

EXHIBIT "A"
ARTICLES OF AMENDMENT

**ARTICLES OF AMENDMENT
OF
CENTER CITY DISTRICT**

ENTITY NO. 1565266

FILE AND RETURN TO:

Paul R. Levy
Center City District
660 Chestnut Street
Philadelphia, PA 19106

To the Secretary of the
Commonwealth of Pennsylvania:

In compliance with the requirements of the "Municipality Authorities Act of 1945," approved May 2, 1945, P.L. 382, as amended, the undersigned Authority, pursuant to an Ordinance duly adopted by the Mayor and City Council of the City of Philadelphia, desiring to amend its Articles of Incorporation, does hereby certify:

- (a) The name of the Authority is the "Center City District".
- (b) The address of the Authority's current registered office in this Commonwealth is 660 Chestnut Street, Philadelphia, PA 19106.
- (c) The statute by or under which the Authority was incorporated is the Municipality Authorities Act of 1945, P.L. 382, 53 P.S. §§ 301 et seq. (recodified June 19, 2001 at 53 Pa.C.S. §§ 5601 et seq.).
- (d) The date of the Authority's incorporation is May 4, 1990.
- (e) The amendment shall be effective upon filing of these Articles of Amendment in the Department of State.
- (f) Pursuant to 53 Pa.C.S. § 5605(b), the amendment was adopted by resolution of the Board of Directors of the Authority on September 5, 2012 and subsequently approved by the Mayor and City Council of the City of Philadelphia pursuant to Section 2 of an Ordinance (Bill No. _____, approved _____, 2012).

(g) The amendment adopted by the Authority and approved by the Mayor and City Council of the City of Philadelphia, set forth in full, is as follows:

That paragraph (e) of the Articles of Incorporation be deleted in its entirety and replaced with the following:

- (c) The Authority shall exist for a term which shall commence on the date a certificate of incorporation is issued, as required by the provisions of the Act, by the Secretary of the Commonwealth of Pennsylvania and shall terminate on December 31, 2045.

IN WITNESS WHEREOF, the undersigned Authority has caused these Articles of Amendment to be signed by two duly authorized officers thereof this _____ day _____, 2012.

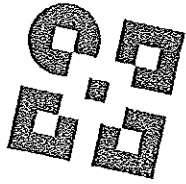
CENTER CITY DISTRICT

By: _____
Name:
Title:

By: _____
Name:
Title:

EXHIBIT "B"
PLAN AND BUDGET FOR THE CENTER CITY DISTRICT

CENTER CITY DISTRICT



660 CHESTNUT STREET
PHILADELPHIA, PA, 19106
215 440 5500
WWW.CENTERCITYPHILA.ORG

JUNE 2012

2013-2017

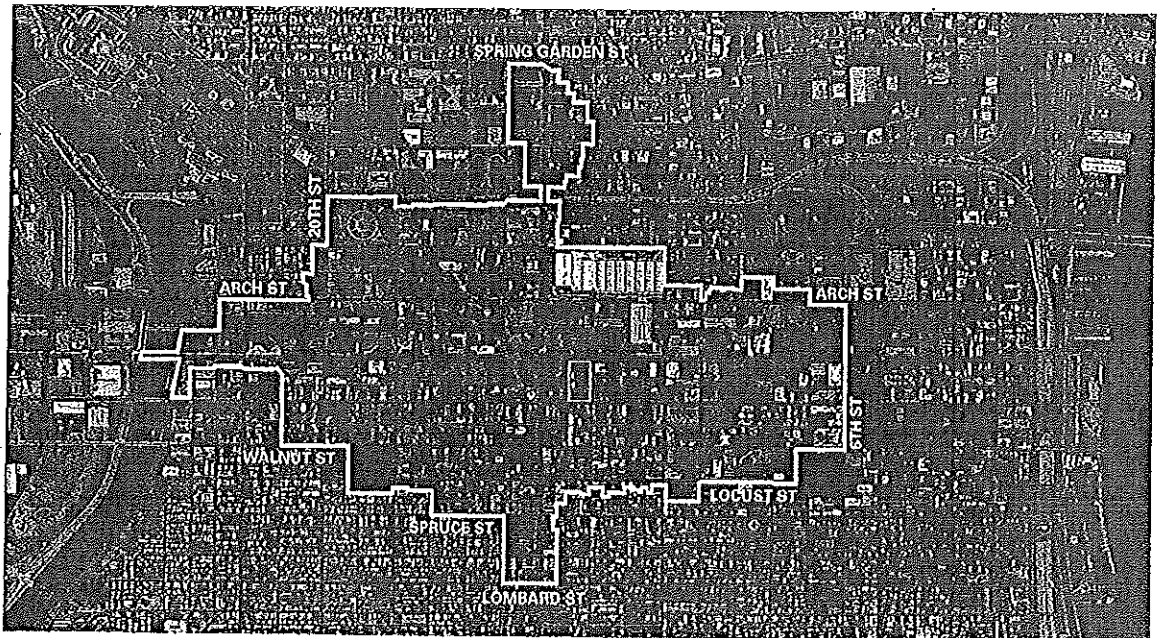
Plan and Budget for the Center City District

The mission of the Center City District (CCD) is to provide a clean, safe, well-managed downtown so that 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.

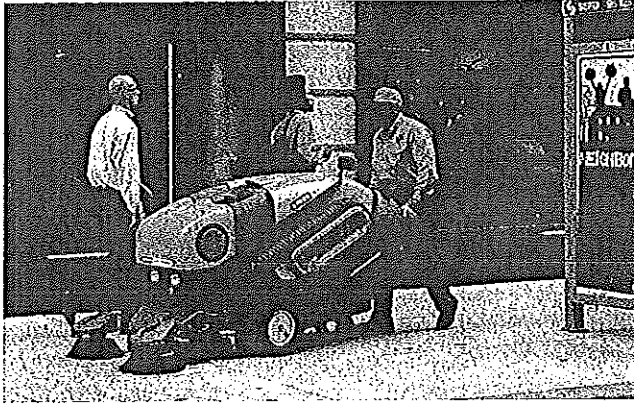
The CCD commenced operations in 1991 and in 1994, 1995, 2000, 2003 and 2007 property owners and the City of Philadelphia approved subsequent revised plans and budgets that authorized the CCD's existence through 2025 and approved expanded authority to finance and implement streetscape and public area capital improvements.

Center City is the largest employment node in the region. With the diversification of property types within the District, walkways are now animated day and night with workers, residents, students and patrons of retail, restaurants, outdoor cafes, 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 will sustain these trends, continuing to keep annual cost increases in line with the rate of inflation for commercial property owners, while reducing charges to all residential owner-occupants by 50%.

This plan and budget for the period 2013-2017 continues the CCD's primary focus on the basics, devoting more than 70% of 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.



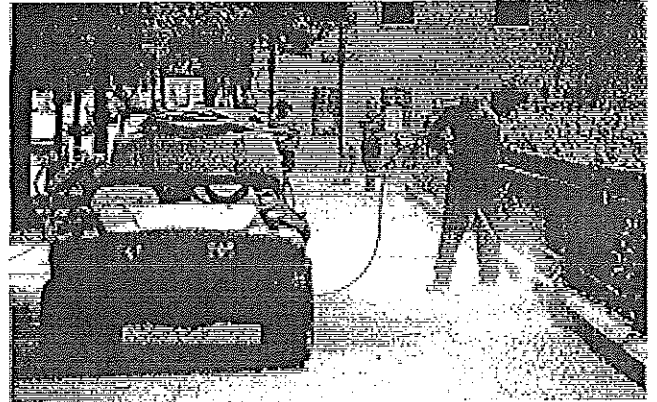
Center City District includes 233 blocks and more than 1,500 properties within its boundaries.



