

EXHIBIT "A"
2018-2022 PLAN AND BUDGET FOR THE CENTER CITY DISTRICT

2018–2022

Plan and Budget for the Center City District

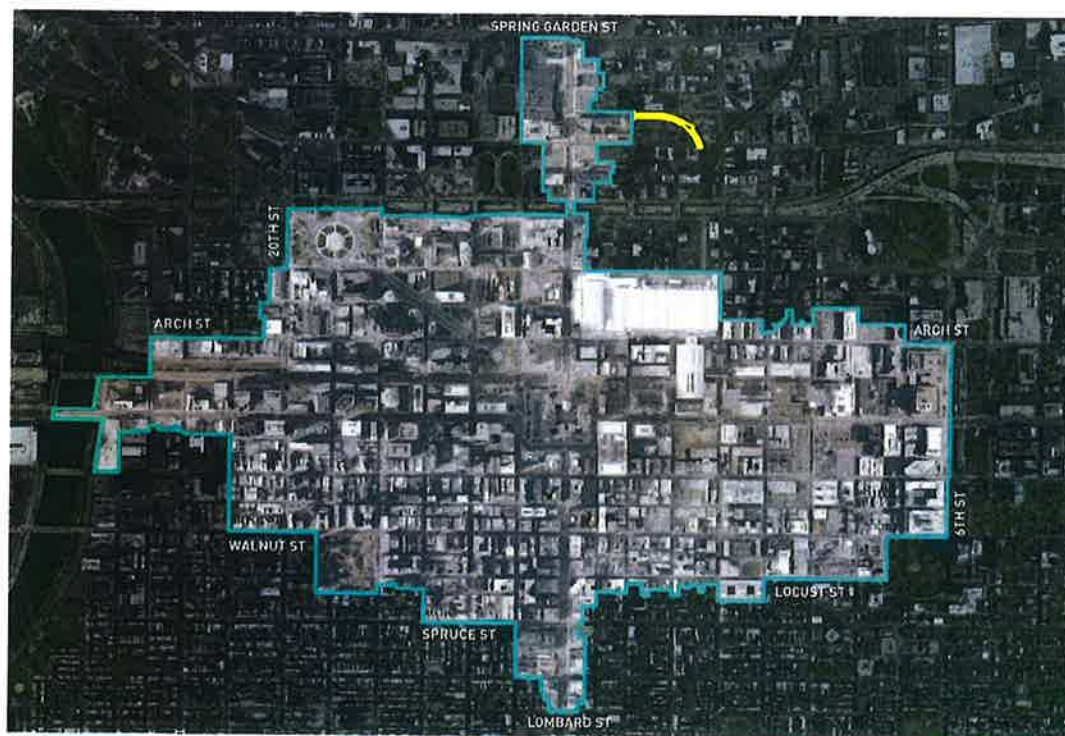
The mission of the Center City District (CCD) is to provide a clean, safe, well-managed downtown so Philadelphia can successfully compete as an attractive location for business, education and health-care institutions, for tourism, arts and entertainment, dining and shopping and as the fastest growing residential area in the city. The CCD was established in March 1990, under the Commonwealth of Pennsylvania's Municipality Authorities Act as a private-sector-directed municipal authority. With the approval from property owners within its boundaries and from the City of Philadelphia, the CCD was authorized in November 1990 to provide security, cleaning and promotional services that supplement, but do not replace, both basic services provided by the City of Philadelphia and the responsibilities of property owners.

The CCD commenced operations in 1991 and, in 1994, 1995, 2000, 2003, 2007 and 2012, property owners and the City of Philadelphia approved subsequent revised plans and budgets that authorized the CCD's existence through 2045 and approved expanded authority to finance and implement streetscape, public area and park capital improvements. This enabled the CCD to continue all its operating programs and services and to leverage more than \$100 million in federal, state, foundation,

city and private funding to make \$146 million in streetscape, public space and park improvements since 1996.

Center City is the largest employment center in the region. With the diversification of property types within the District, walkways are now animated day and night with workers, residents, tourists, students and patrons of retail, restaurants, outdoor cafés, hotels and cultural institutions. To support this increased activity, the CCD has expanded the levels and hours of service to all District property owners. This new plan and budget sustains and expands these enhanced services, keeping annual cost increases in line with the rate of inflation for commercial property owners, while reducing charges to all residential owner-occupants by 50% and limiting their share of costs to no more than 5% of total CCD assessments.

