

EXHIBIT "A"

# Map of 40<sup>th</sup> Street Portal Area

Areas B and C to be leased to University City District

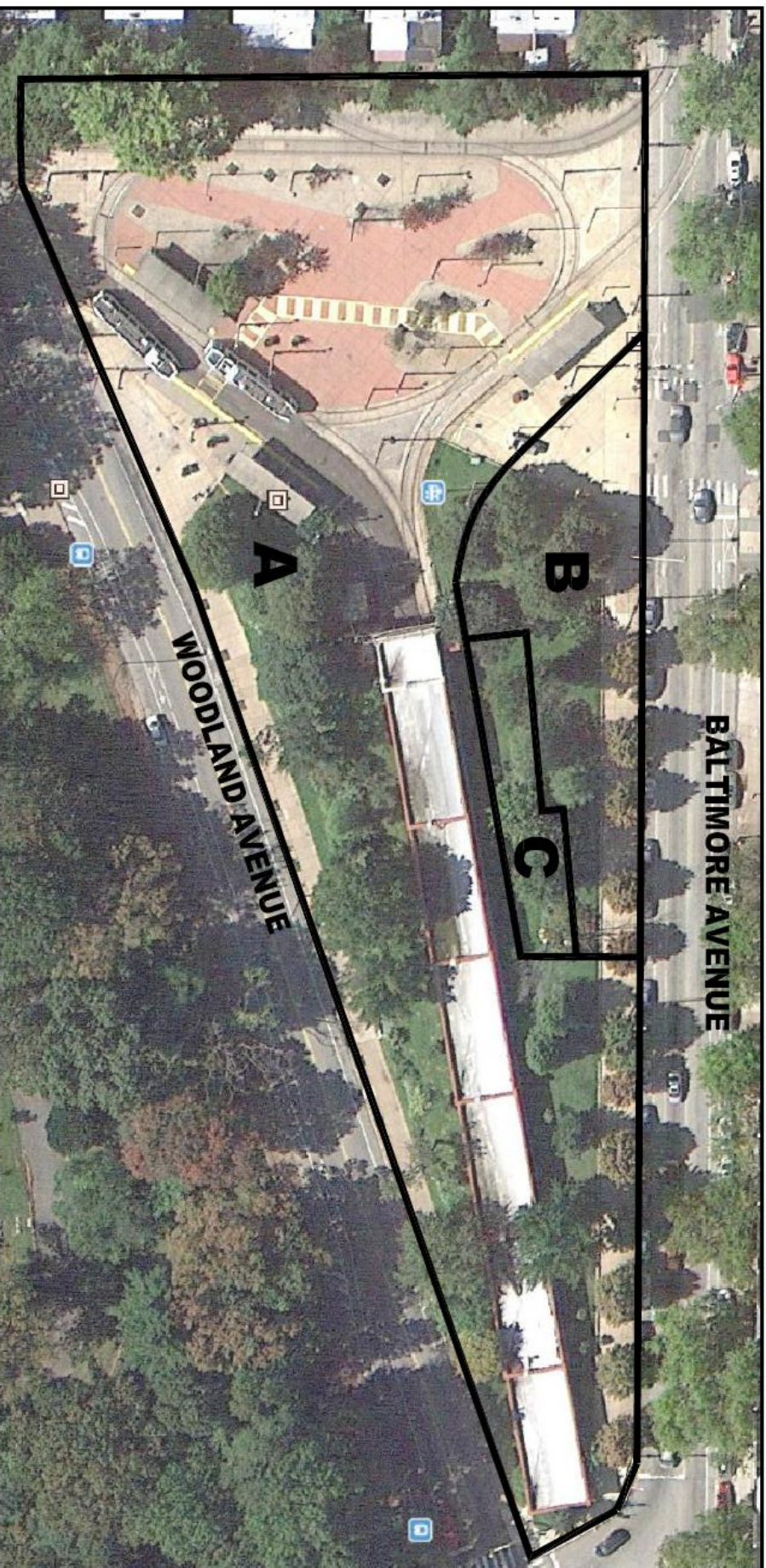


EXHIBIT "B"

TROLLEY PORTAL TERM SHEET

1. Landlord (Ground Lease) The City of Philadelphia, through its Department of Public Property ("City").
2. Tenant (Ground Lease)/ Landlord (Ground Sublease) Philadelphia Authority for Industrial Development ("PAID").
3. Tenant (Ground Sublease) University City District ("UCD").
4. Operator UCD shall have the right, but not the obligation, to enter into a sublease with a restaurant operator ("Operator").
5. Premises The Premises is located on a parcel of land at 40th Street between Woodland Avenue and Baltimore Avenue, bounded by Baltimore Avenue, the trolley tracks that traverse the parcel, and the trolley tunnel, marked as "Premises" on Exhibit A.
6. Commencement Date The date the general contractor commences work on the Improvements.
7. Term Twenty-nine (29) years, eleven (11) months with three (3) five (5) year renewal options.
8. Base Rent Base rent shall be \$1.00 per year.
9. Improvements UCD shall make substantial improvements to the Premises, including but not limited to landscaping and a café.
10. Use The Premises shall be used as a public plaza and café with other activities commonly occurring in public plazas in Philadelphia.
11. Utilities Utilities shall be separately metered to the Premises and UCD or the cafe operator, as applicable, shall pay directly to its utility providers the costs of all utilities consumed at the Premises.
12. Maintenance/Repair UCD shall maintain the majority of the Premises.

13. Economic Opportunity Plan      The Lease and Sublease shall require an Economic Opportunity Plan.
14. City Provisions                      The Lease and Sublease shall contain additional customary City provisions.