

PENN TREATY SPECIAL SERVICES DISTRICT

A Pennsylvania Nonprofit Corporation

Amended and Restated Bylaws

ARTICLE I - DEFINITIONS

Section 1.1. Definitions.

The following terms used in these Bylaws shall have the meanings set forth below.

- (a) “Act” means the Pennsylvania Nonprofit Corporation Law of 1988, as amended.
- (b) “Board” means the Board of Directors of the Corporation.
- (c) “Code” means the Internal Revenue Code of 1986, as amended.
- (d) “Corporation” means Penn Treaty Special Services District.
- (e) “Director” means an individual serving on the Board.
- (f) “Rivers” means Rivers Casino, formerly known as Sugarhouse Casino, whose principal office is currently located at 1001 North Delaware Avenue, Philadelphia, PA 19125.
- (g) “Special Services District” means the geographic area described in these Bylaws that is intended to benefit from the Corporation’s activities. (See Article II.)

These Bylaws may contain other defined terms where applicable. In addition, when used in these Bylaws: (1) “record form” means inscribed on a tangible medium or stored in an electronic or other medium and retrievable in perceivable form; and (2) “sign” means with present intent to authenticate or adopt information in record form: (i) to sign manually or adopt a tangible symbol; or (ii) to attach to, or logically associate with, information in record form, an electronic sound, symbol or process.

ARTICLE II - NEIGHBORHOODS, RESIDENTS, AND BOUNDARIES

Section 2.1. Neighborhoods.

The Special Services District consists of the following four (4) separate and distinct geographical areas referred to as “Neighborhoods”:

- (a) Fishtown;

- (b) Northern Liberties;
- (c) Old Richmond; and
- (d) South Kensington.

Section 2.2. Residents.

To be considered a “Resident” of a Neighborhood for purposes of these Bylaws, the individual must be a natural person, at least eighteen (18) years of age, who has a primary residence (as defined by the City of Philadelphia for civil service employment) within one (1) of the four (4) Neighborhoods for at least the immediate past two (2) years.

Section 2.3. Boundaries of Special Services District.

The Special Services District shall comprise the area within the City of Philadelphia bounded by the streets set forth as follows:

- (a) Commencing at the center of the intersection of 6th Street and Callowhill Street;
- (b) Thence continuing north along 6th Street to the center of the intersection of 6th Street and Norris Street;
- (c) Thence continuing east along Norris Street to the center of the intersection of Norris Street and Frankford Avenue;
- (d) Thence continuing northeast along Frankford Avenue, to the center of the intersection of Frankford Avenue and Lehigh Avenue;
- (e) Thence continuing southeast along Lehigh Avenue and further continuing in the line of Lehigh Avenue to the Delaware River;
- (f) Thence continuing southwest along the Philadelphia side of the Delaware River to the line of Callowhill Street; and
- (g) Thence continuing west along the line of Callowhill Street to the foot of Callowhill Street and further continuing along Callowhill to the point and place of beginning, at the center of the intersection of Callowhill Street and 6th Street.

ARTICLE III - MEMBERS

Section 3.1. No Members.

The Corporation shall have no members within the meaning of the Act. The Corporation may designate individuals or organizations that contribute money, property,

services, or other value to the Corporation as contributor members or as honorary members in recognition of their contributions. However, contributors shall have no voting rights.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.1. Number and Powers.

The business and affairs of the Corporation shall be managed under the direction of the Board. The powers of the Corporation shall be exercised by, or under the authority of, the Board except as otherwise provided by statute, the Articles of Incorporation, these Bylaws, or by the Board. The Board shall consist of seven (7) Directors. All Directors shall serve without compensation.

Section 4.2. Qualifications of Directors.

Each Director shall be a natural person at least eighteen (18) years of age who shall have been a Resident of the Special Services District for at least five (5) years prior to his or her election to the Board. In electing Directors, the Board shall consider each candidate's willingness to accept responsibility for governance including availability to participate actively in Board activities, areas of interest and expertise, and experience in organizational and community activities. The Board may waive the five (5)-year residency requirement if necessary to fill a vacancy on the Board, provided the candidate is a Resident. The Board or a committee designated by the Board shall develop procedures to recruit new Directors from the Neighborhoods. The purpose of the recruitment procedures is to make vacancies on the Board widely known in the Special Services District so as to attract qualified candidates.

Section 4.3. Election of Directors; Neighborhood Representation.

