

DELAWARE RIVER WATERFRONT CORPORATION

A Pennsylvania Nonprofit Corporation

By-Laws

Amended and Restated and Adopted January 30, 2009

ARTICLE I - PURPOSES

Purpose. The Corporation is hereby organized, and shall at all times be operated exclusively for the benefit of the City of Philadelphia for the express purpose of lessening the burdens of the City of Philadelphia. The Corporation shall only take such actions, and engage in such activities, as would be appropriate and proper for the City to take or engage in as part of its stewardship of the waterfront for exclusively public purposes, and the Corporation will work to provide a benefit to all of the citizens of the City regardless of race or economic status. To this end, the Corporation will only engage in private commercial activities when doing so will help the City as a whole. This is not meant to limit the Corporation from engaging in any particular action, but rather to require the Corporation to articulate how its actions will benefit the City, and to allow input from State and City officials.

ARTICLE II - OFFICES

Registered Office. The registered office of the Corporation shall be 121 N. Columbus Boulevard, Philadelphia, PA 19106-1403.

ARTICLE III - MEMBERS

Non-Membership Corporation. The Corporation shall have no members.

ARTICLE IV - DIRECTORS

Powers. The Directors shall manage the affairs of the Corporation and have the power and duty to set policies, to make rules and regulations for its governance and for the governance of committees, and to make rules and regulations for the conduct of the business of the Corporation. In addition to the powers and authorities expressly conferred by these By-Laws, the Directors may exercise all such powers of the Corporation and do all such lawful acts and things not prohibited by statute or by the Articles of Incorporation or these By-Laws.

Composition of Board of Directors. The Board of Directors shall consist of three (3) Class A Directors and thirteen (13) Class B Directors.

Class A Directors. The three (3) Class A Directors of the Corporation shall be Directors of the Corporation by reason of the office which they hold. The Class A Directors shall consist of:

- 1) the Mayor of the City of Philadelphia;
- 2) the Deputy Mayor for Planning and Economic Development/Commerce Director of the City of Philadelphia; and
- 3) the Executive Director of the Philadelphia City Planning Commission.

In the event that the role of Deputy Mayor for Planning and Economic Development/Commerce Director of the City of Philadelphia is bifurcated and filled by two individuals, the Deputy Mayor for Planning and Economic Development of the City of Philadelphia shall be the Class A Director as designated in this Article IV. If the position of Deputy Mayor for Planning and Economic Development is vacant or abolished, the Commerce Director of the City of Philadelphia shall be the Class A Director as designated in this Article IV.

A Class A Director, by notice in writing to the Corporation, may designate an alternate who can act in his/her place and stead as a Class A Director, as a member of the Executive Committee or any other committee of the Board. In the absence of the Class A Director from a meeting of the Board of Directors, his/her designated alternate may attend such meeting and exercise at the meeting the powers of the absent Class A Director.

Twelve (13) Class B Directors. The Mayor of the City of Philadelphia shall appoint thirteen (13) individuals to serve as Class B Directors. Class B Directors should possess specialized expertise in one or more of the following areas, including but not limited to: Architecture; Community Relations; Entertainment; Environmental; Finance; Planning; Law; Real Estate Development and Real Estate Management. The Class B Directors' terms shall begin upon receipt and acceptance of the Mayor's letter of appointment. Four (4) Class B Directors shall be appointed for a term that expires on the fourth Friday of January 2010, six (6) Class B Directors shall be appointed for a term that expires on the fourth Friday of January 2011 and three (3) Class B Directors shall be appointed for a term that expires on the fourth Friday of January 2012. All subsequent Class B Director terms shall be for two years. All Class B Directors shall serve until their successor has been appointed. Any Class B Director may be removed and replaced by the Mayor at any time. If the position of any Class B Director becomes vacant, by an increase in the number of Class B Directors, or by reason of death, resignation, disqualification or otherwise, the Mayor shall choose a successor. Class B Directors may not designate alternates.

Resignations. Any Class B Director 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. The acceptance of the resignation shall not be required to make it effective.