This plan and budget for the period 2018–2022 keeps the CCD's primary focus on the basics, devoting more than 70% of assessment revenues to programs for a clean, safe, attractive and well-managed public environment. The balance of revenues supports capital improvements, research, planning, management and communications strategies that bolster the attractiveness and competitiveness of Center City.



Center City District includes 233 blocks and more than 1,500 benefitted properties within its boundaries. This proposed plan and budget includes a small boundary extension, adding no additional properties except the surface area of Phase 1 of the Rail Park, a public park which the CCD will help maintain in partnership with Philadelphia's Department of Parks & Recreation, the Streets Department and the Friends of the Rail Park. This proposed expansion, highlighted in yellow, will increase the geographic area maintained by the CCD by 0.13%.



Cleaning and Maintenance

Through its primary cleaning program, the CCD deploys 81 uniformed sweepers, mechanical equipment operators and supervisors on two overlapping shifts, seven days per week, providing up to 12 hours of services per day. CCD crews supplement the sanitation services of the City of Philadelphia and ensure that Center City's sidewalks are clean and its streetscape graffiti-free. Cleaners are also deployed to ensure that CCD-managed parks are cleaned and maintained at a high standard. Seasonally, a team of pressure washers provides weekly power-washing of sidewalks throughout the CCD. The City's Streets Department cleans the streets from curb to curb, empties and maintains public trash receptacles and enforces sanitation laws. Through competitively selected contractors, the CCD assists property owners in fulfilling their legal obligation to keep their sidewalks free of litter and debris. This supplementary program has six components:

- **Mechanical sweeping:** Sidewalks and related public areas are mechanically swept early each morning to ensure that downtown routinely "opens clean."
- **Daily recurring manual and mechanical sweeping:** Daily manual and mechanical sweeping of all sidewalks and related public areas at least three times throughout the working day by uniformed cleaners ensures that the central business district remains attractive and clean.
- **Evening cleaning:** In recognition of the increased evening pedestrian activity and residential population, the CCD provides an early evening shift in prime entertainment and dining areas in warm weather months and is expanding these services through this plan.
- **Monthly power washing:** The CCD provides high-pressure washing twice a month, except in winter, to remove accumulated stains, gum and grime from all sidewalks.
- **Graffiti removal:** To improve the appearance of downtown, maintenance crews remove posters and stickers and remove or paint over graffiti on streetscape furniture and the ground floor of building facades.
- **Fee for Service:** At no expense to District property owners, CCD employs eight additional cleaners and three supervisors to clean several residential and commercial areas adjacent to the CCD on a fee-for-service basis. The CCD also provides employment opportunities for disadvantaged workers, such as formerly homeless individuals, returning citizens and those making the transition from welfare to work, performing maintenance services within the CCD and staffing fee-for-service contracts.

Safety and Crime Prevention

To enhance public safety and order and to provide information and directions to pedestrians, the CCD works in partnership with the Philadelphia Police and deploys supplementary, uniformed on-street patrols. The CCD also works in partnership with other safety professionals engaged by office buildings, hotels, education, health-care, arts and cultural institutions. The CCD's supplementary services have four components:

- **Enhanced police coverage:** In 1991, the Philadelphia Police Department and the CCD developed a unique collaborative relationship to improve police coverage for office workers, residents, hotel guests, convention delegates, theater and retail patrons. Officers in vehicles, deployed from the 6th and 9th Districts, which cover the area from Poplar to Lombard Streets, river to river, continue to provide motorized patrols throughout the boundaries of the CCD. But additional Philadelphia Police Department foot- and bicycle-patrol officers are deployed from a police substation provided by the CCD in its offices. The Police Department supports the costs of staffing this substation seven days a week over two shifts with a police captain, supervisors and dozens of patrol officers.

- **Community Service Representatives:** The goal of the Community Service Representative (CSR) program is to provide public safety, hospitality and outreach services within the boundaries of the CCD by deploying CSRs on foot beats, seven days a week. CSRs provide a uniformed, but unarmed, deterrent to crime by serving as the "eyes and ears" of the Philadelphia Police Department through two-way radio communication. CSRs act as goodwill ambassadors by providing information and directions to workers, residents and visitors. CSRs are first aid/CPR certified and provide services to those in need. CSRs stand joint roll call with the Philadelphia police officers that staff the CCD's police substation, share information and coordinate deployment.

