

FY2020-2024 RENEWAL

Application & Business Plan for Charter Renewal

Southwest Business Improvement District

Charter period: October 1, 2019 - September 30, 2024

Submitted March 29, 2019

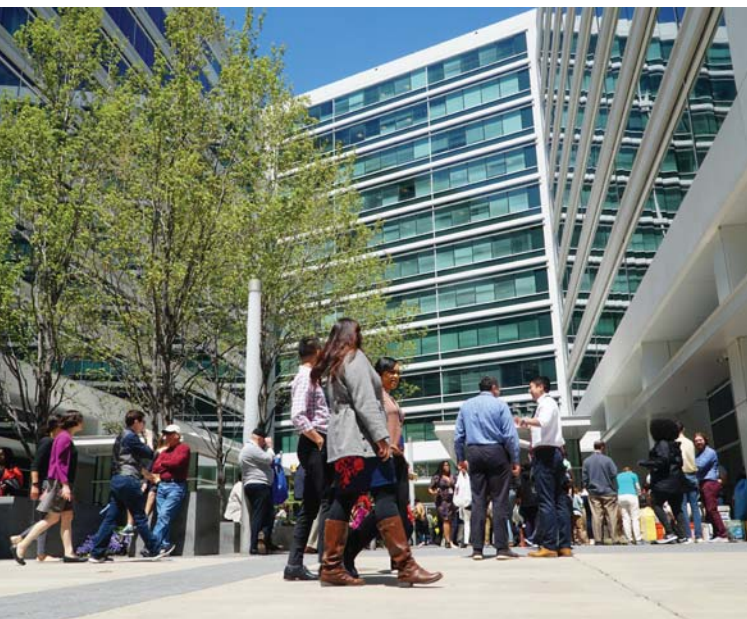


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Letter to Mayor Bowser



SWBID
SOUTHWEST BUSINESS
IMPROVEMENT DISTRICT

3/8/19

Mayor Muriel Bowser
John A. Wilson Building
1350 Pennsylvania Avenue, NW
Washington, DC 20004

Dear Mayor Bowser,

I am writing on behalf of the Southwest Business Improvement District (SWBID) Board of Directors to request your renewal of the SWBID for the next five years.

Our Board of Directors unanimously adopted a resolution in support of reauthorizing the SWBID on February 21, 2019. Attached you will find a copy of that resolution along with our application for renewal.

As you will see detailed in the following pages, we accomplished a great amount during our first five years of operations. We stood up a clean and safe program, quickly bringing our team of Ambassadors in-house and continuing to support their growth both personally and professionally. We established a new standard for cleanliness and beauty in our streets and public spaces. We hosted signature community events like Sunday Suppers and Pocket Change that brought together diverse neighbors and promoted civic engagement among residents. We harnessed new data and tools to support better decision making. We partnered with key members to provide a free neighborhood shuttle. And perhaps most importantly, we worked closely with staff from your office and across the District government to form the partnerships that will support continued progress and innovation here in the Southwest community.

Over the past five years, Southwest saw nearly 5 million square feet of development, including 2,100 new residential units and nearly 700 new hotel keys. With over 5 million additional square feet of development on the way - including a new Southwest Public Library, 3,600 residential units, Phase 2 of the Wharf, the redevelopment of Greenleaf public housing, and numerous other projects - this is a neighborhood in transition. During this time of change, a BID focused on innovative urban solutions is critical to building upon our strong and dynamic community.

We are excited to continue working towards a better and more beautiful Southwest D.C. Please contact us if you have any questions regarding our application for renewal. Thank you.

Sincerely,

Geoffrey Griffis
Chairman, SWBID Board of Directors
CC: Steve Moore

420 4th Street SW Washington, DC 20024

Board Resolution



SWBID
SOUTHWEST BUSINESS
IMPROVEMENT DISTRICT

Resolution

SWBID Reauthorization

Whereas: The Southwest Business Improvement District (SWBID) is required to renew its charter with the Department of Small and Local Business Development of the District of Columbia every five years;

Whereas: The SWBID has served the SW community since its inception by maintaining the streets, parks and public spaces in the SW neighborhood;

Whereas: The SWBID services (e.g. street cleaning, hospitality, marketing, event programming, transportation/access, parks/public realm maintenance), have proven to be valuable contributions to the SW business and residential communities;

Whereas: The work of the SWBID team of Ambassadors is broadly recognized and appreciated as a positive contribution to the SW community;

Whereas: The SWBID and its services are seen as successful and supportive of the growth and change that the SW community is experiencing;

Therefore: The SWBID Board of Directors desires to continue the work of the SWBID and endorses the renewal of the SWBID charter for a term of five years commencing on October 1, 2019 and continuing to September 30, 2024;

Be it Resolved: The SWBID Board of Directors hereby adopts this resolution and affirms its support for the renewal of the SWBID charter by unanimous consent on this day the 21st of February 2019.

Geoffrey H. Griffis, Chairman

FY2020-2024 RENEWAL

Introduction & Overview

About the SWBID

The Southwest Business Improvement District (SWBID) is a 501(c)(6) corporation established to enhance the Southwest quadrant of Washington, D.C. The SWBID enabling legislation (D.C. Act 20-366) was passed by the D.C. Council in June of 2014 and the subsequent Mayor's order approving the Office of Tax and revenue to collect BID fees was signed in December of 2014. The SWBID, occupying the 483 acres situated in the Southwest quadrant of District, weaves together three distinct submarkets: Federal Center South, the address of many federal headquarters; the Southwest Neighborhood, a mature residential area centered around the Waterfront Metrorail Station; and the transformational District Wharf development, located on the Washington Channel. The SWBID began public-facing programs and services in August of 2015.

Southwest D.C. has emerged as one of the fastest growing quadrants in the District of Columbia. The SWBID area has added 2,155 new housing units, 905 new hotel rooms, 1.3M square feet of commercial space, and 355k sf of retail space in the last 36 months. This growth is projected to continue as new residents and businesses gravitate to the small town atmosphere of SW, its proximity to Capitol Hill and its ease of access to the central business district (CBD), cultural attractions, transportation choices, and entertainment options.





The projects and priorities of the SWBID seek to respond to the challenges of these three adjacent sub markets. In broad terms, the SWBID has defined its mission as “to make Southwest DC better and more beautiful”. More specifically, its initiatives are determined by the unique demands of these three distinct submarkets.

Location

The SWBID is bordered on the south by the Washington Channel and the north by the National Mall. The western boundary is 15th Street SW and the easternmost boundary is South Capitol Street. This area of near-Southwest D.C. includes many area landmarks, including Arena Stage, the Maine Avenue Fish Market, The Capital Yacht Club, Benjamin Banneker Park, Westminster Church, and Spirit Cruises.

SWBID Boundaries

- Northern Boundary: Independence Avenue
- Southern Boundary: Maine Avenue and M Streets SW
- Eastern Boundary: South Capitol Street SW
- Western Boundary: Water Street SW and 15th Streets SW

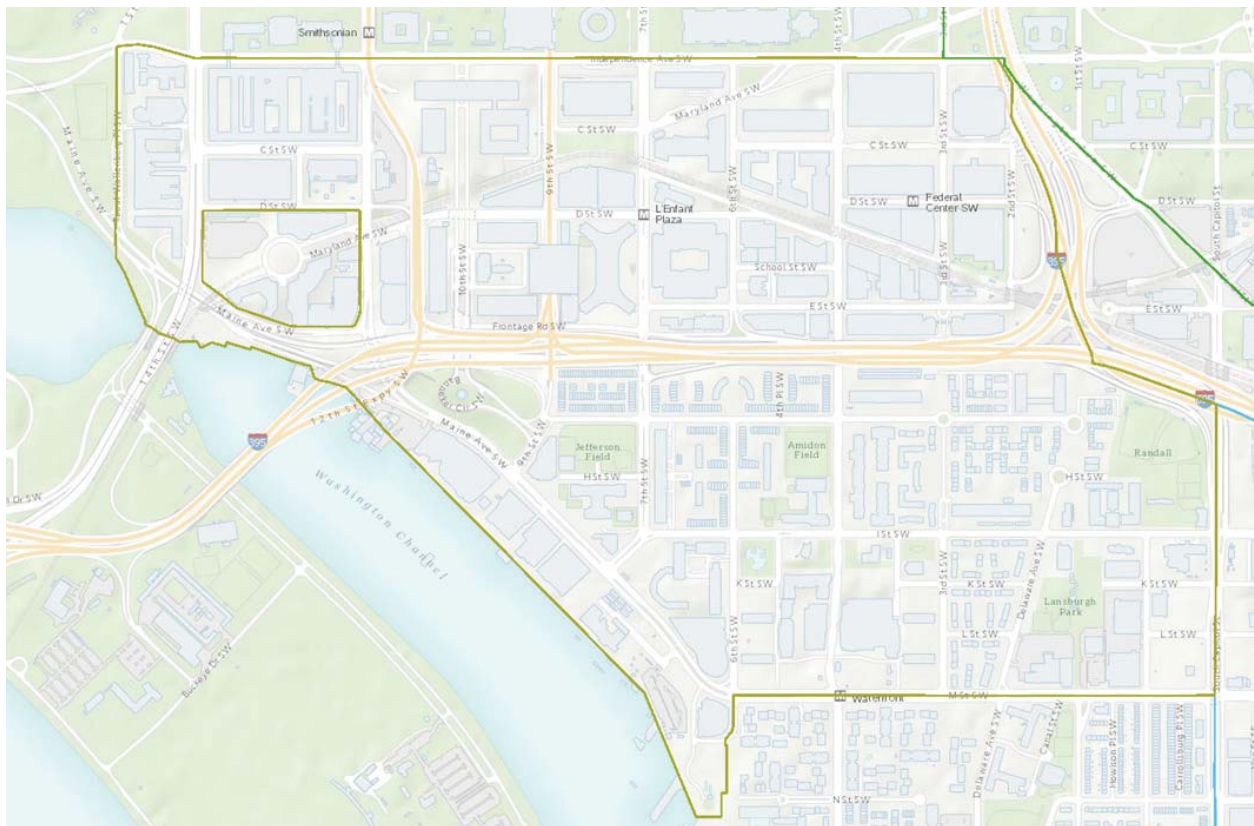


Figure 1: Boundaries of SWBID



SWBID Ambassadors

Board of Directors & Staff

As of March 1, 2019

SWBID Board of Directors

Tom Cicotello, Secretary	Boyd Watterson
Tina Goad	Boston Properties
Edgar Dobie, Treasurer	Arena Stage
Austin Flajser	Carr Hospitality
Stephen Flippin	CSX
Geoffrey Griffis, Chairman	CityPartners
Monty Hoffman	Wharf DC
Jacquie Holder	Donohoe Companies/ Holiday Inn
Thomas James	GSA National Capital Region
Jim Landau	MetLife
Andrea Murray	JBG Smith
David Smith, Vice Chairman	Brookfield Management

SWBID Staff

Steve Moore	Executive Director
Andre Witt	Chief Operating Officer
Lexie Albe	Deputy Executive Director
Anne McNulty	Communications Director
Peron Williams	Operations Manager
Delante Chloe	Special Operations Supervisor
Gregory Williams	Supervisor
Dwayne Pierce	Supervisor
Kevin Baton	Ambassador
Jerome Mcrae	Ambassador
Idania Arteaga	Ambassador
Roland Bunch	Ambassador
Morico Diggs	Ambassador
Jerome Horne	Ambassador
Willie Johnson	Ambassador
Terence Matthews	Ambassador
Vicke Owens	Ambassador
Charlene Porter	Ambassador
Ronald Rivers	Ambassador
Charleen Smith	Ambassador



2015-2019: A Look Back

The SWBID has worked to enhance the safety and attractiveness of the Southwest quadrant of D.C. Baseline operations include street cleaning, landscaping, homeless outreach, and hospitality support. In addition to these programs, the SWBID has worked on a broad range of initiatives seeking to improve mobility, upgrade the public spaces, and support our events calendar.

Public Space Management: Cleaning, Maintenance, Beautification, Hospitality

The SWBID has developed a team of highly trained and readily-visible Ambassadors that serve as street concierges and stewards of the public realm. Today the SWBID employs 24 men and women who begin each workday at 7:00AM at “formation” at the corner of 7th and Maryland Avenues SW. The Ambassadors work in teams to clean and maintain the sidewalks, streets, underpasses, street trees, trash cans, and all surfaces in the public realm in the SWBID’s 483 acres.

Summary of SWBID Ambassador Public Space Maintenance and Beautification Activities:

- > Powerwashing: Regular cleaning of sidewalks and bridge underpasses. Average 2,800 gallons of water pressure washing per month.
- > Mowing SW Parks: Each park mowed an average of 20 times per year.
- > Painting Streetlights: 340 street light bases are painted each year.
- > Trimming Street Trees: Trim on average 90 trees per year.
- > Snow Removal: Snow and ice removal on sidewalks, Metro, and schools as needed.
- > Flower Planters: 22 planters designed and sited throughout the BID (Spring and Fall).
- > Tree Planting: Planted or assisted in the planting of 75 trees per year.
- > Seasonal Leaf Removal: Removed an average of 5,000 bags of leaves per year.
- > Holiday Decorations: Created and installed holiday decor (November - January).



