

UPPER MERION TOWNSHIP
MONTGOMERY COUNTY, PENNSYLVANIA
ORDINANCE NO. 2024-_____

**AN ORDINANCE AMENDING THE CODE OF UPPER
MERION TOWNSHIP AT PART 1, “ADMINISTRATIVE
LEGISLATION,” CHAPTER 7, “BUSINESS
IMPROVEMENT DISTRICTS,” BY AMENDING AND RE-
ENACTING THE CHAPTER.**

WHEREAS, the Board of Supervisors for the Township of Upper Merion has previously adopted and approved a neighborhood improvement district, establishing the “King of Prussia Business Improvement District” (“District”), and designating the King of Prussia Business Improvement District, Inc. as the designated Neighborhood Improvement District Management Association, including prior renewal proceedings; and

WHEREAS, following a review of the District and the programs and services provided by the King of Prussia Business Improvement District, Inc., the Board of Supervisors for the Township of Upper Merion wishes to approve the District for an additional ten year term with updated plans and authorizations.

NOW, THEREFORE, BE IT ORDAINED AND ENACTED by the Board of Supervisors for the Township of Upper Merion and it is hereby ordained and enacted by the authority of the same, to wit:

1. **Deletion, Replacement and Reenactment of Chapter 7.** The Upper Merion Township Code, at Part 1, “Administrative Legislation,” Chapter 7, “Business Improvement Districts,” is deleted in its entirety and replaced by the following:

Chapter 7. Business Improvement Districts

§7-1. District Establishment and Renewal.

A. In accordance with the Neighborhood Improvement District Act (“Act”) (73 P.S. §831 et seq.), the “King of Prussia Business Improvement District” (“District”) was initially established by the Township in the adoption of Ordinance No. 2010-791 on May 27, 2010; was re-enacted and approved for an additional five year term effective May 27, 2015 through May 27, 2020 in the adoption of Ordinance No. 2014-831; and was further

re-enacted and approved for an additional five year term effective May 27, 2020 through May 27, 2025 in the adoption of Ordinance No. 2019-864.

B. By the terms of the further approved amendments to Part 1, “Administrative Legislation,” Chapter 7, “Business Improvement Districts,” now enacted by this Ordinance, the District is now hereby approved for an additional ten year term, effective May 27, 2025 through May 27, 2035, subject to the updated plans and authorizations set forth in this Ordinance.

§7-2. Neighborhood Improvement District Management Association Designated.

The King of Prussia Business Improvement District, Inc., a Pennsylvania nonprofit corporation with offices currently at 234 Mall Boulevard, Suite 150, King of Prussia, PA 19406, is hereby re-designated as the Neighborhood Improvement District Management Association for the District under both the original and prior renewal terms of the District, and the ten year renewal term approved herein.

§7-3. Preliminary plan approved; assessment fee.

A. The Board of Supervisors hereby approves the preliminary renewal plan for the District set forth in Exhibit A attached hereto and the plan is hereby made final. The King of Prussia Business Improvement District, Inc. is granted the power to assess property owners within the District a special property assessment fee. Invoices for all property owners (existing and new) shall coincide with the initial calendar year of January 1, 2025, and shall then issue for each additional calendar year following during the renewal term.

B. The assessment of properties within the Neighborhood Improvement District shall be determined by multiplying the total assessed value of each property, as determined by the Montgomery County Assessors Office, by the BID assessment rate.

1. The BID assessment rate authorized and in effect for the January 1, 2025 annual invoices, and through to and including the January 1, 2029 annual invoices, shall be .00098 mills.

2. The BID assessment rate authorized and in effect for each annual invoice issued beginning with the January 1, 2030 invoices, through to and including the January 1, 2035 invoices, shall be set annually by the BID Board of Directors, in that Board’s discretion, subject to the limitation that annual millage increases, if any, shall not exceed the prior June-to-June 12 month percentage increase in the Philadelphia-Camden-Wilmington Consumer Price Index for All Urban Consumers (CPI-U), as set by the U.S. Bureau of Labor Statistics.

§7-4. Collection Authority.

The King of Prussia Business Improvement District Inc. shall be responsible for the collection of annual assessment fees, unless the organization requests that those

responsibilities be handled by the Township. Any necessary liens for nonpayment of property assessment fees shall be imposed as set forth in the Act.

§7-5. Termination and Extension.

The District shall terminate on May 27, 2035, unless the Township extends the term. The Township may reenact or amend this article, and extend or approve additional terms, not less than five years in length, following a review of the District and the programs and services provided by King of Prussia Business Improvement District, Inc., within the District.

§7-6. Documents on file.

The Township Manager's office shall keep on file the document referred to as Exhibit A in §7-3 of this chapter, and all accompanying documents referenced in Exhibit A, and shall make them available for inspection by the public during regular office hours.

2. Repealer.

All ordinances or parts of ordinances inconsistent herewith or in conflict with any of the specific terms enacted hereby, to the extent of said inconsistencies or conflicts, are hereby specifically repealed.

3. Revisions.

The Upper Merion Township Board of Supervisors does hereby reserve the right, from time to time, to adopt modifications of, supplements to, or amendments of its ordinance, including this provision.

4. Severability.

In the event that any section, sentence, clause, phrase or word of this ordinance shall be declared illegal, invalid or unconstitutional by any court of competent jurisdiction, such declaration shall not prevent, preclude or otherwise foreclose enforcement of any of the remaining portions of this Ordinance.

5. Effective Date.

This Ordinance shall become effective five (5) days after date of adoption, and establishes a ten year renewal of the District for the period of May 27, 2025 through May 27, 2035, except that the next renewal invoices for all property owners in accordance with the plans shall coincide with the calendar year of January 1, 2025, in accordance with the initial BID assessment rate and millage authorized herein by § 7-3 of this Ordinance.

6. Failure to Enforce not a Waiver.

The failure of Upper Merion Township to enforce any provision of this Ordinance shall not constitute a waiver by Upper Merion Township of its rights of future enforcement hereunder.

ENACTED and ORDAINED by the Board of Supervisors of Upper Merion Township,
Montgomery County, Pennsylvania, this _____ day of _____, 2024.

ATTEST:

**UPPER MERION TOWNSHIP
BOARD OF SUPERVISORS**

By: _____

By: _____

EXHIBIT “A”



KING OF PRUSSIA DISTRICT

Board of Directors

Cheryl Gebeline-Myers, Chair
Middleman Family Pavilion, CHOP-KOP

Eric Davies, CHA, Vice Chair
Wurzak Hotel Group

Lea Anne Welsh, Past Chair
Korman Communities

Richard Kubach, Treasurer
Kubach Management, LLC

Robert Hart, Secretary
Simon Property Group

Ronald Bailey
Valley Forge Casino Resort

John Bown III
Industrial Investments, Inc.

Michael Brookshier
Keystone Development + Investment

Audrey Greenberg
Center for Breakthrough Medicines

Anthony Hamaday
Upper Merion Township

Andrew Horning
Bala Consulting Engineers, Inc.

Peter Karakelian
The Autowash Group, Inc.

Joseph Mancuso
CBRE Global Investors

Carol McCoy

David McManus
The Westover Companies

Steven M. Powell
Kravco Company

Suzanne Ryan
PECO

Kathy Sweeney-Pogwist
Brandywine Realty Trust

Eric T. Goldstein
President & CEO

July 1, 2024

RE: Renewal of the King of Prussia Business Improvement District

Dear Upper Merion Township Property Owner:

Enclosed please find an information package regarding the proposed renewal of the King of Prussia Business Improvement District (King of Prussia District). King of Prussia District was created for an initial five year term in 2010 by Upper Merion Township Municipal Ordinance to improve the business climate in King of Prussia, and subsequently renewed for additional five-year terms in 2015 and again in 2020.

King of Prussia District is requesting a ten-year renewal of the organization, permissible under the sunset and amendment provisions of the current Ordinance. In light of this request, Upper Merion Township will hold a public meeting and hearing on August 8, 2024 at 7:30 PM at the Township Building located at 175 W. Valley Forge Road, King of Prussia, PA 19406. At the meeting, representatives from King of Prussia District will provide an overview of the results of King of Prussia District's programs and services to date as well as the Renewal Plan for the 2025-2035 requested extension.

We hope you will be able to attend!

Eric Goldstein
President & CEO

Cheryl Gebeline-Myers
Chair, Board of Directors

Encl. *Partnership for Smart Growth in Upper Merion Township* (Renewal Plan) and King of Prussia District Bylaws



**KING OF
PRUSSIA
DISTRICT**

Partnership for Smart Growth in Upper Merion Township

2025-2035 BUSINESS IMPROVEMENT DISTRICT REAUTHORIZATION

Eric Goldstein
President & CEO

Cheryl Gebeline-Myers
Chair, Board of Directors

234 Mall Boulevard, Suite 150
King of Prussia, PA 19406

VisitKOP.com

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A Word From Our Board Chair & CEO

Since our founding in 2010, King of Prussia District has worked hand in hand with Upper Merion Township, and the 431 assessed property owners within our boundary, to accelerate economic and job growth in Upper Merion Township. Our five-program plan has addressed challenges that cut at the heart of the Township's ability to remain vibrant and sustain the funding necessary to preserve the levels of service residents and businesses have come to expect of Montgomery County's economic engine. In the past, those challenges included the recovery from the 2007/2008 recession that negatively impacted the KOP office market, and the COVID-19 pandemic that presented a severe challenge for the restaurant, retail and hospitality industries, among others.

To address these challenges and more, King of Prussia District focuses on Marketing & Communications, Research & Data Analytics, Physical Improvements, Land Use & Zoning and Transportation programs to create a vibrant, attractive and prosperous community. Our work has served as a catalyst for, and helped shape, a \$5B economic development boom since 2010 that brought dozens of headquarters back to the Township, filled hundreds of thousands of square feet of previously vacant office space, added 600,000 SF of new retail, numerous hotels, dozens of restaurants, thousands of new and diverse residential units and added a wide variety of new medical and life science companies.

King of Prussia District has served as a trusted marketing and economic development partner of the Township since 2010. This is a partnership that we believe brought incredible value to all residents and businesses in Upper Merion and helped raise and restore the profile of King of Prussia as the Philadelphia region's premier suburban community to live, work, play and invest.

This renewal plan, *Partnership for Smart Growth in Upper Merion Township*, documents our organization's accomplishments and lays out a broad outline of our plans for the next ten years. Based upon our performance since 2010, and our desire to continue to partner with Upper Merion Township to fulfill our mission and realize our vision, we respectfully request that the Upper Merion Township Board of Supervisors continue to support our work by extending the King of Prussia Business Improvement District for a term of ten years (2025-2035).



Eric Goldstein
President & CEO



Cheryl Gebeline-Myers
Chair, Board of Directors

Board of Directors

CHAIR

Cheryl Gebeline-Myers

Middleman Family Pavilion, CHOP-KOP

VICE CHAIR

Eric Davies

Wurzak Hotel Group

TREASURER

Richard Kubach

Kubach Management, LLC

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Carol McCoy

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David McManus

The Westover Companies

Kathy Sweeney-Pogwist

Brandywine Realty Trust

Steven Powell

Kravco Company, LLC

Suzanne Ryan

PECO

MISSION

King of Prussia District accelerates economic growth by making King of Prussia vibrant, attractive and prosperous.

VISION

King of Prussia is Greater Philadelphia's economic powerhouse and premier location for community and commerce.

GUIDING PRICIPLES

- >> Inspire collaboration that strengthens community.
- >> Advocate for our stakeholders.
- >> Elevate King of Prussia's profile.
- >> Deliver a compelling vision for King of Prussia's future.
- >> Strive to increase property values.

CORE VALUES

Progressive

We realize opportunity, challenge convention and pursue our vision with passion.



Determined

We strive for excellence, produce with purpose and inspire collaborations that strengthen community.



Fun

We value humor and personality as much as accomplishment, create extraordinary experiences and have fun while we get sh*t done!

Staff

Eric Goldstein

President & CEO

Rachel Ammon

Director, Marketing & Communications

Chris Basler

Director, Capital Projects & Planning

Julie DeMasi

Manager, Finances & Administration

Qi Guo

Manager, Research & Data Analytics

Shauna Sanchez

Content Marketing Manager

Lauren Sliva

Events Manager

PROGRAMS



Physical Improvements

LEARN MORE 

From signage to landscaped medians along some of King of Prussia's most visible and highly-traveled corridors, King of Prussia District manages design, construction and maintenance of landscapes that enhance KOP's aesthetic.

Land Use & Zoning

LEARN MORE 

King of Prussia District works closely with the Township and County to develop strategies for a comprehensive and cohesive forward-thinking vision for KOP's future.

Research & Data Analytics

LEARN MORE 

King of Prussia District conducts data-driven research to analyze performance of the King of Prussia market, inform thoughtful change and provide valuable information to stakeholders, elected officials, developers, investors and the general public.



Transportation

LEARN MORE 

King of Prussia District is dedicated to making life flow in KOP, effecting game-changing transportation solutions that enhance vehicular, pedestrian, bicycle and public transportation access.

Marketing & Communications

LEARN MORE 

Committed to keeping KOP in the spotlight and building on its reputation as one of America's great edge cities, King of Prussia District executes robust marketing and advertising campaigns and produces award-winning events and activations throughout the year.





2024 Report to the Community

In March 2024, King of Prussia District released our all-digital 2024 Report to the Community, tracking the progress of our programs and showcasing KOP's transformation. The report illustrates King of Prussia's commercial real estate, hospitality, retail, healthcare and life science performance and features the community's growing workforce and residential population.