Cleaning and Maintenance

The CCD deploys 60 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. Seasonally, a team of pressure washers provide weekly pressure washing services throughout the CCD. The City's Streets Department cleans the streets from curb to curb, empties public trash receptacles and enforces sanitation laws. Through a competitively selected contractor, the CCD assists property owners in fulfilling their legal obligation to keep their sidewalks free of litter and debris. This supplementary program is comprised of 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.



- **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, an additional team of sixty cleaners and supervisors, maintain the 3.5 miles of underground transit concourse and two regional rail stations through contracts with SEPTA and the City of Philadelphia. CCD employs 8 additional cleaners and 3 supervisors to clean six areas adjacent to the CCD, which are also maintained through similar contractual relationships at no cost to District owners. The CCD also provides employment opportunities for disadvantaged workers, such as formerly homeless individuals 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 engages crime prevention professionals to work with public law enforcement, private security and



Police and CSRs jointly plan deployment strategies.



Community Service Representatives provide information and directions and track conditions within the public environment.

with property owners, managers, employers and local institutions to lessen their vulnerability to crime. The CCD's supplementary services are comprised of 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 patrol 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. The staff of CSRs will be increased from 44 to 46 and 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

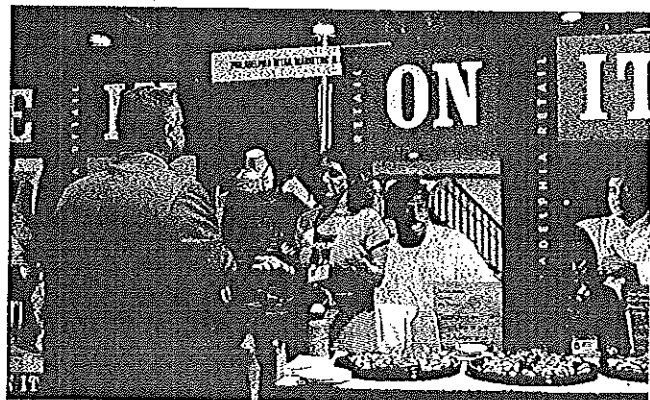
responsible for the quality of public spaces within the CCD boundaries.

- **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. The CCD coordinates the *Philadelphia Crime Prevention Council* that routinely brings together corporate and private security professionals with local, state and federal law enforcement agencies to share information, develop strategies and to provide law enforcement, office tenants, building managers, retailers, parking operators, hotels, banks, and cultural institutions with immediate 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 produces and distributes office, retail and residential attraction information



The Philadelphia Retail Marketing Alliance attracts new retailers to Center City.

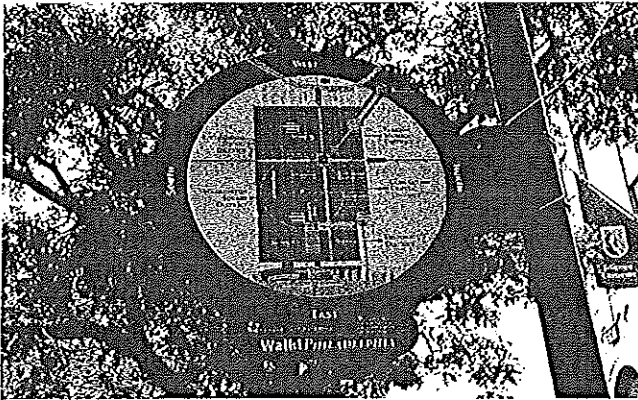
both in print and on-line and works in partnership with commercial brokers, the City of Philadelphia and economic development agencies to attract and retain businesses and with developers, brokers, neighborhood, parent and school groups to attract and retain residents, as well as families with children.

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

- **Event strategies:** The CCD produces several events each year designed to promote Center City's restaurants and retailers, including events like *Center City District Restaurant Week*, *Center City District SIPS* and *The Philadelphia Collection*. The CCD also produces special events for families with children and sponsors other festivals produced by retail associations active within the District.