Specially trained CSR teams provide outreach services to the homeless population in Center City and work in partnership with social service agencies and the Philadelphia Police Department to help those on the street connect with needed services. Fifty-



two CSRs and supervisors will continue to be deployed in two shifts to cover morning, daytime and evening activities.

- **Public Space Collaborative:** CSRs use hand-held computers to track and report visible code violations, providing that information to the responsible public or private organization. Bi-monthly, the CCD convenes the Public Space Collaborative, bringing together a dozen representatives of public and private agencies responsible for the quality of public spaces within the CCD boundaries.

- **Crime prevention services:** Professional staff provides computerized incident mapping and analysis to identify crime trends and patterns and work in partnership with law enforcement and the private sector to develop strategies to reduce crime. Staff provides on-site visits to help businesses, building managers and tenants reduce their vulnerability to crime and provides immediate text-message updates on significant events and occurrences through the Alert Philadelphia emergency communications network in partnership with the Philadelphia Police Department.





Marketing and Communications

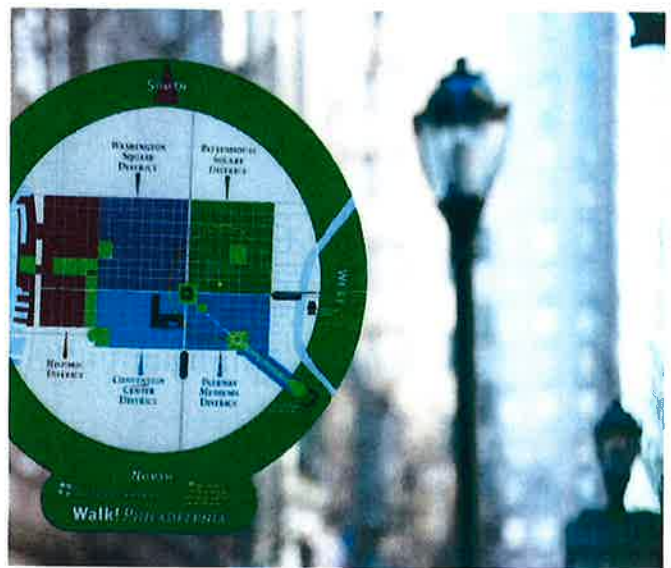
To position Center City as a competitive business location, the primary regional destination for dining, culture, entertainment and shopping and to enhance the downtown as a premier place to live, the CCD supports three types of efforts:

- **Retention and recruitment strategies:** The CCD researches, produces and distributes office, retail and residential marketplace information both in print and on-line and works in partnership with commercial brokers, owners, developers, the City of Philadelphia and economic development agencies to attract and retain businesses, to foster the growth of new industries and to support efforts to attract and retain residents, as well as families with children.

- **Communication strategies:** The CCD makes use of a broad range of traditional and interactive media to reach diverse audiences, managing seven websites, producing one print and nine email newsletters, and communicating through multiple social media platforms such as Facebook, Twitter, Instagram and Flickr. The CCD also deploys mobile information kiosks from which staff distributes traditional brochures and pamphlets and answers inquiries.

- **Event strategies:** The CCD produces several District-wide events each year designed to promote Center City's restaurants and retailers, including Center City District *Restaurant Week* and Center City District *Sips* and provides programming and special events in CCD-managed parks.