The Board shall elect one (1) or more Directors at the annual meeting as appropriate to fill the seat of a Director whose term is expiring at the end of the year or at any meeting to fill a vacancy. The Neighborhood Representation on the Board shall be as follows:

- (a) Fishtown: A Fishtown Resident shall have two (2) of the seven (7) Board positions at all times.
- (b) Northern Liberties: A Northern Liberties Resident shall have two (2) of the seven (7) Board positions at all times.
- (c) Old Richmond: An Old Richmond Resident shall have one (1) of the seven (7) Board positions at all times.
- (d) South Kensington: A South Kensington Resident shall have one (1) of the seven (7) Board positions at all times.
- (e) Neighborhoods At-Large: The seventh Director shall be a Resident of any of the Neighborhoods and shall represent the collective interests of the Neighborhoods. A Director who has served two (2) consecutive terms as

the Neighborhoods At-Large Director is eligible to be elected for a third consecutive term as a Director under any of Sections 4.3(a), 4.3(b), 4.3(c), or 4.3(d). For the avoidance of doubt, the Neighborhoods At-Large Director may serve a maximum of three (3) consecutive terms.

Section 4.4. Term of Office.

Each Director shall serve a term of two (2) years. The Board may elect a Director to a term of less than two (2) years to facilitate classification of the Board or to fill a vacancy. (Classification of the Board is intended to achieve staggered terms so that the entire Board does not rotate in the same year.) The term of a Director elected at the annual meeting in December shall begin on January 1 of the following year. The term of a Director elected to fill a vacancy shall begin on the date selected by the Board or, if no date is selected, on the date of the Board's next meeting following the Director's election. Directors shall serve no more than three (3) full or partial consecutive terms. After serving three (3) consecutive terms, a Director may be re-elected to the Board after an absence of one (1) year from service as a Director or an Officer. Except as otherwise provided in these Bylaws, each Director shall hold office until (a) the expiration of the term for which he or she was elected and until his or her successor has been elected and qualified, or (b) his or her earlier death, resignation, or removal.

Section 4.5. Limitation on Director Selection.

No Director elected pursuant to these Bylaws shall be employed, controlled, or chosen by any state or local government or any state or local governmental authority or instrumentality thereof, nor any entity that is the *alter ego* thereof in the opinion of reputable counsel with an expertise in federal income tax matters. No Director elected pursuant to these Bylaws shall be employed, controlled, or chosen by Rivers or an instrumentality thereof, or any entity that is the *alter ego* thereof in the opinion of reputable counsel with an expertise in federal income tax matters. This provision of these Bylaws is not subject to repeal or amendment.

Section 4.6. Vacancies.

Vacancies in the Board, including vacancies resulting from the death, resignation, or removal of a Director, shall be filled by a majority vote of the remaining Directors though less than a quorum. Each person elected to fill a vacancy shall be a Director to serve for the balance of the unexpired term of the class assigned by the Board. If a Director fails to accept the office of Director in record form or by attending the first meeting of the Board after notice to him or her of his or her election as a Director (unless the absence is excused by the Chair), the office shall be deemed vacant and shall not be counted for quorum or voting purposes under these Bylaws.

Section 4.7. Removal.

The Board may remove any Director from office, with or without cause, by the unanimous vote of the Board (excluding for purposes of the vote any Director who is the subject of the removal) at any meeting of the Board. If any Director is removed, the resulting vacancy may be filled by the Board at any time.

Section 4.8. Quorum.

A majority of the Board shall constitute a quorum for the transaction of business. The acts of a majority of the Board present and voting at a meeting at which a quorum is present shall be the acts of the Board, unless a greater number is required by the Act, the Articles of Incorporation, or these Bylaws.

Section 4.9. Vote.

Each Director shall be entitled to one (1) vote. The Directors shall not be permitted to vote by proxy. In the event of a tie vote by the Board, the Chair shall serve as the tie breaker, unless the Chair is the subject of removal proceedings, in which case the Vice Chair shall serve as the tie breaker.

Section 4.10. Unanimous Consent of Directors in Lieu of Meeting.

Any action required or permitted to be approved at a meeting of the Directors may be approved without a meeting, if one (1) or more consents to the action in record form are signed, before, on or after the effective date of the action, by all Directors in office on the date the last consent is signed. The consents must be filed with the Secretary.

Section 4.11. Meetings.