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



The CCD installs and maintains signs, landscaping, pedestrian and specialty lighting.

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 \$9 million in capital investments that together leveraged an additional \$30.8 million in public, private and foundation funding. This \$60 million capital investment during the last two decades has enabled the CCD to install more than 2,220 pedestrian-scale light fixtures, 1,000 trees, 104 planters, 683 pedestrian signs and maps, more than 250 signs and maps at transit entrances and bus stop, corrals for newspaper boxes 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, along with 233 signs for motorists throughout the downtown.

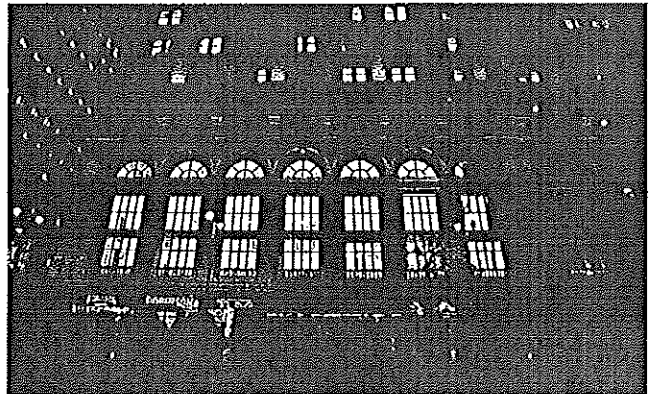
The CCD also installs banners on light poles and posters in transit shelters to add color and life to the streetscape, while providing a low-cost means for cultural institutions, arts groups and non-profit organizations to communicate their messages.

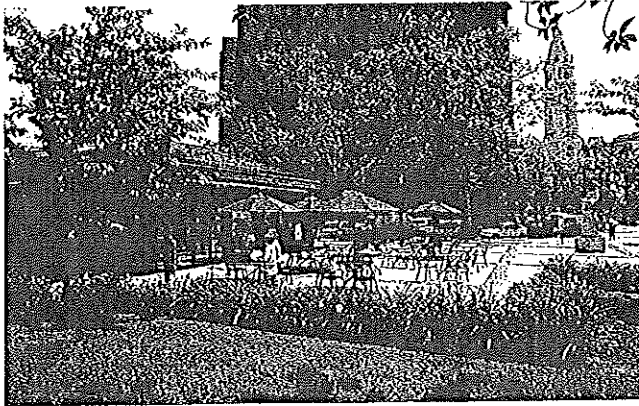
Park and Plaza Maintenance

To improve the quality of public spaces available for workers, residents and visitors, the CCD has recently raised more than \$50 million from non-assessment revenues to enhance three parks that it now owns or leases on a long-term basis (Collins Park at 1707 Chestnut Street, Three Parkway Plaza on the 1600 block of the Parkway, Sister Cities Park on Logan Square) and a fourth park, Dilworth Plaza, that will open in 2014. Following the model successfully established by Café Cret in Three Parkway Plaza and at Sister Cities Park, the CCD will engage competitively-selected vendors not only to provide amenities to animate these parks, but also to generate revenues that are pledged to maintain the cleanliness, safety and attractiveness of these public spaces. Through additional sponsorship and event revenues from activities the CCD will produce in the parks, the CCD will minimize the amount of assessment revenues that are devoted to the on-going maintenance of these public spaces.

Additional Capital Improvements

Through the approval of this plan and budget and through the extension of the legal life of the District from 2025 to 2045, the CCD will refinance its existing outstanding debt and issue an addi-





Café Cret is located in one of three parks currently managed by CCD; Dilworth Plaza will open in 2014.

tional \$10 million in bonds that can be used to finance and leverage additional funding for pedestrian scale and façade lighting, streetscape and transit enhancements, park and other public area improvements throughout the District. In 2017, 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 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.