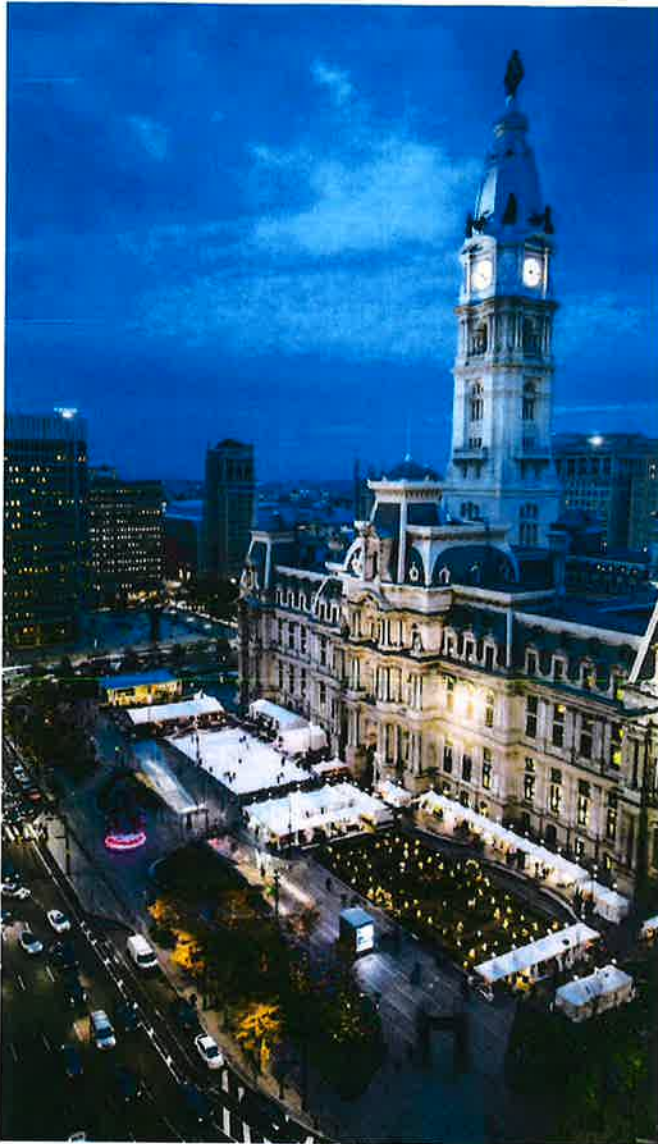


Streetscape Maintenance, Enhancement and Capital Improvements

It is the responsibility of all property owners to keep their abutting sidewalks clean and well maintained, including repair in a timely manner of settled, raised or broken sidewalks. To supplement required maintenance by property owners of their walkways and to enhance Center City as an attractive place to walk, the CCD initially issued \$21 million in bonds backed by District revenues in 1994 and has subsequently committed another \$25 million in capital investments that together leveraged an additional \$100 million in public, private and foundation funding. This \$146 million capital investment during

the last two decades has enabled the CCD to install more than 2,220 pedestrian-scale light fixtures, 900 trees, 270 planters and hanging baskets, 1,300 pedestrian signs and maps, vehicular-oriented and transit signage and lighting on the facades of 24 buildings in the downtown's two major cultural districts. The CCD continues to maintain and update these improvements, while managing transit posters and banners that add color and life to the streetscape, providing a low-cost means for arts, cultural and civic groups to communicate their messages. In the next five years, the CCD will continue to invest in landscape, streetscape and public amenities, working in partnership with both local government and property owners to upgrade the public environment of Center City.





Park Management and Maintenance

CCD capital investments have transformed four parks that the District now owns or leases on a long-term basis from the City of Philadelphia (Collins Park at 1707 Chestnut Street, Cret Park on the 1600 block of the Parkway, Sister Cities Park on Logan Square and Dilworth Park on the west side of City Hall). To manage and program these parks, CCD commits both its own staff and competitively-selected vendors to maintain these public spaces, provide amenities and events to animate them and generate sponsorship and rental revenues that are pledged to fund the cleanliness, safety and attractiveness of these public spaces. By increasing sponsorship and event revenues from activities in the parks, the CCD will minimize the amount of assessment revenues devoted to the on-going maintenance and management of these public spaces. The CCD has also raised \$10 million from state, foundation, City and private sources to renovate a portion of the defunct Reading Viaduct, creating

Phase 1 of the Viaduct Rail Park that begins in the District at Broad and Noble Streets. Phase 1 of the Rail Park will be owned by the City of Philadelphia upon completion. Through an extension of the CCD boundaries to include Phase 1 of the Rail Park, but no additional privately-owned properties, the CCD will work in partnership with the Department of Parks & Recreation and the Streets Department to support the maintenance of this elevated park. This proposed expansion will increase the geographic area maintained by the CCD by 0.13%.

Additional Capital Improvements

Through the approval of this plan and budget, the CCD will take advantage of continued attractive rates to refinance portions of its existing outstanding debt and use budgeted capital resources to make and/or finance additional pedestrian-scale and façade lighting, streetscape, bicycle and transit enhancements, park and other public-area improvements that enhance the competitiveness and attractiveness of the District. Decisions about the most cost-effective method of financing will be made based on interest rates, while always remaining within the existing debt capacity authorized by this plan and budget. In 2022, 2027, 2032 and 2037, the CCD shall present to District property owners a new plan and budget that shall not be less than two times the annual debt-service obligation.

