NEW ISSUE - BOOK-ENTRY ONLY

RATINGS: Moody's: "A2"
S&P: "A-"
Fitch: "A-"
(See "RATINGS" herein)

In the opinion of Co-Bond Counsel, interest on the 2013 Bonds will be excluded from gross income for federal income tax purposes under existing statutes, regulations, rulings and court decisions, subject to the conditions described in "TAX MATTERS" herein. In addition, interest on the 2013 Bonds will not be treated as an item of tax preference under Section 57 of the Internal Revenue Code of 1986, as amended (the "Code"), for purposes of the individual and corporate alternative minimum taxes; however, under the Code, such interest may be subject to certain other taxes affecting corporate holders of the 2013 Bonds. Under the existing laws of the Commonwealth of Pennsylvania, interest on the 2013 Bonds will be free from Pennsylvania personal income taxation and Pennsylvania corporate net income taxation but such exemption does not extend to gift, estate, succession or inheritance taxes or any other taxes not levied or assessed directly on the 2013 Bonds or the interest thereon. For a more complete discussion, see "TAX MATTERS" herein.

$85,050,000
THE PHILADELPHIA MUNICIPAL AUTHORITY
CITY OF PHILADELPHIA, PENNSYLVANIA

CITY AGREEMENT REVENUE REFUNDING BONDS, 2013 SERIES A

Dated: Date of Delivery **Due: November 15, as shown on inside cover**

The Philadelphia Municipal Authority (the "Authority") will issue its City Agreement Revenue Refunding Bonds, 2013 Series A (the "2013 Bonds"), pursuant to the Pennsylvania Municipality Authorities Act (the Act of June 19, 2001, P.L. 287), as amended, and a Trust Indenture, dated as of December 1, 2003 between the Authority and U.S. Bank National Association, as successor trustee (the "Trustee"), as supplemented by a Supplemental Indenture dated as of October 1, 2013.

The 2013 Bonds will mature on the dates and in the amounts, and bear interest at the rates, set forth on the inside front cover hereof. Interest on the 2013 Bonds is payable semiannually on each May 15 and November 15 commencing May 15, 2014. The 2013 Bonds are issuable as fully registered bonds without coupons, in denominations of $5,000 and any integral multiple thereof, and, when issued, will be registered in the name of Cede & Co., as Bondholder and nominee for The Depository Trust Company ("DTC"), New York, New York. DTC will act as securities depository for the 2013 Bonds. Purchases of beneficial ownership interests in the 2013 Bonds shall be made in book-entry only form. Purchasers ("Beneficial Owners") will not receive certificates representing their beneficial interest in the 2013 Bonds. Principal of and interest on the 2013 Bonds is payable directly to Cede & Co., for redistribution to DTC Participants and in turn to Beneficial Owners as described herein. So long as Cede & Co., as nominee of DTC, is the Bondholder, references herein to Bondholders or registered owners shall mean Cede & Co. and shall not mean the Beneficial Owners of the 2013 Bonds. See "THE 2013 BONDS - Book-Entry Only System" herein.

The 2013 Bonds are not subject to mandatory or optional redemption prior to maturity. The 2013 Bonds are subject to extraordinary optional redemption as further described herein. See "THE 2013 BONDS- Redemption" herein.

The proceeds of the 2013 Bonds will be used to finance the: (i) current refunding of a portion of the Authority's outstanding Lease Revenue Refunding Bonds, 2003 Series B and (ii) payment of the costs of issuance for the 2013 Bonds. See "ESTIMATED SOURCES AND USES" herein.

The 2013 Bonds are limited obligations of the Authority and will be payable solely from the Trust Estate (as defined herein) which consists of payments to be made under a Lease Agreement (described herein), between the Authority as lessor, and the

CITY OF PHILADELPHIA, PENNSYLVANIA

(the "City") as lessee, assigned by the Authority to the Trustee (except for such amounts as shall provide for the Authority's Administrative Expenses and certain indemnification of the Authority by the City). The City has covenanted in the Lease Agreement that so long as any Bonds (as defined herein) remain outstanding, it shall include in its annual operating budget an amount sufficient to pay the lease rentals in each fiscal year of the City, and to make appropriations in each of its fiscal years in such amounts as shall be required in order to make all lease rental payments due and payable under the Lease Agreement in such fiscal year. See "SECURITY AND SOURCES OF PAYMENT FOR THE 2013 BONDS" herein.