Change in Residential Assessments

Following a recent amendment to the Commonwealth's Municipality Authorities Act, the CCD has elected to change the way it assesses owner-occupied residential properties, (including single-family, condominium and cooperative properties) reducing CCD assessed charges to all residential owners by 50% beginning in calendar year 2013 and for every year thereafter covered by this plan and budget.

The CCD will assess each condominium building as a single benefited property. The CCD bill to the condominium association will be itemized 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.¹ The condominium association will then allocate the itemized, reduced CCD assessed charges among the building units 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. Similarly, single-family residences and cooperatives will receive a 50% reduction.²

CCD's assessment revenues are used exclusively to fund supplemental 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 receives sponsorship income and revenues for diversified fee-for service activities, including sidewalk and concourse cleaning, landscape maintenance and graffiti removal services in adjacent residential and commercial areas. Revenues in excess of expenses from these agreements are used to augment services within the CCD. The CCD also 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.

1 If the City of Philadelphia implements its Actual Value Initiative (AVI) in 2012 or thereafter, assessing properties at 100% of market value, the CCD will continue to follow its same formula to calculate its assessments, using as the numerator for a particular property the new assessed value and as the denominator the total new assessed value for all taxable properties within the CCD.

2 The methodology for allocating these costs, following the recent amendment to the Municipality Authorities Act, shall be as follows: *For residential owners:* The annual district assessment shall be calculated on each single-family residential property, each residential cooperative property and each condominium association by establishing the ratio of (a) one-half of the assessed value of each single family residential property, each residential cooperative property or each condominium association property to (b) one-half of the total assessed value of all single family residential properties + the assessed value of all residential cooperative properties + the assessed value of all condominium association properties + the assessed value of all remaining taxable properties in the District and then multiplying this ratio by the annual amount of total assessments billed by the CCD.

For commercial properties: The annual assessment on all other commercial properties is calculated by establishing the ratio of (a) the assessed value of the individual property to (b) one-half of the total assessed value of all single family residential properties + the assessed value of all residential cooperative properties + the assessed value of all condominium association properties + the assessed value of all remaining taxable properties in the District and then multiplying this ratio by the annual amount of total assessments billed by the CCD.

Budget: 2013-2017

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

	2013	2014	2015	2016	2017
Revenue and Support					
Billing Amount¹	\$15,687,220	\$16,642,760	\$17,726,120	\$18,423,860	\$19,146,540
Income from Assessed Charges ²	\$14,936,103	\$15,888,507	\$16,939,406	\$17,616,774	\$18,318,344
Interest & Other Income ³	\$438,400	\$419,100	\$429,970	\$442,170	\$454,590
Reimbursements from Affiliates ⁴	\$90,000	\$90,000	\$100,000	\$100,000	\$100,000
Parks & Plaza Revenues ⁵	\$331,800	\$745,000	\$982,500	\$1,174,000	\$1,538,000
Fee for Service Income ⁶	\$4,279,785	\$4,408,172	\$4,540,416	\$4,676,626	\$4,816,923
Total Revenue & Support	\$20,076,088	\$21,550,779	\$22,992,292	\$24,009,570	\$25,227,857
Expenses					
Cleaning & Maintenance ⁷	\$4,295,952	\$5,037,000	\$5,389,515	\$5,553,353	\$5,722,245
Fee-for-Service Activities ⁸	\$3,480,885	\$3,585,312	\$3,692,871	\$3,803,657	\$3,917,767
Safety & Crime Prevention ⁹	\$3,069,396	\$3,165,904	\$3,314,920	\$3,436,864	\$3,949,604
Marketing, Communications & Interactive Activities ¹⁰	\$1,733,031	\$1,785,829	\$2,043,116	\$2,105,535	\$2,181,960
Streetscape Maintenance & Public Spaces ¹¹	\$1,662,645	\$1,716,116	\$1,821,519	\$1,880,391	\$2,079,359
Parks & Plazas ¹²	\$401,708	\$1,082,427	\$1,220,235	\$1,283,502	\$1,319,866
Administration & Legal ¹³	\$2,164,933	\$2,325,412	\$2,340,859	\$2,357,024	\$2,420,427
Strategic Planning & Research ¹⁴	\$1,367,992	\$1,352,779	\$1,299,564	\$1,335,604	\$1,375,763
Capital Program Activities ¹⁵	\$0	\$0	\$269,692	\$553,641	\$560,867
Debt Service ¹⁶	\$1,899,546	\$1,500,000	\$1,600,000	\$1,700,000	\$1,700,000
Total Expenses¹⁷	\$20,076,089	\$21,550,778	\$22,992,292	\$24,009,570	\$25,227,857