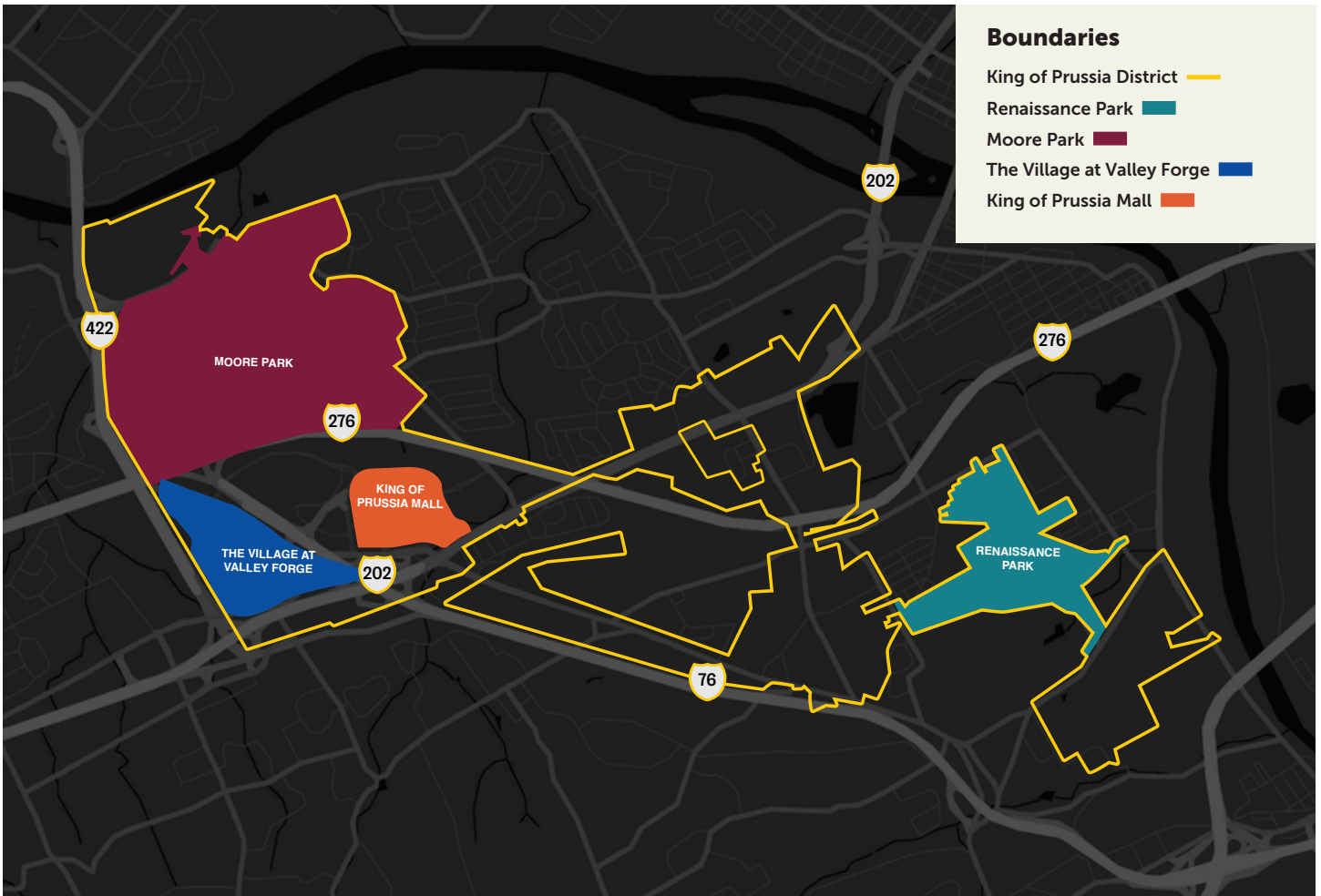
visitkop.com/ar



2024-2029 Strategic Plan

King of Prussia District Board of Directors and staff released our 2024-2029 Strategic Plan in January 2024. The plan centers on driving activity and investment in King of Prussia. Within the new plan, we unveiled a streamlined version of our mission statement, established a vision statement and guiding principles, and outlined goals for each of our five programs.

tinyurl.com/2tx85zk3



BUSINESS COMMUNITY FEEDBACK



"I don't just work in King of Prussia, I live here too. When choosing an office location, I wanted to work somewhere close to where I live. Opening an office in King of Prussia was not only convenient but it's been a great place to work. It's a safe and clean area and we've had major improvements in Renaissance Park."

- Marcia Zaruba-O'Connor, President & CEO of The O'Connor Group



"To really support your employees, think of the environment you'll be creating. It's the little things that make a huge difference to the overall experience. I'm referring to things beyond taxes and financials, but aesthetics and how the community embraces and supports businesses. Amenities are also important, from parks to networking opportunities. King of Prussia is incredibly proactive and involved with business support and strategy in the way they engage businesses. The value of these community factors can't be underestimated."

- Ron Duld, Chief Financial Officer of GeoBlue



"Twenty years ago when you told someone 'Oh, we're in King of Prussia' they would laugh about the name. Now, there's recognition when you say King of Prussia. The general area has been one of the big positives for us with the exposure and its expansion. I now hear, 'Oh wow, you're located in a great spot. There's a lot going on.'"

- Steven Schaffer, Sales Director of Southern Glazer's Wine & Spirits of PA



"The reason we wanted to open a location in KOP was not only because other companies and new people moving to the area but because we wanted to become a part of the growth and success story of this region...With KOP, it's the perfect opportunity because you have a growing population, growing businesses and a growing consumer community with like-minded peers."

- Ronak Vyas, CEO & Founder of MedCoShare



"The people here and the all-around energy is fantastic. KOP is just so vibrant right now."

- Stan Pittman, Managing Principal & Founder of Eigen X



"In the healthcare and scientific research world...there's important name recognition with King of Prussia, especially when we're introducing ourselves to biopharma companies new to FTD research."

- Susan Dickinson, CEO of The Association for Frontotemporal Degeneration



"Seeing the change that has happened here in KOP has been unbelievable...it's incredible to operate in a place where so much investment is happening."

- Paul McKenzie, Chief Operating Officer of CSL Behring



"KOP is forward-thinking and encouraging. Between the township officials, staff and what the KOP District is doing, I feel that new business is welcomed and our township creates a great environment for that."

- Jeffrey Willner, Willner Properties

2011-2024 ACCOMPLISHMENTS



Transportation



Transportation is one of the most critical challenges facing Upper Merion Township. Since it is the largest commercial center in the suburban Philadelphia region and sits at the confluence of SE Pennsylvania's most heavily traveled highways, management of the movement of people and materials is absolutely necessary to ensure that future growth is not hampered by traffic and congestion. King of Prussia District has been at the forefront of multimodal solutions that include pedestrian and bicycle trails, road improvements to enhance safety, shuttle services to improve access and proposed roadway connections to make traffic, and life, flow a little easier.

KING OF PRUSSIA RAIL

Project terminated by SEPTA in 2023.

- Leveraged \$612,500 for an alternatives analysis (AA) and preliminary environmental impact study (EIS) for the Norristown High Speed Line (NHSL) extension project.
- In 2015, launched the KOP Rail Coalition, a regional consortium of property owners, companies and residents who supported the construction of King of Prussia Rail. Organized, secured funding for and managed the KOP Rail Coalition annually.
- Worked with SEPTA on the NHSL AA/EIS study for the Route 100 extension.
- Served on several committees to help guide key decisions about the Draft and Final Environmental Impact Analysis, Record of Decision and fundraising efforts.
- Conducted study of residents, employees and commercial property owners in 2017.
- Launched KOP Rail advertising campaign and webinar series in 2018.
- See Marketing & Communications for additional metrics related to KOP Rail.

FIRST AVENUE LINEAR PARK

King of Prussia District, in partnership with Upper Merion Township, completed the final segment of the First Avenue Linear Park, creating a continuous path

between Allendale and N. Gulph Roads. The multimodal trail allows employees, residents and visitors to walk or bike the mixed-use corridor in Moore Park while enjoying trail amenities, including a concrete boardwalk along Trout Creek, public seating areas, a ping-pong table, rain gardens, pedestrian lighting, trash receptacles and bus shelters. The contribution of a public bikeway easement by participating commercial property owners allows the multimodal path to span 15 properties.

Additional solar powered pedestrian lights will be installed along the latest trail sections in the summer of 2024, along with additional amenities. This new public amenity is managed by King of Prussia District and constructed with funding provided by the Commonwealth of Pennsylvania's Department of Transportation, Redevelopment Assistance Capital Program, Department of Community and Economic Development, Montgomery County and King of Prussia District.

- Upper Merion Township and King of Prussia District were awarded an \$88,000 TCDI grant from the Delaware Valley Regional Planning Commission for design and planning for the Linear Park.
- Upper Merion Township and King of Prussia District were awarded a \$122,480 grant from the Local Share Account and an additional \$20,000 from Brandywine Realty Trust to construct the Demonstration Project for the Linear Park at 650 Park Avenue.
- King of Prussia District received \$1.2M in Multimodal Transportation Funds for Linear Park Phase 1 construction.

- Upper Merion Township and King of Prussia District were awarded \$1M in RACP funds from the PA Governor’s Office of Budget for Linear Park Phase 2.
- Upper Merion Township and King of Prussia District were awarded \$690,000 in Montco 2040 Implementation Grants for Linear Park Phase 1, 2 and 3.
- Upper Merion Township and King of Prussia District were awarded \$671,699 in Commonwealth Financing Authority Multimodal Transportation Funds for Linear Park Phase 2 and 3 construction.

LINEAR PARK FEATURES



MOORE ROAD MULTIMODAL TRAIL & LINEAR PARK STUDY

With the First Avenue Linear Park complete, King of Prussia District turns its attention to Moore Road with an eye towards extending the Linear Park down both sides of the street. The *Moore Road Multimodal Trail and Linear Park Study* also addresses opportunities to connect the project to the Schuylkill River Trail West. Completing this segment will provide a direct connection into Valley Forge National Historical Park, Sullivan’s Bridge, the Schuylkill River Trail and 400+ miles of the Circuit Trail network. The final report was released by King of Prussia District in early 2023 and we are applying for design/construction funding and establishing access easements with property owners along the trail. To date, we have been awarded a design grant from the Commonwealth Financing Authority’s Multimodal Transportation Fund for \$612,649.

tinyurl.com/366zfeh



RENAISSANCE PARK CONNECTIVITY STUDY

King of Prussia District presented findings and recommendations from the *Renaissance Park Connectivity Study* to the Upper Merion Board of Supervisors and the community in March 2024. The connectivity master plan by our consultant team outlines pedestrian, bicycle and roadway links between commercial properties and residential neighborhoods. New bike lanes, sidewalks, shared lane markings, a roundabout and multimodal trails make up the bulk of proposed transportation improvements, with additional amenities including public spaces for parklets, special events and outdoor art.

With stakeholder input, the report provides a blueprint outlining bike and pedestrian connections between Renaissance Park properties and public amenities that create a safe and exciting mixed-use district for employees, residents and visitors to enjoy. These features will join the diverse mix of Renaissance Park properties, including proposed multifamily developments and existing commercial office properties, manufacturing and warehouse buildings, restaurants, lab space, service, retail and childcare facilities into a cohesive neighborhood. King of Prussia District looks forward to partnering with stakeholders to move these recommendations forward.

tinyurl.com/y78mz5rj





RENAISSANCE PARK PEDESTRIAN GATEWAY

In 2022, King of Prussia District, in partnership with Renaissance Park property owners, constructed a new pedestrian connection between the business park and SEPTA's Hughes Park Station. The new pedestrian path addresses recommendations identified in the *2018 Safe Routes To Transit Report* by the Delaware Valley Regional Planning Commission, including trail enhancements between Crooked Lane and Renaissance Boulevard. The \$100,000 project includes a 10-foot wide paved path, seating areas, planting beds, trash receptacles and pedestrian lighting.

FIRST AVENUE ROAD DIET

This important transportation safety project reduced the hazardous four-lane road to three lanes with a dedicated center turn lane, while adding ADA-approved curb ramps, bicycle lanes and a wider shoulder. A mid-block signalized pedestrian crosswalk was installed midway between Moore Road and American Avenue. The results from this "complete streets" approach reduced vehicle speeds and increased bicycle and pedestrian trips.

- Received a \$25,000 grant to conduct a Road Diet study for the business park.
- Completed the Road Diet Study with a consultant team in 2012/2013.
- Secured a \$432,000 Transportation Alternatives Program (TAP) grant to offset the cost of the project.
- Completed design and construction of the First Avenue Road Diet in partnership with Upper Merion Township. The project was delivered significantly under budget in 2018. King of Prussia District contributed \$80,000 for design and construction.

VALLEY FORGE SLIP RAMP

In 2015, the Montgomery County Planning Commission, in cooperation with state, local and regional agencies, issued the *Turnpike Corridor Reinvestment Project Report*. This study identified transportation opportunities along the Turnpike Corridor that include potential slip ramp locations and redevelopment prospects. While some projects recognized in this study have come to fruition, two in Upper Merion Township have yet to be realized – the Henderson Road Interchange and Valley Forge Interchange into Moore Park, which is a major focus for King of Prussia District's Transportation program in 2024.

- Started planning work in 2016 and funded preliminary engineering work for a possible slip ramp extension from the PA Turnpike into the First Avenue corridor of Moore Park.
- Developed cost estimates for the westbound-off and westbound-on ramps.
- Submitted a \$17M BUILD application grant to the Federal Highway Administration in 2018 and 2019. While the project was not awarded funding in either round, we were encouraged to submit again with updated information and designs.
- Funded work in 2023/2024 to update the Valley Forge Interchange information from the original study, including existing traffic volumes, base mapping and connecting roadway changes in order to update the westbound on/off ramp designs and cost estimates. The Valley Forge West Ramps Feasibility Study will provide crucial data and design updates to inform King of Prussia District's next steps for achieving this important transportation enhancement and apply for Federal funding.

THECONNECTOR

Service suspended in 2020 due to COVID-19 pandemic. Reviewing options for the future.

- Launched theconnector shuttle bus system in June 2013. Provided over 79,000 rides to KOP employees.
- Received a 3-year, \$500,000 grant from DVRPC/ CMAQ for theconnector.
- Sold \$136,240 in advertising to offset operating revenue. Managed all sales, saving well over \$100,000 in revenue.
- Raised nearly \$800,000 in corporate contributions to help offset shuttle operating costs.
- Secured \$386,450 in additional government funding.
- Sold \$91,313 in tickets to support operations.
- Conducted 17 mobile workshops to educate KOP employees about theconnector shuttle service.
- Currently reviewing options to update shuttle service into King of Prussia for residents and employees.

