Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation
PENN TREATY SPECIAL SERVICES DISTRICT

A Employer identification number
27-0368388

Number and street (or P O box number if mail is not delivered to street address)
702 N 3RD STREET RM/STE PMB 38

Room/suite

B Telephone number (see instructions)
(267) 251-2704

City or town, state or province, country, and ZIP or foreign postal code
PHILADELPHIA, PA 19123

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 817,460

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	1,000,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,793	1,793	1,793	
	4	Dividends and interest from securities				
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	850			
	12	**Total.** Add lines 1 through 11	1,002,643	1,793	1,793	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	15,962			
	b	Accounting fees (attach schedule)	7,000			
	c	Other professional fees (attach schedule)	10,994			
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	264			
	19	Depreciation (attach schedule) and depletion	243			
	20	Occupancy				
	21	Travel, conferences, and meetings	937			
	22	Printing and publications				
	23	Other expenses (attach schedule)	4,343			200
	24	**Total operating and administrative expenses.** Add lines 13 through 23	39,743	0		200
	25	Contributions, gifts, grants paid	979,650			979,650
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,019,393	0		979,850
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-16,750			
	b	**Net investment income** (if negative, enter -0-)		1,793		
	c	**Adjusted net income**(if negative, enter -0-)			1,793	

Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	825,593	809,969	809,969
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ 14,466 Less accumulated depreciation (attach schedule) ▶ 6,975	8,617	7,491	7,491
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	834,210	817,460	817,460
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities**(add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☑ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	834,210	817,460	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	834,210	817,460	
	31	**Total liabilities and net assets/fund balances** (see instructions)	834,210	817,460	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	834,210
2	Enter amount from Part I, line 27a	2	-16,750
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	817,460
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	817,460

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	529,932	355,257	001 491686
2014	563,484	247,345	002 278130
2013	566,078	491,010	001 152885
2012	411,644	504,375	000 816147
2011	449,297	445,670	001 008138

2	**Total** of line 1, column (d)	2	006 746986
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	001 349397
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	812,840
5	Multiply line 4 by line 3	5	1,096,844
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18
7	Add lines 5 and 6	7	1,096,862
8	Enter qualifying distributions from Part XII, line 4	8	979,850

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	36
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	36
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	36
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	36
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	Yes	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶PENNTREATYSSD COM

14 The books are in care of ▶ANNE MCKENNA Telephone no ▶(267) 767-9013

Located at ▶2324 E SERGEANT ST PHILADELPHIA PA ZIP+4 ▶19125

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?.	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?.	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶	☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?.		1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?. If "Yes," list the years ▶ 20____, 20____, 20____, 20____	☐ Yes ☑ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions).		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?.	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016).*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (Continued)

				Yes	No
5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*	☐ Yes ☑ No			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*		**6b**		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☐ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances

Total number of other employees paid over $50,000 ▶

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation

Total number of others receiving over $50,000 for professional services. . . . . ▶

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 SEE ATTACHED	1,019,393
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations,see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	0
b	Average of monthly cash balances.	1b	817,782
c	Fair market value of all other assets (see instructions).	1c	7,436
d	**Total** (add lines 1a, b, and c).	1d	825,218
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). 1e		
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	825,218
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,378
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	812,840
6	**Minimum investment return.** Enter 5% of line 5.	6	40,642

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6.			1	40,642
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	36		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	36
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	40,606
4	Recoveries of amounts treated as qualifying distributions.			4	13,031
5	Add lines 3 and 4.			5	53,637
6	Deduction from distributable amount (see instructions).			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.			7	53,637

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	979,850
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	979,850
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	979,850