Notes to Five-Year Plan

- 1 Billing assumes cost-of-living increases to charges for existing properties, revenues from new developments coming on line between 2013-2017 and additional assessment revenue from expiring abatements and increased values. Billing amount includes the expansion of the CCD boundary to include the 400 block of South Broad Street.
- 2 Includes current and prior year collections and adjustments for reduced assessments. Assumes collection ratios of 97%.
- 3 Interest earned on operating accounts, on restricted bond and streetscape improvement accounts, grants, exempt property contributions and other income.
- 4 Reflects anticipated management fees earned for managing affiliated entities.
- 5 Income generated by cafes, events and other activities at CCD-managed parks and plazas, including Three Parkway Plaza, Sister Cities Park, Collins Park and commencing in 2014, Dilworth Plaza.
- 6 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.
- 7 Cleaning programs within the boundaries of the CCD, including supplemental sidewalk services, services to parks and plazas, graffiti removal services and warm weather pressure washing services.
- 8 Expenses relating to fee-for-service activities, outside District boundaries and in subway concourses. If contracts cease, program expenses cease.
- 9 CSR program, Safety and Crime Prevention Services, including on-street patrols and deployment in parks and plazas, and support for the CCD police substation. All Philadelphia Police officers are paid for by the City of Philadelphia.
- 10 Ongoing marketing activities and promotions, including promotions of parks and plazas, property owner communications and website development and maintenance.
- 11 Staff and contract maintenance of public spaces and streetscape enhancements installed by the CCD within District boundaries.
- 12 Staff and maintenance of CCD managed parks and plazas, including Three Parkway Plaza, Sister Cities Park, Collins Park and in 2014, Dilworth Plaza.
- 13 Staff and direct expenses relating to management of CCD, including reporting, internal audit, human resources and operations administration and general legal fees. Also included is a reserve for a potential settlement of pending litigation in the Philadelphia County Court of Common Pleas related to the manner in which the CCD collected assessments on condominiums in prior years.
- 14 Staff and direct expenses relating to short and long term planning and design functions in support of CCD's mission. Also includes staff salaries and benefits which are reimbursed through affiliates.
- 15 Allocation of funds, from CCD assessment sources for continued capital improvements and upgrades to the public environment within the CCD, such as lighting, landscaping and signs.
- 16 Debt Service 2004 Bond issue and the PNC bridge loan for the Dilworth Plaza Project. The estimate for 2013 assumes regular debt service as well as interest payments relating to the bridge loan facility. The plan assumes existing bonds are refinanced in 2014 and permanent funding placed to complete Dilworth Plaza and/or provide other capital enhancements throughout the District.
- 17 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 assigned 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, and to reduce their City real estate assessment. 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 to 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 "C"
MAP OF DISTRICT TO BE SERVED BY AUTHORITY
ATTACHED AS EXHIBIT "C" TO BILL NO. 960631