AMAZON EMPLOYEE SHUTTLE SERVICE

King of Prussia District launched a private employee shuttle for Amazon's KOP facility in October 2019 that provided direct service between the Norristown Transportation Center and their facility on American Avenue. The operation expanded during the pandemic with 20 shuttles running direct service, 24/7, between KOP, Norristown, Upper Darby and Philadelphia until

the Amazon facility relocated in September 2021. The system provided more than 200,000 rides to Amazon employees during that time, providing safe first mile/last mile connections to public transportation hubs while following COVID protocols and reducing congestion on local roadways.



Land Use & Zoning



As part of King of Prussia District's Land Use & Zoning program, we work with the Township to provide advice on a variety of land use, planning and zoning issues that correspond to commercial, industrial and multifamily residential sections of the Township. The District assists with zoning ordinance creation and revisions and weighs in on key planning elements, such as adoption of an updated Comprehensive Plan, implementation of an official map to highlight desired infrastructure improvements over time and opinions related to development proposals.

As a trusted partner to Upper Merion Township, King of Prussia District staff and consultants are able to complement the efforts of the Township planning and public works departments. King of Prussia District provides substantial value to the Township's land use and zoning efforts, using private financial resources provided by property owners within its designated boundary.

- Worked with Upper Merion Township to jointly develop zoning code and SALDO revisions so King of Prussia District and its stakeholders would have a seat at the table regarding best practices to grow business, generate economic development activity and create dynamic, stimulating business districts.
- Hired and managed a planning team to conduct the first phase zoning analysis and vision study project along Dekalb Pike and First Avenue.
- Hired and managed a landscape architecture and planning firm to craft the final revised zoning and SALDO language for the new KPMU zoning district.
- Actively managed the team to ensure the zoning revisions were moving in a timely manner. The team consisted of King of Prussia District employees, the Upper Merion Township Planner, Township Manager, Township Solicitor and consultants.
- The King of Prussia Mixed-Use Zoning District was approved in September 2014.
- King of Prussia District subsequently led a rebranding process for the King of Prussia business park, which was renamed as Moore Park in 2018, with the approval of the Township Board of Supervisors. See Marketing & Communications for additional metrics related to Moore Park.
- Worked with the Township on revisions to the KPMU in 2023 to refine elements of the district related to multifamily developments and retail.
- In 2024, assisting the Township in their current effort to develop and adopt a Comprehensive Plan.



Physical Improvements



King of Prussia District is committed to improving the appearance of some of our most heavily traveled commercial corridors through the design, construction and maintenance of physical improvements. From lush landscaped medians that reduce stormwater runoff to unique amenities like beehives and ping-pong tables, we strive to make KOP vibrant.

Our physical improvement work impacts commercial property owners and residents throughout the Township. We have eliminated thousands of square feet of asphalt and concrete along some of KOP’s roadways and replaced it with acres of well designed and regularly maintained landscapes. These landscapes convey a sense of community pride, improve the negative visual impact of paved surfaces, improve stormwater runoff and help reduce auto speeds.

LANDSCAPES

7

ACRES OF LANDSCAPE MAINTAINED BY KOP DISTRICT

170

TREES PLANTED

2,454

SHRUBS PLANTED

25,128

PERENNIALS PLANTED

15,100

BULBS PLANTED

6,818

ORNAMENTAL GRASSES PLANTED

\$7.2M

INVESTED BY KOP DISTRICT THROUGH OPERATING & GRANT REVENUE

- Managed design, installation and maintenance of \$7.2M landscape improvements and trails along Route 202/Dekalb Pike, Allendale Road, Henderson Road, First Avenue, Renaissance Boulevard and I-76 Schuylkill Expressway.
- Designed and installed gateway entrances in Moore Park at First Avenue & N. Gulph Road and Renaissance Park at Church Road & Horizon Drive, Swedeland Road & Renaissance Boulevard and Crooked Lane & Renaissance Boulevard. Improvements include planting beds, flagpoles, lighting, wayfinding and directional signage.
- Maintain all landscape improvements utilizing a landscape contractor who removes the litter, waters, weeds and prunes weekly throughout the year.
- In 2017, developed a 10-year strategic plan for physical improvements. The plan identified 19 projects and placed them on a short, medium and long-term timeline, to inform our work plan.
- In 2024, installing landscaping at island medians at East Dekalb Pike and Dekalb Street Intersection.
- Continually adding new amenities in Moore and Renaissance Parks.

WAYFINDING

- Worked with a team to design, fabricate and install 6 King of Prussia gateway signs at major entrances to KOP with changeable, efficient LED lighting:
 - > Mall Boulevard @ Conrad Road
 - > Henderson & S. Gulph Road intersection
 - > Route 202 South by Township Line Road
 - > Route 202 at Gulph Road
 - > First Avenue
 - > Swedesford Road at exit to Route 422 West
- In 2024, engaging a design consultant, commercial property owners and stakeholders to create an exterior sign master plan and design guidelines for Moore Park.

RENAISSANCE PARK EXTERIOR SIGN & WAYFINDING STUDY

King of Prussia District engaged a consultant team to develop an exterior wayfinding and signage master plan for Renaissance Park, culminating in new sign design guidelines and a comprehensive wayfinding system in 2022. With input from stakeholders, three gateway signs were installed in early 2023 at Renaissance Park entrances and 21 directional signs were installed throughout the mixed-use district at the beginning of 2024. Another round of 22 driveway signs will be installed in the commercial district by year's end.



RENAISSANCE PARK, GSK AND DISCOVERY LABS STAKEHOLDER ENGAGEMENT

In 2020, King of Prussia District and Upper Merion Township expanded the District's boundary to include Renaissance Park, Discovery Labs and the GlaxoSmithKline facility. King of Prussia District engaged a multi-disciplinary consulting firm to facilitate a series of meetings with commercial property owners, public agencies, business tenants and residents. The process also included a visioning exercise, interviews and surveys that culminated in an action plan for the business park: *Renaissance Park, GSK, and Discovery Labs Stakeholder Engagement: Ideas and Actions for the Future*.

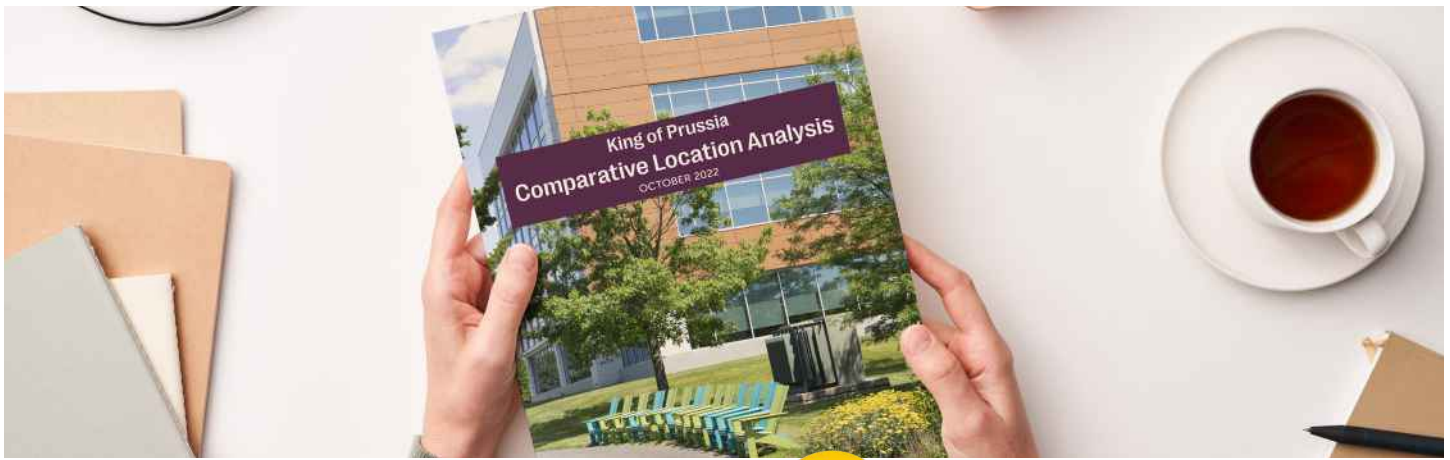
tinyurl.com/33b2m97v READ STUDY



KING OF PRUSSIA BEEHIVES

King of Prussia District continues to partner with commercial beekeepers for a third year to install honeybee hives in Moore Park and Renaissance Park. From May through December, the beehives and beekeepers are very active, reaching up to 50,000 inhabitants in each hive at the height of the season, all working to maintain the colony and harvest the extra honey. King of Prussia District sponsors free workshops and hive-side sessions for the public to get hands-on experience. King of Prussia District produces additional bee-centric events, including DIY flower carts and pop-up cafes, creating a fun opportunity for neighboring office workers and residents to take a break and enjoy the fruits of the bees' labor.





Research & Data Analytics



King of Prussia District's newly expanded Research & Data Analysis program is essential to drive informed decision making and strategic community development. Evolving from the Tax Policy program, we leverage resources and tools like CoStar and Placer.ai to provide data-driven solutions. Through quarterly and annual reports detailing property performance, and close study of those who live, work and recreate in King of Prussia, we offer stakeholders, and the Township, valuable insights into King of Prussia's transformation and the impact of our programs.

In addition to using secondary data, we are in the final stages of gathering first-hand data through our Community Engagement Project. This comprehensive analysis will allow us to optimize resource allocation, enhance community engagement, and boost economic development. Through our Research & Data Analysis program, we can effectively address current challenges and plan for a prosperous future.

- Conducted three tax policy studies with a team of economists to look at:
 - > Tax structure and policies of Upper Merion Township (UMT).
 - > Impacts of potential changes in the tax structure of UMT on businesses.
 - > Recommendations to UMT for potential revisions in the tax code to encourage future business and grow ratables for the Township.
- In 2017 and 2022, engaged economists to conduct follow-up studies that showed the Township moved to third on the list from sixth in the initial study, in terms of lowest impact of taxes on business. This was a significant improvement from the first study in 2011/2012 that showed KOP as one of the highest tax locations.
- In 2020, released *The State of Rental and Owner-Occupied Housing in King of Prussia*. The report focused primarily on the 18 multifamily rental and 2 owner-occupied properties within King of Prussia District's boundaries at the time, and showed that while the demand for new and existing housing was strong, the impact on schools was low.
- King of Prussia District compiles and analyzes the performance of commercial properties within UMT on a quarterly basis. These email reports provide insights into commuter and visitor traffic and spotlight new businesses and recent King of Prussia news.
- Develop, research and design a comprehensive Report to the Community each year. In 2024, moved this publication to a more sustainable interactive digital format via a specialized webpage.

tinyurl.com/4f2xp5ze

OUR PUBLICATIONS



COMMUNITY ENGAGEMENT

Informed by the 2024-2029 Strategic Plan, King of Prussia District embarked on an extensive Community Engagement Project with an outreach and community engagement firm based in Philadelphia. The multi-phased study began in early 2024 and identified six key audiences that King of Prussia District sought to know more about and gauge their perception of our work and King of Prussia's transformation: property owners/stakeholders within our boundaries; employees working in Upper Merion Township; residents of Upper Merion Township; consumers; prospective businesses not yet located within Upper Merion Township; and Upper Merion Township Supervisors and leadership. Through interviews, focus groups, surveys and activations, our consultants will engage with these audiences to understand how we can better serve and communicate with them. This information will be crucial as we put together our plans for the future.



Marketing & Communications



In today's challenging commercial real estate market - especially in a region that offers so much choice- it's never been more important for a community to put their best foot forward. Compounded by a competitive labor market, the decision of where to locate or relocate a business is no longer centered solely on the availability of high-quality office space and affordability, but looked at more holistically and as a tool for employee recruitment and retention. The vibe, or essence, of a community is a factor that business leaders now must consider to stay relevant and competitive for talent in this post-pandemic world.

Luckily, King of Prussia has vibes in spades, but this is not an accident. This is a feeling that King of Prussia District has thoughtfully cultivated since through our Marketing program. Our award-winning events and unique activations add to KOP's vibrancy and encourage collaboration among businesses. Our multi-channeled communications convey the vision behind KOP's transformation and showcase the businesses that call this community home. Through media outreach and eye-catching, regional advertising campaigns, we keep King of Prussia top-of-mind and in the spotlight. While it's difficult to measure this intangible feeling, we hear it come up again and again as we speak with business and property owners. We remain determined and passionate about fostering this energy in King of Prussia through our Marketing efforts.

EVENTS

>> Hosted 200+ events since 2011.

- Produced dozens of networking events, from panel discussions to experiential gatherings, that foster community and collaboration, and highlight King of Prussia properties.
- Since 2011, hosted a community-wide food drive. From 2011-2016, partnered with GVF for the Heart & Healthy Food Drive for Philabundance. In 2017, shifted to support Upper Merion Area Community Cupboard (UMACC). In 2020, partnered with Conlin's Print and introduced Stuff-a-Truck, a one-day, drive-through food drive in KOP Town Center, which we continued in 2021. In 2022, renamed the drive KOP Takes Out Hunger Food Drive and introduced Igloo Garden on the Green, featuring furnished igloos available for takeout dining with a reservation and donation fee. Over 3,200 lbs of food was collected and \$15,000 raised. In 2023, the food drive was the biggest yet with 34 donation boxes throughout KOP collecting 3,283 lbs of food in addition to \$24,340 raised for UMACC through Igloo Garden on the Green.
- From 2013-2019, hosted a free lunchtime summer concert series on Thursdays in June, featuring live music and sampling from KOP restaurants, attracting 250-300 employees and residents each week.
- Beginning in 2014, produced a free summer yoga happy hour series. In 2016, Yoga Happy Hour moved to Valley Forge Casino Resort to accommodate growing crowds. In 2017, the series moved to KOP Town Center and included happy hour promotions from Town Center restaurants. In 2018, we transitioned Yoga Happy Hour to KOP Town Center staff and continued to promote the series until it ended in 2019.
- In 2012, created King of Prussia Beerfest Royale and Donnerstag: Happy Hour to give King of Prussia a signature event and showcase KOP's culinary scene. The two-day event, which attracted 3,000+ people annually, also served as a fundraiser for our physical improvement projects. Managed KOPBeerfest.com and social profiles and supported the event each year with an advertising campaign. Following a successful 2022 Beerfest, staff and board made the decision to sunset the event after determining that it met all goals.