- > Streetlight Banners: Installed 100 banners throughout the BID on a yearly basis.
- > Streetlight Surveys: Inspected all 340 SW Street lights quarterly.
- > Special Event Support: Farmer's Market, Market SW, The Fringe Festival, Duck Pond programs, etc.
- > Bike Rack Installation: Obtained DDOT contract to install 204 bike racks FY2019.
- > Trash Removal: Regular street cleaning and removal of 18,000 lbs. of trash per month.
- > Traffic Control/Flagger: Performed flagger services at all major events within BID boundaries such as the Inauguration, Women's March, Petalpalooza, and Capitals Stanley Cup Parade (average of 2 per year).
- > Masonry Repair: Performed minor masonry repair an average of five times per year.
- > 311 Requests/Crosswalks: Entered 35+ 311 tickets for street crosswalk areas needing corrective markings per year.
- > 311 Requests/Street Repair: Entered 60+ street repair tickets per year.
- > 311 Requests/Signage Repair: Entered 65+ tickets for signage repairs.

Welcoming Presence

In addition to maintaining the cleanliness of the streets in the neighborhood and supporting infrastructure improvements, the Ambassador team offers, as needed, assistance or guidance to office workers, residents and visitors on a daily basis. The Ambassadors provide a welcoming presence, on-the-ground communication in the case of emergency, directions to visitors, situation management, and general assistance working from strategically determined routes. The Ambassadors have served as an extra pair of "eyes on the street" and deter crime in close coordination with the Metropolitan Police Department and building management.

SWBID Academy

An important part of the success of the Ambassador program has been to build an exceptional team that is deeply invested in serving the community. The SWBID hosts bi-monthly BID Academy sessions to advance the growth and development of our Ambassador team. Presenters have included representatives from the MPD SWAT, the



local mental health and homeless outreach non-governmental organization Community Connections, FEMA Emergency and Disaster Response, and several neighboring museums.

Better Work Life Experience: Meaningful Employment

The SWBID Ambassadors are full-time employees of the SWBID with starting salaries of \$15.11 per hour. Each Ambassador receives full benefits including healthcare, vacation, and 401k.

Homeless Services

The SWBID is committed to ensuring that every individual living on the streets has access to shelter, food, clothing, or medical assistance when they need it. The SWBID team takes an individualized approach to care with our homeless population. A member of the SWBID team checks in daily with each homeless individual in Southwest to assess their health and their situation. Our Ambassadors work with Community Connections, an established homeless outreach service provider, to address the challenges and legal and/or mental health needs of each individual. Our work with Community Connections has accomplished the following over the past year:

- > Assisting in getting six individuals into housing
- > Obtaining ID's for twelve individuals
- > Obtaining birth certificates for seven individuals
- > Obtaining Social Security Cards for eleven individuals
- > Offering assistance in the job search for three individuals
- > Assisting one individual with Social Security/Disability benefits application process – she was later approved!
- > Providing sleeping bags to three individuals

Transportation and Mobility

The transportation and mobility initiatives in the last 48 months have been grounded in the organizing of the Southwest Transportation Strikeforce. This working group of agency heads, elected officials, and property owners has convened to solve access and congestion issues both current and anticipated. This active, real-time group of problem solvers prepared for large events, grand openings, event traffic and the “new normal” of the District Wharf. Further, it met regularly to debrief on trouble spots, parking enforcement, pick-up and drop off issues, intersection management, and others commu-

nity and business concerns as needed.

The Transportation Strikeforce was established in early 2017 to advocate for new and better curbside management, a comprehensive wayfinding program, additional transit options, and improved bicycle and pedestrian systems. The Strikeforce was chaired by Council-member Charles Allen and it brought key transportation decision makers together to discuss and implement new strategies that could respond to the increased transportation demands here in Southwest.

Neighborhood Shuttle and Mobility Innovation District

The SWBID partnered with the District Wharf, JBG Smith, and the International Spy Museum to launch the SW Neighborhood Shuttle. This free shuttle runs seven days a week with ten-minute headways between four stops that connect the Wharf to L'Enfant Plaza, the International Spy Museum, and the National Mall. Looking ahead, the SWBID is working to establish a Mobility Innovation District and a test area to bring autonomous vehicles to the District. In 2018, the SWBID partnered with the DDOT to issue an RFI inviting autonomous vehicles (AVs) to demonstrate low speed urban shuttles on the 10th Street SW corridor. This work is ongoing.

Support for Transportation Options, Wayfinding, Pedestrian Safety

The SWBID supported the return of the Circulator to Southwest, advocated for the expansion of the 52 Bus to better serve the Southwest waterfront, installed a temporary pedestrian wayfinding system in advance of the opening of The Wharf and Audi Field, designed and recently received agency approvals for the installation of a more permanent wayfinding system, and helped successfully integrate



new shared micro mobility options into the public realm. Further, the SWBID has entered into an agreement with DDOT to install and maintain bike racks throughout the Southwest quadrant of the District. SWBID staff has also helped identify and advance approvals for three new Capital Bikeshare stations.

Partnerships and Data Collection

In order to support better planning and strategic deployment of resources, the SWBID has invested in data collection that tracks pedestrian and commuter behavior through partnerships with Kerb Technologies and Eco Counter. These data tools allow the SWBID to understand the seasonal impacts of events and developments on the flow of traffic in and through the neighborhood.

Recognizing the need to think about transportation on a broader scale, the SWBID also partnered with the Capitol Riverfront BID to host a transportation summit on the current issues of mobility and innovation. The purpose of this Mobility Summit was to demonstrate the future needs of our neighborhoods and plan for their success.

The Southwest Identity and





Economic Development

Southwest is a proud community with a storied history. The urban renewal projects here in the 1950's have left some of the Waterfront community concerned and wary of growth and change. Recognizing the pride and sensitivities of this neighborhood of D.C., the SWBID sees its mission to support and amplify the Southwest community's sense of self. This area of DC did not require a "rebranding" nor would it have accepted it.

The early communications work of the SWBID was to establish the baseline communications channels - including Twitter, Facebook, and Instagram - in addition to launching a website, hosting community meetings, and holding briefings with major SW agencies and tenants.

The BID staff constantly monitor the shifts in perception within the BID, its retailers, and its office tenants. The comprehensive communications that a BID requires targets a varied group of "audiences" with specific messages. New stores, new businesses, crime trends, news from the Board of Directors, progress updates on BID initiatives, special event announcements, the introduction of new Ambassadors, and traffic alerts are all part of the day-to-day of BID communications. The role of the communications program is to provide timely, insider and important information to those whose work life, businesses, and homes are located within the BID.

We partnered with Bisnow and the Washington Business Journal to produce programs and panel discussions which attracted over 500 attendees in the first 18 months of our existence.

The SWBID is now a highly recognized resource in SW. We remain in regular contact with all of the major neighborhood groups, local elected officials, commercial property owners, city agencies and other stakeholders. Our role in support of the neighborhood identity is to distill important, relevant messages and share with those who work and live in our community.



SWBID Communications Matrix

We have identified a number communications channels to reach business and residential populations within the SWBID area. We connect to the various SWBID audiences through established organizations and channels.

Audience/ Program	Description	Messages and Issues
Southwest Neighborhood Assembly (Waterfront residents)	SWNA is a well-established neighborhood group that publishes <i>The Southwester</i> , a neighborhood newspaper that provides a direct information channel to SW residents. Additionally, SWNA has 900+ followers on social media.	The development pipeline, new construction, traffic, safety, homelessness, programming of public spaces, gentrification and growth.
Transportation Strikeforce	District agencies, property owners, elected officials, and key residential stakeholders meet to identify current access and transportation issues throughout the BID.	Congestion, curbside management, parking, ANC relationships, public transit, shared micro-mobility, walkability, enhanced bicycle infrastructure, TOPP for Audi Field and Nationals Stadium.
Property Managers	The managers of the 100+ properties that form the membership of the SWBID.	Property safety and security, major event traffic and pedestrian management, issues with aggressive panhandling, food trucks, and any other "disorder" in the public realm.
Washington Business Journal	Business news outlet. Producer of conferences, special advertising promotions, media outlet. Business leader recognition programs. Regional business communication channel.	Establish the SW as an opportunity for business expansion and investment.
Bisnow	Producer of business events, seminars, and panel discussions.	Designed a series of programs for brokers, investors and service providers.
Radical Change (2018)	Market situation briefing and analysis for 100+ business, community, and arts leaders.	The extent of the transition and change for this neighborhood. New critical mass of businesses, residential development, attractions, hotels and restaurants delivering within a short period of time.
Radical Work (2019)	Program preview for 100+ SW business, property owners and stakeholders.	New programs and initiatives for the next five years. The demand for highly efficient and impactful programs that advance the aspirations of the BID community leadership.
"Mobility Now" (2019)	Joint meeting of SE and SW stakeholders to raise the transportation and mobility issues in this area of DC.	Congestion, special event traffic control, ROW distribution, emerging technology, TDM strategies, tactical urbanism interventions, public transit support.
Hospitality Alliance	This group includes the senior management and owners of the SWBID hotels, major attractions, and galleries. We have established a quarterly meeting to share agendas, issues and upcoming events.	Wayfinding, traffic control, overlapping programs, new business relationships, and long-range planning for topics of shared mutual interest.
Councilmember Charles Allen, Ward 6	Monthly meeting and update with Councilmember Allen, his staff, and community leaders.	All aspects of residential life, business development, and public space programming in the SW.

Figure 2: The SWBID communications matrix

Data Collection and Analysis

The SWBID collects all public data for distribution to BID members, the media, the hospitality community and others. The SW quadrant of the District has benefitted from a number of serious planning efforts in recent years including the Office of Planning's "SW Small Area Plan", and the National Capital Planning Commission's "Southwest Eco-District Plan". These plans have provided a vision for the development of the SWBID including shaping the growth of this area and providing a new direction for the programming of the public space south of the national mall.

Additionally, we have entered into agreements with a number of data providers including Delta Associates, COSTAR, ReCity and others to provide continuous updates on new real estate projects, population changes, and trends. To support the emergence of the Southwest as a distinct market, the SWBID undertook a Fiscal Impact Study with RCLCO to quantify the sizeable impact that the SWBID area has on the City. This study projects the net contribution of this area to the District over the next two decades.

Placemaking and Community Cohesion

Space Activation

Over the past five years, the SWBID has focused on activating key areas within the community through public art, furniture, and other activities that invite people to take notice and interact with spaces in a new way. The SWBID currently activates a number locations with





outdoor furniture: the Lot at 4th and M, the SW Duck Pond, Hancock Park, and the FAA Plaza, with several more locations planned for this Spring. Each of these locations was designed to meet a given need within that area of the community, from needing to provide a place to eat lunch and take an occasional conference call to supporting large community markets and events.

Recognizing the importance of art in creating a more vibrant public realm, the SWBID has also focused on bringing public art into the neighborhood. In 2017, the SWBID partnered with the Hirshhorn Museum and Sculpture Gallery to bring the art of Yayoi Kusama outside of the museum's walls. The installation served a dual purpose by both enhancing public space and providing wayfinding from the L'Enfant metro station to the Hirshhorn's entrance on Independence Avenue. The following year, the SWBID again partnered with the Hirshhorn for a *Hirshhorn in the City* project in support of their *Brand New* exhibition. This project invited three local artists to create posters inspired by the exhibit to wheatpaste at locations throughout the community.

Partnerships with Public Realm Projects

The SWBID Ambassador team has provided the maintenance support necessary for several privately-funded public realm improvement projects to advance. Hoffman/Madison, the developers of the Wharf, entered into an agreement with the National Park Service to build a new bike/pedestrian connection in Banneker Park. This project would not have advanced but for the SWBID agreeing to provide ongoing maintenance of the new landscaping and hardscape improvements. Similarly, the International Spy Museum and JBG/Smith have agreed to invest heavily in streetscape improvements for L'Enfant Promenade. These private investments within the public realm also would not have advanced but for the SWBID team agreeing to provide ongoing maintenance. The availability of the SWBID Ambassadors to provide knowledgeable and reliable maintenance has leveraged significant new investments into Southwest's public realm. The costs for these two improvements projects approaches \$5M.

Community Building and Event Programming

The SWBID has focused on a strategic special events calendar to provide experiences for area office workers, regional and local residents, and visitors. Holiday celebrations, summer programs, arts events, festivals, and performances of varying sizes have made up the SWBID seasonal special event calendar. The special events program-

ming of the SWBID has supported the identity of the SW, bringing a new energy to help redefine what has typically been viewed as a quiet, “9-5” community, and building a stronger sense of community among both old and new residents.

Signature community events and programming such as Pocket Change, Sunday Suppers, the Duck Drop, the SW Farmers Market, and MarketSW, a twice-monthly night market, have contributed greatly to the SWBID identity and a strengthened sense of community within the Waterfront neighborhood. Pocket Change awarded community members with \$1,000 microgrants to implement their neighborhood improvement projects. Sunday Suppers brought diverse neighbors together to share a meal and conversation. MarketSW and the SW Farmers Market fostered new community connections and provided business opportunities for local vendors. These programs have established new working relationships, extended the visitor experience of the Mall, and increased the reach and influence of the BID.

The SWBID has also brought together important stakeholders in the community to advance initiatives that improve the BID. The Radical Change event brought together business and cultural leaders to think critically about how we’ve been approaching challenges and how we can reimagine those approaches for better results. Property manager summits gathered property managers in the SWBID to elevate their knowledge around public safety with a SWAT team active shooter training and an emergency public safety and awareness training.