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7					53,637
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only.					
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2016					
a From 2011.	449,337				
b From 2012.	411,644				
c From 2013.	566,102				
d From 2014.	511,847				
e From 2015.	488,493				
f **Total** of lines 3a through e.		2,427,423			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 979,850					
a Applied to 2015, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2016 distributable amount.					53,637
e Remaining amount distributed out of corpus		926,213			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		3,353,636			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount —see instructions					
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)					
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . .		449,337			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		2,904,299			
10 Analysis of line 9					
a Excess from 2012. . . .	411,644				
b Excess from 2013. . . .	566,102				
c Excess from 2014. . . .	511,847				
d Excess from 2015. . . .	488,493				
e Excess from 2016. . . .	926,213				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

DELORES GRIFFITH
702 N 3RD STEET PMB 38
PHILADELPHIA, PA 19123
(267) 251-2704

b The form in which applications should be submitted and information and materials they should include

APPLICANTS MUST FILL OUT GRANT REQUEST FORM OTHER DOCUMENTS TO BE INCLUDED WITH THE GRANT REQUEST FORM ARE BUDGETS, QUOTES, ARTILCES, LETTERS OF RECOMENDATION AND PICTURES

c Any submission deadlines

MONTHLY

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

RESTRICTED TO NON-PROFIT ORGANIZATIONS IN AND AROUND THE FOLLOWINGFISHTOWN,NORTHERN LIBERTIES,OLD RICHMOND AND SOUTH KENSINGTON

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				979,650
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	1,793	
4 Dividends and interest from securities. . . .					
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				1,793	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 1,793

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501 (c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

******	2017-03-30	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
JOSEPH S BRUNNER		2017-03-30		

Firm's name ▶ FAKTOROW BARNETT & BRUNNER LLC CPA'S — Firm's EIN ▶

Firm's address ▶ 100B CENTRE BLVD MARLTON, NJ 08053 — Phone no (856) 810-2160

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
DOLORES GRIFFITH 702 3RD STREET RM/STE PMB38 PHILADELPHIA, PA 19123	SECRETARY 001 00	0		
ANNE MCKENNA 702 3RD STREET RM/STE PMB38 PHILADELPHIA, PA 19123	TREASURER 001 00	0		
RICH LEVINS 702 3RD STREET RM/STE PMB38 PHILADELPHIA, PA 19123	VICE-CHAIRPERSON 001 00	0		
MARILYN CRUZ 702 3RD STREET RM/STE PMB38 PHILADELPHIA, PA 19123	BOARD MEMBER 001 00	0		
KEVIN SHANNON 702 3RD STREET RM/STE PMB38 PHILADELPHIA, PA 19123	BOARD MEMBER 001 00	0		
STEVE RICHMAN 702 3RD STREET RM/STE PMB38 PHILADELPHIA, PA 19123	BOARD MEMBER 001 00	0		
ENRICO ANGELI 702 3RD STREET RM/STE PMB38 PHILADELPHIA, PA 19123	CHAIR PERSON 001 00	0		

