be distributed to Directors, officers or employees of the corporation. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Philadelphia, Pennsylvania, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated for such purposes.

ARTICLE III - LOCATION

The location and post office address of the registered office of the corporation in this Commonwealth shall be within the East Falls geographic area at such place as the Board of Directors may from time to time determine.

ARTICLE IV - DIRECTORS

1. Number. The business and affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than seven nor more than twenty-one members, thirteen of whom shall be At-Large Directors elected pursuant to Section 2 of this Article IV, and eight of whom shall be Representative Members who are designated by organizations pursuant to Section 3 of this Article IV. All directors shall be natural persons of full age. If at any time the membership of the Board of Directors falls below seven in number for any reason, the remaining Directors shall elect at the next duly called meeting at least enough new At-Large Directors to bring the total to seven.

2. Election of At-Large Directors. Each At-Large Director shall be elected by the majority vote of the members of the Board of Directors at the annual meeting of the corporation. Each Director shall be elected for the term of two years and until his or her successor shall be elected and shall qualify, with the terms to be staggered.

Vacancies in the At-Large Directors, including vacancies resulting from resignations or an increase in the number of At-Large Directors, shall be filled by a majority of the remaining members of the Board, though less than a quorum, and each person so elected shall be an At-Large Director until his or her successor is elected by the other members of the Board of Directors.

3. Representative Board Members. the Board of Directors shall include at least one authorized representative of the following community groups/associations:

Abbottsford Homes Tenant Management Corporation, or its successor.
East Falls Community Council.
East Falls Business Association.
Pep Boys.
Philadelphia University.
Ridge/Allegheny/Hunting Park Civic Association.
Resources for Human Development.
Falls Ridge Tenant Council.

Each organization named above shall designate its authorized representative in a written certification to the Secretary of the corporation. The person so designated shall be thereafter be elected to the Board of Directors by the members of the Board, and shall serve as a Director until his or her resignation, the appointment of a new authorized representative by the organization, or his or her removal in accordance with Sections 10 or 11 of this Article IV.

If a representative Board Member resigns or is removed, the Secretary shall notify the appointing organization, which shall then designate a new representative in accordance with the procedure set forth above.

If an organization does not name a representative, after being duly requested and notified, the Board shall have the power to elect a Board Member to replace that seat for a two year term. If, at any time thereafter, that organization opts to name a representative, that person so designated shall be elected at the end of the replacement Board Member's two year term, or when a vacancy arises, whichever comes earlier.

4. General Powers. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles or by these Bylaws directed or required to be exercised or done by any other body.

5. Regular Meetings. The meetings of the Board of Directors shall be held generally eight times per year at such times and at such place or places within this Commonwealth, or elsewhere, as a majority of the Directors may from time to time determine, or as may be designated in a notice from an officer of the Board calling the meeting. Written or personal notice of every meeting of the Board of Directors shall be given to each Director at least seven (7) days prior to the day named for the meeting.

6. Annual Meeting. The Annual Meeting of the Board of Directors shall be held during the regular e May meeting of the Board. If the annual meeting shall not be held within six months after the designated time, any member of the Board may call such meeting.

7. Quorum; Meetings. The presence at a meeting of seven members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business and the actions of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

The members of the Board of Directors present at a duly organized meeting at which a quorum is present can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may,

except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, and those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting, if written notice of such second adjourned meeting, stating that those members of the Board of Directors who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each member of the Board of Directors at least seven (7) days prior to the day named for the second adjourned meeting.

8. Action by Unanimous Consent. Any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the corporation. There shall be no voting by proxy.

9. Committees of the Board. There shall be an Executive Committee of the Board of Directors, consisting of each of the officers of the corporation. The Executive Committee shall be empowered to act for the corporation between meetings of the Board of Directors, subject to the limitations on its power as set forth below. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish one or more additional committees to consist of one or more Directors of the corporation. Any such committee, to the extent provided in the resolution of the Board of Directors or in the Bylaws, shall have and may exercise all of the powers and authority of the Board of Directors, except that no such committee shall have any power or authority as to the following:

(a) The adoption, amendment or repeal of the Bylaws.

(b) The amendment or repeal of any resolution of the Board.

(c) Action on matters committed by the Bylaws or resolution of the Board of Directors to another committee of the Board.