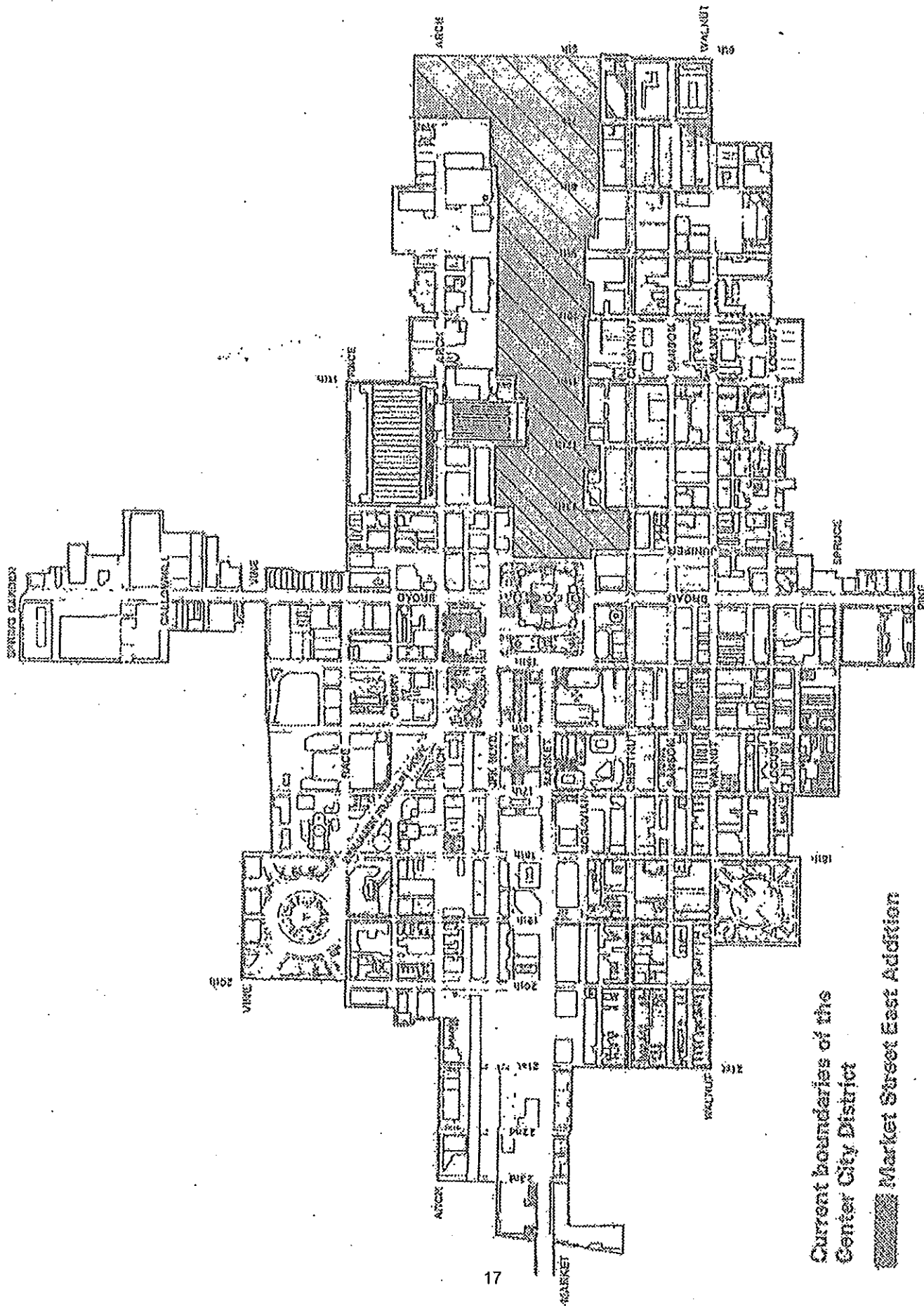


EXHIBIT "D"

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 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.