- Launched dineKOP Restaurant Week in 2015 to support restaurants and raise money for Children’s Hospital of Philadelphia’s King of Prussia Specialty Care & Surgery Center (CHOP KOP). In 2018, debuted KOP Shops for CHOP in conjunction and rebranded dineKOP to King of Prussia Restaurant Week. In 2020, launched the Community Champions program, which provided a platform for any business to join in the campaign. Over the years, added fundraising components, including raffles and special events, like the Block Party for CHOP in KOP Town Center, and engaged the Upper Merion Area School District through CHOP’s Pajama Days program. In 10 years, King of Prussia District and participating businesses have raised \$424,006 for CHOP King of Prussia through this campaign.
- Debuted in 2018 with a single event, Food Truck Tuesdays continues each year, bringing food trucks, live music, games, seating and sponsors to different corporate parking lots in KOP in spring and early fall. Food Truck Tuesdays attract, on average, 200-300 KOP employees and residents per event.
- Partnered with Upper Merion Township, to introduce First Responders Appreciation Week in 2020, an annual expression of gratitude to the Township’s career and volunteer police, fire and EMS. Each year, King of Prussia District organizes 5 days of meals and treats on behalf of corporate sponsors. Funds raised and not spent are donated to the Township’s Department of Public Safety.
- In celebration of a decade of partnership, hosted a 10th Anniversary Gala in December 2021 and presented awards to our founders and those who are dedicated to KOP’s transformation.
- In February 2022, introduced King of Prussia Wellness Week, highlighting KOP’s growing healthcare scene. Now an annual event, Wellness Week features deals and special events from KOP’s health, wellness and fitness businesses. In its inaugural year, Wellness Week featured 47 businesses, including 6 fitness centers, and 27 virtual and in-person events.
- In the spring of 2022, launched Wellness Wednesdays, a series of four pop-up workouts. KOP Wellness Wednesdays continue in the fall each year.
- In 2022, hosted two free workshops and seven hive-side sessions at the Moore Park Beehive. In 2023, this program was expanded to include hives in both Moore and Renaissance Parks, each with two free hands-on workshops and an opportunity to meet our beekeeper every three weeks. In 2023, hosted Blooms and Honey Buns at each hive, featuring a make-your-own bouquet activity and free Honey Buns.
- With the addition of a new permanent ping-pong table along the First Avenue Linear Park in 2022, hosted our first Ping-Pong Tournament, featuring free pong, beer and pizza. This is now an annual event and is part of our Parking Lot Tournaments series, launched in 2024.
- In the spring of 2022, debuted a Pop-Up Cafe activation, bringing an artisanal coffee truck and pastries to the employees of Moore Park. In 2023, expanded the series to include four Pop-Up Cafes, two in each business park.
- In 2023, debuted Network@Nite, a series of three experiential networking events. Each intimate gathering, typically limited to 60 people, is centered around a unique KOP experience curated especially for our audience.
- In 2023, launched biannual Property Manager lunches to foster better communication among corporate and multifamily properties, share more about our programs and address questions.

PANDEMIC PROGRAMS

Shortly after the government mandated COVID-19 closures in March 2020, King of Prussia District pivoted quickly into recovery mode, launching virtual events and promotions to keep KOP top-of-mind and support businesses. We also maintained regular communication with businesses during this time, relaying important information about new guidelines and protocols, listening and responding to their challenges and creating promotions to drive business as they reopened.

>> KOP Quaranteam Virtual Events

Beginning April 6, 2020, hosted one virtual event each Monday through Thursday featuring one or more KOP businesses.

- **Move Mondays:** Live streamed workouts with instructors from KOP gyms.
- **Takeout Tuesdays:** A social media gift card giveaway encouraging takeout sales at KOP’s restaurants.
- **Hump Day How Tos:** Fun how-to videos featuring KOP businesses.
- **Couch Concerts:** Weekly concerts with local musicians

>> KOP Shop Hop

Beginning May 19, 2020 and continuing biweekly until the end of January 2021, produced a Facebook live talk show featuring 3-5 KOP businesses each episode. The program initially began as a way to communicate how KOP businesses were pivoting and implementing new safety protocols, and then, as the public adapted to the “new normal,” became a platform to showcase new offerings and promotions. We produced 17 shows featuring 71 KOP businesses and saw, on average, 2,900 views per show.

>> Let's Go KOP Advertising Campaign

After pausing our business recruitment campaign, Make the Move, when the stay-home order was announced, we launched the Let's Go, KOP advertising campaign and associated landing page LetsGoKOP.com. The focus of the multi-channel campaign, which ran through the fall 2021, was to reinvigorate visitors from our key demographics to return to KOP to safely shop, play, stay, dine and drink. The colorful campaign included placements on digital billboards, bus shelters, buses and social media platforms.

>> Get More, KOP Gift Card Campaign

To quickly infuse the local economy with much-needed income, in 2020 launched a series of three gift card flash sales. Each flash sale was limited to only 1,000 gift cards for sale on our website from participating businesses. Cards were sold for \$25 and included a \$10 or \$15 bonus courtesy of King of Prussia District. Participating businesses were not charged to participate and received full value for the cards. The campaign was incredibly successful, resulting in \$110,000 in gift card sales overall.

- **Round One (August 4):** Included 30 businesses and sold out in 27 hours.
- **Round Two (September 8):** Included 40 businesses and sold out in 2 hours.
- **Round Three (October 20):** Included 48 businesses and sold out in 6 minutes. Included a "bonus" of \$15 instead of \$10.

>> KOP Takeout Takeover

Originally planned for early 2021, King of Prussia bumped this takeout promotion up to December 2020 when indoor dining was once again restricted. Sixteen restaurants offered special takeout promotions that we shared on our campaign landing page. Participating restaurants were highlighted with "Instagram takeover" and gift card contests. There was no fee to participate in this promotion.

>> We See You, KOP Campaign

Beginning in May 2020 and running through the summer, in partnership with Upper Merion Township, we created a social media campaign to celebrate and thank essential workers and first responders in the Township. King of Prussia District and the Township shared a photo and testimonial for one honoree each week, selected by a committee from all nominees. Honorees were also invited to attend the opening luncheon for First Responders Appreciation Week, launched in the fall of 2020 in collaboration with the Township.

>> Small Business Campaign

King of Prussia District worked with Upper Merion Township Economic & Community Development Committee to develop a small business directory on visitKOP.com and share the stories of UMT's small businesses on our blog and e-newsletters. We continue to manage this directory today.

>> Virtual KOP Beerfest

While most of our in-person events were canceled from March 2020 on, we hosted a virtual Beerfest in honor of the event's 10th anniversary. Partnering with Kunda Beverage and KOP Beer Outlet, we curated two six-packs featuring brewers of past Beerfests, including KOP's own Workhorse Brewing Company and Conshohocken Brewing. The six-packs came with an invitation to a virtual happy hour we hosted with the brewers and live entertainment. We sold 96 six-packs and had 50 people join us for the virtual event, which we streamed live from Workhorse.

>> KOP Restaurant Week with Takeout Under Tents

Our March 2021 Restaurant Week looked a little different, as the public experienced varying levels of comfortability with indoor dining. In response, we included takeout deals in the campaign and hosted Takeout Under the Tents, an outdoor dining oasis in the King of Prussia Mall parking lot. The beautifully landscaped space featured dining tents and igloos furnished by AVE King of Prussia that were available for a donation fee by reservation only. In 10 days, we welcomed over 700 guests and raised \$11,620.40, in addition to the funds raised through KOP Restaurant Week. We also hosted a Family Fun Day in the space, which raised an additional \$2,060.71, and launched a Facebook raffle fundraiser. Despite the challenging circumstances, our 2021 KOP Restaurant Week and KOP Shops for CHOP campaign raised a record-breaking \$68,484 for CHOP!

>> Let's Go, KOP Hospitality Hiring Fair

In the spring of 2021, as businesses across the region started to reopen, they experienced a significant labor shortage. The hospitality sector was hit particularly hard. In response to this challenge, we hosted a large-scale hiring event for KOP restaurants and hotels on May 4, 2021. Representatives from 32 businesses joined us to fill 440 open positions. In conjunction, we sponsored a bonus program, offering \$20,000 in bonuses during the event. The event garnered great press, further spreading the message that KOP was open for business and hiring.

>> Additional Pandemic Support

- Utilized our Facebook followers to solicit much-needed donations for the Upper Merion Area Community Cupboard. Launched a matching campaign, raising \$1,000 for the purchase of their new van.
- Donated \$2,000 to Upper Merion Emergency Aid on behalf of First Responders Appreciation Week.



MARKETING & BRANDING

- From April 2013-2015, created and managed a free discount program for consumers and business owners. KOPerks provided consumers with deals and discounts at KOP restaurants, hotels, attractions and shops. The program was a free advertising tool for KOP businesses to market their company/product to nearly 5,000 targeted and engaged consumers.
- Embarked on a rebranding process in 2015 to better define who we are, what we do and what we deliver as an organization. With a fresh perspective, a new logo, tagline and website were developed to speak to KOP's prominence as one of America's next great edge cities.
- In 2017, embarked on a comprehensive branding exercise to develop a new name and identity that accurately reflected the thriving community in the newly rezoned King of Prussia business park. The 10-month process involved outreach, surveys and focus groups, and culminated in April 2018 when the Township's Board of Supervisors voted to approve the new name, Moore Park. Supported this initiative in the following ways:
 - > Developed logo and tagline for Moore Park.
 - > Created branded collateral and signage, including gateway flags.
 - > Launched MooreParkKOP.com, a webpage highlighting transportation and physical improvement initiatives in the neighborhood, and Moore Park eNewsletters.

ADVERTISING CAMPAIGNS

- Designed and executed the first marketing and advertising campaign for King of Prussia, IM KOP. The 2013-2014 initiatives included:
 - > Strategic ads placed in local and regional print and online publications, SEPTA Regional Rail, a digital billboard on the PA Turnpike and outdoor advertising at the KOP Mall. Placed quarterly 'Thank You' advertisements in the *Philadelphia Business Journal* and *Philadelphia Inquirer* to promote companies moving into KOP and companies renewing leases in KOP (2012-2016).
 - > visitKOP.com hotel key cards were provided to each guest at check-in at KOP hotels to promote restaurants, shops, attractions and the KOPerks program.
 - > IM KOP decal was designed for KOP businesses to display in their business and online.
 - > Strategic search words and display ads were created and monitored each month to drive traffic to visitKOP.com and generate sign-ups for KOPerks.
 - > A rack card was produced and distributed to businesses in KOP in 25 locations along the I-95 PA, NJ & DE corridor, in addition to PA Turnpike and area Welcome Centers.
 - > Created two social media contests to drive consumer sign-ups and website traffic, while promoting our KOP stakeholders involved with KOPerks.
- In 2016, launched an ad campaign reflecting the new brand and tagline, Our Edge. Your _____ . The campaign included digital billboards in Greater Philadelphia, print ads in the *Philadelphia Business Journal*, *422 Business Advisor* and Upper Merion Township newsletter, and digital and social media ads targeting business owners and business decision-makers within a 25-mile radius.
- Continued to keep KOP's profile in the forefront through a multi-channeled advertising campaign in 2017, which included digital billboards in Greater Philadelphia, digital and print ads through the *Philadelphia Business Journal*, BillyPenn.com, social media advertising, print ads in *422 Business Advisor*, and radio advertising with WIP Sports Radio.
- In 2018, refreshed creative and copy for King of Prussia District's brand ads. The 2018 campaign included digital billboards in Greater Philadelphia, print ads in *Fortune*, Amtrak's magazine, *The National* and *422 Business Advisor*, radio ads on WOGL, WHYH streaming, WMMR and WIP, and broadcast ads with Comcast.

- Beginning in 2018 through March 2023 when SEPTA halted efforts to build King of Prussia Rail, managed the advertising/marketing campaign and advocacy for the King of Prussia Rail Coalition. This included:
 - > Developed branded marketing collateral, website and social media profiles to support the Coalition's communications.
 - > Produced a direct mail piece sent to 16,000 households in Upper Merion Township.
 - > Built up a database of supporters for the project and maintained regular communication throughout the project's lifespan via branded emails covering SEPTA updates and the Coalition's advocacy and marketing efforts.
 - > From 2018-2021, hosted a free bi-monthly webinar series, *KOP Rail: Smart Strategies for Connected Communities*.
 - > Facilitated regional advertising campaigns each year.
 - > Issued press releases on behalf of the Coalition, facilitated interviews with members of the press and issued letters to the editor.
 - > Sought out and participated in panels and speaking opportunities to foster regional support for the project.
- In 2019, launched the Make the Move campaign, targeting business owners and executives with relocation responsibilities. The campaign featured a landing page that highlighted what makes KOP a great place to do business and has a strong call to action – contact us to move your business here. The 2019 media buy included digital billboards in Greater Philadelphia, SEPTA bus back ads, print ads in the *Philadelphia Inquirer*, *Crave Montco* and *422 Business Advisor*, and digital and social ads and social media ads.
- In 2020, paused the Make the Move campaign in response to the COVID-19 pandemic. Launched the Let's Go, KOP campaign, which continued through the fall of 2021.
- In the fall of 2021, resumed the Make the Move campaign, which included SEPTA bus wraps, LinkedIn advertising and sponsored dedicated emails.
- In 2022, launched the HQ KOP campaign to replace Make the Move. Supported by a landing page, HQKOP.com, the new campaign targets the C-Suite and site selection community and positions KOP as the ultimate location for businesses. The 2022 campaign included digital ads with the *Philadelphia Business Journal* and LinkedIn, and a partnership with KYW for their Headquartered Here series. Through the KYW series, we were able to amplify the voices of executives with headquarters in KOP including CSL Behring, Greenphire, Qlik, Eigen X and Center for Breakthrough Medicines.
- Continued our HQ KOP campaign in 2023 with SEPTA bus wraps, digital advertising at SEPTA's Suburban Station, digital and static billboards throughout Greater Philadelphia, including in Center City, and digital ads via Google and LinkedIn.
- In 2024, continued the HQ KOP campaign with digital and static billboards, SEPTA bus and station ads, and LinkedIn and Google display ads. In June 2024, King of Prussia District began production on video ads to support the campaign, which will run in the fall of 2024 via local and national news, entertainment and weather sites visited by our target audience; streaming via Hulu and YouTube; broadcast via 6 ABC and CBS 3; and digital out-of-home ads in Suburban Station and Dilworth Park.