THE 2013 BONDS ARE LIMITED OBLIGATIONS OF THE AUTHORITY AND ARE PAYABLE SOLELY FROM THE REVENUES PLEDGED UNDER THE INDENTURE FOR THEIR PAYMENT AND ARE NOT OBLIGATIONS OF THE CITY, THE COMMONWEALTH OF PENNSYLVANIA (THE "COMMONWEALTH") OR ANY OTHER POLITICAL SUBDIVISION THEREOF. NEITHER THE GENERAL CREDIT OF THE AUTHORITY, NOR THE CREDIT OR TAXING POWER OF THE CITY, THE COMMONWEALTH OR ANY OTHER POLITICAL SUBDIVISION THEREOF IS PLEDGED TO THE PAYMENT OF THE PRINCIPAL OF THE 2013 BONDS OR INTEREST THEREON OR OTHER COSTS INCIDENT THERETO. THE AUTHORITY HAS NO TAXING POWER.

This cover page contains certain information for quick reference only. It is not a summary of this issue. Investors must read the entire Official Statement, including the appendices hereto, to obtain information essential to the making of an informed investment decision.

The 2013 Bonds are offered when, as and if issued by the Authority and received by the Underwriters and subject to receipt of the approving opinion of Cozen O'Conner and the Law Office of Ann C. Lebowitz, Co-Bond Counsel, both of Philadelphia, Pennsylvania. Certain legal matters will be passed upon for the Authority by Austin J. McGreal, Esquire, Philadelphia, Pennsylvania, Counsel to the Authority, for the City by the Office of the City Solicitor and for the Underwriters by their Co-Counsel, Duane Morris LLP and Ahmad, Zaffarese & Smyler LLC, both of Philadelphia, Pennsylvania. It is anticipated that the 2013 Bonds will be available for delivery through the facilities of DTC in New York, New York on or about October 9, 2013.

JEFFERIES **Loop Capital Markets**
PNC Capital Markets LLC **Wells Fargo Securities**

Date of this Official Statement is September 11, 2013.

THE PHILADELPHIA MUNICIPAL AUTHORITY
CITY OF PHILADELPHIA, PENNSYLVANIA
$85,050,000
City Agreement Revenue Refunding Bonds,
2013 Series A

MATURITY SCHEDULE
MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES, YIELDS, PRICES AND CUSIPS

Maturity (November 15)	Principal Amount	Interest Rate	Yield	Price	CUSIP* (717904)
2014	$16,685,000	1.250%	0.400%	100.931	JQ0
2015	17,215,000	5.000	0.940	108.421	JR8
2016	18,050,000	5.000	1.370	110.979	JS6
2017	23,920,000	5.000	1.870	112.296	JT4
2018	9,180,000	5.000	2.370	112.561	JU1

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* CUSIP is a registered trademark of the American Bankers Association. The above CUSIP (Committee on Uniform Securities Identification Procedures) numbers have been assigned by an organization not affiliated with the Authority, City or the Underwriters, and such parties are not responsible for the selection or use of the CUSIP numbers. The CUSIP numbers are included solely for the convenience of bondholders and no representation is made as to the correctness of such CUSIP numbers. CUSIP numbers assigned to securities may be changed during the term of such securities based on a number of factors including, but not limited to, the refunding or defeasance of such issue or the use of secondary market financial products. None of the Authority, the City or the Underwriters has agreed to, and there is no duty or obligation to, update this Official Statement to reflect any change or correction in the CUSIP numbers set forth above.