(d) The execution of contracts binding the corporation.

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

10. Removal of Board Members. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board then in office, may suspend or expel a member of the Board for cause.

11. Declaration of Vacancy on the Board. The Board of Directors may declare vacant the office of a Director if he or she is declared of unsound mind by an order of court or is convicted of felony, or if within sixty days (60) after notice of his or her selection, he or she does not accept such office either in writing or by attending a meeting of the Board of Directors, and fulfill

such other requirements of qualification as the Bylaws may specify.

Should any Director absent himself/herself from three (3) regularly scheduled meetings of the Board of Directors in a twelve month period the Executive Committee shall have the right to vacate his/her office unless extenuating circumstances excuse the absences.

12. Other Provisions Regarding Directors.

(a) A Director may also be a salaried or non-salaried officer of the Corporation.

(b) All Directors and officers shall be eligible to succeed themselves.

(c) Unless expressly requested to absent themselves, all officers of the corporation, whether or not they are members of the Board shall be given notice of and may attend Board meetings. All officers who are not members of the Board shall be deemed ex-officio members thereof and shall have the right to participate in discussion but shall have no vote.

(d) Each Director of the corporation must become an active member of at least one (1) and no more than three (3) standing committees of the corporation. A Director that is not an active member of at least one standing committee after having been assigned by the executive committee to membership of at least one standing committee shall be subject to removal as provided by these Bylaws.

13. Advisory Board. The Board of Directors may, by resolution adopted by a majority vote of Directors in office, establish an Advisory Board who shall assist, consult with or advise one or more Directors of the corporation or committee of the Board of Directors or the Board of Directors, as the case may be, in furtherance of the business of the corporation and at the pleasure of such Director, committee or the Board as permitted and allowed under the Bylaws, as amended.

Except for the initial Advisory Board which shall be elected at any regular or special meeting of the Board in a manner as provided in these Bylaws, each Advisory Director shall be elected by a majority vote of the Board of Directors at the annual meeting of the corporation, to the extent practical. Each Advisory Director shall serve for a term of one (1) year.

Any individual Advisory Director or all Advisory Directors may be removed from office without assigning any cause by the vote of Directors entitled to cast a least a majority of the votes which all Directors present would be entitled to cast at any annual or other regular election of the Board of Directors. In case any one or more Directors are so removed, new Directors may be elected at the same meeting.

Only at the express written invitation of the Board of Directors or the President to an Advisory Director in office, may an Advisory Director of the Corporation attend a Board of

Directors' meeting, who shall have the right to participate in discussions but shall have no vote. Advisory Directors shall not be counted to determine a quorum of the Board of Directors, shall not be salaried, and shall not serve as an officer or assistant officer of the corporation.

Except as otherwise expressly stated in this Article IV, the Advisory Board and each Advisory Director shall have no further rights or powers regarding the business and affairs of the corporation. (Notwithstanding, without expanding the powers and limitations pertaining to the Advisory Board as set forth in this Article IV and these Bylaws, the Advisory Board and each Advisory Director shall be bound in all respects by all rights, powers and limitations pertaining to the Board of Directors of the corporation as set forth in this Article IV and these Bylaws, as amended.)

ARTICLE V - OFFICERS

1. Executive Officers. The executive officers of the corporation shall be chosen by the Directors and shall be a President, Vice President, Secretary, Treasurer, and such other officers and assistant officers as the needs of the corporation may require.

The President and Secretary shall be natural persons of full age; the Treasurer, however, may be a corporation, but if a natural person, shall be of full age. They shall hold their offices for a term of one year and shall have such authority and shall perform such duties as are provided by the Bylaws and as shall from time to time be prescribed by resolution of the Board of Directors.

All officers duly elected shall currently reside in, be employed in and/or have a business interest in East Falls. It shall not be necessary for the officers to be Directors and any number of offices may be held by the same person. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise.

2. Removal of Officers. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

If the office of any officer or agent, one or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

3. President. The President shall be the chief executive officer of the corporation; he or she shall preside at all meetings of the Directors; he or she shall have general and active management of the affairs of the corporation; shall see that all orders and resolutions of the Board are carried into effect;

subject, however, to the right of the Directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the corporation. He or she shall execute bonds, mortgages and other documents requiring a seal, under the seal of the corporation. He or she shall be ex-officio a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.