ONLINE PRESENCE

>> Live websites

- **visitKOP.com:** A comprehensive website that includes information for residents, employees and visitors. Fully redesigned the site in 2021/2022, expanding it to include new content about healthcare/life sciences, trails, small businesses and Renaissance Park, as a result of King of Prussia District's expansion, as well as new interactive features like a development map. In 2023, revamped our blog and introduced new lifestyle style articles. Over the years, we've introduced a few ongoing blog series, which also provide great content for other channels:
 - > **KOP Insiders:** Launched in 2021, KOP Insiders is a Q&A interview series with leaders from companies headquartered, or with regional offices, in KOP. One Insider is featured per month across channels. To date, we've published 34 Insider interviews.
 - > **Now Open:** In 2023, launched a new series to announce the opening of new businesses. To date, we've published 41 Now Open articles.
- **KOPRestaurantWeek.com:** Launched in 2019 with the rebrand of dineKOP, this site is updated each spring with participating restaurants, retailers and community champions.
- **KOPWellnessWeek.com:** Launched in 2022, this site is updated annually with new participants. The site also features a directory of health, wellness and fitness businesses within KOP.

>> Past websites

- connectKOP.com
- koprailcoalition.com
- kopbeerfest.com

>> Eblasts, Apps & Social Media

- Distribute an eNewsletter highlighting our programs and important KOP news and events to over 9,800 people each month. We also send out emails throughout the year to promote specific events to our opt-in lists.
- Developed a free mobile app, VisitKOP, which featured retail and dining, hotels, attractions, events, maps, weather and information about King of Prussia District, as well as advertising. (2014-2015).
- Maintain a strong presence on social media.

Platform	Account Name	Followers
Facebook	King of Prussia District	14,907 followers
Instagram	@visitkop	4,259 followers
X	@KOPBID	6,822 followers
LinkedIn	King of Prussia District	1,664 followers
KOP Restaurant Week		2,009 followers

*As of May 21, 2024

PRINT & DIGITAL PROMO

- Produce collateral and signage to promote King of Prussia District events, including digital PDF flyers which are distributed to properties in KOP.
- Create digital press kits to promote KOP and King of Prussia District at meetings and events.

PUBLIC RELATIONS

- Since our founding, proactively pursue positive press coverage for King of Prussia through distribution of press releases, media alerts and media outreach. Routinely appear in regional publications, in print, online, radio and TV including:
 - > 6 ABC
 - > CBS 3
 - > FOX 29
 - > KYW Newsradio
 - > Main Line Today Magazine
 - > Metro Philadelphia
 - > NBC 10
 - > Philadelphia Business Journal
 - > Philadelphia Inquirer
 - > Philadelphia Magazine
 - > Philadelphia Style Magazine
 - > Philadelphia Voice
 - > PHL 17
 - > Pottstown Mercury
 - > The Reporter
 - > The Times Herald
 - > WHYY



AWARDS & RECOGNITION



2012

- Greening Award from the Pennsylvania Horticultural Society for the Route 202 and First Avenue median
- Upper Merion Township Beautification Award for the Route 202 and First Avenue median
- Excellence in Property Management award from the Montgomery County Chamber of Commerce for the Route 202 and First Avenue median

2013

- Merit Award from the International Downtown Association for the IM KOP campaign

2014

- Merit Award from the International Downtown Association for the **theconnector**
- Best Outdoor Event Award from Montco Happening for KOP Beerfest Royale
- 2014 Sustainable Award from GVF for the **theconnector**
- Communities in Motion STAR: Planning Award
- Economic Development Nonprofit of the Year from Main Line Chamber of Commerce
- Top TDM Professional Award from GVF

2015

- Planning Advocate Award from Montgomery County Planning Commission Landscape Design Award from Norristown Garden Club

- Community Connections Award from Wells Fargo
- Best Visionary from *Philadelphia Magazine*, presented to Eric Goldstein
- F. Karl Schaufele Community Service Award from Main Line Chamber of Commerce, presented to Eric Goldstein
- Best Festival from Philly A-List for KOP Beerfest Royale

2016

- Best Summer Event from Montco Happening for Yoga Happy Hour
- Power 100, *Philadelphia Business Journal* presented to Eric Goldstein

2017

- Marketing Merit Award from the International Downtown Association for Our Edge. Your _____ campaign.

2018

- Best Beer Festival on the Main Line & Western Suburbs from *Main Line Today* for KOP Beerfest Royale
- Change Agent Award from *Philadelphia Business Journal*, presented to Eric Goldstein

2019

- Best Beer Festival & Best Annual Festival on the Main Line & Western Suburbs from *Main Line Today* for KOP Beerfest Royale
- Best Outdoor Event Award from Montco Happening for KOP Beerfest Royale

- Best Foodie Event Award from Montco Happening for KOP Restaurant Week

2020

- Forty Under 40 Award from *Philadelphia Business Journal*, presented to Rachel Ammon

2021

- Montco Millennial Superstar from MontcoToday, presented to Rachel Ammon

2022

- Most Admired CEO from *Philadelphia Business Journal*, presented to Eric Goldstein

2023

- International Downtown Association's Emerging Leader Fellowship, completed by Rachel Ammon

2024

- Partnership in Philanthropy Award from *Philadelphia Business Journal* for KOP Takes Out Hunger Food Drive and Igloo Garden on the Green

OPERATING BUDGETS & GRANTS

In 2023, only 11% of King of Prussia District's budget went toward management and general expenses.

89%

of every dollar went directly to programs and services to improve the economic environment in King of Prussia!

YEAR	ASSESSMENT TOTAL	TOTAL BUDGET FOR YEAR	TOTAL BUDGET MINUS ASSESSMENT
2011	\$1,035,171.85	\$1,025,709.95	(\$9,461.90)
2012	\$1,074,632.69	\$1,024,750.00	(\$49,882.69)
2013	\$1,122,680.20	\$1,186,245.99	\$63,565.79
2014	\$1,139,281.46	\$1,614,429.58	\$475,148.12
2015	\$1,157,337.22	\$1,644,870.65	\$487,533.43
2016	\$1,146,500.00	\$1,450,201.32	\$303,701.32
2017	\$1,211,398.36	\$1,614,668.00	\$403,269.64
2018	\$1,237,781.18	\$1,594,154.99	\$356,373.81
2019	\$1,233,085.97	\$1,894,753.00	\$661,667.03
2020	\$1,895,838.20	\$2,354,836.00	\$458,997.80
2021	\$1,995,340.19	\$4,424,368.00	\$2,429,027.81
2022	\$2,049,472.21	\$2,559,729.00	\$510,256.79
2023	\$2,053,345.91	\$2,490,316.00	\$436,970.09
2024	\$2,056,050.92	\$2,942,455.00	\$886,404.08
TOTALS	\$20,407,916.40	\$27,821,487.50	\$7,413,571.12

THECONNECTOR GRANTS

CMAQ Grant: \$500,000
 County/SEPTA Subsidy: \$217,700
 UMT: \$168,750
 2017 Corporate Grant: \$36,688
Total: \$923,138

ROAD DIET GRANTS

Road Diet Study – DVRPC TCDI: \$25,000
 Road Diet TAP Grant: \$430,856
Total: \$455,856

FIRST AVENUE LINEAR PARK GRANTS

DVRPC TCDI Linear Park/Demonstration Park Concept Design: \$88,000
 Local Share Grant for Demonstration Project: \$122,940
 PennDOT Multimodal Fund: \$1,200,000
 PennDOT TIIF-STP Fund: \$1,200,000
 2019 PA DCED/CFA MTF: \$421,699
 2022 PA DCED/CFA MTF: \$250,000
 2019 PA Redevelopment Assistance Capital Program: \$1,000,000
 2018 MontCo 2040 Implementation Grant: \$100,000
 2020 MontCo 2040 Implementation Grant: \$190,000
 2022 MontCo 2040 Implementation Grant: \$200,000
 2023 MontCo 2040 Implementation Grant: \$200,000
Total: \$4,972,639

MOORE ROAD TRAIL & LINEAR PARK GRANTS

2024 DCED/CFA MTF Design Grant: \$612,649

\$6,964,282
TOTAL GRANT FUNDING

COMMUNITY PARTNERSHIPS



- Partnered with GVF from 2011-2016 for Heart & Healthy Holiday Food Drive, benefiting Philabundance.
- From 2017 on, partnered with Conlin's Print to raise food and funds for the Upper Merion Area Community Cupboard.
- Raised and donated \$15,000 for Upper Merion Area Community Cupboard through Igloo Garden on the Green in 2022, and \$24,340 in 2023, for a grand total of \$39,340.
- Began an annual scholarship fund for students and teachers at UMASD in 2018 to build a connection between the school district and the business community. Since then, we've invested \$34,500 in the leaders of tomorrow.
- Contributed \$3,000 to Upper Merion Township's Department of Public Safety in 2022 and \$1,900 in 2023, on behalf of sponsors of First Responders Appreciation Week.
- Contributed \$75,000 to support construction of the Valley Forge Park Alliance's new headquarters at the Maurice Stephens House.
- Contributed \$75,000 to Upper Merion Township Transportation Authority for landscape improvements along Henderson Roadway.
- Supported various local events and organizations throughout the year with sponsorship, including:
 - > Valley Forge Tourism & Convention Board's Golf Outings
 - > Valley Forge Revolutionary 5-Mile Run
 - > GVF's Golf Outings
 - > Upper Merion Township's National Night Out
 - > Upper Merion Township's Concerts Under the Stars
 - > Upper Merion Township's Police Car Show
 - > Upper Merion Baseball & Softball Association
 - > Upper Merion Township Crew Team
- Throughout the years, King of Prussia District staff members have been invited to speak at a number of conferences and events, including:
 - > BIZNOW
 - > BOMA Philadelphia
 - > Chester County Planning Commission
 - > Design on the Delaware
 - > International Council of Shopping Centers – Regional Meeting
 - > International Downtown Association
 - > NJ American Planning Association
 - > NJ Chapter of the American Society of Landscape Architects
 - > PA/DE Chapter of the American Society of Landscape Architects
 - > Philadelphia Hotel Association
 - > Philadelphia Real Estate Council
 - > Pottstown Area Economic Development
 - > Urban Land Institute – Philadelphia Chapter

Plan for the King of Prussia District and Report to the Upper Merion Township Board of Supervisors

PLAN DESCRIPTION

King of Prussia District will continue to undertake the following activities:

>> Administration & Management

- Accelerate revenue growth to ensure staffing reflects increased programming goals.
- Formulate a Special Projects Plan II for excess reserves from prior years and establish minimum/maximum thresholds for future project investments.
- Work to renew King of Prussia District for a 10-year period (2025-2035).
- Operationalize Core Values and elements of Strategic Plan internally and externally.
- Gain better understanding of community perceptions of King of Prussia District and King of Prussia through our Community Engagement Project.
- Investigate opportunities for creating a more robust program for our Transportation Program for King of Prussia ONLY projects, through PennDOT, UMT TA, or other potential avenues.
- Improve efficiencies in non-assessment fee revenue collection.
- Establish a robust research and data collection program, properly staffed, with associated software and programmatic budget.
- Explore an expanded office or a renovated existing office to allow for projected staff increases in next 5 years, allow us to bring event materials storage in-house (eliminate outside storage facility), establish a room suitable in size for Board meetings, committee meetings and outside organizational meetings, create a central meeting space for collaboration, and eliminate shared staff offices.
- Develop a Volunteer Recruitment and Retention Program.
- Expand opportunities for staff professional development.
- Produce King of Prussia District's 2030-2035 Strategic Plan.

>> Physical Improvements

- Enhance King of Prussia's aesthetic through well-designed and maintained amenities that benefit and attract stakeholders.
- Improve King of Prussia's built and natural environments through sustainable programs and practices.

>> Land Use & Zoning

- Revamp the Land Use & Zoning Committee.
- Finalize a negotiated KPMU ordinance protecting existing land uses and residential development potential going forward.
- Work with Upper Merion Township to create an official map for Moore Park and Renaissance Park that outlines future infrastructure enhancements.
- Work with Upper Merion Township to address other land use amendments and revisions necessary throughout King of Prussia to encourage future development that allows property owners to respond to future market condition changes.
- Work with the Township on their project to develop a Comprehensive Plan for Upper Merion. Assist where we can, in particular with Design Guidelines for commercial property locations.

>> Transportation

- Advance multimodal connections to The Circuit trail network throughout King of Prussia.
- Collaborate with stakeholders to secure a large funding allocation for a comprehensive trail plan for Upper Merion Township (The Upper Merion Circuit Trail System).
- Investigate opportunities to secure funding and develop designs for the Valley Forge Interchange/Moore Park Slip Ramps.
- Improve pedestrian and bicycle facilities so there are no physical barriers to multimodal transportation in KOP.

>> Research & Data Analytics

- Research and analyze the performance of commercial properties within Upper Merion Township, commuter and visitor trips and other key metrics presented in King of Prussia District's Annual Report to the Community, Commercial Quarterly Reports and other reports and studies.
- Survey tenants, employees, customers and others to identify opportunities and issues of interest to KOP property owners.
- Stakeholder surveys to measure effectiveness of King of Prussia District-sponsored activities.
- Survey research and other communications to identify services that King of Prussia District could encourage that would enhance the competitiveness of KOP properties.