THE PHILADELPHIA MUNICIPAL AUTHORITY
1515 Arch Street, 9th Floor
Philadelphia, Pennsylvania 19102

Robert A. Zuritsky
Chairman

Emily L. Bittenbender
Vice Chairman

Leonard V. Cid
Treasurer

Albert A. Childs
Secretary/Assistant Treasurer

Lorna B. Gallman
Assistant Secretary

Nancy E. Winkler
Member

Executive Director
Albert A. Childs

THE CITY OF PHILADELPHIA, PENNSYLVANIA

MAYOR

HONORABLE MICHAEL A. NUTTER

MAYOR'S CHIEF OF STAFF
EVERETT A. GILLISON

MAYOR'S CABINET

Richard Negrin ..... Managing Director
Rob Dubow ..... Director of Finance
Shelley R. Smith ..... City Solicitor
Rina Cutler ..... Deputy Mayor of Transportation and Utilities
Alan Greenberger ..... Deputy Mayor for Planning and Economic Development and Commerce Director
Donald F. Schwartz, M.D. ..... Deputy Mayor for Health and Opportunity and Health Commissioner
Michael DiBerardinis ..... Deputy Mayor for Environmental and Community Resources
Desiree Peterkin Bell ..... Director of Communications/City Representative
Suzanne Biemiller ..... First Deputy Chief of Staff
Lori A. Shorr, Ph.D ..... Chief Education Officer
Adel Ebeid ..... Chief Information Officer
Katherine Gajewski ..... Director of Sustainability
Teresa A. Gillen ..... Director, Federal Legislative Affairs
Eva Gladstein ..... Executive Director, Mayor's Office of Community Engagement & Opportunity
Amy L. Kurland ..... Inspector General
Joan L. Markman ..... Chief Integrity Officer
Michael Resnick ..... Director of Public Safety
Robert Murken ..... Director, Legislative and Government Affairs
Gary P. Steuer ..... Chief Cultural Officer
David G. Wilson ..... First Deputy Managing Director

CITY TREASURER
Nancy E. Winkler

City Controller
Alan L. Butkovitz

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITERS MAY OVERALLOT OR EFFECT TRANSACTIONS THAT STABILIZE OR MAINTAIN THE MARKET PRICES OF THE 2013 BONDS AT LEVELS ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME WITHOUT PRIOR NOTICE. THE UNDERWRITERS MAY OFFER AND SELL THE 2013 BONDS TO CERTAIN DEALERS AND OTHERS AT PRICES LOWER THAN THE PUBLIC OFFERING PRICES STATED ON THE INSIDE COVER PAGE OF THIS OFFICIAL STATEMENT, AND SUCH PUBLIC OFFERING PRICES MAY BE CHANGED FROM TIME TO TIME BY THE UNDERWRITERS WITHOUT PRIOR NOTICE.

This Official Statement does not constitute an offer to sell the 2013 Bonds in any jurisdiction to any person to whom it is unlawful to make such offer in such jurisdiction. No dealer, broker, salesman or other person has been authorized by The Philadelphia Municipal Authority, the City of Philadelphia or the Underwriters to give any information or to make any representation other than those contained herein and, if given or made, such other information or representation must not be relied upon as having been authorized. Neither the delivery of this Official Statement nor the sale of any of the 2013 Bonds implies that the information herein is correct as of any time subsequent to the date hereof.

This Official Statement is not to be construed as a contract with the purchasers of the 2013 Bonds. All summaries of statutes and documents are qualified by reference to such statutes and documents in their entireties, respectively, and do not purport to be complete statements of any or all of such provisions.

Statements contained in this Official Statement which involve estimates, forecasts or other matters of opinion, whether or not expressly so described herein, are intended solely as such and are not to be construed as representations of fact. If and when included in this Official Statement, the words "expects," "forecasts," "projects," "intends," "anticipates," "estimates," "assumes" and analogous expressions are intended to identify forward-looking statements and any such statements inherently are subject to a variety of risks and uncertainties that could cause actual results to differ materially from those that have been projected. Such risks and uncertainties which could affect the amount of revenue collected by the City include, among others, changes in economic conditions and various other events, conditions and circumstances, many of which are beyond the control of the City and the Authority. Such forward-looking statements speak only as of the date of this Official Statement. The City and the Authority disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained herein to reflect any changes in the Authority or City's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

The information set forth herein has been provided by The Philadelphia Municipal Authority, the City of Philadelphia and by other sources which the Underwriters believe are reliable, but it is not guaranteed as to its accuracy or completeness, and it is not to be construed as a representation by the Underwriters.