Administration and Funding

A diverse 23-member board of directors, representing Center City's major property owners and a wide cross section of prominent leaders of business, real estate, neighborhood, civic and health-care organizations, governs the Center City District. The Center City District is administered by a professional staff and devotes the overwhelming share of its resources to highly visible and effective on-street programs.

It will remain the policy of the Center City District to provide to all persons equality of opportunity in employment and contracting. The CCD will continue to ensure that minorities and women have an opportunity to participate in its bidding processes without impediments of discrimination and to ensure that it does not contract with businesses that discriminate against minorities and women in the solicitation and utilization of subcontractors and suppliers.

The CCD funds both its programs and debt-service payments primarily by mandatory assessments on taxable properties within the District. Under Commonwealth law, the CCD annually bills directly and collects the assessments from property owners. As required by law, the CCD will base its assessment of all types of property, including residential, on the assessed value for real estate tax purposes without reduction for any tax abatement on account of improvements granted by the City of Philadelphia, homestead exemptions or for exemptions for Keystone Opportunity Improvement Zones and the like.

Residential Assessments

Following the 2012 and 2014 amendments to the Commonwealth's Municipality Authorities Act, the CCD will continue to elect to assess owner-occupied residential properties (including single-family, condominium and cooperative properties) by reducing CCD-assessed charges to all residential owner-occupants by 50% and will implement the further limitation that the total assessed value of all residential owner-occupied properties within the District will not cumulatively exceed 5% of the CCD's annual aggregate value of assessments in any year covered by this plan.

The CCD will continue to assess each condominium building as a single benefitted property. The CCD bill to the condominium association will be itemized by unit and reflect for each residential condominium unit a 50% reduction in the value determined by the City's Office of Property Assessment (OPA), without regard to any abatement or homestead exemptions by the City of Philadelphia, as well as the further provision that residential owner-occupied properties cumulatively will not exceed 5% of the CCD's annual aggregate value of assessments. The condominium association will then allocate the itemized, reduced CCD assessed charges among the building units proportionately, based on each unit's OPA assessed value, collect from the individual unit owners and remit to the CCD the total due from the entire condominium association.

Other Income

CCD's assessment revenues are used to fund services and physical improvements within the District. Tax-exempt properties, such as schools, hospitals and religious institutions, are not assessed, but the CCD requests and receives voluntary contributions from owners of tax-exempt properties within CCD boundaries that receive the benefit of District services. The CCD also receives income and revenues that offset the cost of maintaining parks, including sponsorship for events, event rentals, advertising, café, ice rink and other participation fees and retail rents. The CCD receives revenues for diversified fee-for-service activity, including sidewalk cleaning, landscape maintenance and graffiti-removal services in adjacent residential and commercial areas. Revenues in excess of expenses from these fee-for-service agreements are used to augment services within the CCD.

Finally, the CCD receives fees for management of other organizations, such as the Central Philadelphia Development Corporation. These management agreements enable District property owners to derive the benefit of research, strategic and physical planning, and public forums that seek to strengthen the vitality and competitiveness of Center City as the vibrant 24-hour hub of the Greater Philadelphia region.

Center City District Plan and Budget 2018-2022

(This budget shows assessment and non-assessment revenues to enable owners to have a full view of CCD operations. However, property owners only have an obligation under this budget for assessment-supported activities.)