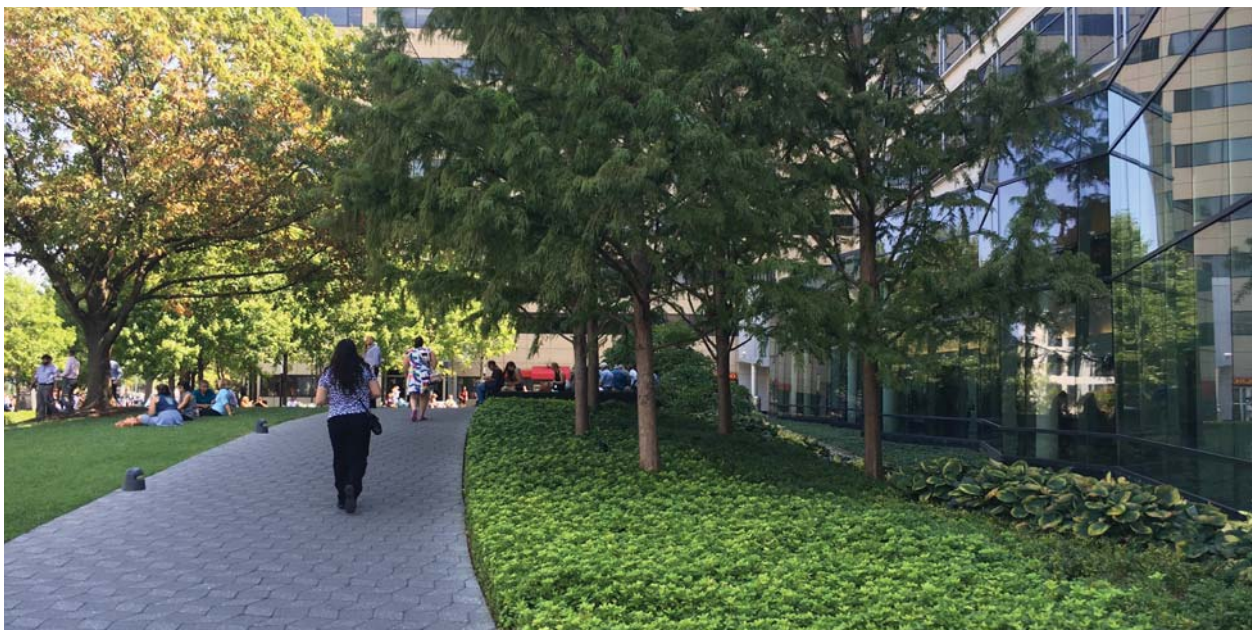


2020-2024: Making Southwest Better and More Beautiful

As we begin our work for the next 5 years, the SWBID is moving beyond just “clean and safe” towards a more ambitious vision of driving innovative community solutions for a better, more beautiful Southwest D.C.

Over the past five years, Southwest saw nearly 5 million square feet of development, including 2,100 new residential units and nearly 700 new hotel keys. Over the next five years, SWBID will continue this period of rapid development with over 5 million additional square feet of planned development. This growth will have a unique mix of projects that includes a new Southwest Public Library, a redeveloped church topped with affordable senior housing, phase two of the transformative District Wharf project, a reimagined mixed income community in the current Greenleaf Public Housing space, the first two residential projects to be built north of I-395 in over five decades, and many more.

As the Southwest continues this period of growth, the BID’s role as a convener both within the community and among key stakeholders will prove to be all the more critical to shaping a harmonious, connected, and thriving neighborhood. The SWBID will build upon its current services and programs to work to improve upon our sense of community, collaboration, decision-making, mobility solutions, work-life experience, and surrounding places.



SWBID Mission and Platforms

Mission	
Better Sense of Community	Our events and programming are intended to strengthen the sense of community among those who live and work in SW D.C. We seek to pioneer BID programming and planning as tools that advance community cohesion and a community's sense of self.
Better Collaboration	We will create new opportunities for all business, community and cultural leaders to find common ground in their work and collaborate around more firmly establishing their work in our community and beyond.
Better Decision Making	We will aggregate, analyze, and distribute all market, trade area, and consumer data to better understand the trends, attitudes, market forces, perceptions, and commercial development in Southwest D.C. We will ensure that all stakeholders are fully informed on all aspects of the growth and change taking place in the area.
Better Mobility	We will establish a "Mobility Innovation District" as a laboratory for testing new transportation technologies and solutions. The solutions will look into managing congestion, understanding the needs of nightlife, testing micromobility, and handling curbside management.
Better Work-Life Experience	We will provide a work environment for the SWBID staff that encourages them to learn and grow their skills and responsibilities at work. Specifically with our Ambassador staff, we will focus on leadership training, communications skills, landscaping ability and vehicle maintenance.
More Beautiful Places	The cornerstone of all SWBID initiatives is the beautification of parks and public spaces within our borders. The goal of this area of our work is to maintain the highest standard in remaking the public realm of the Southwest. Each year the SWBID staff will identify beautification targets where planters, furniture, and new levels of maintenance can transform both smaller areas and larger District-owned parks into inviting places that become part of the identity of the area.

Figure 3: SWBID mission and platforms



Public Space Management

The SWBID has worked hard to establish a new status quo for cleanliness and the state of public infrastructure throughout the neighborhood. We recognize the need to maintain exceptional standards and provide services that go above and beyond expectations. Our public space maintenance programs focus on cleaning and maintenance, ambassador services, beautification and placemaking.

Excellence in Cleaning and Maintenance

Our Ambassador staff is focused on continuously improving their cleaning and maintenance responsibilities. Our goal is to establish a new standard of excellence in our work in the public realm.

- > **New Standard of Excellence:** We will continue to improve our core services, including daily street cleaning and trash removal to ensure that office workers and visitors experience a beautifully-maintained public space.
- > **Support District Agencies:** We will increase our technology tools to improve the reporting of infrastructure deficiencies to District agencies. Further, we will be a constant presence in the public area installing new bike racks, trimming trees, power-washing sidewalks and underpasses, and removing graffiti.
- > **Contract Opportunities:** We will identify additional contract opportunities and expand our capabilities to include snow removal, custodial work, exterior gardening, and building repair.
- > **Public Private Partnerships:** We seek to be the preferred maintenance partner for any public realm project that requires a maintenance agreement; such as the L'Enfant Promenade streetscape enhancements, the Banneker Park pedestrian access and landscaping project, and the "Town Center Parks" spanning from the Duck Pond Park to the 3rd and I Street park.
- > **SWBID Academy:** We will upgrade our internal bi-weekly training program over the next 36 months. We will introduce new training modules in leadership, hospitality and customer service, landscape maintenance, and preventing public disorder with the goal of developing the most skilled BID staff in the region.

Preventing Public Disorder

We will adopt a 5-step process for the prevention of public disorder.



The process will include:

- > Assessing the patterns of public disorder in the SWBID
- > Identifying our vulnerabilities
- > Selecting and implementing a strategy/best practice
- > Measuring the impact of the strategy
- > Assessing and relaunching

Homeless Outreach

Continue to provide one-on-one services to our homeless population.

- > Assess and identify on a daily basis the physical and mental condition of those persons living on the street.
- > Continuously assess the opportunity to provide shelter for those living on the street.

Welcoming Presence

Develop a more robust Ambassador program to serve as a welcoming presence to the community and provide a resource for wayfinding, major event support, and data collection surrounding major events.

Beautification & Placemaking

Our team will continue to focus on making spaces in Southwest D.C. more beautiful and welcoming.

- > **Planters:** We will continue to add planters in select areas around the neighborhood. We will build upon what we've already done with a goal of 50 new planting locations.
- > **Gateways:** We will also focus on larger landscaping initiatives, specifically focusing on two 'gateways' to Southwest, the M Street SW gateway and the 7th Street SW gateway, working to make these spaces beautiful entries into the neighborhood.
- > **Placemaking:** In addition to our beautification goals, we will also take on larger-scale public art and placemaking initiatives to include: Reservation 115, Hancock Park, the Department of Education, Lansburgh Park, select signature bridges, and a revitalization of the Duck Pond Park and its adjacent parks.



Southwest as a Distinct Submarket and Destination

We will build upon our assets in Southwest to establish the area as a distinct submarket and destination.

- > **Hospitality Alliance:** We have convened executives from key tourism players in the area to foster knowledge-sharing and create harmonious brand messages for the area. This program will develop into a deeper understanding of the various visitors that are found in Southwest and a plan to market the Southwest neighborhood as a “destination within a destination”
- > **Real Estate Submarket:** Package development and real estate trends to help the industry - brokers, tenants, retailers, developers - understand Southwest as a unique submarket that stands apart from Navy Yard and others.

Community Building and Convening

Maintaining strong community connections will be critical to the success of the SWBID. We will continue to focus on community building activities and events, as well as on convening key community stakeholders.

Community Activities/Events

We will continue to run successful community event programming and introduce new events as the needs of the community grow and change.

- > **Pocket Change:** Our Pocket Change competition awards micro-grants to community members with ideas about how to improve the community. This program will continue to run annually in support of activating our residents to take ownership and action within their neighborhood.
- > **Sunday Suppers:** Our Sunday Suppers program takes place each Sunday during August and invites diverse community members to share a meal together. This program is an example of our ongoing efforts to bridge divides within the community and find common ground among residents.
- > **Placemaking Activations:** Continue with our other core events, including Hancock Park lunch concert programming, MarketSW and Southwest Farmers market programs, Duck Drop, Halloween at the SW Duck Pond, Parade the Parks, and others.



Curating Large-Scale Community Events

We will continue to recruit, support, and promote large-scale community events that contribute to the vibrancy of the community.

- > **Fringe Festival:** We brought the Fringe Festival to Southwest in 2018 and plan to continue our relationship with this revolutionary programming team through at least 2021.
- > **Smithsonian Partnerships:** We will continue the development of our nascent relationships with the Smithsonian Museums along our northern border, including annual support of the Smithsonian Solstice and individual programming at the various museums.
- > **Additional Programmers:** Continue outreach to other programmers that might be interested in returning to Southwest or trying new programming here. In the past, these relationships have included the DC State Fair, the Mayor's 202 Arts and Music Festival, the DC Bike Ride, the DMV Food Truck Association's Curbside Cookoff, and others. The 10th Street SW corridor presents an exciting new venue for large-scale events that would enliven the area with minimal impact on the neighborhood.

Convening Stakeholders

Bringing together key stakeholders in Southwest to better understand the needs of community members, property owners, and visitors and to identify ways that the BID can help to support the neighborhood and attract new and exciting tenants to the area.

- > **Property Managers:** Host quarterly meetings for Property Managers and offer opportunities for collaboration on projects of mutual interest such as landscaping, public art, and tenant activations.
- > **Neighborhood Advisors:** Invite residents to participate in quarterly stakeholder meetings where we provide updates on our activities and listen to the thoughts and concerns of neighborhood residents.

Proposed Five-Year Budget

The next five years are critical to the growth of the SWBID. Over this time period, the SWBID has an ambitious agenda for public space beautification, connectivity in the neighborhood, and growing our core services.

The SWBID tax rates today are the same as they were when the BID was formed in 2014. Growth in activity related to development, new residents, new office space and an increased number of visitors in the SWBID requires expansion of SWBID services.

Contingent upon board approval as designated in our By-Laws, the BID will move to include a 2% BID tax increase in FY23 & FY24. This increase will assure that the SWBID can continue to deliver on its ambitious agenda for neighborhood improvements while maintaining its core services to a rapidly-growing Southwest neighborhood.

The five (5) year budget included as part of this renewal application generally includes inflationary increases in expenditures in most program areas as well as additional investment in areas to achieve the SWBID's business plan.

	FY19 Oct 2018 - Sep 2019	FY20 Oct 2019 - Sep 2020	FY21 Oct 2020 - Sep 2021	FY22 Oct 2021 - Sep 2022	FY23 Oct 2022 - Sep 2023	FY24 Oct 2023 - Sep 2024	% Change from FY19
Revenue							
Assessment Revenue ¹	2,373,858	2,373,858	2,373,858	2,646,378	2,699,306	2,753,293	16%
Contract Revenue ²	1,393,679	1,393,679	1,435,489	1,435,489	1,435,489	1,478,554	6%
Other Revenue	350,000	350,000	350,000	450,000	450,000	450,000	
Total Operating Income	4,117,537	4,117,537	4,159,347	4,531,867	4,584,795	4,681,847	
Expense							
Administration	137,505	141,630	145,879	150,255	154,763	159,406	
Place Branding	1,209,539	1,245,825	1,283,200	1,321,696	1,361,346	1,402,187	
Place Making	668,279	688,327	708,977	730,246	752,153	774,718	
Place Management	1,980,277	1,980,277	1,980,277	2,263,816	2,263,816	2,263,816	
Total Operating Expenses³	3,995,599	4,056,059	4,118,333	4,466,013	4,532,078	4,600,127	15%
Operating Net Income	69,438	61,478	41,014	65,854	52,717	81,720	

Figure 4: Five-year projected budget.

¹ Includes new developments and a 2% BID tax increase in FY23 & FY24.

² Assuming restructured GSA contract with a 3% increase in FY21 & FY24.

³ Assuming 3% annual increase in expenses.

Looking Ahead to 2025: 4 Signature Projects

The Town Center Park 2025

Working with the Southwest Community Foundation, the SWBID has developed a new vision for a “town center park” to be built on city property at the intersection of 4th and I Streets SW. The concept for this town center is to create a linear experience linking the Southwest Duck Pond Park, the open space on both sides of 4th Street south of I St, and the 3rd and I Street Park. The linkage of these three areas presents the Waterfront neighborhood with an opportunity to design and build a new centrally-located town square that would be programmable for a wide variety of functions, events, and performances year-round.