This Official Statement is submitted in connection with the sale of the 2013 Bonds referred to herein and may not be reproduced or be used, as a whole or in part, for any other purpose.

The 2013 Bonds have not been registered under the Securities Act of 1933, as amended, in reliance upon an exemption contained therein, and have not been registered or qualified under the securities laws of any state.

THE ORDER AND PLACEMENT OF MATERIALS IN THIS OFFICIAL STATEMENT, INCLUDING THE APPENDICES HERETO AND INFORMATION INCORPORATED HEREIN BY REFERENCE, ARE NOT TO BE DEEMED TO BE A DETERMINATION OF RELEVANCE, MATERIALITY OR IMPORTANCE, AND THIS OFFICIAL STATEMENT, INCLUDING THE APPENDICES HERETO AND INFORMATION INCORPORATED HEREIN BY REFERENCE, MUST BE CONSIDERED IN ITS ENTIRETY. THE OFFERING OF THE 2013 BONDS IS MADE ONLY BY MEANS OF THIS ENTIRE OFFICIAL STATEMENT.

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE CITY OF PHILADELPHIA AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THE 2013 BONDS HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

This Official Statement speaks only as of the date printed on the cover page hereof. The information and expressions of opinion herein are subject to change without notice and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstance, create any implication that there has been no change in the affairs of the parties referred to above since the date hereof in any of the information set forth herein since the date hereof or the date as of which particular information was given, if earlier. This Official Statement will be made available through the Electronic Municipal Market Access System ("EMMA"), which is the sole Nationally Recognized Municipal Securities Information Repository under Securities Exchange Commission Rule 15c2-12.

The Underwriters have provided the following sentence for inclusion in this Official Statement. The Underwriters have reviewed the information in this Official Statement in accordance with and as part of their responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information.

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OFFICIAL STATEMENT
Relating To

THE PHILADELPHIA MUNICIPAL AUTHORITY
CITY OF PHILADELPHIA, PENNSYLVANIA
$85,050,000
City Agreement Revenue Refunding Bonds, 2013 Series A

INTRODUCTION

Purpose

This Official Statement, including the cover page, the inside cover page and the attached Appendices, is furnished in connection with the offering by The Philadelphia Municipal Authority, Philadelphia, Pennsylvania (the "Authority") of $85,050,000 of its City Agreement Revenue Refunding Bonds, 2013 Series A (the "2013 Bonds"). The 2013 Bonds are being issued pursuant to the provisions of the Pennsylvania Municipality Authorities Act (the Act of June 19, 2001, P.L. 287), as amended (the "Act"), and of a Trust Indenture dated as of December 1, 2003 (the "Original Trust Indenture"), between the Authority and U.S. Bank National Association, as successor trustee (the "Trustee"), as supplemented by a Supplemental Indenture dated as of October 1, 2013 (the "Supplemental Indenture," and together with the Original Trust Indenture, the "Indenture"). The 2003 Series B Bonds (as defined herein), the 2013 Bonds and any other Additional Bonds issued pursuant to the Indenture are sometimes referred to herein as "Bonds." Any terms capitalized herein and not otherwise defined shall have the respective meanings set forth in APPENDIX D hereto.

The proceeds of the 2013 Bonds will be used to finance the: (i) current refunding of a portion of the Authority's outstanding Lease Revenue Refunding Bonds, 2003 Series B (the "2003 Series B Bonds") and (ii) payment of the costs of issuance for the 2013 Bonds (the "Project"). The 2003 Series B Bonds being refunded include all of the 2003 Series B Bonds maturing on and after November 15, 2014 (the "Refunded Bonds"). See "ESTIMATED SOURCES AND USES" and "PLAN OF FINANCING" for a more detailed description of the uses of the proceeds of the 2013 Bonds.