- (a) Annual Meeting. An annual meeting (which may coincide with a regular meeting) of the Board shall be held during the month of December each year, or at such other time, as the Directors shall determine, upon fifteen (15) days' written notice of the time and place of the meeting. At the annual meeting, the Corporation shall adopt its budget for the next year, shall elect any new Directors to replace those whose terms will expire at the end of the year or to fill any other vacancies, shall elect Officers for the next year, and shall conduct such other business as may come before it.
- (b) Regular Meetings. Regular meetings of the Board shall be held as determined by the Directors, but no less frequently than once in every three (3) months and no more frequently than once per month.
- (c) Special Meetings. Special meetings of the Board may be called at any time by the Chair or by three (3) Directors. At least five (5) days' written notice stating the time, place and purpose of any special meeting shall be given to the Board.
- (d) Adjourned Meetings. Except as otherwise provided by the Act, when a meeting of the Board is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

- (e) Participation in Meetings. One (1) or more Directors may participate in a meeting of the Board or a committee thereof by means of conference telephone or other electronic technology by means of which all persons participating in the meeting can hear each other, provided that (i) the Director is unable to participate in person, and (ii) the Board authorizes the alternate participation in the specific instance. Participation in a meeting pursuant to this Section shall constitute presence in person at the meeting.
- (f) Place of Meeting. Meetings may be held at such places within the City of Philadelphia as the Board may determine.
- (g) Meeting Minutes. Minutes shall be taken at all meetings by the Secretary or in the Secretary's absence another member of the Board. All meeting minutes must be presented for review and approval at the next regular Board meeting.
- (h) Audits. At least every three (3) years (or more often if authorized by the Board or required by applicable law), audits shall be conducted of the books and records by a certified CPA firm, in accordance with generally accepted accounting principles applied on a consistent basis. All audit reports shall be presented for review and approval by the Board.

ARTICLE V – OFFICERS

Section 5.1. Positions, Qualifications, Election, Term.

The Officers of the Corporation shall include a Chair, Vice Chair, Secretary, and Treasurer (the “Officers”).

- (a) Qualifications: The Officers shall be Residents, as defined in Section 2.2.
- (b) Election, Term, and Compensation: The Officers shall be elected from among the Directors by the Board at the annual meeting of the Board (or at another meeting if necessary to fill a vacancy). The Officers shall serve for terms of two (2) years and until their successors are elected and qualified or until their earlier death, resignation, or removal. All Officers shall serve without compensation in their capacity as such.
- (c) Terms of Officers Without Voting Rights: An Officer may complete his or her term as an Officer even if he or she is no longer a Director due to the term limits provided in Section 4.4; provided, however, that, in such case, the Officer shall not be entitled to a vote on any matter before the Board.

Section 5.2. Consecutive Terms.

Officers (other than the Chair and Vice Chair) may be elected for an unlimited number of consecutive terms. The Chair and Vice Chair shall not serve consecutive terms in their respective offices. However, the Chair may succeed the Vice Chair and the Vice Chair may succeed the Chair.

Section 5.3. Duties.

The duties of the Officers shall include the following:

- (a) Chair: The Chair shall preside at all meetings of the Board and, subject to the direction and control of the Board, shall have general and active management of the business of the Corporation, shall see that all orders and resolutions of the Board are carried into effect, subject to the right of the Board to delegate any specific powers as allowed by law, shall execute bonds, mortgages and other contracts requiring a seal of the Corporation, and, when authorized by the Board, shall affix the seal to any instrument requiring the same.
- (b) Vice Chair: The Vice Chair shall be vested with all the powers and required to perform all the duties of the Chair in the absence of the Chair. Should both the Chair and Vice Chair be absent from any meeting of the Board, the Directors present shall by a majority vote appoint a Chair Pro Tem from among the Directors.
- (c) Secretary: The Secretary shall attend all meetings of the Board, shall record all votes and the minutes of all proceedings, shall prepare and circulate notices and meeting agendas prior to all meetings, shall maintain and update the Standard Operating Procedures of the Board, to the extent practicable, shall certify all elections to the Board, and shall perform such other duties as may be designated by the Board or the Chair including preparation of duly voted upon resolutions.
- (d) Treasurer: The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation, shall collect all funds due the Corporation and disburse funds as required to meet the obligations of the Corporation, shall work with the Corporation's outside auditors to render audited financial statements, and shall render to the Chair and the Board, as requested by them but not less than once a year, regular accountings of all transactions and of the financial condition of the Corporation, and shall perform such other duties as may be prescribed by the Board or the Chair. The fidelity of the Treasurer shall be secured by insurance, bond, or other mechanism in an amount at least equal to the annual budget of the Corporation. Notwithstanding anything herein to the contrary, all withdrawals and disbursement of Corporation funds from any

Corporation accounts shall require the signature of at least two (2) persons, each of whom is an Officer of the Corporation.