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ARTWELL 100 W OXFORD STREET PHILADELPHIA, PA 19122		PC	NEIGHBORHOOD IMPROVEMENT GRANT	25,000
POOLSIDE ARTS CENTER 2531 E LEHIGH AVENUE PHIALDEPHILA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	10,000
ST PETER THE APOSTLE SCHOOL N 5TH STREET PHILADELPHIA, PA 19123		PC	NEIGHBORHOOD IMPROVEMENT GRANT	3,500
KENSINGTON SOCCER CLUBUNITY CT 2316 EMERALD STREET PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	5,800
LUTHERN SETTLEMENT HOUSE 1340 FRANKFORD STREET PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	63,232
ST LAURENTIUS HOLY NAME PARISH 701 GAUL STREET PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	12,000
FABANKCDC 2515 FRANKFORD AVENUE PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	18,690
NORTHERN LIBERTIES NEIGHBORS ASSOC 700 N 3RD STREET PHILADELPHIA, PA 19123		PC	NEIGHBORHOOD IMPROVEMENT GRANT	100,000
NORTHERN LIBERTIES NEIGHBORS ASSOC 700 N 3RD STREET PHILADELPHIA, PA 19123		PC	NEIGHBORHOOD IMPROVEMENT GRANT	78,000
FRIENDS OF ADAIRE 429 BELGRADE ST PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	12,000
CIEBA 147 W SUSQUEHANNA AVENUE PHILADELPHIA, PA 19122		PC	NEIGHBORHOOD IMPROVEMENT GRANT	3,500
NORTHERN LIBERTIES NEIGHBORS ASSOC 700 N 3RD STREET PHILADELPHIA, PA 19123		PC	NEIGHBORHOOD IMPROVEMENT GRANT	750
FIRE MUSEUM PRESENTSFRACTURED 248 W 35TH STREET NEW YORK, NY 10001		PC	NEIGHBORHOOD IMPROVEMENT GRANT	2,350
ROCK TO THE FUTURE 2139 E CUMBERLAND STREET PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	13,756
WE CARE SOCCERPALMER DOGGIE 37 E PALMER ST PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	5,250
Total . . . . ▶ **3a**				979,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
FRIENDS OF ADAIRE 429 BELGRADE ST PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	2,958
FRIENDS OF PENN TREATY PO BOX 3714 PHILADELPHIA, PA 19123		PC	NEIGHBORHOOD IMPROVEMENT GRANT	10,150
SISTER CITIES GIRLCHOIR 1714 MEMPHIS STREET UNIT 411 PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	3,200
SHISSLER REC CENTER 1800-56 BLAIR STREET PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	3,500
PHILADELPHIA READS 1709 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19103		PC	NEIGHBORHOOD IMPROVEMENT GRANT	53,179
PHILADELPHIA PHOTO ARTS CENTER 1400 N AMERICAN STREET PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	30,000
RESOURCE EXCHANGE 1701 N 2ND STREET PHILADELPHIA, PA 19122		PC	NEIGHBORHOOD IMPROVEMENT GRANT	10,000
FIRST PRESBYTERIAN CHURCH 418 E GIRARD AVE PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	5,000
LUTHERAN SETTLEMENT HOUSE 1340 FRANKFORD STREET PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	3,500
PIG IRON THEATER 1417 N 2ND STREET PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	3,500
ST LAURENTIUS SCHOOLDEVELOPMENT 1608 EAST BERKS STREET PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	-4,000
CLEAN AIR COUNCIL 135 S 9TH STREET SUITE 300 PHILADELPHIA, PA 19103		PC	NEIGHBORHOOD IMPROVEMENT GRANT	29,056
LASALLE ACADEMY 1434 N 2ND STREET PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	20,000
AMVETS POST 146 2502-04 E SERGEANT STREET PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	3,500
POOLSIDE ARTS CENTER 2531 E LEHIGH AVENUE PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	3,391
Total . . . . ▶ **3a**				979,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
FNA 454 E GIRARD AVENUE PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	2,500
THE HALIDE PROJECT 2347 E NORRIS STREET PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	3,000
2ND STREET FESTIVALNLNA 1127 N 4TH ST PHILADELPHIA, PA 19123		PC	NEIGHBORHOOD IMPROVEMENT GRANT	15,000