The Philadelphia Municipal Authority

The Authority was organized by the City Council ("City Council") of the City of Philadelphia (the "City") in 1976 under the Act as The Equipment Leasing Authority of Philadelphia. On April 4, 1983, the Secretary of the Commonwealth of Pennsylvania (the "Commonwealth") issued a Certificate of Amendment to the Authority under which the name of the Authority was changed to The Philadelphia Municipal Authority. See "THE AUTHORITY" herein. The Authority's address is One Parkway Bldg., 1515 Arch Street, 9th Floor, Philadelphia, PA 19102.

Authorization for the 2013 Bonds

The 2013 Bonds are being issued pursuant to the Act, a resolution of the Authority adopted September 4, 2013 (the "Resolution") and the Indenture. The Original Lease (defined below) was authorized pursuant to an Ordinance (Bill No. 030335-A) adopted by City Council on September 11, 2003, and approved by the Mayor of the City on September 25, 2003 (the "2003 Ordinance"). The Project and the Supplemental Lease Agreement were authorized by the City Council by Ordinance (Bill

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No.130226) adopted by City Council on April 11, 2013 and approved by the Mayor of the City on April 24, 2013 (the "2013 Ordinance" and together with the 2003 Ordinance, the "Ordinances").

Description of the 2013 Bonds

The 2013 Bonds will be dated their date of issuance and will bear interest from such date payable on May 15 and November 15 of each year (each, an "Interest Payment Date"), commencing May 15, 2014, until maturity or earlier redemption. The 2013 Bonds will mature in the amounts and on the dates, and bear interest at the rates, set forth on the inside cover page hereof. The 2013 Bonds are subject to extraordinary optional redemption prior to maturity as set forth under "DESCRIPTION OF THE BONDS – Redemption."

The 2013 Bonds are issuable only as fully registered bonds without coupons, and, when issued, will be registered in the name of Cede & Co., as registered owner and nominee for The Depository Trust Company ("DTC"). DTC will act as securities depository for the 2013 Bonds. Purchases of the 2013 Bonds will be made in book-entry only form, in denominations of $5,000 or any integral multiple thereof. Beneficial Owners (as hereinafter defined) will not receive certificates representing their interest in the 2013 Bonds purchased. So long as Cede & Co. is the registered owner, as nominee of DTC, references herein to the registered owners shall mean Cede & Co., as aforesaid, and shall not mean the Beneficial Owners of the Bonds. See "THE 2013 BONDS — Book-Entry Only System" herein.

Security for the 2013 Bonds

The 2013 Bonds are limited obligations of the Authority and the principal thereof, premium, if any, and interest thereon will be payable solely from the trust estate (the "Trust Estate") pledged and assigned for such payment by the Indenture, consisting of (i) all right, title and interest of the Authority in and to a lease agreement, dated as of December 1, 2003 (the "Original Lease"), as supplemented by the Supplemental Lease Agreement dated as of October 1, 2013 (the "Supplemental Lease Agreement," and together with the Original Lease, the "Lease Agreement") both between the Authority, as Lessor, and the City, as Lessee, of the Leased Premises (as defined in the Indenture) (except for the Authority's right with respect to indemnity, the Authority's Administrative Expenses thereunder and the Authority's obligations thereunder which can only be performed by it); (ii) the Pledged Revenues (as defined in Appendix D); and (iii) all moneys and funds held by the Trustee under the terms of the Indenture. The 2013 Bonds are equally and ratably secured on a parity basis with the remaining 2003 Series B Bonds and any Additional Bonds issued under the terms of the Indenture. The City agrees in the Lease Agreement to pay not later than three Business Days immediately preceding the date any interest or principal payment is required to be paid, amounts, which together with other monies in the Bond Fund available therefor will be sufficient to make the Authority's required payments of principal (including mandatory sinking fund redemptions), premium, if any, and interest then becoming due (other than by acceleration under the Indenture) on Bonds issued under the Indenture, including the 2013 Bonds, at maturity or otherwise then becoming due. An acceleration pursuant to the Indenture of the Authority's payment obligations with respect to the Bonds shall not cause an acceleration of the rentals payable under the Lease Agreement. See "SECURITY AND SOURCES OF PAYMENT FOR THE 2013 BONDS" herein.