The first draft of these designs is currently being presented to community groups, city officials, the Historic Preservation Review Board, and other stakeholders. If the community accepts this concept, we will begin the process of finalizing a budget and starting to fundraise. At the time of this writing the “town center vision” is being prepared for community presentations. We believe the town center plan is strong enough to warrant funding from the District, support from



Figure 5: Town Center Parks Vision

the business community, and the underwriting of foundations. This project will become a central focus of the SWBID in the next 36 months.

Hospitality Alliance

The stature of the museums, galleries, music venues, theatres, and attractions in Southwest D.C. warrants a deeper examination to better understand the fiscal and social impact of this extraordinary critical mass of destinations. We have launched a quarterly meeting of the senior management of major cultural attractions, hotels, and businesses to form a network of these significant institutions. In aggregate, this executive network represents organizations that account for a significant share of the visitors to DC; it is a network with few peers in the region. The work of these organizations represents the finest curation, exhibit design, event and theatre production, and visitor experience design that exists anywhere.

The challenge for the SWBID is to fully understand this network of attractions. We seek to define the ecosystem in which they operate, create relationships where none had previously existed, and establish this area of D.C. as a destination within a destination. The business result of this initiative will be an increase in attendance at these attractions, an increase in patronage at the restaurants, and a demonstrable increase in hotel room rate and occupancy. This alliance will be fully formed with a set of priorities within 12 months.

Retail on 4th Street SW

In conjunction with the formation of a town center, 4th Street SW needs a merchandising plan.

This plan would identify a viable merchandise mix, a business attraction strategy, staffing, the depth of the market, and a timeline.

The area calls for a combination of services, cafes, household goods and other offerings in small spaces that meet neighborhood needs. The work of the SWBID in this initiative is to identify the inventory of available street-level storefront space, research the economics of the current leases, identify potential tenants, and identify a funding strategy to close the gap between available space and the landlord. Further, the SWBID can launch a business attraction effort to package this area for prospective tenants. The business result of this initiative is to form a small shopping district that meets the needs of the community and is a viable business expansion opportunity for District-based businesses.

Mobility Innovation District

The challenge of moving people and goods in and out of the rapidly growing Southwest quadrant of the District requires a commitment to problem-solving and experimentation. The Mobility Innovation District (MID) framework identifies a geographic area within which new mobility technologies and solutions can be tested. The MID pilot programs are designed to test new vehicles, capture, share, and analyze data, and then use all of the collected information to shape new policy and protocol.

Conclusion

Today the SWBID enjoys a reputation as an organization that has contributed greatly to business, government, and residential communities in and near Southwest D.C. The SWBID Ambassadors are recognized throughout this area as hard-working, cordial, and dependable. They have improved and maintained virtually every walkway, underpass, and public space within the BID borders. They are a welcoming presence at major events, a much needed addition to the District's homeless outreach programs, and a source of pride for both the community and the BID organization itself.

The projected growth over the next five years in Southwest will continue to challenge the fabric of this community. The Wharf will continue to attract a regional audience, the Federal Center will require additional services and place management, and the Southwest residents, new and old, will depend on the SWBID to an even greater degree to beautify the parks and public space.

The SWBID is well-positioned not only to meet the needs of this changing neighborhood, but to lead the work of community cohesion, set new standards for the maintenance of the public space, and be a prime example of a good employer. The SWBID will remain a committed partner with residents, businesses, and the government as the Southwest emerges as one of the finest examples of community in the country.

Appendix

Resolution in Support from ANC 6D

Letter of Support from Southwest
Neighborhood Assembly (SWNA)

Letter of Support from
Councilman Charles Allen

Articles of Incorporation & Bylaws

Resolution in Support from ANC 6D



Southwest / Navy Yard / Buzzard Point Advisory Neighborhood Commission 6D

December 15, 2018

1101 Fourth Street, SW
Suite W 130
Washington, DC 20024
202.554.1795
Email: office@anc6d.org
Website: www.anc6d.org

Kristi Whitfield, Director
DSLBD
441 4th Street, NW, Suite 850 North
Washington, DC 20001

OFFICERS

Chairperson
Meredith Fascett
Vice Chairperson
Andy Litsky
Secretary
Gail Fast
Treasurer
Ronald Collins

Transmitted via email: Kristi.whitfield@dc.gov

RE: Resolution Supporting the Renewal of the Charter of the Southwest Business Improvement District

Dear Ms. Whitfield,

At a regularly scheduled and properly noticed public meeting on December 10, 2018, with a quorum present, a quorum being four Commissioners, Advisory Neighborhood Commission (ANC) 6D voted 6-0-0 in support of the following resolution for the Renewal of the Charter of the Southwest Business Improvement District. The resolution reads as follows:

COMMISSIONERS

SMD 1 *Gail Fast*
SMD 2 *Cara Shockley*
SMD 3 *Ronald Collins*
SMD 4 *Andy Litsky*
SMD 5 *Roger Moffatt*
SMD 6 *Rhonda Hamilton*
SMD 7 *Meredith Fascett*

Whereas: The Southwest Business Improvement District (SWBID) is required to renew its charter every five years.

Whereas: The SWBID has served the SW community by maintaining the streets, parks and public spaces in the SW neighborhood.

Whereas: The SWBID has endeavored to partner with us and our neighborhood on many projects and initiatives and worked with us to make SW DC a better community.

Whereas: We are grateful to the Ambassadors and staff of the SWBID for their efforts and support on our behalf.

We ANC6D resolve that we support the renewal of the SWBID and welcome its continued work here in SW DC.

Sincerely,

Meredith Fascett
Chair, ANC 6D
Southwest, Navy Yard, & Buzzard Point

CC:
Steve Moore, Southwest BID

Letter of Support from Southwest Neighborhood Assembly (SWNA)



February 9, 2019

Kristi Whitfield
Department of Small and Local Business Development
441 4th Street, NW, Suite 850 North
Washington, DC 20001

Dear Director Whitfield:

On behalf of the Southwest Neighborhood Assembly (SWNA), I would like to enthusiastically endorse the Southwest Business Improvement District's (SWBID's) application for renewal.

SWNA was formed in the 1960s to improve the quality of life in Southwest D.C. by helping to create educational and economic opportunities for residents, promote the development and aesthetic potential of the neighborhood, and preserve its diverse history. Our partnership with the SWBID, which works closely with both the business community and residents of Southwest, provides a critical foundation for continued collaboration as we collectively shape the future of Southwest DC.

Southwest DC is in the midst of a development boom. We are currently one of the fastest growing neighborhoods in the city, with our population projected to double in the next few years. As the neighborhood undergoes this renaissance, SWNA and the SWBID have worked hard to elevate the standards for cleanliness, safety, transportation, and public infrastructure here in Southwest. The SWBID has also worked closely with our diverse community to provide a forum for meaningful connections.

By focusing on beautification and impactful community events, we have the unique opportunity to create both a vibrant neighborhood and a space for meaningful. We urge you to renew the SWBID and we look forward to continuing to work with the SWBID on our aligned objectives.

Sincerely,

Bruce

Bruce A. Levine, President, SWNA

Letter of Support from Councilman Charles Allen



COUNCIL OF THE DISTRICT OF COLUMBIA
THE JOHN A. WILSON BUILDING
1350 PENNSYLVANIA AVENUE, NW
WASHINGTON, D.C. 20004

Charles Allen
Councilmember - Ward 6
Chairperson
Committee on the Judiciary and Public Safety

Committee Member
Business and Economic Development
Education
Transportation and the Environment

March 25, 2019

Kristi Whitfield, Director
Department of Small and Local Business Development
441 4th Street, NW, Suite 850 North
Washington, DC 20001

Dear Director Whitfield,

I am pleased to offer this letter for the record in support of the application seeking renewal of the Southwest Business Improvement District's (SWBID) Charter. Together with ANC6D, I am grateful for SWBID's exemplary programs and services, and believe their continued operation would be of benefit to the Southwest community.

The SWBID has hosted numerous neighborhood gatherings, such as Sunday Suppers, Parade the Parks, and the Duck Drop to gather residents in public spaces for meaningful community-building. The SWBID has also continuously worked to activate and improve various parks and public spaces with programming, furniture, landscaping, and art.

The SWBID Clean Team and Ambassadors provide a full range of services including daily street cleaning, trash removal, power washing of our public sidewalks, bridges and underpasses, tree pruning and planting, as well as hospitality support for major neighborhood events. Their efforts contribute greatly to making the Southwest neighborhood a vibrant destination for residents and visitors alike, and I strongly support the expansion of their regular service schedule and boundaries to include all events at nearby Audi Field.

Beyond hosting gatherings and activating public space, the BID has been a stakeholder in key discussions around mobility and transportation, working to help improve connectivity, wayfinding, and providing policy input on how pedestrians, cyclists, and vehicles travel through the neighborhood.

I ask you to include this letter as part of the record and I hope you will consider these factors as you make your decision.

Sincerely,

A handwritten signature in blue ink, appearing to read "Charles Allen".

Councilmember Charles Allen, Ward 6
Chair, Committee on the Judiciary and Public Safety

Articles of Incorporation & Bylaws

ARTICLES OF INCORPORATION OF SOUTHWEST BUSINESS IMPROVEMENT DISTRICT

TO:
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATIONS DIVISION
WASHINGTON, DC

I, the undersigned natural person of the age of twenty-one years or more, acting as the incorporator of a corporation under a NON-PROFIT CORPORATION ACT under D.C. Code, Title 29, Chapter 4, adopt the following Articles of Incorporation:

FIRST: The name of the corporation is SOUTHWEST BUSINESS IMPROVEMENT DISTRICT (the "Corporation").

SECOND: The period of duration is perpetual.

THIRD: The purposes for which the Corporation is organized are: (1) to establish and register Southwest Business Improvement District as a Business Improvement District ("BID") corporation as defined in the Business Improvement Districts Act of 1996, as amended (the "BID Act") and (2) upon such registration, to exercise any powers conferred upon corporations formed under the District of Columbia Nonprofit Corporation Act in order to carry out permissible BID activities intended to promote economic growth, enhance the business climate, and maintain and improve the health and vitality of the Southwest BID area.

FOURTH: The Corporation shall have members. Members of the Corporation may be divided into four classes: (1) each owner of real property located within the BID area, that is non-exempt as provided pursuant to DC Official Code Section 2-1215.02 ("Commercial Owners"), except Residential Owners as described below; (2) each commercial tenant of a building located within the BID area.

DC Corp. Div.

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within the BID area ("Business Owners"); (3) each owner who becomes a member pursuant to D.C. Official Code Section 2-1215.21; and (4) owners of tenanted residential real property ("Residential Owners") that is non-exempt as provided in D.C. Official Code Section 2-1215.02. The qualifications and rights of the members of each class shall be as further established in the Bylaws, or if not addressed in the Bylaws, as the Board of Directors may designate from time to time.

FIFTH: The Corporation shall not have the authority to issue capital stock.

SIXTH: Except for the initial Board of Directors, the manner of election or appointment of the Corporation's directors shall be provided in the Bylaws.

SEVENTH: Except as provided in these Articles of Incorporation, the internal affairs of the Corporation shall be regulated and determined as provided in the Bylaws.

EIGHTH: At all times, and notwithstanding the merger, consolidation, reorganization, termination, dissolution or winding up of the Corporation (voluntary or involuntary or by operation of law), or any other provisions hereof:

(A) The Corporation shall not possess or exercise any power or authority, whether expressly, by interpretation or by operation of law, that would pose a substantial risk of preventing it at any time from qualifying and continuing to qualify as an organization described in section 501(c)(6) of the Internal Revenue Code of 1986 (the "Code"), nor shall the Corporation engage directly or indirectly in any activity that would pose a substantial risk of causing the loss of such qualification under section 501(c)(6) of the Code.

(B) At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, the District of Columbia or any other jurisdiction where any of its activities are carried on.

(C) No part of the assets or net earnings of the Corporation shall ever inure to the benefit of any private shareholder or individual.

(D) The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

NINTH: Upon the termination, dissolution or winding up of the Corporation in any manner or for any reason, voluntary or involuntary, its assets, if any, shall be distributed in accordance with a plan of distribution adopted by the Board of Directors. The Board shall adopt such a plan within 60 days of dissolution. The plan shall provide for the timely distribution of funds and disposition of assets to satisfy creditors in the order of priority, if any. The plan shall also provide for the distribution, within 30 days of its adoption, of any surplus funds, including the proceeds of the sale of all real and personal property, to the owners in proportion to their obligation to pay BID taxes.

TENTH: The officers and directors of the Corporation and their private property shall not be subject to payment of debts of the Corporation to any extent whatsoever.

ELEVENTH: All references contained in these Articles of Incorporation to the Code shall be deemed to refer to the Internal Revenue Code of 1986 and to the regulations established pursuant thereto as they now exist or as they may hereafter be amended. Any reference contained in these Articles of Incorporation to a specific section or chapter of the Code shall be deemed to refer to such section or chapter and the regulations established pursuant thereto as they now exist or as

they may hereafter be amended, and to any corresponding provision of any future United States Internal Revenue law and any regulations established pursuant thereto.

TWELFTH: The Corporation shall indemnify any director or officer and may indemnify any employee or agent to the fullest extent authorized or permitted under the Non-Profit Corporation Act.

THIRTEENTH: The name and address of the Corporation's initial registered agent is:

Name: Corporation Service Company
Address: 1090 Vermont Avenue, N.W.
Washington, DC 20005

The address of the corporation's initial office shall be: 690 Water Street SW, Washington, DC 20024.