BUDGET: 2018-2022

	2018	2019	2020	2021	2022
REVENUE & SUPPORT					
Billing Amount [1]	\$24,247,520	\$25,420,420	\$26,183,030	\$26,968,520	\$27,777,580
Income from Assessed Charges [2]	\$21,105,070	\$22,254,510	\$23,002,870	\$23,772,650	\$24,566,530
Interest & Other Income [3]	\$127,640	\$137,770	\$145,160	\$150,820	\$156,760
Reimbursements from Affiliates [4]	\$117,500	\$117,500	\$120,000	\$120,000	\$120,000
Park Revenues [5]	\$1,732,500	\$2,117,750	\$2,300,570	\$2,511,950	\$2,729,410
Fee-for-Service Income [6]	\$712,250	\$744,770	\$773,610	\$803,860	\$837,560
Total Revenue & Support	\$23,794,960	\$25,372,300	\$26,342,210	\$27,359,280	\$28,410,260
EXPENSES					
Cleaning [7]	\$6,896,580	\$7,064,240	\$7,292,090	\$7,548,940	\$7,738,490
Public Safety [8]	\$3,755,640	\$3,888,840	\$4,030,650	\$4,182,220	\$4,367,040
Marketing, Communications & Interactive Marketing [9]	\$2,473,620	\$2,536,390	\$2,632,670	\$2,717,170	\$2,800,600
Streetscape, Parks & Public Spaces [10]	\$5,334,070	\$5,499,100	\$5,656,230	\$5,817,100	\$5,978,570
Administration [11]	\$2,609,490	\$2,683,940	\$2,766,680	\$2,856,620	\$2,949,630
Development Planning & Research [12]	\$868,260	\$958,760	\$978,040	\$1,009,130	\$1,038,320
Capital Program Activities [13]	\$407,300	\$1,216,030	\$1,460,850	\$1,678,100	\$1,987,610
Debt Service [14]	\$1,450,000	\$1,525,000	\$1,525,000	\$1,550,000	\$1,550,000
Total Expenses [15]	\$23,794,960	\$25,372,300	\$26,342,210	\$27,359,280	\$28,410,260
SURPLUS/(DEFICIT)	\$0	\$0	\$0	\$0	\$0

Notes to 5-Year Plan

- Billing in 2018 assumes Assessed Value data supplied by the Office of Property Assessment (OPA), based on City-wide reassessment in April 2017. Subsequent years assume both new properties currently under construction commencing occupancy and an appreciation in value for existing properties.
- Includes current and prior year collections and adjustments for assessments that may be reduced upon appeal. Reduced assessment credits are assumed at larger than historic rates in response to citywide reassessment in 2018. Assumes collection ratio of 98% in any given year.
- Interest earned on operating accounts and other accounts, including streetscape improvement accounts, grants, exempt property contributions and other income.
- Reflects anticipated management fees earned for managing affiliated entities.
- Income generating activities, sponsorship and rental activities in CCD-managed parks, including Cret Park, Sister Cities Park, Collins Park and Dilworth Park.
- Income relating to CCD fee-for-service activities, sponsorship income in support of marketing activities and projected management fees relating to public spaces projects funded by grants.
- Cleaning program within the boundaries of the CCD, including supplemental sidewalk services, services to parks, graffiti-removal services and warm weather pressure-washing services. Assumes expanded evening and weekend service beginning in 2018.
- CSR program, Safety and Crime Prevention Services, including parks, and administrative support for the CCD police substation. Assumes enhanced services commencing in 2018 with additional deployment to address new development and increased pedestrian volumes.
- Ongoing marketing activities and promotions of business, including promotions of parks, property owner communications and website development and maintenance.
- Maintenance of public spaces and streetscape enhancements within CCD boundaries as a result of capital improvements since 1996. In addition, this line item includes expenses relating to operations of CCD-managed parks, including Cret Park, Sister Cities Park, Collins Park, Dilworth Park and the Rail Park.
- Staff and direct expenses relating to management of CCD, including reporting, internal audit, human resources, business services and operations administration.
- Staff and direct expenses relating to short- and long-term planning functions in support of CCD's mission. Also includes staff salaries and benefits, which are reimbursed through affiliates.
- Allocation of funds, from CCD assessment sources for continued capital improvements and upgrades to the streetscape, and public spaces within the CCD, such as lighting, landscaping and directional signs. May also include additional debt service allocation for future capital projects.
- Debt service relating to CCD refinancing of the 2004 bond issue and the debt related to the Dilworth Park project.
- All departments include an allocation of indirect expenses in support of CCD operations. Expenses do not include non-cash operating expenses such as depreciation, and certain amortized bond costs.

*Policy relating to reduced assessments -- the CCD assessments are based on the assessed values for taxable real estate as determined by the Office of Property Assessment (OPA). In any given year, property owners have the right and ability to appeal the OPA assessment to the Board of Revision of Taxes (BRT) and not the CCD. The CCD's policy, as noted annually on its Statement of Charges Assessed, is to re-calculate the annual charge and allow an adjustment to the current year charge, or if the charge has already been paid, to allow a credit against the property's next annual CCD charge, if the certified assessed value of the property is reduced on appeal by the BRT. In order to be eligible for the reduction or credit, the CCD must receive written notification of an appeal from the property owner in the year in which the appeal is filed, in addition to a copy of the initial application and final decision of the BRT for a reduction of the property value for which the assessed charges apply.