- (e) Duties of Officers May be Delegated. In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such Officer to any other Officer who was elected from among the Directors, or to any Director for the duration of the absence of the Officer.

Section 5.4. Removal of Officers.

The Board may remove any Officer or agent, with or without cause, at any time. The removal shall be without prejudice to the contract rights, if any, of any person so removed. The Board may elect an Officer to fill a vacancy at any meeting.

ARTICLE VI - COMMITTEES; ADVISORY COUNCILS AND COMMUNITY LIAISON

Section 6.1. Establishment.

The Board may establish one (1) or more advisory committees, for such time as the Board may determine, to consist of two (2) or more Directors of the Board. Any such committee shall report to and make recommendations to the Board with respect to the subject matter assigned to it, but its recommendations will not be binding on the Board. No committee shall have any power or authority to act on behalf of the Corporation.

Section 6.2. Non-Voting Government Leaders Advisory Council.

The Board may, but is not required to, constitute a Government Leaders Advisory Council (the “Government Leaders Council”), consisting of not more than nine (9) non-voting members, to provide advice as may be requested by the Board from time to time regarding the Corporation’s charitable mission and activities. All members of the Government Leaders Council will serve the Corporation in a non-voting, advisory capacity and shall have no fiduciary duties to the Corporation. Government Leaders Council members other than the Liaison (as defined below) may appoint a designee by notifying the Liaison in writing; such designation may be updated from time to time, in the sole discretion of such Government Leaders Council member. The nine (9) members of the Government Leaders Council shall, if they consent to their appointment, consist of the following:

- (a) Government Leaders Council Liaison and Chair - a natural person, at least eighteen (18) years of age, appointed by the Board to a two (2) year term, who may be a current or former Director or Officer, to serve as a liaison to and member of the Government Leaders Council (the “Liaison”). The Board may re-appoint the Liaison to any number of additional terms. The Liaison shall serve as Government Leaders Council Chair and shall set the agenda for all Government Leaders Council meetings, in consultation with the Board.

- (b) The Philadelphia Mayor
- (c) The State Representative from the 175th Legislative District
- (d) The State Representative from the 177th Legislative District
- (e) The State Representative from the 181st Legislative District
- (f) The State Senator from the 1st Senatorial District
- (g) The City Councilperson from the 1st Councilmanic District
- (h) The City Councilperson from the 5th Councilmanic District
- (i) The City Councilperson from the 7th Councilmanic District

All Government Leaders Council members shall serve without compensation. All Government Leaders Council members other than the Liaison shall serve, and have the right to appoint his or her designee, *ex officio*. Should any such individual decline membership, that seat will go vacant.

Section 6.3. Non-Voting Community Advisory Council

The Board may, but is not required to, constitute a Community Advisory Council (the “Community Advisory Council”) consisting of nine (9) non-voting members approved by the Board, who shall include two (2) members from each Neighborhood, nominated by Board members from such Neighborhoods, and one (1) at-large member, to serve as chair. Community Advisory Council members shall serve two (2)-year terms.

The Community Advisory Council members shall support the mission of the Corporation by: acting as ambassadors in the Neighborhoods; fostering connections with civic and other Neighborhood organizations; promoting opportunities for funding of program services, and activities in the Neighborhoods; informing the Board of funding priorities, community needs, and qualified grantees; and providing other advice as may be requested by the Board from time to time regarding the Corporation’s charitable mission and activities.

All members of the Community Advisory Council will serve the Corporation in a non-voting, advisory capacity and shall have no fiduciary duties to the Corporation. The Community Advisory Council shall determine the frequency of its meetings and shall prepare periodic reports to the Board on its activities and recommendations. The Board shall approve a Community Advisory Council Charter that specifies the scope of responsibilities and operating rules for the Committee.

Section 6.4. Community Outreach Liaison.

The Board may appoint a natural person at least eighteen (18) years of age who is not a Director or Officer to serve as Community Outreach Liaison. The Community Outreach Liaison shall serve as a liaison between the Board and Rivers. The Community Outreach Liaison shall be nominated by Rivers and must be approved by the Board. The Community Outreach Liaison may be an employee of Rivers. The Community Outreach Liaison shall serve without compensation from the Corporation. The duties of the Community Outreach Liaison will be determined by the Board.

ARTICLE VII - EMPLOYEES AND AGENTS

Section 7.1. Employees and Agents.