Quorum. A majority of the Directors then in office shall constitute a quorum of the Board of Directors. The acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, unless a greater number is required by the Articles of Incorporation or these By-Laws.

Real Property Transactions – Supermajority Vote. The Corporation shall not purchase, sell, mortgage, lease away or otherwise dispose of real property, unless authorized by the vote of

two-thirds of the Directors then in office of the Board of Directors unless the Board of Directors is expanded to 21 or more Directors. In connection with any such real property related matters, if the Board of Directors consists of 21 or more Directors, the vote of a majority of the Directors then in office shall be sufficient.

Action by Written Consent. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting, if a consent, or consents in writing setting forth the action so taken shall be signed by all voting members of the Board of Directors and filed with the Secretary of the Corporation.

Vote. Each Director shall be entitled to one (1) vote.

Annual Meeting. The annual meeting of the Directors shall be held on the last Friday of January (or on the next business day if such is a legal holiday), or on such other date as the Board of Directors may designate.

Regular Meetings. Regular meetings of the Directors shall be held on the last Friday of April, the last Friday of July and the last Friday of October or on such other dates as determined by the Board of Directors.

Special Meetings. Special meetings of the Directors may be called by the Chair. At least five (5) days' notice stating the time, place and purpose of any special meeting shall be given to the members of the Board of Directors.

Adjourned Meetings. When a meeting 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.

Teleconference Meetings. One or more Directors may participate in a meeting of the Board of Directors or any committee thereof by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Participation by such means constitutes "presence" and "presence in person" for all purposes of these By-Laws.

Annual Report. At least once per year, the Board of Directors shall cause an audited statement to be prepared setting forth the finances pertaining to the Corporation for the previous year as well as a statement of assets and liabilities of the Corporation and release this statement to the public.

ARTICLE V - OFFICERS

Positions, Election, Term. The officers of the Corporation shall include a Chair, Vice Chair, President, Treasurer and Secretary. A person may hold more than one office except that the same person may not be Chair and Treasurer.

Duties. The duties of the officers shall include the following:

(a) Chair. The Chair shall preside at all meetings of the Directors; shall have general and active management of the business of the Corporation, shall have the ability to retain, replace or hire staff, except for the President; shall see that all orders and resolutions of the Board of Directors are carried into effect subject to the right of the Board of Directors to delegate any specific powers as allowed by law; and shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, and when authorized by the Board of Directors, affix the seal to any instrument requiring the same.

(b) Vice Chair. The Vice Chair shall have such powers and perform such duties as the Board of Directors may prescribe or as the Chair may delegate.

(c) President. The President shall be the Chief Executive Officer of the Corporation and shall exercise the powers and have the duties as the Board of Directors or the Chair of the Board may from time to time delegate.

(d) Treasurer. The Treasurer shall keep or cause to be kept full and accurate accounts of 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 render to the Chair, President and the Board of Directors, as requested by them and at the annual meeting, 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 Directors or the Chair.

(e) Secretary. The Secretary shall be secretary of the Board of Directors; shall attend all meetings of the Board of Directors; shall record all votes and the minutes of all proceedings; shall give or cause to be given notice of all meetings to the Directors; and shall perform such other duties as may be incident to his office or prescribed by the Directors or the Chair.

Election of Officers. The Mayor shall appoint the Chair of the Corporation. The Chair shall serve for a term of two years and serve until his/her successor is appointed and qualified. All other officers of the Corporation shall be appointed by the Chair, except for the President, and shall serve for a term of one year and serve until his/her successor is appointed and qualified. The Board of Directors shall appoint the President of the Corporation. Officers may be appointed for consecutive terms. The Chair, Vice Chair, Treasurer and Secretary shall be Directors of the Corporation.

Removal of Officers. The Chair shall serve at the discretion of the Mayor. Any other officer may be removed by the Chair. Any such removal of any officer shall be without prejudice to the contract rights of any person so removed.

Resignations. 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. The acceptance of the resignation shall not be required to make it effective.

Filling Vacancies. Other than the Chair, if the position of any officer becomes vacant, by an increase in the number of officers, or by reason of death, resignation, disqualification or otherwise, the Chair may choose a person or persons who shall hold office for the remaining term. The Mayor shall fill any vacancy of the Chair.