EXHIBIT "B"
MAP OF DISTRICT TO BE SERVED BY AUTHORITY

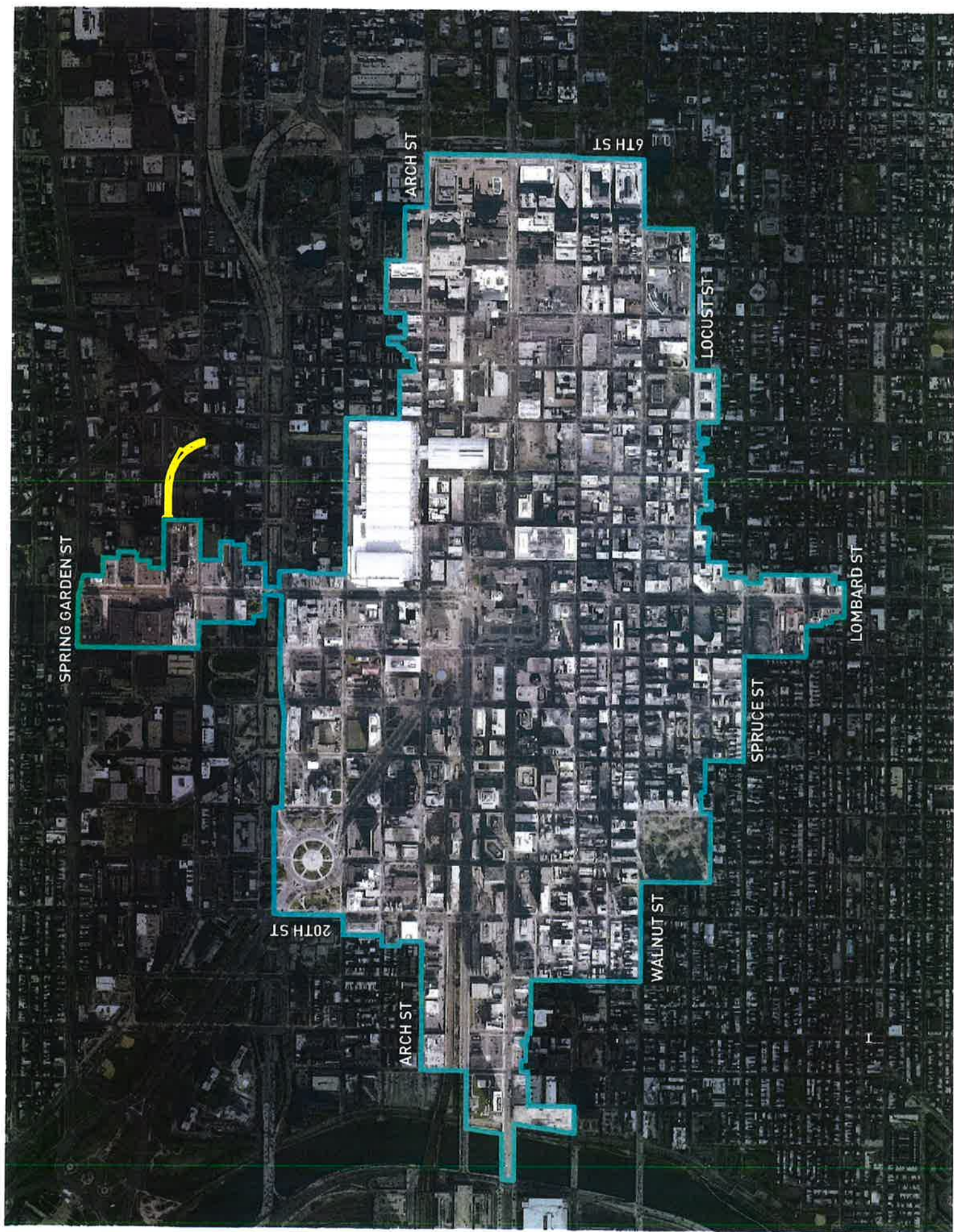


EXHIBIT "C"