THE 2013 BONDS ARE LIMITED OBLIGATIONS OF THE AUTHORITY AND ARE PAYABLE SOLELY FROM THE REVENUES PLEDGED UNDER THE INDENTURE FOR THEIR PAYMENT AND ARE NOT OBLIGATIONS OF THE CITY, THE COMMONWEALTH OR ANY OTHER POLITICAL SUBDIVISION THEREOF. NEITHER THE GENERAL CREDIT OF THE AUTHORITY NOR THE CREDIT OR TAXING POWER OF THE CITY, THE COMMONWEALTH OR ANY POLITICAL SUBDIVISION THEREOF IS PLEDGED TO THE

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PAYMENT OF THE PRINCIPAL OF THE 2013 BONDS OR INTEREST THEREON OR OTHER COSTS INCIDENT THERETO. THE AUTHORITY HAS NO TAXING POWER.

City's Obligation to Appropriate for Lease Agreement Rentals

Pursuant to the City's Home Rule Charter, City Council may authorize the leasing of real estate pursuant to a lease for a period of more than one year that is valid and binding on the City, and City Council is required to make subsequent annual appropriations sufficient to make payments under such lease. Pursuant to the Ordinances, City Council has authorized the Lease Agreement as such a lease, and the Lease Agreement contains an agreement by the City to make appropriations for the payment of the rental payments as described above.

While the rental payments are payable only out of current revenues of the City, the Lease Agreement provides that so long as any of the Bonds remain outstanding, or sufficient money for the payment of the Bonds in full, including principal or interest is not held by the Trustee in trust therefor, the City's obligation to pay the rental payments is absolute and unconditional and shall not be suspended, abated, reduced, abrogated, waived or diminished. See "SECURITY AND SOURCES OF PAYMENT FOR THE 2013 BONDS " herein.

The City's obligations under the Lease Agreement do not constitute general obligation debt of the City within the meaning of any constitutional or statutory provision relating to the incurrence of debt by the City, and the City has not pledged its full faith and credit or taxing power for the payment of its obligations thereunder.

Additional Bonds

The Indenture provides for the issuance of Additional Bonds (i) to pay the cost of Capital Additions or to reimburse expenditures of the Authority or the City for any such costs and (ii) to pay the cost of refunding any bonds previously issued under the Indenture, under the circumstances and upon satisfaction of certain conditions therein described. See APPENDIX D.

Trustee

U.S. Bank National Association is a national banking association formed under the laws of the United States of America and will serve as Trustee for the 2013 Bonds. The address of the designated corporate trust office of the Trustee is Two Liberty Place, 50 South 16th Street, Suite 2000, Philadelphia, Pennsylvania 19102.

Forward Looking Statements

Any statements or estimates regarding future results are subject to uncertainty related to the realization of assumptions and the occurrence of future events. Accordingly, no assurance is given that any projected future results will be achieved. All estimates and assumptions of financial and other information are based on information currently available, are believed to be reasonable and are not to be construed as assurances of actual outcomes. All estimates of future performance or events constituting "forward looking statements" may or may not be realized because of a wide variety of economic and other circumstances. Included in such forward looking statements are numbers and other information from adopted and proposed budgets of the City, including the City's Five-Year Plans.

Information Regarding the City of Philadelphia

Certain financial, socio-economic and related information concerning the City is included as Appendices A and B hereto. The City's Comprehensive Annual Financial Report for Fiscal Year 2012 is contained in Appendix C hereto. Audited financial statements from prior Fiscal Years are available from the City. Certain information contained herein regarding the City is for periods prior to or subsequent to June 30, 2012. As a result, certain of the information in Appendix C is, at times, at variance with corresponding information concerning the City in Appendix A.

