

Proposed Amendment to Amended and Restated Bylaws
of the
King of Prussia Business Improvement District, Inc.

Amendment adopted _____, 2023

Section 3.01(a) (GOVERNANCE; Voting Directors of the Board) is hereby amended as indicated by the strikeout and interlineations set forth below, as follows:

SECTION 3.01 - GOVERNANCE.

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

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

Highest assessed properties shall be determined as of the time of initial appointment. As to subsequent terms, highest assessed properties shall be determined by the most recently published Montgomery County tax assessment status as received by the District. ~~twelve months before the current term expiration.~~ These three highest assessed property seats shall be staggered, with one of each of the three seats holding A, B and C terms under Section 3.02 herein, except that effective January 1, 2024, and upon expiration of each of the three highest assessed property seat terms, each subsequent term of each of the three highest assessed property seats shall become a one-year term going forward under Section 3.02(c) herein, without staggering as an A, B, or C term. In no case shall representatives from one Member hold more than one seat.

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

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

Section 3.02(c) (TERM OF OFFICE; Subsequent Terms) is hereby amended as indicated by the strikeout and interlineations set forth below as follows:

Section 3.02 - TERM OF OFFICE

...

c) Subsequent Terms.

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

Section 5.02(b) (CHAIRMAN AND VICE-CHAIRMAN OF THE BOARD; Vice Chairman) is hereby amended as indicated by the strikeout set forth below as follows:

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

...

- b) Vice Chairman. At the request of the Chairman or in his absence, or during his inability to act, the Vice-Chairman shall perform the duties and exercise the functions of the Chairman of the Board, and when so acting shall have the powers of the Chairman of the Board. The Vice-Chairman shall otherwise have such powers and duties as may be assigned by the Chairman. ~~The Vice-Chairman of the Board shall automatically succeed to the position of Chairman for a term of one year.—~~