ART SPHERE 915 SPRING GARDEN STREET PHILADELPHIA, PA 19123		PC	NEIGHBORHOOD IMPROVEMENT GRANT	11,060
CIONE STRIKERS CLUBJOEY F CASEY 2600 ARAMINGO AVENUE PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	7,225
FNA 454 E GIRARD AVENUE PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	3,500
FIRE MUSUEUMFRACTURED ATLAS 2125 E YORK STREET PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	3,500
SKCP 1301 N 2ND STREET PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	3,100
PALMER DOGGIE DEPOT 37 E PALMER ST PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	41,500
CREATIVE KIDS CLUB 220 W UPSAL STREET PHILADELPHIA, PA 19119		PC	NEIGHBORHOOD IMPROVEMENT GRANT	13,632
PALMER CEMETERY 1410 E PALMER STREET PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	96,700
FRIENDS OF PENN TREATY PARK PO BOX 3714 PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	40,000
CHILDRENS CRISIS TREATMENT CENTER 1080 N DELAWARE AVE SUITE 600 PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	1,000
FISHTOWN NEIGHBORS ASSOCIATION 454 E GIRARD AVENUE PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	2,000
EAST KENSINGTON NEIGHBORS ASSOCIATION 2439 AMBER STREET PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	3,500
Total . . . . ▶ **3a**				979,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
NORTHERN LIBERTIES NEIGHBORS ASSOC 700 N 3RD STREET PHILADELPHIA, PA 19123		PC	NEIGHBORHOOD IMPROVEMENT GRANT	3,100
FRIENDS OF THE DOUGHBOYAMVET 2502-04 E SERGEANT STREET PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	18,348
FRIENDS OF PALMER PARKNKCDC 2515 FRANKFORD AVENUE PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	19,085
NLARTS 700 N 3RD STREET PHILADELPHIA, PA 19123		PC	NEIGHBORHOOD IMPROVEMENT GRANT	3,500
SPOOKY GARDEN 1116 N 4TH ST PHILADELPHIA, PA 19123		PC	NEIGHBORHOOD IMPROVEMENT GRANT	3,000
ST ANNE'S REUNION COMMITTEE 2328 E LEGHIGH AVENUE PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	3,500
INLIQUID 1400 N AMERICAN STREET STUDIO 314 PHILADELPHIA, PA 19122		PC	NEIGHBORHOOD IMPROVEMENT GRANT	3,500
FISHTOWN ATHLETICS CLUB 1800 BLAIR STREET PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	50,000
NORRIS SQUARE COMMUNITY ALLIANCE 174 DIAMOND STREET PHILADELPHIA, PA 19122		PC	NEIGHBORHOOD IMPROVEMENT GRANT	15,000
FRIENDS OF ORIANNA HILL PARK 833 NORTH 5TH STREET PHILADELPHIA, PA 19123		PC	NEIGHBORHOOD IMPROVEMENT GRANT	3,500
FRIENDS OF CIONE 2542 E LEHIGH AVENUE PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	3,500
NORTHERN LIBERTIES NEIGHBORS ASSOC 700 N 3RD STREET PHILADELPHIA, PA 19123		PC	NEIGHBORHOOD IMPROVEMENT GRANT	3,320
PIG IRON THEATRE 1417 N 2ND STREET PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	3,500
SOUTH KENSINGTON COMMUNITY PAR 1301 N 2ND STREET PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	50,148
FISHTOWN NEIGHBORS ASSOCIATION 454 E GIRARD AVENUE PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	2,700
Total . . . . ▶ 3a				979,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
NORTHERN LIBERTIES NEIGHBORS ASSOC 700 N 3RD STREET PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	1,000
ST ANNES CHURCH 2328 E LEHIGH AVENUE PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	3,500
ST LAURENTIUS SCHOOL 1608 EAST BERKS STREET PHILADELPHIA, PA 19125		PC	NEIGHBORHOOD IMPROVEMENT GRANT	2,400
ST MICHAELS ORTHODOX CHURCH 335 FAIRMONT AVENUE PHILADELPHIA, PA 19123		PC	NEIGHBORHOOD IMPROVEMENT GRANT	1,000
BOY SCOUT TROOP 1100 POPLAR STREET PHILADELPHIA, PA 19123		PC	NEIGHBORHOOD IMPROVEMENT GRANT	-1,930
TECH IMPACT 417 N 8TH STREET SUITE 203 PHILADELPHIA, PA 19123		PC	NEIGHBORHOOD IMPROVEMENT GRANT	10,000
Total . . . . ▶ **3a**				979,650