FOURTEENTH: The number of directors constituting the initial Board of Directors is set at five (5), and the names and addresses of the persons who are to serve as the initial Directors until the earlier of the first annual meeting or until their successors are elected and qualified pursuant to D.C. Official Code Section 2-1215.07(b) are:

Name Chad Bauman
Title Associate Executive Director, Arena Stage
Address 1101 6th Street SW
Address Washington, DC 20024

Name Andrew McIntyre
Title Vice President, Development, JBG
Address 4445 Willard Avenue
Address Chevy Chase, MD 20815

Name Thomas Cicotello
Title Senior Asset Manager, Clark Enterprises
Address 7500 Old Georgetown Road
Address Bethesda, MD 20814

Name Geoffrey Griffis
Title Managing Member, CityPartners
Address 1817 Adams Mill Road NW
Address Washington, DC 20009

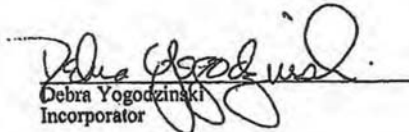
Name Monty Hoffman
Title Principal, Hoffman-Madison Waterfront LLC
Address 690 Water Street
Address Washington, DC 20024

FIFTEENTH: The name and mailing address of the Incorporator is:

Debra Yogodzinski
Reed Smith LLP
1301 K Street NW
Suite 1100 – East Tower
Washington, DC 20005

DATE: March 21, 2013

IN WITNESS WHEREOF, the Incorporator(s) has/have affixed his/her
signature below:


Debra Yogodzinski
Incorporator

BYLAWS
OF
SW BUSINESS IMPROVEMENT DISTRICT

A CORPORATION ORGANIZED UNDER THE
DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT
AND
THE BUSINESS IMPROVEMENT DISTRICTS ACT OF 1996, AS AMENDED

ARTICLE I. INTRODUCTION

1.01. Applicable Law. The SW Business Improvement District (the “**Corporation**”) has been incorporated pursuant to the District of Columbia Nonprofit Corporation Act (D.C. Code, 2001 Edition, Title 29, Chapter 3, as amended) (the “**Corporation Act**”) to organize, govern, administer and operate a Business Improvement District (“**BID**”) in the area described as the SW Business Improvement District Area (the “**SW BID Area**”) pursuant to D.C. Law 11-134, the Business Improvement Districts Act of 1996, as amended, and set forth at Section 2-1215.01 *et seq.* of the D.C. Official Code (the “**BID Act**”). The SW BID Area includes all of the properties within the area shown on the SW BID Area Map (attached) and such additional area as may be added pursuant to the BID Act. The Corporation is incorporated to improve the conditions of one or more lines of business, within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “**Code**”). Specifically, the Corporation is formed to promote economic growth, enhance the business climate, and maintain and improve the health and vitality of the SW BID area, including to promote the common business interests of certain property owners and commercial tenants located in the SW BID Area.

1.02. Conflicts. To the extent of any inconsistency between the provisions of these Amended and Restated Bylaws (the “**Bylaws**”), the Corporation Act and/or the BID Act, the BID Act shall control over the Corporation Act and these Bylaws, and the Corporation Act shall control over these Bylaws.

ARTICLE II. OFFICES

2.01. Principal and Other Offices. The Corporation shall maintain a registered office in the District of Columbia, as required by the Corporation Act. The Corporation shall maintain its principal office in the District of Columbia and may have such other offices, either within or without the District of Columbia, as the Board of Directors (as hereinafter defined) may designate from time to time.

2.02 Registered Agent. The Corporation shall continuously maintain within the District of Columbia a registered agent, which agent shall be so designated by the Board of Directors.

2.03 Changes. Any change in the registered office or registered agent of the Corporation shall be accomplished in compliance with the Corporation Act and as provided in these Bylaws.

ARTICLE III. MEMBERS

3.01. Prior to BID Formation. Until the BID has been registered pursuant to the BID Act, the Corporation shall have no members.

3.02 Members. Members shall have voting rights with respect to election of Directors and such other matters as may be provided in these Bylaws or as the Board of Directors may designate from time to time as follows:

(a) Each owner of improved and unimproved real property, located within the Capitol Riverfront BID area, that is non-exempt as provided pursuant to Section 2 – 1215.02, of the Official D.C. Code (Including Commercial Owners and Residential Owners as defined in Article IV of the Articles of Incorporation), shall have one (1) vote. The votes of owners of non-exempt property that is part of a condominium association or homeowner's association shall be cast collectively by a single representative of the condominium association or homeowner's association.

(b) Each commercial tenant in the BID area (“**Business Owners**”) shall have one (1) vote. Business Owners shall be required to produce a lease as proof of occupancy.

(c) Each owner who becomes a Member of the BID by voluntarily making payments to the BID pursuant to § 2 – 12.15.21 of the BID Act, shall have one (1) vote.

(d) Owners who are exempt from the BID tax shall have no voting rights.

3.03. Votes Under Common Control. In no case shall the total number of votes assigned to any one (1) Member or to any number of Members under common control exceed thirty-three and one third (33-1/3) percent of the total number of votes which may be cast.

3.04. Roster of Members. The Secretary shall maintain a current record of Members and shall maintain a record of persons entitled to represent member organizations at meetings and for purposes of casting such Members' votes.

3.05. Annual Meetings. Annual meetings of the Members (the “**Annual Meetings**”) shall be held on a weekday which is not a legal holiday. Except as permitted in Section 4.02 of these Bylaws, at all Annual Meetings of the Members, Directors shall be elected as provided in Article IV hereof and such other business as properly may come before the Annual Meeting may be transacted. The Corporation may hold such other regular meetings of Members as may be deemed desirable by the Board of Directors each upon notice of at least twenty-one (21) days, at such times or places as are designated by the Board of Directors.

3.06. Special Member Meetings. It shall be the duty of the President (as hereinafter defined) to call a special meeting of the Members (the “**Special Member Meeting**”) if so directed by resolution of the Board of Directors or, after the first Annual Meeting, upon the petition of Members holding not less than twenty-five percent (25%) of the votes in the Corporation as the same may exist from time to time. Such resolution or petition shall (i) specify the time and place of such Special Member Meeting, (ii) specify either the date of such Special Member Meeting or that the Secretary (as hereinafter defined) shall designate such date, (iii) specify the purpose or purposes of such Special Member Meeting, and (iv) be delivered to the Secretary. No business shall be transacted at a Special Member Meeting except as stated in the notice of such Special Member Meeting given in accordance with the provisions of Section 3.06. “Member Meeting” shall mean Annual Meeting or Special Member Meeting, as applicable.

3.07. Place of Meetings. Member Meetings shall be held in such place in Southwest, Washington, D.C. or other convenient location in Washington, D.C. as from time to time may be designated by the Board of Directors.

3.08. Notice of Member Meetings. At least twenty-one (21) but not more than thirty (30) days in advance of each Annual Meeting, and at least seven (7) but not more than thirty (30) days in advance of each Special Member Meeting, the Secretary shall cause to be sent to each Member of record notice of the place, day and hour of the Member Meeting and, in the case of a Special Member Meeting, the purpose or purposes of such Member Meeting. Such notice shall be sent by United States mail, first class postage prepaid, to each Member of record at the property address of such Member and to at such other address as such Member may have designated in writing to the Secretary, or as permitted by the BID Act, as amended. The mailing of a notice of a Member Meeting in the manner provided in this Section or as permitted by the BID Act shall be deemed service of notice. In lieu of mailing notice of a Member Meeting in the manner provided in this Section, the Secretary may cause such notice to be personally delivered, *provided*, that the Secretary shall certify in writing that such notice actually was delivered to the Member.

3.09. Adjournment of Meetings. If any Member Meeting cannot be convened because a quorum is not present, Members holding a majority of the votes present, in person or by proxy, at such Member Meeting may adjourn such Member Meeting, without the requirement of further notice, to a time not less than forty-eight (48) hours from the time the original Member Meeting was called.

3.10. Presiding Officer. The President or his or her designee shall preside at all Member Meetings (the “**Presiding Officer**”). In the absence of the President or such designee from any Member Meeting, any person designated by the Board of Directors shall act as the Presiding Officer at such Member Meeting.

3.11. Minutes. The minutes of all Member Meetings shall be in writing and shall be held in a minute book (the “**Minute Book**”) maintained by the Secretary and residing at the BID Office. The then current Robert's Rules of Order or any other rules of procedure acceptable to the Board of Directors shall govern the conduct of all Member Meetings when not in conflict with these Bylaws, the Articles of Incorporation, the Corporation Act or the BID Act. All votes shall be tallied by a person or persons appointed by the Presiding Officer of the Member Meeting.

3.12. Inspectors of Election. One or more inspector(s) of election (the “**Inspectors of Election**”) shall be appointed by the Board of Directors prior to the time of any Member Meeting at which Directors shall be elected in accordance with the Policies and Procedures.

3.13. Proxies. The vote(s) of any Member may be cast pursuant to a proxy duly executed by or on behalf of such Member or, in cases where a Member is more than one person or entity, by or on behalf of all such persons and/or entities, and shall be filed with the Secretary at or before the appointed time of the Member Meeting. No proxy shall be revocable except by actual notice of revocation given by the Member to the Presiding Officer of the Member Meeting. A proxy may be instructed (directing the proxy how to vote) or uninstructed (permitting the proxy to vote in his or her discretion). A proxy shall be void if it is not dated, if it purports to be revocable without notice, if it is not signed by a person having authority to execute deeds on behalf of any Member who is not a natural person or if it is not signed by the Member or such Member's duly authorized attorney-in-fact for any Member who is a natural person, or if it purports to apply to less than all of the votes applicable to such Member with respect to any one BID Property. Each proxy shall terminate automatically upon the adjournment of the first Member Meeting held on or after the date of that proxy.

3.14. Member Action. Except as otherwise required by the BID Act, the Corporation Act, the Articles of Incorporation or these Bylaws, decisions of the Members shall be made by a majority of the votes of Members present, in person or by proxy (including via electronic mail or facsimile), at a Member Meeting at which a quorum shall have been obtained. The Members present, in person or by proxy, at a duly convened Member Meeting may continue to conduct business until adjournment, notwithstanding the withdrawal of Members sufficient to reduce Member presence below quorum.

3.15. Majority of the Members. Except as otherwise provided by law as used in these Bylaws, the term "majority of the votes of Members" or words of like import shall mean the vote of Members present, in person or by proxy, at a duly

organized Member Meeting at which a quorum shall have been obtained and (i) holding more than fifty percent (50%) of the votes of Members so present and (ii) representing more than fifty percent (50%) in number of all nonexempt BID Properties.

3.16. Quorum. Except as otherwise provided in these Bylaws or as required by law, the presence, in person or by proxy, of Members eligible to vote holding twenty-five percent (25%) or more of the outstanding votes in the Corporation and representing ten percent (10%) or more in number of all nonexempt BID Properties and representing ten percent (10%) or more in number of Commercial Tenants in the BID at the time a Member Meeting shall convene shall constitute a quorum at and throughout all such Member Meeting.

ARTICLE IV. BOARD OF DIRECTORS

4.01. Number and Composition.

(a) The affairs and property of the Corporation shall be managed, controlled and governed by a board of directors (each, a “Director” and collectively, the “Board of Directors”). The number of Directors of the Corporation shall be at least __, but not more than __, as determined by the Board of Directors from time to time as set forth in Section 4.01(b). The Board of Directors shall have, and may exercise, any and all powers provided in the Articles of Incorporation, the BID Act or the Corporation Act which are necessary or convenient to carry out the purposes of the Corporation.

(b) Until one hundred-twenty (120) days after the Corporation becomes registered as a “BID corporation,” as defined in the BID Act, or such earlier time as may be provided by resolution of the Board of Directors, the entire Board of Directors shall consist of the five (5) Directors constituting the initial Board of Directors, as set forth in Article XIV of the Articles of Incorporation, or such larger number of Directors as the initial Board of Directors may designate; thereafter, the entire Board of Directors shall be comprised of such number of Directors that may be specified by resolution of the Board of Directors and shall be classified with respect to their term of office by dividing the Directors into four classes, each of which shall contain the same number of Directors (if necessary, one (1) class may contain one (1) more or one (1) less director than the other three (3) classes). Directors shall be elected by the Members.

4.02. Election. The first election of Directors by the Members shall be held within one hundred-twenty (120) days of the date upon which the Mayor registers the Corporation as a BID corporation pursuant to the BID Act, and the Directors elected at such election shall take office as soon as practicable thereafter, or at such other time as may be specified by resolution of the Board of Directors. Subsequent elections shall be held annually. Elections of Directors shall be held in the following manner:

(a) The Executive Committee of the Board of Directors shall

appoint a nominating committee, which shall nominate a slate of candidates for each annual election. Members may nominate additional candidates at the meeting called for the purpose of electing Directors. Members and persons other than Members are eligible to become Directors.

(b) Prior to the first election of Directors, the nominating committee shall nominate three slates of candidates: one (1) slate to serve as the first class of Directors for the term of three (3) years; one (1) slate to serve as the second class of Directors for the term of two (2) years and (1) slate to serve as the third class of Directors or the term of one (1) year. At the first election of Directors, the Members shall hold a separate election to elect each class of Directors.

(c) At each annual election of Directors thereafter, the successors to the class of Directors whose term shall expire that year shall be elected for the term of three (3) years, so that the term of office of one (1) class of Directors shall expire in each year.

(d) For each election of Directors, each Member may cast no more than their total number of votes for any one (1) candidate. Directors shall not be elected through cumulative voting.