The Board may hire or appoint one (1) or more paid or unpaid employees or agents to conduct the day-to-day business of the Corporation or to engage in special projects for the Corporation. Such employees or agents may, but need not, include an Executive Director. No member of the Board, or his or her family members, may also serve as a paid employee or agent of the Corporation.

ARTICLE VIII – RESIGNATIONS AND VACANCIES

Section 8.1. Resignations.

Any Director or any Officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation, and then from that date. Acceptance of the resignation shall not be required to make it effective.

ARTICLE IX - NOTICE

Section 9.1. Notice in Record Form.

Any notice required to be given to any person under the Act or by the Articles of Incorporation or these Bylaws shall be given to the person either personally or by sending a copy thereof:

- (a) By first class or express mail, postage prepaid, or courier service, charges prepaid, to the person's postal address appearing on the books of the Corporation or, in the case of Directors or Officers, supplied by the Director or Officer to the Corporation for the purpose of notice. Notice under this subparagraph shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to that person.

- (b) By facsimile transmission, email or other electronic communication to the person's facsimile number or address for email or other electronic communications supplied by the person to the Corporation for the purpose of notice. Notice under this subparagraph shall be deemed to have been given to the person entitled thereto when sent.

A notice of meeting shall specify the place, day and hour of the meeting and any other information required by the Act.

Section 9.2. Waiver in Record Form.

Whenever any notice is required to be given under the Act or these Bylaws, a waiver of notice that is filed with the Secretary in record form, signed by the person or persons entitled to the notice, whether before or after the time stated, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

Section 9.3. Waiver by Attendance.

Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 9.4. Record Form.

Any communication, consent, notice, disclosure, or signature required or permitted by these Bylaws or the Act, including a unanimous consent, shall be valid if provided in record form including, without limitation, via facsimile, electronic mail transmission, or other means permitted by applicable law.

ARTICLE X – LIABILITY, INDEMNIFICATION, AND INSURANCE

Section 10.1. General Rule.

A Director shall not be personally liable, as such, for monetary damages for any action taken or any failure to take any action as a Director unless:

- (a) The Director has breached or failed to perform the duties of his or her office under Subchapter B of Chapter 57 of the Act; and
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

This Section shall not apply to (1) the responsibility or liability of a Director pursuant to any criminal statute, or (2) the liability of a Director for the payment of taxes pursuant to federal, state, or local law. Any repeal or amendment of this Section shall be prospective only and shall not increase, but may decrease, a Director's liability with respect to actions or failures to act occurring prior to such change.

Section 10.2. Mandatory Indemnification of Directors and Officers.

The Corporation shall indemnify any Director or Officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action, suit or proceeding by or in the right of the Corporation, provided the Corporation shall have consented to such action, suit or proceeding on its behalf) by reason of the fact that such Director or Officer is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise, against expenses (including, but not limited to, attorneys' fees and costs), judgments, fines and amounts paid in settlement actually and reasonably incurred by such Director or Officer in connection with such action, suit or proceeding, except as otherwise provided in Section 10.4 hereof. A Director or Officer of the Corporation entitled to indemnification under this Section 10.2 is hereafter called a "person covered by Section 10.2."

Section 10.3. Advancing Expenses.

If authorized by the Board, the Corporation shall pay expenses incurred by a person covered by Section 10.2 in defending a threatened, pending or completed civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person, satisfactory in form and substance to the Board, to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation, except as otherwise provided in Section 10.4. Notwithstanding the foregoing, the Corporation shall advance expenses under this Section in connection with an action, suit or proceeding (or part thereof) initiated by a Director or Officer only if the action, suit or proceeding (or part thereof) was authorized by the Board or the Corporation is ordered to advance the expenses to the Director or Officer by a court of law.

Section 10.4. Exceptions.

No indemnification under Section 10.2 or advancement or reimbursement of expenses under Section 10.3 shall be provided to a person covered by Section 10.2 if:

- (a) The act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct, or recklessness;
- (b) For expenses or liabilities of any type whatsoever (including, but not limited to, judgments, fines, and amounts paid in settlement) which have been paid directly to such person by an insurance carrier under a policy of

Officers' and Directors' liability insurance maintained by the Corporation or other enterprise;

- (c) For amounts paid in settlement of any threatened, pending or completed action, suit or proceeding without the written consent of the Corporation, which written consent shall not be unreasonably withheld; or
- (d) The Board determines that, under the circumstances and upon the advice of independent legal counsel, indemnification would constitute an act of self-dealing under section 4941 of the Code, if applicable.