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

EXHIBIT "E"
MAP OF DISTRICT TO BE SERVED BY AUTHORITY
INCLUDING ADDED PROPERTIES

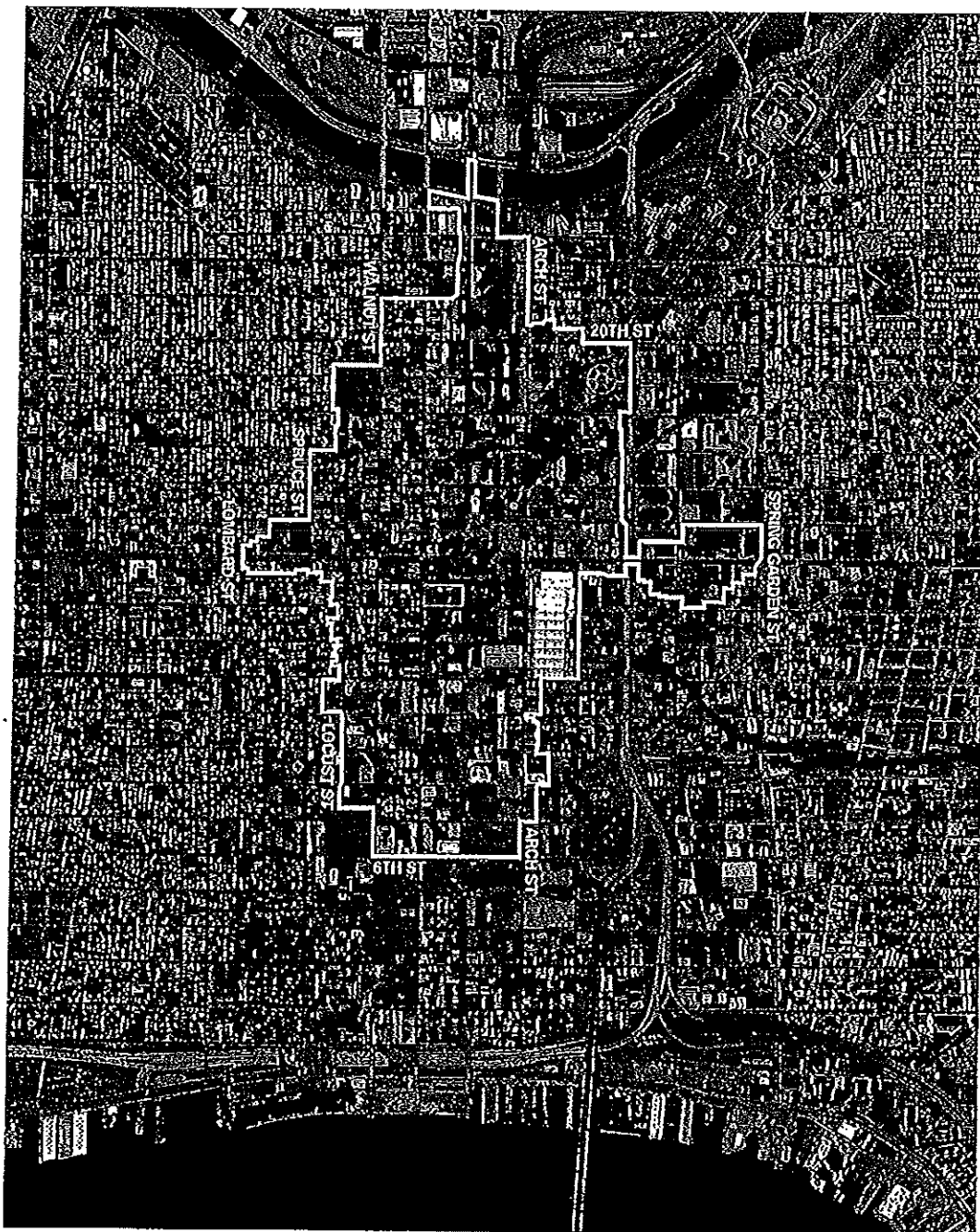


EXHIBIT "F"

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 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.

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