4. Vice President. The Vice President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as he or she may be required to do from time to time.

5. Secretary. The Secretary shall attend all sessions of the Board and act as clerk thereof, and record all the votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose. He or she shall keep in safe custody the corporate seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it.

The Secretary shall be responsible for giving, or causing to be given, notice of all meetings of the corporation or the Board of Directors. He or she shall be responsible for all correspondence of the corporation, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he or she shall be.

6. Treasurer. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep the monies of the corporation in a separate account to the credit of the corporation. Except as delegated to the Executive Director, he or she shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the corporation.

7. Executive Director. The Executive Director, if appointed by the Board, shall be responsible for the day-to-day administration of the corporation and for such other duties as shall be assigned to him or her by the President or the Board of Directors. The Executive Director shall not be an officer of the corporation.

ARTICLE VI - BOOKS AND RECORDS

1. Records to be Maintained. The Secretary shall keep a record of the proceedings of the Directors, a copy of the corporation’s Bylaws, including all amendments thereto to date,

and a register, giving the names of the members of the Board of Directors, and showing their respective addresses.

The Treasurer shall keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept or made available at the corporation's principal place of business.

2. Inspection of Records. Every member of the Board of Directors shall, upon request to the President stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the books, records of account, and records of the proceedings of the Directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member of the Board of Directors.

ARTICLE VII - TRANSACTION OF BUSINESS

1. Proceedings Involving Real Estate. The corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the members of the Board of Directors present at a duly called meeting.

2. Fees for Services or Products. Whenever the lawful activities of the corporation involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income. All such income 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.

3. Signing of Checks. All checks or demands for money and notes of the corporation shall be signed by such officer or officers, or by the Executive Director, as the Board of Directors may from time to time designate.

ARTICLE VIII - ANNUAL REPORT

1. Annual Report. The President and Treasurer shall present annually to the Board of Directors a report showing in appropriate detail the following:

(a) 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.

(b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.

(c) 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.

(d) The expenses 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.

This report shall be filed with the minutes of the annual meeting of the Board of Directors.

ARTICLE IX - NOTICES

1. Giving of Notices. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, by facsimile message over a telephone line (fax) or by electronic mail (e-mail), charges prepaid, to his or her post office address, fax telephone number or e-mail address appearing on the books of the corporation, or supplied by him or her to the corporation for the purpose of notice. If the notice is given by first-class mail, fax or e-mail, the notice shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or transmitted by fax or e-mail. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these Bylaws.

2. Waiver of Notice. Whenever any written notice is required to be given under the provisions of the statute or the Articles or Bylaws of this corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE X - MISCELLANEOUS PROVISIONS

1. Participation by Conference Call. One or more persons may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

2. Fiscal Year. The fiscal year shall begin on the first day of January.

ARTICLE XI - PERSONAL LIABILITY; INDEMNIFICATION

1. No Personal Liability. Unless expressly disallowed by law, Directors of the corporation shall not be personally liable, as such, for monetary damages for any action taken, unless:

(a) The Director has breached or failed to perform the duties of his or her office under Chapter 57, Sub-chapter B of Title 15 of Pennsylvania Consolidated Statutes Annotated (relating to fiduciary duty); and

(b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

2. Indemnification. Except for self-dealing, willful misconduct or recklessness, or unless expressly disallowed by law, the corporation hereby indemnifies any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (including actions by or in right of the corporation to procure a judgment in its favor) by reason of the fact that the person is or was a Director, officer, agent, employee, or any other person who is or was a representative of the corporation against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding.

ARTICLE XII - AMENDMENTS

1. Amendment. These Bylaws may be altered, amended or repealed by a two-thirds (2/3) vote of the Directors present at any meeting of the Board of Directors at which a quorum is present, provided:

a. The proposed amendment(s) shall have been presented at two regular Board meetings before the meeting at which action on the amendment(s) is to be taken;

b. Written notice of the meeting at which action is to be taken is given to the Directors at least seven (7) days prior to the date of the meeting;

c. The proposed amendment(s) is presented in writing and distributed to the Directors at the meeting at which action is to be taken.