The City's Comprehensive Annual Financial Report and other information about the City can be found at the City's website ("City Investor Website"), www.phila.gov/investor. The "Terms of Use" statement of the City Investor Website, which applies to all users of the City Investor Website, provides, among other things, that the information contained therein is provided for the convenience of the user, that the City is not obligated to update such information, and that the information may not provide all information that may be of interest to investors. The information contained on the City Investor Website does not constitute an offer to buy or sell securities, nor is it a solicitation therefor. The information contained on the City Investor Website is not incorporated by reference in this Official Statement and persons considering a purchase of the 2013 Bonds should rely only on information contained in this Official Statement or incorporated by reference herein.

Miscellaneous

Brief descriptions of the Authority, the 2013 Bonds, the Lease Agreement and the Indenture are included in this Official Statement. The summaries of the documents contained herein, including the 2013 Bonds, do not purport to be complete, comprehensive or definitive and are qualified by reference to the definitive texts of such documents in their entireties. All such descriptions are further qualified by reference to laws and principles of equity relating to or affecting generally the enforcement of creditors' rights.

Copies of the Indenture and the Lease Agreement may be obtained from the Authority and, during the initial offering period, at the principal offices of the Representative (hereinafter defined) of the Underwriters named herein. After initial delivery of the 2013 Bonds, such copies may be obtained from the Trustee at its designated corporate trust office.

This Official Statement speaks only as of the date printed on the cover hereof. The information contained herein is subject to change. This Official Statement will be made available through the Municipal Securities Rulemaking Board's Electronic Municipal Market Access System, accessible at http://emma.msrb.org.

THE AUTHORITY

Organization

The Authority, a body corporate and politic, was organized and exists under and by virtue of the laws of the Commonwealth. It was incorporated on January 9, 1976 under the name of The Equipment Leasing Authority of Philadelphia, pursuant to the Act and an ordinance of City Council approved December 23, 1975 (Bill No. 2201) for the purpose of leasing equipment to the City. By ordinance effective March 24, 1983 (Bill No. 1530), City Council approved a change to the Authority's present name and expanded the Authority's powers to include the acquisition and operation of facilities for disposal of city waste. City Council adopted an ordinance (Bill No. 225) approved by the Mayor on July 9, 1984, which further expanded the Authority's powers to permit it to acquire, hold, construct, improve,

maintain, own and lease facilities and equipment for the conduct of judicial proceedings and/or facilities and equipment for the incarceration, detention, correction and rehabilitation of prisoners in the City. By ordinance approved March 25, 1988 (Bill No.14), City Council approved amendments to the Articles of Incorporation of the Authority to allow the Authority to lease, for the purpose of subleasing to the City, certain buildings or portions of buildings to be used as office space for City employees or employees of City-approved entities. City Council adopted an ordinance (Bill No. 487) approved by the Mayor on August 3, 1989, which expanded the Authority's power to permit it to acquire certain buildings to be leased to the City. City Council adopted an ordinance (Bill No. 513) approved by the Mayor on August 8, 1989, which further expanded the Authority's power to permit it to acquire the headquarters of the Philadelphia Gas Works. City Council adopted an ordinance (Bill No. 071082) approved by the Mayor on January 3, 2008, which extended the term of the Authority's existence to January 1, 2054.

Board of the Authority

The governing body of the Authority is a Board of five members, appointed by an affirmative vote of two-thirds of all members of City Council from nominations made by the Mayor of Philadelphia. Members of the Board are appointed for five-year terms, staggered one year apart. Currently serving on the Board are:

	Term Expires*
Robert A. Zuritsky (Chairman)	January 1, 2016
Emily L. Bittenbender (Vice Chairman)	January 1, 2015
Leonard V. Cid*	January 1, 2013
Nancy E. Winkler**	January 1, 2017
Vacant	

*If term expires, the Board Member continues to serve until successor is appointed.
** Nancy E. Winkler is the City Treasurer of the City.

Financing Program of the Authority

The Authority has a number of limited obligation bond issues outstanding and may issue others from time to time. Each such issue is payable solely from revenues derived from the project being financed, from special funds established therefor or from other financing arrangements. Each issue is separately secured, and is separate and independent from the remaining 2003 Series B Bonds, the 2013 Bonds and any Additional Bonds as to sources of payment and security.