(e) Each Director elected by the Members shall serve until his or her successor is elected, or until his or her earlier death, resignation or removal in accordance with these Bylaws.

4.03. Qualifications. All Directors (other than the Appointed Directors) shall be Members, or partners, officers, directors, trustees, agents or employees of Members who are not natural persons. No Member may be elected to or may serve on the Board of Directors if at the time of such election or during such incumbency such Member shall be delinquent by more than sixty (60) days in the payment of any financial obligation to the Corporation.

4.04. Vacancy. Any vacancy on the Board of Directors arising from the death, resignation or removal in accordance with these Bylaws of a Director may be filled by the affirmative vote of a majority of the remaining Directors in office (even though less than a quorum of the Board of Directors). Any Director chosen to fill such a vacancy shall serve until the next election by the Members. An increase in the number of Directors may be affected by the affirmative vote of a majority of Directors in office, which seats shall be filled in accordance with these Bylaws by vote of the Members at the next duly called special or regular meeting of the Members.

4.05. Director of Resignation. A Director may resign at any time by giving notice thereof in writing to the Chairman of the Board.

4.06. Removal of Director. A Director may be removed by a two-thirds vote of the other Directors in office, only for cause. The loss of employment or

affiliation with a member institution or member organization or the failure to meet the qualifications for Directors as set forth in the BID Act may constitute cause.

4.07. Loss of Affiliation. A Director who loses his or her employment or affiliation with a member institution or member organization or otherwise fails to meet the qualifications for Directors set forth in the BID Act shall promptly notify the Board of Directors in writing.

4.08. Powers and Duties. The Board of Directors shall have all of the powers and duties necessary for the administration of the affairs of the Corporation and may do all acts and things as are permitted by the BID Act, the Corporation Act, the Articles of Incorporation or these Bylaws as are permitted by the Corporation. In addition to the fiduciary duties imposed on the Board of Directors under the BID Act, the Corporation Act, and the Articles of Incorporation, and the duties imposed by these Bylaws, the Board of Directors shall have the power to, and shall be responsible for, the following:

(a) Preparing and processing, in accordance with the BID Act, a BID application in furtherance of registration of the BID.

(b) Adopting an annual operating budget and supplements thereto (the “**Annual Budget**”) as provided in Article VII of these Bylaws.

(c) Providing for the conduct of any "BID activity" (as such term is defined in the BID Act and shall include any specially charged special capital improvement or service permitted under § 2-1215.16(c) of the BID Act) that the Board of Directors elects to undertake. The Board of Directors expressly is authorized to enter into cooperative, cost sharing agreements with the boards of other BIDs or business or citizens associations if in the judgment of the Board of Directors such agreements are in the best interests of the Corporation and/or BID.

(d) Designating, hiring and dismissing the personnel necessary for conduct of business and activities of the Corporation and the BID, and, where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies and materials to be used by such personnel in the performance of their duties, which equipment, supplies and materials shall be the property of the Corporation.

(e) Providing to the Chief Financial Officer of the District of Columbia ("CFO") the BID tax roll and supporting information as provided for in § 2-1215.15 of the BID Act, and cooperating and coordinating with the CFO the collection and disbursement of BID taxes, depositing the same in a bank depository(ies) which it shall approve in accordance with these Bylaws, and using the proceeds to administer the Corporation and BID in accordance with the provisions of these Bylaws and the BID Act.

(f) Opening checking, savings, money market or other depository accounts on behalf of the Corporation and designating the signatories required therefor, *provided*, that all such accounts must be maintained in federally insured financial institutions doing business in the District of Columbia.

(g) Contracting for the making of BID activities in accordance with the provisions of these Bylaws and the BID Act.

(h) Enforcing by legal means the provisions of these Bylaws and the Articles of Incorporation, and bringing or defending against any proceedings which may be instituted on behalf of or against the Corporation.

(i) Obtaining and carrying insurance as provided in these Bylaws, paying the premium cost thereof and adjusting and settling claims thereunder.

(j) Keeping books and accounts in accordance with the provisions of these Bylaws and the BID Act.

(k) Filing an annual report of the Corporation pursuant to § 2-1215.13 of the BID Act.

(l) Adopting amendments to these Bylaws and/or the BID plan, subject to and as provided in Article XII of these Bylaws.

(m) Borrowing money on behalf of the Corporation when required in connection with BID activities, *provided, however*, that at no time shall there be borrowed in excess of ten percent (10%) of the total assessment for BID taxes for any fiscal year without the affirmative vote of at least sixty-seven percent (67%) of the votes of Members present, in person or by proxy, at a Member Meeting at which a quorum shall have been obtained.

4.09. Self Management, BID Staff, Executive Director.

(a) Self-Management. The Board of Directors may retain on behalf of the Corporation such individuals as it deems necessary or desirable to assist in the self-management of the Corporation and the BID (the “**BID Staff**”). The head of the BID Staff shall be the executive director of the Corporation (the “**Executive Director**”).

(b) Limitations on Delegation. The Board of Directors may delegate to the BID Staff or any Managing Agent, as applicable, any or all of the powers granted to the Board of Directors by these Bylaws, *provided*, that in no event may the Board of Directors delegate its duties or its powers under paragraphs (b), (c), (l) and (m) of Section 4.06.

(c) Standards of Performance. The Board of Directors shall require appropriate standards of performance of members of the BID Staff, including without limitation, the following:

(i) bank accounts of the Corporation shall not be commingled with any other accounts;

(ii) no remuneration or other benefit shall be accepted by the BID Staff or any Managing Agent, as applicable, from vendors, independent contractors or others providing goods or services to the Corporation, and any discount or other benefit received shall be received in trust for and on behalf of the Corporation;

(iii) any financial or other interest which the BID Staff or any Managing Agent, as applicable, may have in any person or firm providing goods or services to the Corporation promptly shall be disclosed to the Board of Directors;

(iv) the BID Staff shall prepare a monthly financial report for the Corporation containing the following: (A) a balance sheet reflecting the financial condition of the Corporation on an unaudited basis; (B) an income and expense statement reflecting the income and expense activity for the preceding month; (C) an account activity statement reflecting all receipt and disbursement activity for the preceding month on a cash basis; (D) a delinquency report indicating all Members who are delinquent in paying assessments and describing any actions taken on behalf of the Corporation to collect such assessments; (E) an account status report reflecting the status of all accounts on an actual versus projected basis; and (F) a budget report reflecting actual versus budgeted amounts on a year to date basis; and

(v) either the Corporation on behalf of the BID Staff shall maintain fidelity bond coverage to protect against willful or dishonest acts of its employees who either handle or are responsible for handling funds of the Corporation, which coverage shall (Y) name the Corporation as an additional obligee and (Z) otherwise provide the same coverage as is required of the Corporation under Article IX of these Bylaws.

4.10. Meetings of the Board of Directors.

(a) Regular meetings of the Board of Directors shall be held at least quarterly. Special meetings shall be called at the discretion of the Chairman of the Board or at the request of one-third (1/3) of the Directors in office. The second quarterly meeting of the Board of Directors in each fiscal year shall constitute its annual meeting.

(b) The time and place of all meetings of the Board of Directors shall be designated by the Chairman of the Board. The meetings may be held at the offices of the Corporation, or at such other location as determined by the Board of Directors.

(c) At least ten (10) business days' notice shall be given to each Director of a regular meeting of the Board of Directors. A special meeting of the Board of Directors may be held upon notice of five (5) business days. Notice of a meeting of the Board of Directors shall specify the date, time and place of the meeting, but, except as otherwise provided in the BID Act, need not specify the purpose for the meeting or the business to be conducted. Notice must be either delivered personally to each Director or mailed (including the sending of a telegram, telecopy or electronic mail) to his or her business address if such notice is given by mail, it shall be deemed delivered when deposited in the United States mail properly addressed and with postage prepaid thereon. If such notice is given by telegram, it shall be deemed delivered when the content of the telegram is delivered to the telegraph company. If such notice is given by telecopy, it shall be deemed delivered when transmission is confirmed by the senders telecopy device. If such notice is given by electronic mail, it shall be deemed delivered when receipt is confirmed by the intended recipient. Notwithstanding the foregoing, a Director may waive notice of any regular or special meeting of the Board of Directors by written statement filed with the Board of Directors, or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a Director states that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.

(d) Members shall be provided with reasonable notice of regular and special meetings of the Board of Directors. In the case of a regular meeting of the Board of Directors, publication of an annual schedule of regular meetings of the Board of Directors in a BID newsletter shall constitute reasonable notice to Members. In the case of a special meeting of the Board of Directors, the posting at the Corporation's office of a copy of the notice sent to Directors of such special meeting of the Board of Directors shall constitute reasonable notice to Members.

(e) Any meeting of the Board of Directors may be adjourned to another time without further notice other than by announcement at the meeting at which such adjournment is taken.

(f) One-third (1/3) of the number of Directors as fixed pursuant to these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except that, if a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting to another time, without further notice. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, all matters before the Board of Directors shall be decided by a majority vote of the Directors present at a meeting at which a quorum is present. Notwithstanding the foregoing, the Board of Directors may decide to amend the Bylaws, BID plan, as defined in the BID Act, and BID tax, as defined in the BID Act, only by two-thirds (2/3) vote of the Directors in office, at a meeting called for such purpose, subject to ratification of any such amendment by a majority vote of the members of the Board present and voting at a regularly scheduled meeting at which a quorum is present.

(g) Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the text of the resolution or matter agreed upon is sent to all the Directors in office and all of the Directors in office consent to such action in writing, setting forth the action taken. Such consent in writing shall have the same force and effect as a vote of the Board of Directors at a meeting and may be described as such in any document executed by the Corporation.

(h) Any or all Directors may participate in a meeting of the Board of Directors, or a committee of the Board of Directors, by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

(i) All meetings of the Board of Directors shall be open to all Members of the Corporation. Minutes of Board of Director's meetings shall be made reasonably available to all Members, the Mayor and the District of Columbia Council.

4.11. Directors' Ethics and Conflict of Interest Standards. Any director, individual, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its stock or otherwise, may be a party to, or be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, and in the absence of fraud no contract or other transaction shall be affected or invalidated because of such relationship or interest; provided, however, that in the event that a director, or any firm of which a director is a member, or any corporation or association of which a director may be an officer or director, is so interested, such fact shall be disclosed or shall have been known to a majority of the Board of Directors of the Corporation. Any director of the Corporation who is also director or officer of or interested in such other corporation, association or firm may not be counted in determining the existence of a quorum at the meeting of the Board of Directors of the Corporation which shall authorize, ratify, or confirm any such contract or transaction, and may not vote thereat to authorize, ratify, or confirm any such contract or transaction.

4.12. Compensation of Directors. No director shall be paid for attendance at any regular or special meeting of the Board of Directors or be paid a salary as a director, but may be reimbursed for actual and reasonable out-of-pocket expenses incurred in the performance of such director's duties in connection with the BID.

4.13. Committees.

(a) The Board of Directors from time to time may appoint (and expand and/or disband) such Board Committees from among its own members as the Board of Directors from time to time deems it desirable to assist in the administration or operation of affairs of the Corporation. The Nominating Committee and the Executive Committee shall be Board Committees, along with such other committees designated as Board Committees as the Board of Directors may create. If required by the Policies and

Procedures, the minutes of each Board committee shall be kept in accordance with the Policies and Procedures.

(b) Board Committees exercising authority as provided in these Bylaws, including the Nominating Committee, the Executive Committee, and such other Board Committees as the Board of Directors may create, may have as members only persons who are serving as members of the Board of Directors. Persons who are not members of the Board of Directors may consult with Board Committees and participate in committee discussions as the Board of Directors may direct or permit, but may not vote on Board Committee decisions.

(c) The Board of Directors may also create advisory committees and other advisory bodies that provide advice to the Corporation but that exercise no powers of the Board of Directors under the Articles of Incorporation or these Bylaws. Advisory committees, which are not Board Committees, may have such membership as the Board of Directors may determine.

4.14. Executive Committee.

(a) Composition; Voting. The Board of Directors shall appoint an executive committee (the “**Executive Committee**”) which shall consist of each of the Officers of the Corporation who is also serving as a member of the Board of Directors, and such other members of the Board of Directors as the Board of Directors may decide, based upon the recommendation of the President of the Corporation. The then current Executive Director shall participate in the meetings of the Executive Committee but shall not be a member of the Committee. At no time shall any Member be permitted to control directly or indirectly more than two (2) of the positions on the Executive Committee. For purposes of the immediately preceding sentence, “Control” shall be deemed to be ownership, directly or indirectly, of thirty-three and one-third percent (33 1/3%) or more of the legal and equitable interest of the controlled corporation or other business entity, in accordance with the Policies and Procedures. The President of the Corporation shall serve as the chair of the Executive Committee (the “**Executive Committee Chair**”). The Executive Committee Chair or, in the absence of an Executive Committee Chair, a member of the Executive Committee chosen by a majority of the members present, shall preside at Executive Committee meetings, and another member thereof chosen by the Executive Committee shall act as secretary. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and the affirmative vote of the majority of the Executive Committee then present shall be required for any action of the Executive Committee.

(b) Power of Executive Committee. The Executive Committee shall have and may exercise all of the rights, powers and authority of the Board of Directors, except as expressly limited by the Corporation Act, as amended from time to time. Decisions of the Executive Committee shall be consistent with the then current Annual Budget of the Corporation and the Policies and Procedures. Notwithstanding the foregoing, the following actions (the “**Full Board Actions**”) shall require Board approval

prior to implementation, in accordance with the timeframes set forth in the Policies and Procedures: (i) hiring or firing of the Executive Director, (ii) expenditures exceeding the then-current Annual Budget or significant transfers of funds from one category of the Annual Budget to another in accordance with the Policies and Procedures, and (iii) revision of the Policies and Procedures. Any Full Board Actions which the Executive Committee believes to be urgent, in the Executive Committee's reasonable discretion, may be subject to an accelerated timeline in accordance with the Policies and Procedures.