>> Marketing & Communications

- Develop marketing activities to build the KOP brand that is inclusive of all of the properties and people within the service area.
- Sponsor events to draw new customers to the area and build awareness that KOP is an exciting and fun place to live, shop and do business.
- Market to tourism promoters, conference organizers and others to support "wholesale" marketing of the area to new visitors.
- Increase visibility for King of Prussia and highlight our role in its transformation.
- Increase engagement in King of Prussia District's programs.
- Promote KOP as the natural choice for new or expanding businesses through advertising and marketing campaigns.
- Produce exceptional events and activations that drive visitors to KOP, foster networking, highlight KOP's assets and add to the overall vibrancy of the community.
- Create compelling and engaging social media, website and e-newsletter content, and build our community of followers and subscribers.

>> Stakeholder Services

Build upon survey research activities to identify services that King of Prussia District might offer, support, or encourage others to offer that would be valued by commercial tenants, their employees and/or others. Such services might include: group purchasing of supplies, equipment, service contracts, insurance products; the establishment of job banks, recruiting and training of labor; day care programs, in-site clinics, programs and other support for public transportation use; affinity marketing opportunities; concierge services and food and beverage services and the encouragement of other "route" services.

>> Personnel & Administration

This category shall include all costs associated with staffing the organization, renting office space, preparing Request for Proposals, creating communications capacity, and other costs normally associated with operating a nonprofit corporation.

SOURCE OF FUNDS

In accordance with **73 P.S. §§834(5), 835(c)(2)(vi), 837(b)** all funds currently identified as part of the Plan are expected to be raised through a special assessment on the members of the Business Improvement District. The District will continue to seek grant funding and will consider other entrepreneurial relationships that are of benefit to individual members and the organization as a whole.

Fiscal Year

In accordance with Pennsylvania statute, the fiscal year of the King of Prussia Business Improvement District, Inc. shall annually commence on January 1 of each year of the organization's operations and end on December 31.

Method for Determining Assessment Fee & Rate

In accordance with **73 P.S. § 837(b)**, there is a finding by the Upper Merion Township Board of Supervisors that:

- The service area within the proposed King of Prussia Business Improvement District constitutes properties of varying uses including properties that have been zoned for and are being used for commercial, industrial, multi-family residential (over 100 units) and other purposes.
- Given the proposed plan, only properties in commercial, industrial and multi-family (over 100 units) use and identified by the Montgomery County Land Use Code of "C" (Commercial), "I" (Industrial) and "A" Multifamily Apartments over 100 units meet the statutory requirement of there being a rational nexus between the proposed activities of the District and those properties being assessed.
- Therefore, only properties carrying the Montgomery County Land Use Code of "C," "I" and "A" shall be subject to the proposed assessment.

However, any property or parcel not having a Commercial use code that is within the District that subsequently obtains a Certificate of Occupancy from Upper Merion Township for a Commercial use shall at that time automatically become subject to the Neighborhood Improvement District special assessment. Conversely, any property or parcel that currently carries a Montgomery County Land Use Code of Commercial, Industrial or Apartment (over 100 units) but subsequently obtains a different, non-assessed code, shall cease to be subject to the Neighborhood Improvement District Assessment.

Based upon examination of the District Plan, all properties subject to assessment are hereby judged to have similar, if proportionate, benefit from the District Plan.

The assessment of properties within the Neighborhood Improvement District shall be determined by multiplying the total assessed value of each property, as determined by the Montgomery County Assessor's Office, by the BID assessment rate.

The new BID assessment rate shall initially be set at .00098 mils, a modest 10% increase from the rate of .00089 mils currently in place, and which has otherwise been unchanged since the BID's founding in 2010.

The new BID assessment rate of .00098 mils shall be authorized and in effect for the January 1, 2025 annual invoices, and through to and including the January 1, 2029 annual invoices

The BID assessment rate authorized and in effect for each annual invoice issued beginning with the January 1, 2030 invoices, through to and including the January 1, 2035 invoices, shall be set annually by the BID Board of Directors, in that Board's discretion, subject to the limitation that annual millage increases, if any, shall not exceed the prior June-to-June 12 month percentage increase in the Philadelphia-Camden-Wilmington Consumer Price Index for All Urban Consumers (CPI-U), as set by the U.S. Bureau of Labor Statistics.

Based upon this method of determining which properties are to be assessed and the rate of this assessment, the King of Prussia Business Improvement District special assessment is expected to yield approximately \$2,261,656.00 in 2025.

Estimated Time for Completion of Proposed Improvements, Programs & Services

Improvements, programs and services identified in the Plan Description will commence upon the Renewal Date specified within the adopted Ordinance. All activities will be ongoing throughout the ten-year time period authorized by this Ordinance.

Bylaws of King of Prussia District Business Improvement, Inc.

In accordance with Pennsylvania law, the King of Prussia Business Improvement District, Inc. has a copy of its bylaws included with this packet. Corporate offices for the King of Prussia Business Improvement District, Inc. are located at:

**234 Mall Boulevard, Suite 150
King of Prussia, PA 19406**

This location may be relocated at the pleasure, and upon notification, of the Upper Merion Township Board of Supervisors. In accordance with **73 P.S. §835(b)** these bylaws shall be distributed as part of the notice that is to be provided to all property owners and lessees of property owners prior to the first public hearing regarding this Ordinance.

Miscellaneous

- Written agreements, as needed, may be executed between the King of Prussia Business Improvement District, Inc. and Upper Merion Township in accordance with 73 P.S. §835(c)(3).
- Tax-exempt property owners located within the King of Prussia Business Improvement District will be encouraged to provide in-kind services or a financial contribution to the King of Prussia Business Improvement District.
- Upper Merion Township will maintain the same level of municipal programs and services provided within the King of Prussia Business Improvement District before the Business Improvement District designation as after the designation.
- A negative vote of at least 40% of the property owners within the King of Prussia Business Improvement District proposed in the final plan shall be required to defeat the establishment of the proposed Business Improvement District by filing objections with the clerk for the Board of Supervisors of Upper Merion Township within 45 days of presentation of the final plan, where the Board of Supervisors of Upper Merion Township is inclined to establish the Business Improvement District.

PROPOSED BUDGET & RENEWAL REQUEST

Proposed Budget for First Fiscal Year of Renewal Period

REVENUE

Assessment Fees	\$2,261,656
Program Revenue	\$250,000
TOTAL REVENUE	\$2,511,656

EXPENSES

Marketing & Communications	\$600,000
Physical Improvements	\$450,000
Transportation	\$400,000
Land Use & Zoning	\$60,000
Research & Data Analytics	\$100,000
Personnel/Admin/Office*	\$901,656
TOTAL EXPENSES	\$2,511,656

* includes all professional services

RENEWAL REQUEST PURSUANT TO THE UPPER MERION CODE, CHAPTER 7, §7-5.

The Upper Merion Code of Ordinances (Code) memorializes the Township's adoption of the King of Prussia Business Improvement District (King of Prussia District), as of May 27, 2010 for an initial five-year term (Ordinance No. 2010-791). The King of Prussia District was then renewed as follows, in accordance with the Code and Pennsylvania's the Neighborhood Improvement District Act ("Act") (73 P.S. §831 et seq.):

- Additional five year term effective May 27, 2015 through May 27, 2020 (Ordinance No. 2014-831); and
- Additional five year term effective May 27, 2020 through May 27, 2025 (Ordinance No. 2019-864).

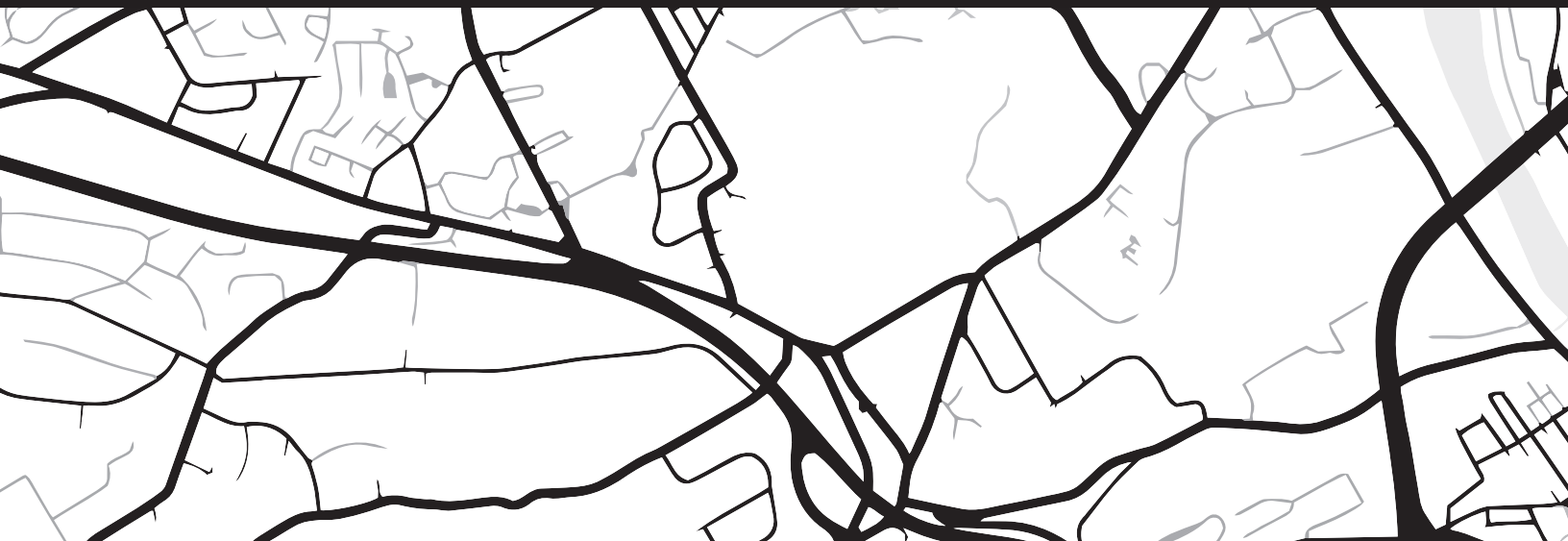
Chapter 7 (Business Improvement Districts) of the Code provides at §7-5 for a continuation and renewal process as follows:

The District shall terminate on May 27, 2025, unless the Township extends the term. The Township may reenact or amend this article, and extend or approve additional terms, not less than five years in length, following a review of the District and the programs and services provided by King of Prussia Business Improvement District, Inc., within the District.

The King of Prussia District is pleased to provide a summary of the programs and services provided to date, and now requests a reenactment of the Township Code authorizations for an additional ten years, from May 27, 2025 to May 27, 2035, in accordance with the Act. King of Prussia District also requests that the Township allow King of Prussia District to set the renewal invoices for all property owners (existing and new) to coincide with existing calendar year of January 1, 2025, pursuant to the millage and rates described herein.



KING OF
PRUSSIA
DISTRICT



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**SECOND AMENDED AND RESTATED
BY-LAWS OF THE
KING OF PRUSSIA BUSINESS IMPROVEMENT DISTRICT, INC.**

Adopted June 25, 2024.

**ARTICLE I
GENERAL**

SECTION 1.01 – NAME; DISTRICT. The name of this Corporation is the King of Prussia Business Improvement District, Inc. ("Corporation") also referred to as the King of Prussia District. As used herein the "District" shall refer to those properties located within the physical boundaries of the business improvement district of Upper Merion Township, Pennsylvania as defined by Ordinance, as such area may be amended from time to time.

SECTION 1.02 - OFFICES; REGISTERED AGENT. The Board of Directors ("Board" or individually a "Director") shall maintain an office of the Corporation within the vicinity of the District as it may designate by resolution from time to time. A registered agent may be designated by the Corporation.

**ARTICLE II
PURPOSE; MEMBERSHIP**

SECTION 2.01 - PURPOSES. The Corporation shall

:

- a) Operate a Business Improvement District and function as a Neighborhood Improvement District Management Association (NIDMA) under the applicable Pennsylvania laws;
- b) Formulate, promote and implement economic revitalization within the District;
- c) Provide a self-help mechanism to help expand business opportunities and sales, improve property values and enhance the environment for residents, shoppers, commercial tenants and visitors;
- d) Mobilize public and private resources for this purpose and maintain communication with property owners and tenants within the District; and
- e) Implement the activities described in the authorizing ordinance.

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

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

SECTION 2.03 - DISSOLUTION. Except as otherwise prohibited by Pennsylvania law, in the event of dissolution of the Corporation, all cash assets, after satisfying any creditors, shall be distributed

to the assessed properties in the District in proportion to their shares of total assessments. All non-cash assets shall be offered to Upper Merion Township.

SECTION 2.04 - MEMBERSHIP.

- a) Members of the Corporation (“Members”) are those property owners whose property is within the District and whose property is being assessed a District fee by Upper Merion Township, in accordance with its Ordinance, to support the activities of the District. Owners of properties located within the District, but not being assessed a fee (“non-assessed property owners”), shall not be considered as Members.
- b) Members shall be afforded all membership rights including the right to vote in accordance with these Bylaws and the Upper Merion Township enabling Ordinance and the right to be elected or serve as a Director, provided that all assessments due have been paid in full through the last municipal tax year.
- c) Non-assessed property owners may become Members by making annual voluntary contributions to the District in the amount equal to the amount of the assessment they would have been charged if their property was subject to assessment, and in doing so become full Members of the Corporation and eligible to participate fully in its operations as defined by these bylaws and the Upper Merion Township enabling Ordinance.
- d) Non-assessed property owners and other non-members of the Corporation may be invited to access or participate in activities or programs of the Corporation on a fee-for-service basis, or on such other terms as the Board of Directors shall determine.

SECTION 2.05 - INCORPORATION. The Corporation is formed under and has been chartered by the Secretary of State of the Commonwealth of Pennsylvania.

