

Exhibit A – The Property

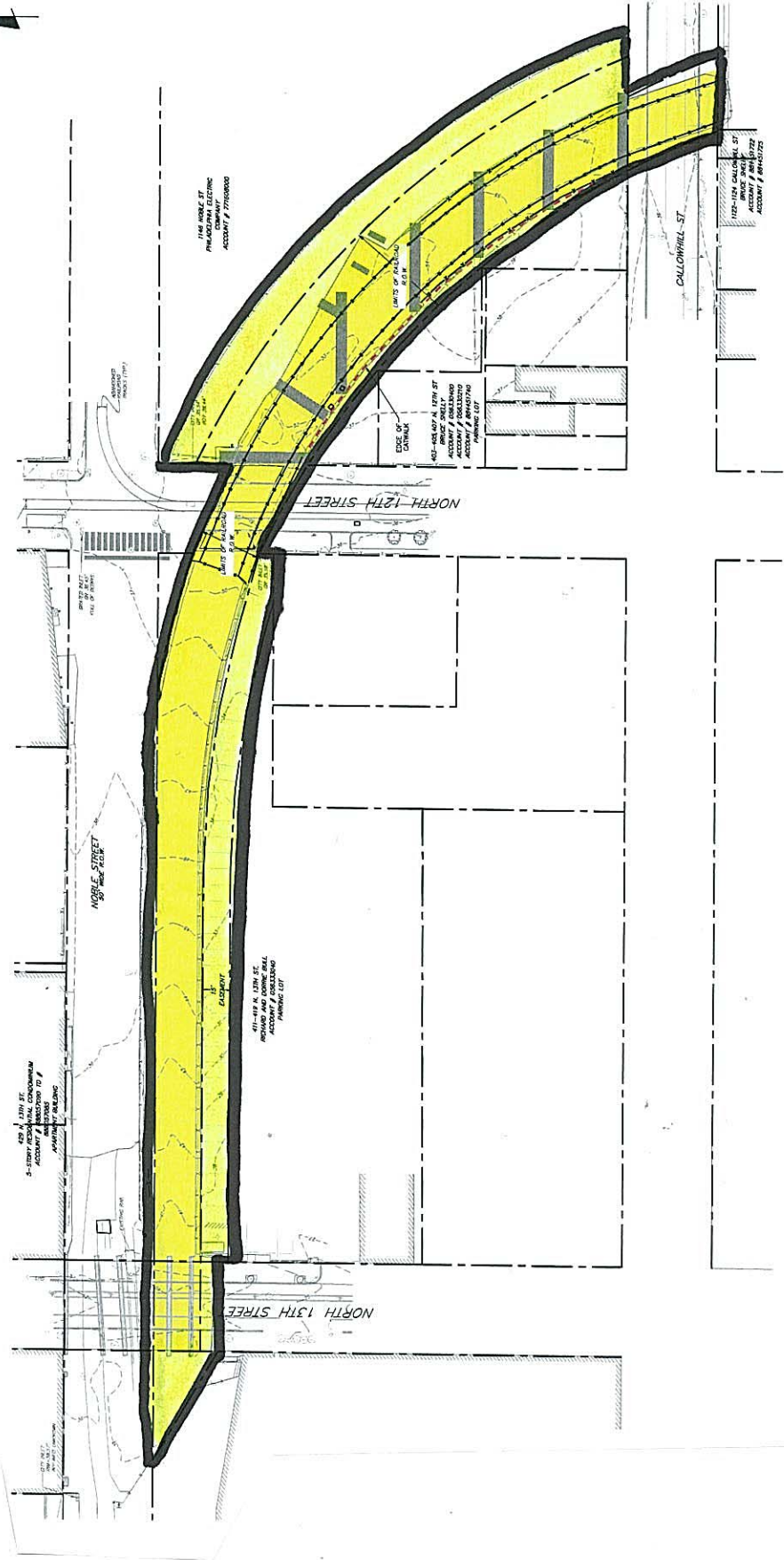


EXHIBIT B

TERM SHEET FOR CITY OF PHILADELPHIA ACQUISITION OF THE SEPTA OWNED PORTION OF THE READING VIADUCT

Seller: Southeastern Pennsylvania Transportation Authority (“SEPTA”)

Buyer: The City of Philadelphia (“City”)

The Property: Approximately 0.80 acres of land located on a portion of the City Branch between the west side of 13th Street at Mile Post 0.61 and curving to the south side of Callowhill Street at Mile Post 0.45, as more fully depicted in Exhibit “A,” together with an easement for ingress and egress over and across a triangular parcel of real estate located at the northeast corner of an adjoining portion of City Branch which is located west of 13th Street and south of Noble Street, and an easement approximately 15 feet in width along the southerly side of the Property and the northerly side of a property known as 411-419 N. 13th Street for maintenance of a retaining wall.

As-Is: The Property will be delivered to the City at closing in its current “as-is” and “where is” condition.

Purchase Price: \$1.00.

Conditions to Closing: Closing shall be conditioned upon Center City District’s completion of the project in accordance with the approved design documents and the City’s issuance of an approval and acceptance letter to the Center City District pertaining to the improvements. Closing is also conditioned on the approval of the transfer by SEPTA’s Board.