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491089000027

TY 2016 Accounting Fees Schedule

Name: PENN TREATY SPECIAL SERVICES DISTRICT

EIN: 27-0368388

Software ID: 16000333

Software Version: 17.2.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEE	7,000			

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: PENN TREATY SPECIAL SERVICES DISTRICT

EIN: 27-0368388

Software ID: 16000333

Software Version: 17.2.0.0

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER	2014-12-16	1,216	476	S/L	0000000005 000000000000	243			

TY 2016 General Explanation Attachment

Name: PENN TREATY SPECIAL SERVICES DISTRICT

EIN: 27-0368388

Software ID: 16000333

Software Version: 17.2.0.0

General Explanation Attachment

Identifier	Return Reference	Explanation	
1		Section 1 263a-1f De Minimis Safe Harbor Election Name PENN TREATY SPECIAL SERVICES DISTRICT Address	Section 1 263a)1f) De Minimis Safe Harbor Election Name PENN TREATY SPECIAL SERVICES DISTRICT Address 702 N 3RD STREET RM/STE PMB 38 PHILADELPHIA PA 19123 Identification Number 270368388 Taxpayer elects to apply De Minimis Safe Harbor under Reg 1 263a)1f)

TY 2016 Land, Etc. Schedule

Name: PENN TREATY SPECIAL SERVICES DISTRICT

EIN: 27-0368388

Software ID: 16000333

Software Version: 17.2.0.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER	1,216	719	497	497
ORGANIZATIONAL COSTS	13,250	6,256	6,994	6,994

TY 2016 Legal Fees Schedule

Name: PENN TREATY SPECIAL SERVICES DISTRICT
EIN: 27-0368388
Software ID: 16000333
Software Version: 17.2.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	15,962			

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TY 2016 Other Expenses Schedule

Name: PENN TREATY SPECIAL SERVICES DISTRICT

EIN: 27-0368388

Software ID: 16000333

Software Version: 17.2.0.0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CHARITY	200			200
INSURANCE	1,706			
OFFICE SUPPLIES	1,387			
AMORTIZATION	883			
GIFTS	167			

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TY 2016 Other Income Schedule

Name: PENN TREATY SPECIAL SERVICES DISTRICT

EIN: 27-0368388

Software ID: 16000333

Software Version: 17.2.0.0

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
REFUND OF PRIOR YEARS TAX PENALTIES	850		

TY 2016 Other Professional Fees Schedule

Name: PENN TREATY SPECIAL SERVICES DISTRICT

EIN: 27-0368388

Software ID: 16000333

Software Version: 17.2.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER PROFESSIONAL FEES	10,994			

TY 2016 Taxes Schedule

Name: PENN TREATY SPECIAL SERVICES DISTRICT

EIN: 27-0368388

Software ID: 16000333

Software Version: 17.2.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PENNSYLVANIA TAXES	250			
INTERNAL REVENUE SERVICE	14			

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www irs gov/form990*

OMB No 1545-0047

2016

Name of the organization	Employer identification number
PENN TREATY SPECIAL SERVICES DISTRICT	27-0368388

Organization type (check one)

Filers of: **Section:**

Form 990 or 990-EZ
- ☐ 501(c)( ) (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF
- ☑ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	**Employer identification number**
PENN TREATY SPECIAL SERVICES DISTRICT	27-0368388

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HSP GAMING LP DBA THE SUGARHOUSE CA 1001 N DELAWARE AVENUE PHILADELPHIA, PA 19125	$ 1,000,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
PENN TREATY SPECIAL SERVICES DISTRICT	27-0368388

Part II Noncash Property

(see instructions) Use duplicate copies of Part II if additional space is needed

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
PENN TREATY SPECIAL SERVICES DISTRICT

Employer identification number
27-0368388

Part III ***Exclusively*** **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once. See instructions.) ▶ $** ____________
Use duplicate copies of Part III if additional space is needed

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

Additional Data

Software ID:	16000333
Software Version:	17.2.0.0
EIN:	27-0368388
Name:	PENN TREATY SPECIAL SERVICES DISTRICT

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) "Inaugural Board" means the Directors appointed under Section 4.3 below.