ARTICLE III BOARD OF DIRECTORS

SECTION 3.01 - GOVERNANCE.

- a) Voting Directors of the Board. There will be nine voting members of the Board of Directors (“Voting Directors”), elected by the Members, except as to the Upper Merion Township Director described herein.

Eight of the Voting Directors on the Board will represent property owners within the District paying Business Improvement District assessments; of which three shall represent property owners of each of the three highest assessed properties within the District. Multiple properties owned or controlled by the same or related entity shall count as one property for purposes of determining the three highest assessed properties. If one of the three highest assessed properties declines its seat, the next highest assessed property without a seat shall hold the seat.

Highest assessed properties shall be determined as of the time of initial appointment. As to subsequent terms, highest assessed properties shall be determined by the most recently published Montgomery County tax assessment status as received by the District. These three highest assessed property seats shall be staggered, with one of each of the three seats holding A, B and C terms under Section 3.02 herein, except that effective January 1, 2024, and upon expiration of each of the three highest assessed property seat terms, each subsequent term of each of the three highest assessed property seats shall become a one-year term going forward under Section 3.02(c) herein, without staggering

as an A, B, or C term. In no case shall representatives from one Member hold more than one seat.

One of the Voting Directors will represent and be selected by Upper Merion Township in accordance with applicable Pennsylvania law. The Township Director seat shall not be subject to appointment procedures or term limitation set forth in Section 3.02 herein. The Township has sole discretion to fill this seat with the Township official of its choice, for the length of term of its choice.

All Voting Directors must be Members, except the Township Director.

- b) Non-Voting Directors of the Board. The Board shall consist of such number of Directors, who shall have no power to vote on matters regarding the Corporation ("Non-Voting Directors"), as the Voting Directors shall determine by resolution from time to time. The minimum number of Non-Voting Directors shall be four. At least four (or all if there are only four) Non-Voting Directors shall be assessed property owners within the District. Non-Voting Directors shall be made up of
 - (i) those individuals as are appointed by the Board, and
 - (ii) the past Chairman of the Board of Directors, each of who may remain on the Board for a period no longer than six (6) years after their term as Chairman has ended, so long as they continue to be a Member, or be employed by any Member (whether or not it is the same Member they were representing during their term as Chair).

The input of Non-Voting Directors is in all cases encouraged, and where possible decision-making consensus shall occur between Voting and Non-Voting Directors of the Board. Non-Voting Directors, may, at the Board's discretion, include non-assessed property owners within the District and non-property owners with expertise or valuable input as to community and Business Improvement District issues.

- c) Powers of the Board. Consistent with state law, municipal ordinance and these bylaws, responsibility for managing the affairs of the Corporation shall be exercised by and be under the authority of the Board of Directors. This shall include, without limitation, conducting an annual audit and annual meeting, providing the Members with other reports on Corporation activities from time to time and ensuring that the programs of the Corporation are being implemented. The Board shall be responsible for hiring and firing senior employees, establishing compensation for such employees, and otherwise overseeing the performance of employees. The Board may share or delegate the power to hire and fire lesser employees and others with such senior employees as they shall from time to time determine. The Board may delegate any of its responsibilities herein to any employees, Officers or Committees as it deems fit from time to time. In addition to the specific powers conferred by these By-Laws the Board of Directors shall have and may exercise all such powers of the Corporation and do all such lawful acts and things as are authorized to be exercised under the law, to the extent that such powers are consistent with the Corporation's charitable purposes as set forth in its Articles of Incorporation and these By-Laws.

SECTION 3.02 - TERM OF OFFICE.

- a) Initial Directors. The incorporators of the Corporation served as Directors until the organizational meeting which served as the first annual meeting. At this organizational meeting initial Directors were elected by the Members.

b) Initial Terms.

(1) Voting Directors. After selecting a Chairman pursuant to Section 5.01, the Chairman shall divide the Voting Directors of the Board (other than Township and three highest assessed property seats) into three classes.

A. Two "class A" Voting Directors shall serve for three years.

B. Two "class B" Voting Directors shall serve for four years.

C. One "class C" Voting Director shall serve for five years.

Classes shall be determined by a random pick of numbers with the two lowest numbers chosen being designated "class A", the next two lowest being designated as "class B" and the highest number being designated as "class C."

The three highest assessed property owner seats established in Section 3.01 shall be randomly picked in the same fashion, so that there is a "class A, B and C" position for each of these three seats.

(2) Non-Voting Directors. As to Non-Voting Directors, the initial terms shall be determined in the same manner as for Voting Directors: one "class A" Non-Voting Director shall serve for three years, one "class B" Non-Voting Director shall serve for four years and two "class C" Non-Voting Directors shall have a term of five years. If there are more than four Non-Voting Directors, their initial terms shall be chosen in the same manner starting with one more additional Class A Non-Voting Director, one more additional Class B Non-Voting Director, two more class C Non-Voting Directors, and so on.

c) As initial terms are completed, all Directors shall be elected for terms of three years and shall serve until a successor shall be elected and shall qualify, except that effective January 1, 2024, and upon expiration of each of the three highest assessed property seat terms, each subsequent term of each of the three highest assessed property seats shall become a one-year term going forward thereafter, without staggering as an A, B, or C term.

d) No Voting Director may serve more than two consecutive terms; and no Non-Voting Director may serve more than one consecutive term. Directors may therefore serve up to three consecutive terms total (2 voting terms and 1 non-voting term). However, upon being off of the Board for a period of at least one year, a Member may seek reelection to the Board. Notwithstanding the foregoing, terms limitations set forth in this Section 3.02 herein shall not apply to the Directors holding the three highest assessed property seats or the past-Chairman Directors.

SECTION 3.03 - REMOVAL OF DIRECTORS; VACANCIES. At any meeting of the Directors, duly called and at which a quorum is present, the Directors may, by a majority vote of the Voting Directors, remove with or without cause any Director from office and may appoint a successor to serve for the balance of the term of such removed Director. Vacancies occurring on the Board for any reason, including resignation, may be filled by a vote of a majority of the Voting Directors then in office. A Director appointed to fill a vacancy shall hold office for the unexpired term of his predecessor. If a Director holding one of the three highest assessed property seats is removed, the property owner holding the seat may appoint another representative of its choosing to the seat.

SECTION 3.04 - MEETINGS.

- a) All meetings of the Board are open to the Members except when circumstances require confidential discussions. In choosing to close a meeting the Board shall as closely as possible follow the rules and procedures used by Upper Merion Township's governing body and report decisions made in closed sessions as soon as circumstances permit. Committee meetings are not open to Members unless otherwise agreed by each committee on a meeting-by-meeting basis.
- b) An annual meeting ("Annual Meeting") of the Corporation and its Members shall be held each year at a time and place established by the Officers. The Secretary (or the Secretary's designee) shall cause to be mailed to every Member in good standing at the address as it appears on the membership roll book of the Corporation, a notice stating the time and place of the Annual Meeting. Elections to the Board of Directors shall take place at the annual meeting.
- c) Regular meetings of the Board may be scheduled at any meeting by the Board of Directors. Special meetings may be called by the Chairman of the Board. Notice of the place, day and hour of a special meeting shall be given to each Director at least three (3) days before the meeting, by delivering the same personally, by telephone, or by mailing such notice at least six (6) days before the meeting, postage prepaid, and addressed to each Director at his last known address. Any notice of a special meeting shall state the business to be transacted. Meetings may be conducted by conference call if all Directors present can hear and participate, provided that at least one Director is at a site where Members can gather to listen to the proceedings. E-mail or fax notification may be substituted for notification by mail.
- d) Directors failing to attend two consecutive meetings shall be provided a warning by the Board of Directors via any means provided for as to meeting notice in this Section 3.04. If following such warning, a third meeting is missed at any time within the Director's then-current term, removal action may be taken by the Board of Directors, in its discretion, pursuant to Section 3.03. If a Director holding one of the three highest assessed property seats is removed, the property owner holding the seat may appoint another representative of its choosing to the permanent seat. Removal for failure to attend meetings does not otherwise limit the discretionary action of the Board of Directors permitted pursuant to Section 3.03.
- e) The attendance and removal requirements of this Section 3.04 shall only apply to meeting attendance in a Director's then-current term.
- f) Notwithstanding anything herein to the contrary, notice of meetings may be given by any means permitted under the law.

SECTION 3.05 - QUORUM. A majority of the Voting Directors of the Board shall constitute a quorum for the transaction of business, except in cases where by statute, Articles of Incorporation or provision of these By-Laws it is otherwise prohibited. In the absence of a quorum, the Voting Directors 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. No proxies may be accepted. The acts of a majority of the Voting Directors present at a meeting at which a quorum is present shall be the acts of the Board.

SECTION 3.06 - BUDGET APPROVAL. Upon preliminary approval by the Board of a proposed annual budget, all Members shall be given notice of a meeting at a specified place and at a time, which shall be at least two weeks following the notice. At this meeting, comment from Members and other interested parties will be solicited. A proposed budget, including any modification made

by the Voting Directors following this public meeting, may thereafter be adopted by the affirmative vote of a majority of Voting Directors.

SECTION 3.07 - COMPENSATION. No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, trustees, Directors, Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)3 purposes. Corporation may reimburse Directors and Officers for reasonable expenses incurred in connection with their duties as Directors and Officers as approved by the Board from time to time.

SECTION 3.08 - CONSENT OF MEMBERS IN LIEU OF MEETING. Any action required or permitted to be taken at a meeting of the Members or of the Board may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the Members or Directors who would be entitled to vote at a meeting for such purpose shall be filed with the Secretary of the Corporation.

ARTICLE IV COMMITTEES

SECTION 4.01 - COMMITTEES GENERALLY. The Board of Directors may provide for standing or special committees with such powers and duties as it deems desirable and may discontinue the same at its pleasure. The members of all such committees shall include any Member of the Corporation. At least one member of each standing committee or special committee shall be a Voting or Non-Voting Director of the Board of Directors appointed by the Chairman, and the chairperson of the committee must be a member of the Board of Directors. The remaining members of such committees may, but need not, be Directors. Vacancies on any committee shall be filled by the Chairman of the Board of Directors.

SECTION 4.02 - EXECUTIVE COMMITTEE. There is hereby established an Executive Committee consisting of the Chairman and such other Officers of the Corporation and other individuals as determined by the Board from time to time. The Executive Committee shall not otherwise be subject to the membership terms of Section 4.01. The Executive Committee shall have such duties and responsibilities as the Board from time to time determines. If the Executive Committee consists of any employees of the Corporation, such employees shall not be permitted to participate in committee discussions, meetings or votes with regard to his or her own employment.

SECTION 4.03 - NOMINATIONS COMMITTEE. There is hereby established a standing Nominations Committee appointed by the Board of Directors. The purpose of the Nominations Committee is to seek out candidates who wish to stand as members of the Board of Directors, Officers, and committees. Nominations Committee decisions shall consider and encourage participation by a range of commercial interests and sizes, including both large and small business activities; and varied commercial sector interests including but not limited to commercial and industrial office parks, hospitality interests, large and small retail, and storefront operations, and geographic representation within the District. The number of members of the Nominations Committee shall be set at five members initially; any additional change to that number shall be at the discretion of the Board of Directors. To the extent that it is feasible and they are willing to serve, the Nominations Committee membership shall include three seats reserved for former Chairmen of the Board of Directors, including the immediate past Chairman of the Board, as long as such former Chairmen remain Members of the Corporation, plus one seat reserved for the current Chair of the Board and one seat reserved for the current Vice-Chair of the Board. If the seats on the Nominations Committee are at any time unable to be filled with the reserved positions, the Chair of the Board may appoint such other Members of the Corporation to serve.

The chairperson of the Nominations Committee shall be the immediate past Chair of the Board, provided that if such immediate past Chair of the Board declines or is unable to serve, the Chair of the Board of Directors shall appoint another chairperson of the Nominations Committee.

The Nominations Committee shall strongly consider Non-Voting Directors, who are assessed property owners within the District or representative thereof, who have performed diligently, for nomination to Voting Director positions.

In addition to the foregoing, and subject to any term limitations set forth in these By- Laws, any assessed property owner within the District may request that its representative be placed in nomination at least thirty days prior to the annual meeting at which a Director is to be elected. Such an unsolicited request shall result in the name being listed on a ballot as a non-endorsed candidate. Write-in candidates shall be permitted and election ballots shall contain ballot area for write-ins.

SECTION 4.04 - COMMITTEE REPORTS. All recommendations by a committee shall be reported, during a Board meeting, to the Board of Directors.

SECTION 4.05 - MEETINGS OF COMMITTEES. Each committee shall meet at the call of the chairman of the committee or any two members of the committee.

SECTION 4.06 - PARTICIPATION IN COMMITTEES. In selecting members of committees, the Board shall encourage widespread participation among members of the business community, commercial property owners, residents, and others concerned about the economic advancement of the District. From time to time, special committees may be named to advise the Board on issues on which additional perspective may be required and public meetings may be held to solicit advice from those concerned about the economic well-being of the District.

ARTICLE V OFFICERS AND EMPLOYEES

SECTION 5.01 - EXECUTIVE OFFICERS.

- a) Election. By a majority vote of the Voting Directors at the Annual Meeting, the Board shall elect, from the Directors, a Chairman of the Board, a Vice-Chairman, a Secretary and a Treasurer (the "Officers").
- b) Term. Terms for all officer positions shall be for one (1) year, and each Officer may hold his or her office, if re-elected, for a maximum of two consecutive years. Officers may serve additional terms after a one year gap in service (two years in such position, one year off, two years on, etc.). Notwithstanding the preceding, for the Chairman position only, if the Vice-Chairman is not available to serve, or if a new Chairman is not elected, the term of the existing Chairman may continue for an additional one (1) year (for a total of two elected years and one extension year).

SECTION 5.02 - CHAIRMAN AND VICE-CHAIRMAN OF THE BOARD.