ARTICLE VI - COMMITTEES

Executive Committee. The Board of Directors shall have an Executive Committee which shall consist of five (5) Directors as follows: the Chair; the Vice-Chair; the Treasurer; the Deputy Mayor for Planning and Economic Development/Commerce Director of the City of Philadelphia; and the Executive Director of the Planning Commission. In the event that the same person holds more than one of the preceding positions, then the Chair shall select one or more Directors to serve on the Executive Committee so that there is at all times five (5) Directors on the Executive Committee. The Executive Committee shall have and may exercise all of the powers and authority of the Board of Directors, including but not limited to the power to manage the day to day operations of the Corporation, the power to enter into contracts, the power to prepare budgets, etc., except that such Executive Committee shall have no power or authority as to the following:

- (a) Creating or filling of vacancies in the Board of Directors;
- (b) Adopting, amending or repealing the By-Laws;
- (c) Amending or repealing any resolution of the Board of Directors that by its terms is amendable or repealable only by the Board of Directors; or
- (d) Taking action on matters committed by the By-Laws or resolution of the Board of Directors exclusively to another committee of the Board of Directors.

Other Committees. The Board of Directors may establish one or more committees consisting of one or more Directors of the Corporation. Any such committee shall have the power to make recommendations to the Executive Committee pursuant to the resolution of the Board of Directors.

Appointment of Members. The Chair shall appoint the members of all committees.

ARTICLE VII - MEETINGS AND NOTICE

Open Meetings. The Corporation shall abide by the Pennsylvania Sunshine Act, as amended (65 Pa.C.S. § 701).

Place of Meetings. Meetings may be held at such place within or without Pennsylvania as the Board of Directors may from time to time determine.

Notice. Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class or express mail, postage

prepaid, by facsimile or electronic mail transmission, to that person's address appearing on the books of the Corporation, or in the case of Directors, supplied by that person to the Corporation for the purpose of notice. Such notice shall be given five (5) days in advance of the day named for the meeting and specify the place, day and hour of the meeting. If the purpose of the meeting is to consider a fundamental change under Chapter 59 of the Nonprofit Corporation Law, then the written notice shall be provided at least ten (10) days in advance of the day named for the meeting.

Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at a meeting shall constitute a waiver of notice, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE VIII - LIABILITY

Liability of Directors. Liability of Directors shall be limited as follows:

(a) A Director of this Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless:

(1) The Director has breached or failed to perform the duties of his office under Subchapter B of Chapter 57 of the Nonprofit Corporation Law (15 Pa. C.S. §§5711-5717, or any future act or provision relating to standard of care and justifiable reliance); and

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

(b) This Section of the By-Laws 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.

Standard of Care and Justifiable Reliance.

(a) Director shall stand in a fiduciary relation to the Corporation and shall perform his duties as a Director, including duties as a member of any committee of the Board of Directors upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including, without limitation, financial statements and other financial data, in each case prepared or presented by any of the following:

(1) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;

(2) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person; and

(3) A committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

(b) A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

(c) An officer shall perform his duties as an officer in good faith, in a manner he reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. A person who so performs his duties shall not be liable by reason of having been an officer of the Corporation.

Consideration of Factors. In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual Directors may, in considering the best interests of the Corporation, consider to the extent they deem appropriate:

(1) The effects of any action upon any or all groups affected by such action, including employees, suppliers, customers and creditors of the Corporation, and upon communities in which offices or other establishments of the Corporation are located;

(2) The short-term and long-term interests of the Corporation, including benefits that may accrue to the Corporation from its long-term plans and the possibility that these interests may be best served by the continued independence of the Corporation;

(3) The resources, intent and conduct (past, stated and potential) of any person seeking to acquire control of the Corporation; and

(4) All other pertinent factors.