(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.)

(h) "Sugarhouse" means Sugarhouse Casino, whose principal office is currently located at 1080 North Delaware Avenue, 8th Floor, Philadelphia, PA 19125.

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 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, one must be a natural person, at least 18 years of age, who has a primary residence (as defined by the City of Philadelphia for civil service employment) within one of the four 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 West Girard Avenue;

(c) Thence continuing east along West Girard Avenue to the center of the intersection of West Girard Avenue and Germantown Avenue;

(d) Thence continuing northwest along Germantown Avenue to the center of the intersection of Berks Street and Germantown Avenue;

(e) Thence continuing west along Berks Street to the center of the intersection of Berks Street and 6th Street;

(f) Thence continuing north along 6th Street to the center of the intersection of 6th Street and Norris Street Avenue;

(g) Thence continuing east along Norris Street to the center of the intersection of Norris Street and Frankford Avenue;

(h) Thence continuing northeast along Frankford Avenue, to the center of the intersection of Frankford Avenue and Lehigh Avenue;

(i) Thence continuing southeast along Lehigh Avenue and further continuing in the line of Lehigh Avenue to the Delaware River;

(j) Thence continuing southwest along the Philadelphia side of the Delaware River to the line of Callowhill Street; and

(k) 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.

Except as otherwise provided in Section 4.3 (relating to the Inaugural Board), each Director shall be a natural person at least 18 years of age who shall have been a Resident of the Special Services District for at least five 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-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. Appointment of Inaugural Board; Neighborhood Representation.

(a) Appointment of Inaugural Board; Neighborhood Representation: The Inaugural Board shall consist of seven (7) Directors. The seven (7) inaugural Directors are to be adult citizens of the United States, at least 21 years of age, and Residents of any one of the four Neighborhoods. The seven (7) Directors will be appointed in the following manner and serve the following terms:

1. Northern Liberties Member: FACT shall appoint a Northern Liberties Resident to serve on the Board for three (3) years. This person shall also serve as Chair of the Board for the first two (2) years of his/her term.

2. Northern Liberties Member: FACT shall appoint a Northern Liberties Resident to serve on the Board for two (2) years.

3. Fishtown Member: FACT shall appoint a Fishtown Resident to serve on the Board for three (3) years. This person shall also serve as Vice Chair of the Board for the first two (2) years of his/her term.

4. Fishtown Member: FACT shall appoint a Fishtown Resident to serve on the Board for two (2) years.

5. Fishtown Member: FACT shall appoint a Fishtown Resident to serve on the Board for two (2) years.

6. Old Richmond: New Kensington CDC shall appoint an Old Richmond Resident to serve on the Board for three (3) years.

7. South Kensington: New Kensington CDC shall appoint a South Kensington Resident to serve on the Board for three (3) years.

(b) Terms of Inaugural Board: The terms of the Inaugural Board shall not toll until January 1st of the year immediately after Sugarhouse transfers the first payment of Phase I ($1,000,000) funds to the Special Services District. (Sugarhouse made the first $1,000,000 payment in 2015. Therefore, for purposes of measuring terms and applying term limits, the terms of the Inaugural Board (although appointed in 2009 under Section 4.3(a)) began to run on January 1, 2016.)

Section 4.4. Election of Directors; Neighborhood Representation.

The Board shall elect one 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. After the terms of the Directors on the Inaugural Board have expired, the Neighborhood Representation on the Board shall be as follows:

(a) Fishtown: A Fishtown Resident shall have two (2) of the seven Board positions at all times.

(b) Northern Liberties: A Northern Liberties Resident shall have two (2) of the seven Board positions at all times.

(c) Old Richmond: An Old Richmond Resident shall have one (1) of the seven Board positions at all times.

(d) South Kensington: A South Kensington Resident shall have one (1) of the seven Board positions at all times.