- a) Chairman. The Chairman of the Board shall preside at all meetings of the Board at which he shall be present. He shall have and may exercise such powers as are from time to time assigned by the Board of Directors. The Chairman shall have general charge and supervision of the activities and affairs of the Corporation. When authorized by the Board of Directors, he may sign and execute in the name of the Corporation all authorized instruments, except in cases in which the execution thereof expressly requires two

signatures or where power to execute an agreement has been delegated by resolution of the Board of Directors to some other officer or agent of the Corporation.

- b) Vice Chairman. At the request of the Chairman or in his absence, or during his inability to act, the Vice-Chairman shall perform the duties and exercise the functions of the Chairman of the Board, and when so acting shall have the powers of the Chairman of the Board. The Vice-Chairman shall otherwise have such powers and duties as may be assigned by the Chairman.

SECTION 5.03 – PRESIDENT/CHIEF EXECUTIVE OFFICER. The Board may appoint a President/Chief Executive Officer (CEO). The President/CEO shall perform all duties incident to the position, including but not limited to supervision of services, contract management, grant solicitation, committee support, maintenance of accounts, notices, issuance of public statements and positions, and all such other duties as may be assigned from time to time by the Board of Directors.

SECTION 5.04 - SECRETARY. The Secretary shall keep:

- a) the minutes of the meetings of the Board of Directors in books provided for the purpose.
- b) a roll book of Members which derives from the tax records of Upper Merion Township.
- c) all other resolutions and acts of the Corporation.

By resolution of the Board of Directors, custody of records may be placed in Corporation offices and under the daily control of designated staff. Ministerial functions of the Secretary may be assigned to designated staff by the Board. The Secretary shall see that all notices are duly given in accordance with the provisions of the By-Laws or as required by law. He shall be custodian of the records of the Corporation; see that the corporate seal is affixed to all documents which require said seal and which has been authorized to execute on behalf of the Corporation and when so affixing may attest to same; and, in general, perform all duties as, from time to time, may be assigned by the Board of Directors or the Chairman.

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 the Board of Directors. Whenever required, the Treasurer shall provide an account of the financial condition of the Corporation, and, in general, shall perform all duties incident to the office of a treasurer of a Corporation and such other duties as may be assigned to him by the Board of Directors or the Chairman. The Treasurer shall make a presentation on the fiscal condition of the Corporation at the annual meeting.

SECTION 5.06 – VACANCY; REMOVAL.

- a) Vacancy of Chairman. In the event that the Chairman resigns or is removed from office, the Vice-Chairman shall become the Chairman and a new Vice-Chairman shall be elected at the next regularly scheduled meeting of the Board. The person filling a vacancy in the unexpired term of Chairman shall serve for the unexpired term of the Chairman, as well as his one year term just as if he had succeeded to the position of Chairman at the end of the Chairman's term.
- b) Removal. Any Officer may be removed from office by majority vote of the Voting

Directors, with or without cause. Such Officer shall abstain from the removal vote. A new Officer shall be elected by the Board at its next regularly scheduled meeting, and shall then serve for the remainder of the unexpired term of the removed Officer.

SECTION 5.07 - SUBORDINATE OFFICERS, COMMITTEES AND AGENTS. The Board may from time to time elect such other officers and appoint such committees, employees or other agents as the business of the Corporation may require, including one or more Assistant Secretaries, and one or more Assistant Treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these By-Laws or as the Board may from time to time determine. The Board may delegate to any Officer or committee the power to elect subordinate officers and to retain or appoint employees or other agents, or committees and to prescribe the authority and duties of such subordinate officers, committees, employees or other agents.

ARTICLE VI FINANCIAL

SECTION 6.01 - FINANCIAL POLICIES. The Board shall adopt such financial and procurement policies as it deems appropriate from time to time, which policies shall be maintained in the offices of the Corporation.

SECTION 6.02 - ANNUAL REPORTS AND AUDITS. Annual reports and audits shall be prepared annually and reflect a full and correct statement of the affairs of the Corporation, including a balance sheet and a statement of operations from the preceding year. Reports and audits shall be prepared and certified by an independent Certified Public Accountant, whose report shall be submitted at a regular meeting of the Board and filed immediately thereafter at the principal office of the Corporation. This report shall be mailed to all Members of the Corporation and other interested public and private sector persons and filed with Upper Merion Township and as required by law, the Secretary of State of the Commonwealth or other required governmental agencies.

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

ARTICLE VII MISCELLANEOUS

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

SECTION 7.02 - INSURANCE. The Corporation shall maintain insurance in such kinds and amounts as deemed necessary by the Board, including to insure itself for liability of its Directors and Officers and bonding when deemed necessary. The Treasurer shall be bonded, which bond shall be paid for by the Corporation.

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

- a. the Director has breached or failed to perform the duties of his or her office under 15 PA C.S.A. Section 513 (which, as amended from time to time, is hereafter called Section 513); and
- b. the breach or 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. The provisions of this Section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute.

SECTION 7.04 – PROCEDURE; INTERPRETATION. The most recent edition of "Roberts' Rules of Order" shall govern daily course of procedure not otherwise provided for in these Bylaws. As used herein, words denoting the singular shall include the plural and vice versa, where appropriate, and words denoting one gender shall include the other gender.

SECTION 7.05 - AMENDMENTS. A proposal to amend, alter, repeal, or enact a By-law may be made by motion of the Board of Directors, or by petition of at least twenty-five Corporation Members, with such petition presented to the Board of Directors. The proposed amendment to the By-laws shall be adopted only upon receiving the affirmative vote of two-thirds of those Corporation Members present at a special meeting of the Corporation. A special meeting of the Corporation shall be held within ninety days of the proposed amendment being made, or petition received, by the Board of Directors. The meeting of the Corporation shall be advertised two times for two consecutive weeks prior to the special meeting, with the second advertisement being at least seven days prior to the special meeting. In addition, notices of the special meeting shall be sent via regular mail to the last known address of all Members of the Corporation, with such mail being sent at least fourteen days prior to the special meeting. The procedures and notice requirements in this Section 7.05 shall apply irrespective of any contrary provisions which may be contained in these By-laws.

SECTION 7.06 - CONFLICT OF INTEREST. Any material conflict of interest based on a financial interest or benefit, on the part of any Director or committee member shall be disclosed, in writing, to the Board of Directors, and except for a continuing disclosed conflict, whenever any Corporation contract or transaction in which a Director or committee member has a financial interest or benefit becomes a matter of Board, committee, or Corporation action. Any Director having a financial interest or benefit in any contract or transaction being considered at a committee meeting or meeting of the Board of Directors shall not vote or use his or her personal influence in the meeting, even where such actions are otherwise permitted by law. The minutes of the meeting shall record compliance with these requirements. The section shall not be construed as to prevent the interested Director or committee member from briefly stating his or her position regarding the contract and transaction, nor from answering pertinent questions of other Directors or committee members, since his or her knowledge may be of great assistance. All new committee members and Directors shall be immediately advised of the requirements of this Section.

SECTION 7.07 - STANDARD OF CARE; JUSTIFIABLE RELIANCE. A Director shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by (i) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented; (ii) counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person; or (iii) a committee of the Board upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence. A Director shall not be considered to be acting in good

faith if the Director has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

ARTICLE VIII INDEMNIFICATION

SECTION 8.01 - SCOPE OF INDEMNIFICATION.

- a) General rule. The Corporation shall indemnify an indemnified representative against any liability incurred in connection with any proceeding in which the indemnified representative may be involved as a party or otherwise by reason of the fact that such person is or was serving in an indemnified capacity, including, without limitation, liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability, except:
- (1) where such indemnification is expressly prohibited by applicable law;
 - (2) where the conduct of the indemnified representative has been finally determined pursuant to Section 8.06 or otherwise
 - (i) to constitute willful misconduct or recklessness within the meaning of applicable law sufficient in the circumstances to bar indemnification against liabilities arising from the conduct; or
 - (ii) to be based upon or attributable to the receipt by the indemnified representative from the Corporation of a personal benefit to which the indemnified representative is not legally entitled; or
 - (3) to the extent such indemnification has been finally determined in a final adjudication pursuant to Section 8.06 to be otherwise unlawful.
- b) Partial payment. If an indemnified representative is entitled to indemnification in respect of a portion, but not all, of any liabilities to which such person may be subject, the Corporation shall indemnify such indemnified representative to the maximum extent for such portion of the liabilities.
- c) Presumption. The termination of a proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the indemnified representative is not entitled to indemnification.
- d) Definitions. For purposes of this Article:
- (1) "indemnified capacity" means any and all past, present and future service by an indemnified representative in one or more capacities as a Director, Officer, employee or agent of the Corporation, or, at the request of the Corporation, as a Director, Officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise;
 - (2) "indemnified representative" means any and all Directors and Officers of the Corporation and any other person designated as an indemnified representative by the Board of Directors of the Corporation (which may, but need not, include any person serving at the request of the Corporation, as a Director, Officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise);

- (3) "liability" means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or cost or expense, of any nature (including, without limitation, attorneys' fees and disbursements); and
- (4) "proceeding" means any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Corporation, a class of its security holders or otherwise.

SECTION 8.02 - PROCEEDINGS INITIATED BY INDEMNIFIED REPRESENTATIVES. Notwithstanding any other provision of this Article, the Corporation shall not indemnify under this Article an indemnified representative for any liability incurred in a proceeding initiated (which shall not be deemed to include counter-claims or affirmative defenses) or participated in as an intervener or amicus curiae by the person seeking indemnification unless such initiation of or participation in the proceeding is authorized, either before or after its commencement, by the affirmative vote of a majority of the Voting Directors in office. This section does not apply to a reimbursement of expenses incurred in successfully prosecuting or defending an arbitration under Section 8.06 or otherwise successfully prosecuting or defending the rights of an indemnified representative granted by or pursuant to this Article.

SECTION 8.03 - ADVANCING EXPENSES. The Corporation may, by resolution of the Board of Directors, pay the expenses (including attorneys' fees and disbursements) incurred in good faith by an indemnified representative in advance of the final disposition of a proceeding described in Section 8.01 of the initiation of or participation in which is authorized pursuant to Section 8.02 upon receipt of an undertaking by or on behalf of the indemnified representative to repay the amount if it is ultimately determined pursuant to Section 8.06 that such person is not entitled to be indemnified by the Corporation pursuant to this Article provided that expenses will not be advanced if the proceeding involves any claims of gross negligence or willful misconduct by the Corporation against such indemnified representative. The Board of Directors shall be authorized, but shall not be required, to resolve to pay such expenses irrespective of the financial ability of an indemnified representative to repay an advance.

SECTION 8.04 - SECURING OF INDEMNIFICATION OBLIGATIONS. To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Corporation may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate. Absent fraud, the determination of the Board of Directors with respect to such amounts, costs, terms and conditions shall be conclusive against all security holders, officers and directors and shall not be subject to voidability.

SECTION 8.05 - PAYMENT OF INDEMNIFICATION. An indemnified representative shall be entitled to indemnification within 30 days after a written request for indemnification has been delivered to the Secretary of the Corporation.

SECTION 8.06 - ARBITRATION.

- a) General rule. Any dispute related to the right to indemnification, contribution or advancement of expenses as provided under this Article, except with respect to indemnification for liabilities arising under the Securities Act of 1933 that the Corporation has undertaken to submit to a court for adjudication, shall be decided only by arbitration

in the metropolitan area in which the principal executive offices of the Corporation are located at the time, in accordance with the commercial arbitration rules of the American Arbitration Association (“AAA”) then in effect, before a single arbitrator, selected by the Corporation and the indemnified representative, if they can agree; if they cannot agree within thirty (30) days of their receipt of a list of proposed arbitrators from AAA, the arbitrator shall be selected by the presiding judge of the Court of Common Pleas of Montgomery County.

- b) Burden of proof. The party or parties challenging the right of an indemnified representative to the benefits of this Article shall have the burden of proof.
- c) Expenses. The Corporation shall reimburse an indemnified representative for the expenses (including attorneys' fees and disbursements) incurred unsuccessfully prosecuting or defending such arbitration.
- d) Effect. Any award entered by the arbitrators shall be final, binding and nonappealable and judgment may be entered thereon by any part in accordance with applicable law in any court of competent jurisdiction, except that the Corporation shall be entitled to interpose as a defense in any such judicial enforcement proceeding any prior final judicial determination adverse to the indemnified representative under Section 8.01(a)(2) in a proceeding not directly involving indemnification under this Article. This arbitration provision shall be specifically enforceable.

SECTION 8.07 - CONTRIBUTION. If the indemnification provided for in this Article or otherwise is unavailable for any reason in respect of any liability or portion thereof, the Corporation shall contribute to the liabilities to which the indemnified representative may be subject in such proportion as is appropriate to reflect the intent of this Article or otherwise.

SECTION 8.08 - MANDATORY INDEMNIFICATION OF DIRECTORS, OFFICERS, ETC. To the extent that an authorized representative of the Corporation has been successful on the merits or otherwise in defense of any action or proceeding referred to in 15 Pa. C. S. §1741 or §1742 or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees and disbursements) actually and reasonably incurred by such person in connection therewith.

SECTION 8.09 - CONTRACT RIGHTS; AMENDMENT OR REPEAL. All rights under this Article shall be deemed a contract between the Corporation and the indemnified representative pursuant to which the Corporation and each indemnified representative intend to be legally bound. Any repeal, amendment or modification hereof shall be prospective only and shall not affect any rights or obligations then existing.

SECTION 8.10 - SCOPE OF ARTICLE. The rights granted by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification, contribution or advancement of expenses may be entitled under any statute, agreement, vote of Members or disinterested Directors or otherwise both as to action in an indemnified capacity and as to action in any other capacity. The indemnification, contribution and advancement of expenses provided by or granted pursuant to this Article shall continue as to any person who has ceased to be an indemnified representative in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

SECTION 8.11 - RELIANCE ON PROVISIONS. Each person who shall act as an indemnified representative of the Corporation shall be deemed to be doing so in reliance upon the rights provided in this Article.

SECTION 8.12 - INTERPRETATION. The provisions of this Article are intended to constitute bylaws authorized by 15 Pa. C. S. §513, §1746 and §518.