Section 10.5. Continuation of Rights.

The indemnification and advancement or reimbursement of expenses provided by, or granted pursuant to, this Article X shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs and personal representatives of such person.

Section 10.6. General Provisions.

- (a) The right of a person covered by Section 10.2 to be indemnified or to receive an advancement or reimbursement of expenses pursuant to Section 10.3: (i) may also be enforced as a contract right pursuant to which the person entitled thereto may bring suit as if the provisions hereof were set forth in a separate written contract between the Corporation and such person; and (ii) shall continue to exist after the rescission or restrictive modification (as determined by such person) of this Article X with respect to events, acts or omissions occurring before such rescission or restrictive modification is adopted.
- (b) If a request for indemnification or for the advancement or reimbursement of expenses pursuant hereto is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation together with all supporting information reasonably requested by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim (plus interest at the prime rate announced from time to time by the Corporation's primary banker) and, if successful in whole or in part, the claimant shall be entitled also to be paid the expenses (including, but not limited to, attorney's fees and costs) of prosecuting such claim.
- (c) The indemnification and advancement or reimbursement of expenses provided by, or granted pursuant to, this Article X shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement or reimbursement of expenses may be entitled under the Act, or any bylaw, agreement, vote of the disinterested Directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding that office.

- (d) The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director or Officer or is or was serving at the request of the Corporation as a director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against that liability under the Act. The Corporation's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Corporation. To the extent that such insurance coverage provides a benefit to the insured person, the Corporation's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an act of self-dealing under section 4941 of the Code, if applicable. The Corporation may also create funds to secure its indemnification obligations.
- (e) The provisions of this Article X may, at any time (and whether before or after there is any basis for a claim for indemnification or for the advancement of reimbursement of expenses pursuant hereto), be amended, supplemented, waived, or terminated in whole or in part, with respect to any person covered by Section 10.2 by a written agreement signed by the Corporation and such person.

ARTICLE XI - AMENDMENTS

Section 11.1. Amendments.

The Articles of Incorporation of the Corporation and these Bylaws may be amended only by the unanimous vote of the Board.

ARTICLE XII – IMPACT OF PROGRAMS

Section 12.1. Policy.

The Board shall be guided by the following policy in adopting and implementing all of the programs of the Corporation: The Board will make reasonable efforts to assure that an equitable share of the Corporation's programs are conducted within each of the four (4) Neighborhoods within the Special Services District, taking into account that special attention must be paid to the needs of areas within the Special Services District that are geographically closer to Rivers Casino.

ARTICLE XIII - MISCELLANEOUS

Section 13.1. Fiscal Year.

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

Section 13.2. Headings.

In interpreting these Bylaws, the headings of Articles and Sections shall not be controlling, though they may be regarded as instructive.

Section 13.3. Bond.

The Corporation may, at its expense, secure the fidelity of any officer or agent of the Corporation and shall secure the fidelity of the Treasurer by insurance, bond or otherwise.

Section 13.4. Subventions.

The Corporation shall be authorized, by resolution of the Board, to accept subventions on terms and conditions not consistent with the Act and to issue certificates therefor.

Section 13.5. Corporate Seal.

The corporate seal of the Corporation shall be in circular form and shall bear the name of the Corporation and the words "Corporate Seal, Pennsylvania 2009."

Section 13.6. Tax-Exempt Status.

The Corporation has or will seek a determination letter from the Internal Revenue Service stating that it is exempt from federal income tax under Section 501 (c)(3) of the Code. This provision of these Bylaws shall not be subject to repeal or amendment.

Section 13.7. Indebtedness.

The Corporation shall incur no debt unless unanimously approved by the Board in advance and evidenced by a resolution affirmed by the Secretary of the Corporation.

Section 13.8. Transparency.

The records, audited reports, and financial documents, including all written checks shall be made available for inspection to any member of the media or Resident in any of the Neighborhoods.

Section 13.9. Conflict of Interest.

The Directors shall complete an annual Conflict of Interest Statement for the Corporation.

Section 13.10. Offices.

The registered office of the Corporation shall be located in Pennsylvania. The Corporation may have any number of other offices at such places as the Board may determine.

History:

Original Bylaws adopted by the Board on June 19, 2009.

First Amendment adopted by the Board on April 13, 2011.

Amended and Restated Bylaws adopted by the Board on August 18, 2016.

Amended and Restated Bylaws adopted by the Board on December 21, 2022.

Amended and Restated Bylaws adopted by the Board on October 15, 2025.