(e) Fishtown or Northern Liberties: In recognition of the proximity of Fishtown and Northern Liberties to Sugarhouse, the seventh Director shall be a Resident of Fishtown or Northern Liberties. The seventh Director may serve two consecutive full or partial terms. The successor to the seventh Director must be a Resident of the Fishtown or Northern Liberties Neighborhood other than the Neighborhood of the outgoing Director. Therefore, at a minimum, the seventh Director shall alternate between Fishtown and Northern Liberties at least every four years and may alternate more frequently. A Director who has served two consecutive terms as the seventh Director is eligible to be elected for a third consecutive term as a Director under Section 4.4(a) or Section 4.4(b).

Section 4.5. Term of Office after the Inaugural Board.

After the terms of the Directors on the Inaugural Board have expired, each Director shall serve a term of two (2) years. The Board may elect a Director to a term of less than two 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. Except as otherwise provided in Section 4.4(e) (relating to term limits for the seventh Director), Directors shall serve no more than three (3) full or partial consecutive terms (excluding any time served prior to January 1, 2016). After serving three consecutive terms, a Director may be re-elected to the Board after an absence of one year. 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 4.6. 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 Sugarhouse 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 4.7. 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 4.8. 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 4.9. 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 4.10. Vote.

Each Director shall be entitled to one 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 4.11. 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 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 4.12. 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 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 place 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 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, Election, Term.

The Officers of the Corporation shall include a Chair, Vice Chair, Secretary, and Treasurer.

(a) Chair & Vice Chair: The Chair shall be a Resident from the Neighborhood of Fishtown or Northern Liberties. The Vice Chair shall be a Resident from the Neighborhood of Fishtown or Northern Liberties. The Chair and Vice Chair positions shall rotate each year between a Fishtown Resident and a Northern Liberties Resident (with the exception of the Inaugural Board provision set forth in Section 4.3(a)).

(b) Election, Term, and Compensation: The Chair, Vice Chair, Secretary, and Treasurer 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 a term of one year 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.

Section 5.2. Consecutive Terms.

Officers (other than the Chair and Vice Chair) may be elected for an unlimited number of consecutive terms. Consistent with Section 5.1, 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 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 AND ADVISORS

Section 6.1. Establishment.

The Board may establish one or more advisory committees to consist of two 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 Legislative Advisory Board.

The Board may, but is not required to, constitute a Legislative Advisory Board consisting of not more than nine (9) non-voting members. All members of the Legislative Advisory Board will serve the Corporation in a non-voting, ex-officio capacity. The nine (9) members of the Legislative Advisory Board shall, if they consent to their appointment, consist of the following:

(a) Special Services District Legislative Liaison - The Board may appoint a natural person at least 18 years of age to serve as the Special Services District Legislative Liaison and as a member of the Legislative Advisory 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 members of the Legislative Advisory Board shall serve without compensation and for as long as they hold the Office upon which their membership is based. Should any such individual decline membership, that seat will go vacant.

Section 6.3. Community Outreach Liaison.

The Board may appoint a natural person at least 18 years of age who is not a Director to serve as Community Outreach Liaison. The Community Outreach Liaison shall serve as a liaison between the Board and Sugarhouse. The Community Outreach Liaison shall be nominated by Sugarhouse and must be approved by the Board. The Community Outreach Liaison may be an employee of Sugarhouse. 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 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, supplied by the Director 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.

<u>Section 9.2.</u> **<u>Waiver in Record Form.</u>**

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.

<u>Section 9.3.</u> **<u>Waiver by Attendance.</u>**

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.

<u>Section 9.4.</u> **<u>Record Form.</u>**

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

<u>Section 10.1.</u> **<u>General Rule.</u>**

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.

<u>Section 10.2.</u> **<u>Mandatory Indemnification of Directors and Officers.</u>**

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 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 Sugarhouse 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 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 ıt 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 ın 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 Corporatıon 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 ____________, 2016.