The Board of Directors, committees of the Board of Directors and individual Directors shall not be required, in considering the best interests of the Corporation or the effects of any action, to regard any corporate interest or the interests of any particular group affected by such action as a dominant or controlling interest or factor. The consideration of interests and factors in the manner described in this Section shall not constitute a violation of the Section of these By-Laws dealing with Standard of Care and Justifiable Reliance

Presumption. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken by the Board of Directors, a committee of the Board of Directors or an individual Director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

Notation of Dissent. A Director who is present at a meeting of the Board of Directors, or of a committee of the Board of Directors, at which action on any corporate matters is taken shall be presumed to have assented to the action taken unless his dissent is entered in the minutes of the meeting or unless the Director files a written dissent to the action with the Secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the Secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of the action. Nothing in this section shall bar a Director from asserting that minutes of the meeting incorrectly omitted his dissent if, promptly upon receipt of a copy of such minutes, the Director notifies the Secretary, in writing, of the asserted omission or inaccuracy.

ARTICLE IX - INDEMNIFICATION

Indemnification Against Third Party Actions. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Indemnification Against Derivative Actions. Any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation; except, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the

Corporation is located or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

Mandatory Indemnification. To the extent that a Director, officer, employee or agent as above-described has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in the previous two sections of these By-Laws or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Procedure for Effecting Indemnification. Any indemnification under these By-Laws (unless ordered by a court) shall be made only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in these By-Laws. Such determination shall be made:

- (a) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; or
- (b) If such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Advancing Expenses. Expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in this Article IX may be paid by the Corporation in advance of the final disposition of the action or proceeding upon receipt of an undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that he is not entitled to be indemnified by the Corporation as authorized in this Article IX or otherwise. Advancement of expenses shall be authorized by the Board of Directors.

Supplementary Coverage. The indemnification provided by these By-Laws shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any by-law, agreement, vote of disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

When Indemnification Not Made. Indemnification pursuant to these By-Laws shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Grounds. Indemnification pursuant to these By-Laws, under any by-law, agreement, vote of Directors or otherwise, may be granted for any action taken or any failure to take any action and may be made whether or not the Corporation would have the power to indemnify the person under any provision of law except as provided in this Article IX and whether or not the

indemnified liability arises or arose from any threatened, pending or completed action by or in the right of this Corporation. Such indemnification is declared to be consistent with the public policy of the Commonwealth of Pennsylvania.

Power to Purchase Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article IX.

Creation of a Fund to Secure or Insure Indemnification. The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any matter its indemnification obligations, whether arising under or pursuant to this Article IX or otherwise.

ARTICLE X - MISCELLANEOUS

Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last of June.

Headings. In interpreting these By-Laws, the headings of articles shall not be controlling.

Bond. If required by the Board of Directors, any person shall give bond for the faithful discharges of his or her duty in such sums and with such surety as the Board of Directors shall determine.

Subventions. The Corporation shall be authorized, by resolution of the Directors, to accept subventions on terms and conditions not inconsistent with the Pennsylvania Nonprofit Corporation Law and to issue certificates therefor.

Corporate Seal. The corporate seal of the Corporation shall bear the name of the Corporation and the words "Corporate Seal."

Interested Directors. No contract or transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors which authorizes the contract or transaction, or solely because their votes are counted for such purpose, if:

(1) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board of Directors in

good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested Directors are less than a quorum;

(2) The material facts as to the Director's relationship or interest and as to the contract or transaction are disclosed or are known to the Directors entitled to vote thereon, if any, and the contract or transaction is specifically approved in good faith by vote of such Directors; or

(3) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors or the members.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes such a contract or transaction.

Ethics Policy and Conflict of Interest Policy. The Board of Directors may develop an ethics policy and conflict of interest policy in the best interests of the Corporation which may be more restrictive than those policies set for in these By-Laws or those policies set forth in the Pennsylvania Nonprofit Corporation Law of 1988.

Amendments. The Board of Directors, by a vote of a majority of those present at a meeting at which a quorum is present, shall have the power to make, alter, amend or repeal these By-Laws in a manner not inconsistent with the Articles of Incorporation or with the law. A copy of the proposed amendment or a summary of the changes to be effected thereby shall be provided to each Director in advance of the meeting at which action thereon is to be taken.