(c) Meetings of Executive Committee. The Executive Committee shall fix its own rules of procedure and shall meet at such times and at such places as may be provided by its rules (“**Executive Committee Meetings**”). All Executive Committee Meetings shall be open to all Directors, and a schedule of Executive Committee Meetings for each fiscal year shall be posted in accordance with the Policies and Procedures. Each Director shall be notified of any special Executive Committee Meetings with no less than three (3) business days' notice to each Director, given by mail, electronic mail, facsimile, telex, telegraph, telephone or personally, which notice shall state the time, place and purpose of the special Executive Committee Meeting.

(d) Minutes. The Executive Committee shall keep minutes of its Meetings in accordance with the Policies and Procedures and shall deliver said minutes to the Board of Directors by the earlier of (i) five (5) business days after the Executive Committee Meeting and (ii) the next Board Meeting, except in the event that the next Board Meeting is less than twenty four (24) hours after the Executive Committee Meeting, in which event a member of the Executive Committee shall provide an oral presentation of the substance of the Executive Committee Meeting during the Board Meeting and the minutes from the Executive Committee Meeting shall be delivered to the Directors as soon as reasonably practicable but in no event later than five (5) business days after the Executive Committee Meeting.

ARTICLE V. OFFICERS

5.01. Designation. The principal officers (the “**Officers**”) of the Corporation shall be a President, one or more Vice Presidents (as hereinafter defined), a Secretary and a Treasurer (as hereinafter defined). The Board of Directors may appoint an assistant treasurer, an assistant secretary and/or such other officers as in its judgment may be necessary or desirable. All Officers shall have the duties normally incident to their respective offices in a District of Columbia nonprofit corporation and such other additional duties as from time to time shall be assigned by the Board of Directors. The duties and principal obligations of each of the Officers are as follows:

(a) President. The president (the “**President**”) shall be the Executive Director of the Corporation and, subject to the direction of the Board of Directors, shall have general charge of the activities, affairs and property of the Corporation and general supervision over its other Officers and agents. In general, the President shall perform all duties incident to the office of President of a nonprofit corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall be thoroughly familiar with the Bylaws of the BID, parliamentary procedure in general and the BID’s selected parliamentary authority in particular.

(b) Vice President. In the absence or disability of the President, the vice president (the “**Vice President**”), or in the event there is more than one, the Vice Presidents in the order designated, or in the absence of any designation, in the order of their election, shall perform the duties and exercise the powers of the President. The Vice President(s) also generally shall assist the President and shall perform such other duties and have such other powers as from time to time may be provided by the Board of Directors.

(c) Secretary. The secretary (the “**Secretary**”) shall attend all Member Meetings and of the Board Meetings and shall assure that all votes and the proceedings of all Member Meetings and Board Meetings are recorded and maintained in a book to be kept for such purposes at the BID offices in accordance with the Policies and Procedures. The Secretary also shall perform like duties for the Executive Committee or other committees, if required by any such committee. The Secretary shall assure that notice of all Annual Meetings, Regular Meetings, Special Member Meetings and/or Special Board Meetings is given and shall perform such other duties as from time to time may be provided by the Board of Directors or by the President. The Secretary shall have custody of the seal of the Corporation, shall have authority (as shall any Assistant Secretary) to affix the same to any instrument requiring it, and to attest the seal by signature. The Board of Directors may give general authority to Officers other than the Secretary or any Assistant Secretary to affix the seal of the Corporation and to attest the affixing thereof by signature. The Secretary shall maintain a current record of Members of the Corporation, and the Secretary, working with other Officers and agents of the

Corporation, shall determine the number of votes to be allocated to Members pursuant to these Bylaws.

(d) Assistant Secretary. The assistant secretary (the “**Assistant Secretary**”), if any (or in the event there is more than one, the Assistant Secretaries in the order designated, or in the absence of any designation, in the order of their election), in the absence or disability of the Secretary, shall perform the duties and exercise the powers of the Secretary. The Assistant Secretary(ies) shall perform such other duties and have such other powers as from time to time may be provided by the Board of Directors.

(e) Treasurer. The treasurer (the “**Treasurer**”) shall cause and assist in the custody of and responsibility for the Corporation’s funds and evidences of indebtedness, shall cause and assist in keeping books belonging to the Corporation, and shall cause and assist in depositing all moneys and other valuable effects in the name and to the credit of the Corporation in such accounts (including, without limitation, checking, savings and money market accounts) and in such depositories as from time to time may be ordered by the Board of Directors; provided, however, that any such account may only be maintained in a federally insured financial institution doing business in the District. The Treasurer shall cause and assist in disbursing the funds of the Corporation as may be ordered by the Directors, or by the President if such expenditure authority has been delegated by the Directors to the President. The Treasurer shall cause and assist in keeping full and accurate records and accounts of the assets, liabilities, receipts and disbursements and other transactions of the Corporation in books belonging to the Corporation and shall render to the President and the Board of Directors, at Regular Meetings of the Board of Directors of whenever any of them may so require, an account of all transactions and the financial condition of the Corporation. If required by the Board of Directors, the Treasurer shall cause and assist, at the Corporation’s expense, in providing a fidelity bond to the Corporation in such amount, form and security as may be specified by the Board of Directors for the faithful performance of the duties of the office of Treasurer and for restoration to the Corporation of all of its books, records, money, vouchers, and any and all other property in the Treasurer’s possession or under the Treasurer’s control on the date of the Treasurer’s death, resignation or removal from office.

(f) Assistant Treasurer. The assistant treasurer (the “**Assistant Treasurer**”), if any (or in the event there is more than one, the Assistant Treasurers in the order designated, or in the absence of any designation, in the order of their election), in the absence or disability of the Treasurer, shall perform the duties and exercise the powers of the treasurer. The Assistant Treasurer(s) shall budget outlining the Board of Director’s then current projections of revenues and operating expenses for the next succeeding fiscal year. The Board of Directors shall also deliver to the Members, from time to time as circumstances warrant, a supplement to the then current Annual Budget outlining any material change in anticipated income or expenditures during the applicable fiscal year. The Board of Directors shall also update the Annual Budget and/or supplement from time to time to the extent the Board of Directors receives information requiring material changes to the Annual Budget or supplement.

5.02. Qualifications. Only Directors shall be Officers. Any Officer may hold more than one position, except that the offices of President, Vice President, and Secretary shall be held by three (3) different persons.

5.03. Election. The Officers of the Corporation shall be elected annually by the Board of Directors at the Organization Meeting following each Annual Meeting, and shall hold office at the pleasure of the Board of Directors.

5.04. Removal of Officers. Any Officer may be removed for cause (as reasonably determined by the Board), upon the affirmative vote of a majority of the Directors. Any Officer may resign at any time. Any vacancy in an office shall be filled by the Board of Directors at a Regular Meeting or at a Special Board Meeting called for such purpose.

5.05. Agreements, Contracts, Deeds, Checks, Etc. All agreements, contracts, deeds, leases, checks and other instruments of the Corporation for expenditures or obligations in excess of an amount to be specified in the Policies and Procedures, and all checks drawn upon reserve accounts, if any, shall be executed by any two Officers or by such other person or persons as may be designated by the Board of Directors in accordance with the Policies and Procedures.

5.06. Compensation of Officers. No Officer shall receive any compensation for acting as an officer, but shall be reimbursed for reasonable and actual out-of-pocket expenses incurred in the performance of such person's duties in connection with the BID. Notwithstanding the foregoing, pursuant to § 2-1215.07(d) of the BID Act, an Officer who also serves as the Managing Agent may receive compensation.

ARTICLE VI. LIABILITY AND INDEMNIFICATION

6.01. District of Columbia. The District of Columbia shall not be liable or responsible in any manner for any debts incurred, or for any acts or inactions by the Board of Directors or by any agent, employee or Member of the Corporation.

6.02. Liability. Neither a Director, Officer or Member nor any affiliate of a Director, Officer or Member, nor any shareholder, officer, director, employee, partner, agent, or advisor of a Director, Officer or Member, nor an affiliate of any Director, Officer or Member of the Corporation shall be personally liable to the Corporation or to any Member for loss or damage caused by any act or omission in such capacity, except for losses or damages caused by such party's fraudulent, willful or wanton conduct or misconduct, breach of the Bylaws or the Articles of Incorporation or gross negligence. The Corporation shall indemnify (only to the extent of Corporation assets without recourse to any Director, Officer or Member) any person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding (other than an action by or on behalf of the Corporation), which action,

suit or proceeding arises out of or relates to any claim, issue or matter involving or affecting the Corporation, by reason of the fact that such party is or was a Director, Officer or Member, an affiliate of a Director, Officer or Member, or an officer, shareholder, director, employee, partner, agent or advisor of a Director, Officer or Member or an affiliate of any Director, Officer or Member, or is or was serving at the request of the Corporation as an officer, shareholder, director, employee, agent, or advisor of another partnership, corporation, joint venture, trust or other enterprise, against all expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by such party in connection with such action, suit or proceeding, so long as such party acted in good faith in a manner reasonable believed to be in or not opposed to the best interests of the Corporation; *provided*, that no indemnification shall be made in respect of any claim, issue or matter as to which a party has been adjudged to be liable for fraudulent, willful, or wanton conduct or misconduct, breach of these Bylaws or the Articles of Incorporation, or gross negligence, or with respect to any criminal action or proceeding.

6.03. Insurance. The Corporation may maintain insurance on behalf of any person who is or was a Director or Officer or the shareholder, employee, partner, agent, or advisor of a Director or Officer for a liability asserted against it and incurred by such party in any such capacity or arising out of such party's status as such, whether or not the Corporation would have the power to indemnify and defend such party against such liability under Section 6.02.

ARTICLE VII. FINANCIAL MATTERS

7.01. Fiscal Year. The fiscal year of the Corporation shall consist of the twelve month period commencing on October 1 of each year and terminating on September 30 of such year unless otherwise determined by the Board of Directors in accordance with the BID Act. The Corporation's first fiscal year shall commence upon the filing of its Articles of Incorporation and end on September 30 of the year in which filed.

7.02. Adoption of Budget. Pursuant to § 2-1215.12(e) of the BID Act, upon registration of the BID and no later than September 15 of each succeeding fiscal year, the Board of Directors shall adopt, and deliver to all Members by first class mail or personal delivery or as otherwise permitted by the BID Act, an Annual Budget setting forth the Board of Director's then current projections of revenues and expenses for the ensuing fiscal year, together with such reserves for contingencies or BID activities as the Board of Directors from time to time deems appropriate. The Board of Directors shall update any budget if, when and as the Board of Directors receives information requiring a material change to such budget (as the same may have been previously updated), and any such update shall constitute a supplement to such budget and shall be mailed or delivered to the Members as provided above. For purposes of the foregoing, as provided in § 2-1215.12(e) of the BID Act, a material change is a change where a major programmatic activity not anticipated in a previously approved plan is undertaken or which involves a

reallocation of more than 10% of the anticipated revenues in a fiscal year. The Annual Budget and supplements shall not require the prior approval of Members and each Annual Budget and supplement shall be effective upon delivery to the Members or such later date as may be set forth in such budget or supplement. For the purposes of this Section, budgets and budget supplements shall be deemed delivered to Members three (3) days after being deposited in the United States Mail with first class postage prepaid, or if personally delivered, when delivered or when delivery is refused or cannot be effected because of the absence of a recipient at a Member's property address during normal business hours on business days.

7.03. Reserves. The Board of Directors may build up and maintain reasonable reserves for working capital, general operations, contingencies or other matters. Reserves may be kept in a separate bank account(s) and shall be segregated from general operating funds, and, if the Board of Directors shall deem it advisable, funds accumulated for each type of reserve shall be kept in a separate bank account, identified by reference to the specific category of reserve. Extraordinary expenditures not originally included in any annual budget, or in any update or supplement which may become necessary during the year shall be charged first against such reserves. Except where an emergency requires expenditure to prevent or minimize loss, reserves accumulated for one purpose may not be expended for any other purpose unless approved by a majority of the Board of Directors.

7.04 Special Charges. If any special capital improvement or service of a nature above the level of improvements or services provided generally by the BID shall be requested by any Owner(s) and approved by a majority vote of disinterested Directors, such special capital improvement or service shall be specially charged to such Owner(s) in proportion to each Owner's obligation to pay BID taxes or otherwise in accordance with such reasonable terms as the Board of Directors from time to time may determine in order to reflect the benefit received by such Owner(s) from such special capital improvement or service, and such special charge (the "**Special Charge**") may be payable in a lump sum or in installments as the Board of Directors may determine. The Board of Directors shall serve notice of any such special charge on all affected Owner(s) by a statement in writing setting forth the amount of such special charge and specifying the payment terms thereof. Such Special Charge shall constitute the personal obligation of the Owner(s) involved, shall be payable directly to the BID, may be deposited directly into any bank account established by the BID for such purpose, and shall not constitute a BID tax. In addition, in accordance with § 2-1215.16(e) of the BID Act, a BID shall have a lien on any BID Property on which a capital improvement is made, and such lien shall be enforced and shall have the same priority as a mechanics lien.