BEGINNING at the point formed by the intersection of the south side of Spring Garden street and the east property line of the property at the southeast corner of Broad street and Spring Garden street; then proceeding south along the rear property lines of those properties which front along the east side of North Broad street to *the south side of Noble Street; then along the south side of Noble Street and along the north line of the Viaduct (as named in Philadelphia City Ordinance Bill No. 150415) to the south side of Callowhill Street; then west to the south side of the Viaduct; then north along the Viaduct and crossing North Thirteenth Street to the rear property lines of those properties which front along the east side of North Broad Street; then proceeding south along the rear property lines of those properties which front along the east side of North Broad Street to the south side of Race street; then east along the south side of Race street* to the southwest corner of North Eleventh street and Race street; then south along the west side of North Eleventh street and then east along the north property lines of those properties which front along the north side of Arch street between North Eleventh and North Seventh streets; then south along the west side of North Seventh street to the south side of Arch street; then east along the south side of Arch street to the southwest corner of North Sixth street and Arch street; then south along the west side of North Sixth street to the north side of Walnut street; then west along the north side of Walnut street to the west side of South Seventh street; then south along the west side of South Seventh street (also known as West Washington Square) to the northwest corner of Locust street and South Seventh street; then west along the north side of Locust street to the west side of South Tenth street; then south along the west side of South Tenth street and then west along the south property lines of those properties which front along the south side of Locust street between South Tenth and South Broad streets; then south along the east property lines of those properties fronting the east side of South Broad street from Locust street to Lombard street; then west along the north side of Lombard street and then north along the west property lines of those properties which front along the west side of South Broad street from Lombard street to Pine street; then west along the north side of Pine street to the northeast corner of South Fifteenth and Pine streets; then north along the east side of South Fifteenth street to the north side of Spruce street; then west along the north side of Spruce street between South Fifteenth and South Seventeenth streets; then north along the east side of South Seventeenth street; then west along the south property lines of the properties which front along the south side of Locust street to the west side of South Eighteenth street; then south along the west side of South Eighteenth street to Rittenhouse Square [street] then west along the north side of Rittenhouse Square [street], and then north along the east side of South Nineteenth street (also known as West Rittenhouse Square) to the north side of Walnut street; then west along the north side of Walnut street to the northeast corner of South Twenty-first street and Walnut street; then north along the east side of South Twenty-first street to a point in the extended south property line of the property located at the southwest corner of Market and South Twenty-first streets; then west along the south property lines of the properties which front along the south side of Market street to the east property line of the property located at 2400 Market street; then along the east, south and west property lines of the property located at 2400 Market street to the south side of Market street; then west along the south side of the Market street Bridge to the southwest corner of the foot of the Market street Bridge over the Schuylkill River; then north to the northwest corner of the foot of the Market street bridge; then east along the north side of the Market street bridge to a point in the west property line of the property located at the northwest

corner of Twenty-third and Market streets; then along the west and north property lines of the property located at the northwest corner of Twenty-third and Market streets to the east side of North Twenty-third street; then north along the east side of North Twenty-third street to the southeast corner of Arch street and North Twenty-third street; then east along the south side of Arch street to a point in the west property line of the property located at the northwest corner of Twentieth and Arch streets; then north along the west property lines of those properties which front along North Twentieth street between Arch and Race streets; then east along the south side of Race street to the southeast corner of North Twentieth and Race streets; then north along the east side of North Twentieth street to the south side of Vine street; then east along the south side of Vine street to the west side of north Eighteenth street; then south; along the west side of North Eighteenth street to the south side of the Interstate 676 depression; then east along the south side of Interstate 676 depression to a point in the extended west property line of the property located at the northwest corner of North Broad street and Vine street; then north along the rear property lines of those properties which front the west side of North Broad street between Vine and Spring Garden streets; then east along the south side of Spring Garden street to the first mentioned point and place of beginning.

EXCLUDING the following areas: The area of Rittenhouse Square that is not within the right-of-way lines of South Eighteenth street, Rittenhouse Square [street], South Nineteenth street (also known as West Rittenhouse Square), and Walnut street; and all landscaped areas of Logan Square (which is located within the boundaries of Eighteenth, Race, Twentieth and Vine streets) and all of the area within Logan Circle.

¹ Any boundary which runs along the side of a street is located at the centerline of the street in question.

EXHIBIT "D"
MAP OF ADDED PROPERTY TO BE SERVED BY THE DISTRICT

Center City District

HAMILTON ST

NOBLE ST

N 13TH ST

N 12TH ST

N 11TH ST

CALLOWHILL ST

CARLTON ST

Date: 5/1/2017



Center City District