7.05. Collection of BID Taxes and Special Charges. The Board of Directors or Executive Director at the request of the Board of Directors, shall take prompt action to collect any BID taxes due from any Owner which remain delinquent for more than 120 days from the due date for payment thereof and to collect any special charges (or installments thereof) payable under Section 7.04 hereof which remain delinquent for more than 30 days from the due date for payment thereof.

7.06. Accounts. Except as otherwise provided in this Article, all sums collected by the Board of Directors with respect to BID Taxes and special charges may be commingled into a single fund.

7.07. Books and Accounts. Books and accounts of the Corporation shall be kept under the direction of the Treasurer in accordance with federal tax practices consistently applied. Such books and accounts shall detail, in chronological order, the receipts and expenditures of administration and operation of the Corporation and the BID.

7.08. Inspection of Books.

(a) Subject to Sections 7.08(b) and (c) of these Bylaws, the books and accounts of the Corporation, together with a current copy of the Articles of Incorporation and these Bylaws, the minutes of all Member Meetings and Board Meetings, and all other records pertaining to the Corporation, shall be available for examination (but not duplication) by the Members and contract purchasers and prospective commercial tenants, and/or their duly authorized agents or attorneys, and to the Mayor, the CFO and the District of Columbia Council (the "**Council**"), and/or their duly authorized agents or attorneys, at convenient hours on business days that shall be set and announced for general knowledge and after reasonable prior written or oral request, and, upon request, any Member, the Mayor, the CFO or the Council shall be provided with a copy of the records of the Corporation.

(b) Anything above or elsewhere in these Bylaws to the contrary withstanding, the books and records of the Corporation may be withheld from examination or copying by Members or others to the extent they concern (i) personnel matters, (ii) communications with legal counsel or attorney work product; (iii) transactions currently in negotiation or agreements containing confidentiality requirements; (iv) pending litigation; (v) pending matters involving formal proceedings for enforcement of the Articles of Incorporation, these Bylaws or any rules and regulations promulgated pursuant to these Bylaws; or (vi) disclosure of information in violation of law.

(c) The Corporation may impose and collect a charge, reflecting its actual costs of materials and labor, prior to providing copies of any books or records to Members.

7.09. Audit. All books and records of the Corporation shall be audited at least once a year by an outside auditor employed by the Board of Directors who shall not be a Member or an affiliate of a Member, and who shall be a Certified Public Accountant.

ARTICLE VIII. BID ACTIVITIES

8.01. General. The BID Act defines a "**BID activity**" as "a special service or activity conducted in a Business Improvement District designed to improve the economic development climate in the area pursuant to the BID Act, and which is designed and conducted so as to avoid any material adverse impact on adjoining residential neighborhoods and is otherwise in accordance with all applicable laws, regulations, and requirements of the District of Columbia and the United States, which services and activities may augment, but which may not replace governmental services customarily provided in the regular course of the District's operations." BID activities, as provided by the BID Act may include the planning, administration and management of activities designed to provide economic stimulus, stability or benefit to the BID.

8.02. Scope of Activities. The type, number and scope of BID activities to be undertaken at any time by the Corporation shall be determined by the Board of Directors in accordance with these Bylaws. Once undertaken, a BID activity may only be discontinued prior to completion in accordance with the Policies and Procedures.

8.03. Cooperation. Each Member shall cooperate with the Corporation and its Directors, Officers, employees, agents and independent contractors in the performance of any BID activity undertaken by the Corporation pursuant to this Article and the BID Act.

8.04. Signage and Facade Programs. If at any time the Corporation undertakes as a BID activity the development of special signage and/or storefront and/or commercial building facade improvement programs, each Member hereby agrees to cooperate with and allow the installation of any signage or facade improvement adopted pursuant to such BID activity, *provided* that no Member shall be required to expend any of its funds (other than for payment of BID taxes pursuant to these Bylaws) with respect to any such signage or facade improvement, nor shall any such signage or facade improvement alter or obstruct the identifying logo or name of any Member on its property or leased premises.

8.05. Graffiti Removal. If at any time the Corporation undertakes as a BID activity the removal of graffiti, each Member hereby agrees to allow the Corporation or its duly authorized employees, agents and/or independent contractors to enter upon such Member's property or leased premises for such purpose, at all reasonable times and upon reasonable notice, and membership in the Corporation automatically shall constitute a waiver by a Member of any claims for damages resulting from such graffiti removal, except for damages resulting from the gross negligence or willful misconduct of the party or parties conducting such removal.

ARTICLE IX. INSURANCE

9.01. General Authority; Requirements.

(a) All policies of insurance relating to the Corporation shall be obtained by the Board of Directors or the Managing Agent or Executive Director on behalf of the Corporation. Neither the Board of Directors nor the Managing Agent or Executive Director shall be liable for any failure to obtain any coverage required to be obtained by this Article if such coverage shall have been unavailable upon reasonable inquiry and investigation or available only at unreasonable cost.

(b) Each policy of insurance purchased pursuant to this Article shall provide to the fullest extent applicable as follows:

(1) the named insured under such policies shall be the Corporation, its Directors, Officers and Members, the Managing Agent or Executive Director, if any, and their authorized representatives, as their interests may appear;

(2) in no event shall any such insurance be brought into contribution with insurance purchased by Members;

(3) the insurer waives (i) any right to claim by way of subrogation, and (ii) any defense based upon co-insurance or upon any invalidity arising from the acts of the insured;

(4) such policy shall not be canceled, invalidated or suspended due to the act or omission of any Member and/or his, her or its invitees, agents and employees or of any member, officer, employee or agent of the Board of Directors or the Managing Agent or Executive Director;

(5) such policy may not be canceled or substantially modified (including cancellation for nonpayment of premium) without at least thirty (30) days' prior notice to the Board of Directors and the Managing Agent or Executive Director, and to all parties whom certificates, subpolicies or endorsements have been issued; and

(6) any "no other insurance" claim contained in the master policies shall expressly exclude individual Member policies from its operation.

(c) All policies of insurance shall be written by companies with a financial rating of Class A-VIII or better under Best's Rating Guide (or any comparable rating under a revised rating guide).

9.02. Liability Insurance. The Board of Directors or the Executive Director shall obtain and maintain comprehensive general public liability and property damage insurance in such limits as the Board of Directors from time to time may determine in accordance with this Section, insuring each Director, the Officers or the Executive Director, and the Corporation against any liability to the public or to the Members (and their invitees, agents and employees) arising out of, or incident to the Corporation's activities, including any legal liability that results from lawsuits related to

employment contracts to which the Corporation is a party. Such insurance shall be issued on a comprehensive liability basis and shall contain: (a) libel, slander, false arrest and other personal injury offenses coverage; (b) medical payments coverage; (c) a cross liability endorsement under which the rights of a named insured under the policy shall not be prejudiced with respect to such insured's action against another named insured; (d) hired and non-owned vehicle coverage; (e) host liquor liability coverage with respect to events sponsored by the Corporation; (f) property of others coverage; (g) broad form property damage coverage; and (h) a severability of interest endorsement which shall preclude the insurer from denying liability to a named insured because of the negligent acts of any other named insured. The Board of Directors shall review such limits once each year, but in no event shall such insurance be written in an amount less than Two Million Dollars (\$2,000,000.00) covering all claims for bodily injury or property damage arising out of one occurrence. Reasonable amounts of umbrella liability insurance in excess of primary limits in the discretion of the Board of Directors also may be obtained.

9.03. Other Insurance. The Board of Directors also shall obtain and maintain:

(a) Directors and Officers liability coverage and fidelity bond coverage to protect against wrongful and dishonest acts on the part of the Officers, Directors, employees and other agents of the Corporation, including Executive Director, who either handle or are responsible for handling the funds held or administered by the Corporation. Fidelity bonds shall (i) name the Corporation as an obligee; (ii) be written in such amounts as from time to time shall be determined by the Board of Directors; (iii) contain waivers of any defense based upon the exclusion for persons who serve without compensation from any definition of "employee" or similar expression; and (iv) include provision for ten (10) days' written notice to the Corporation before the bond can be canceled or substantially modified;

(b) Worker's compensation insurance if and to the extent necessary to meet the requirements of law.

(c) Such other insurance as the Board of Directors may determine, or as may be requested from time to time by a majority of the votes of the Members.

9.04. Board of Directors as Agent. The Board of Directors hereby irrevocably is appointed as the agent of the Corporation and its Members, Directors and Officers to adjust and settle all claims arising under insurance policies maintained by the Board of Directors and to execute and deliver releases upon the payment of claims.

ARTICLE X. BID TAXES

10.01. BID Taxes. The following Sections of the BID Act in effect as of the date of adoption of these Bylaws are summarized as a matter of disclosure to all Members. Reference is made to the cited Sections themselves for the complete text provision.

(a) Section 2-1215.15(e) of the BID Act provides that BID taxes shall be payable in advance, in six (6) month increments, and are due and payable, semiannually, on or before March 31 and September 15 of each year, except that a short BID tax period from the date of registration of a BID to the next regularly scheduled BID tax installment may be billed and collected.

(b) Section 2-1215.15(f) of the BID Act imposes a ten percent (10%) penalty and interest at the rate of one and one-half percent (1½%) per month on the amount of any unpaid BID tax.

(c) Section 2-1215.15(g) of the BID Act provides for the tax sale of any BID Property for which any BID tax remains unpaid in excess of sixty (60) days.

(d) Section 2-1215.17 of the BID Act authorizes the Corporation, through legal counsel, to file suit in the Superior Court of the District of Columbia against any Owner with delinquent BID taxes in excess of 120 days. Such suit may seek penalties and interest owed to the District of Columbia under § 2-1215.15(f) of the BID Act and the BID's reasonable attorneys fees in addition to delinquent BID taxes. A BID obtaining judgment in any such action shall have the authority to execute on such judgment in the name of the District of Columbia using any method of execution authorized by law, including, without limitation, the authority to record such judgment with the Recorder of Deeds, file a creditor's bill to seek real estate, seek any writ of attachment, *fieri facias*, *distringas*, or replevin, and seek condemnation under writs.

(e) The amount and method of allocation of the BID tax may be amended once annually by a two-thirds (2/3) vote of the Directors in office, at a meeting called for such purpose, subject to ratification of any such amendment by a majority vote of Members present and voting at a regularly scheduled meeting at which a quorum is present.

ARTICLE XI. AMENDMENTS

11.01. Initial Amendment to Bylaws. Within one hundred and twenty (120) days after the Corporation is registered as a BID, or such earlier time as may be provided by resolution of the Board of Directors, the Members shall, at a meeting called by the Board of Directors for such purpose, vote to ratify or to adopt amendments to the initial Bylaws, Members shall have the opportunity to propose amendments to the initial Bylaws by submitting proposals to the Board of Directors in writing at least fifteen (15) days prior to the date on which the meeting will be held for the purpose of voting on such proposed amendments.

11.02. General. After the Members have had the opportunity provided by Section 11.01 above to ratify or adopt amendments to the initial Bylaws, the Bylaws, the registered BID plan and BID taxes authorized under the BID Act from time to time may be amended only with the affirmative vote of two-thirds (2/3) of the Directors present at duly convened Board Meetings at which a quorum shall have been obtained, and the ratification by a majority of the votes of Members present, in person or by proxy, at a duly convened Member Meeting at which a quorum shall have been obtained; *provided*, that any amendment of the registered BID plan shall be subject to the filing and certification provisions of Section 2-1215.08 of the BID Act, and *provided, further*, that BID taxes may only be amended once annually. All amendments to these Bylaws, the registered BID plan or the BID taxes shall comply with the BID Act and any regulations adopted pursuant thereto.

11.03. Amendment of Articles of Incorporation. The Articles of Incorporation may be altered or amended, or new Articles of Incorporation adopted, at any meeting of the Board of Directors, by a two-thirds (2/3) vote of the Directors in office, if at least ten (10) days' written notice is given of the intention to take such action at such meeting.

11.04. Severability. Every provision of these Bylaws is intended to be severable, and if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of any other terms or provisions of these Bylaws.

ARTICLE XII. MISCELLANEOUS

12.01. Seal. The Corporation shall adopt a seal which shall have inscribed thereon the name of the Corporation, the year of the incorporation, the words “Corporate Seal,” and “a Non Profit District of Columbia Corporation.

12.02. Invalidity. The invalidity of any portion of these Bylaws shall not impair or affect in any manner the validity, enforceability or effect of the balance of these Bylaws, all of which shall be severable.

12.03. Captions. The captions herein are inserted only as a matter of convenience and for reference, and in no way define, limit or describe the scope of these Bylaws or the intent of any provision hereof.

12.04. Governing Law. These Bylaws shall be governed by the laws of the District of Columbia and the United States of America applicable thereto.

12.05 Managing Agent. The Corporation may have a “**Managing Agent**”, as described in the BID Act. The managing agent shall be hired by the Board of Directors and may perform any or all of the Board of Directors non-fiduciary duties. The managing agent shall not be a BID Member of an affiliate of a BID Member, but may be a property manager or asset manager of one (1) or more of the properties located in the BID Area.

12.06 Dispute Resolution. Any disputes arising with respect to any charge under the BID Act or any activity conducted by the BID shall be resolved through mediation, or, if mediation is unsuccessful, arbitration. The Board of Directors shall, when necessary, adopt procedures through which the BID will participate in such mediation or arbitration.

* * * * *

1. Adopted by the Board of Directors at a Board Meeting held on April 24, 2015, by a vote of 11 to 0.

A handwritten signature in black ink, consisting of several overlapping loops and a final flourish.

Chairman

[Corporate Seal]