The 2013 Bonds, together with the remaining 2003 Series B Bonds, and any Additional Bonds issued under the Indenture, are payable solely from the funds pledged under the Indenture, and other obligations issued by the Authority are payable solely from funds specifically pledged for the payment of such other obligations. Accordingly, a default on another issue of obligations issued by the Authority would not constitute a default on the 2013 Bonds. The Authority may from time to time enter into other financing transactions with other entities in connection with projects unrelated to the 2013 Bonds. Such transactions will provide for the issuance of bonds or notes to be secured by separate sources of revenues or other security.

PLAN OF FINANCING

The proceeds of the 2013 Bonds will be used to finance the: (i) current refunding of the Refunded Bonds and (ii) payment of the costs of issuance for the 2013 Bonds. The Refunded Bonds include all of the 2003 Series B Bonds maturing on and after November 15, 2014.

A portion of the proceeds from the issuance of the 2013 Bonds will be deposited into an escrow fund with the Trustee and invested in Government Obligations to provide for the payment of the redemption price of and accrued interest on the Refunded Bonds upon redemption on November 15, 2013 (the "Escrow Fund"). See "VERIFICATION OF CERTAIN CALCULATIONS."

See "ESTIMATED SOURCES AND USES" for a more detailed description of the uses of the proceeds of the 2013 Bonds.

No lien on property or improvements initially financed with proceeds from the Refunded Bonds will secure the 2013 Bonds. The 2013 Bonds, together with the remaining 2003 Series B Bonds and any Additional Bonds, are secured solely by the Trust Estate pledged under the Indenture. See "SECURITY AND SOURCES OF PAYMENT FOR THE 2013 BONDS" herein.

ESTIMATED SOURCES AND USES

The following table sets forth estimated sources and uses of funds in connection with the 2013 Bonds:

Par Amount	$85,050,000.00
Plus Original Issue Premium	7,681,025.00
Total Sources of Funds	$92,731,025.00
Deposit to Escrow Fund for the Refunded Bonds	$92,085,412.50
Costs of Issuance*	645,612.50
Total Uses of Funds	$92,731,025.00

* Includes Underwriters' discount, legal, printing, rating agency, consultant, Trustee and financial advisor fees, and other expenses of the issuance and offering of the 2013 Bonds.

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FISCAL YEAR DEBT SERVICE REQUIREMENTS

Set forth below is the schedule of fiscal year debt service for the 2013 Bonds and the remaining 2003 Series B Bonds.

Fiscal Year Ending June 30	2003 Series B Bonds		2013 Bonds		Total Debt Service on the Bonds
	Principal	Interest	Principal	Interest	
2014	$16,285,000.00	$427,481.25		$2,176,087.50	$18,888,568.75
2015			$16,685,000.00	3,522,531.25	20,207,531.25
2016			17,215,000.00	2,987,875.00	20,202,875.00
2017			18,050,000.00	2,106,250.00	20,156,250.00
2018			23,920,000.00	1,057,000.00	24,977,000.00
2019			9,180,000.00	229,500.00	9,409,500.00
Total	$16,285,000.00	$427,481.25	$85,050,000.00	$12,079,243.75	$113,841,725.00

THE 2013 BONDS

General

The 2013 Bonds will be dated their date of delivery and will bear interest at the respective rates per annum and will mature in the amounts and on the dates set forth on the inside cover page hereof. The 2013 Bonds are being issued as fully registered bonds without coupons in the denomination of $5,000 and integral multiples thereof. Interest on the 2013 Bonds will be payable semi-annually on each May 15 and November 15 commencing May 15, 2014 (each such date being an "Interest Payment Date"). Interest will be computed on the basis of a year of 360 days consisting of twelve 30-day months.

The principal of the 2013 Bonds will be payable at the designated corporate trust office of the Trustee upon presentation and surrender of the 2013 Bonds by the registered owners thereof. Interest on each 2013 Bond is payable by check or draft of the Trustee mailed to the person in whose name each 2013 Bond is registered on the registration books maintained by the Trustee at the close of business on the Record Date (which is the first day of the month, whether or not a Business Day, in which an Interest Payment Date occurs) or by wire transfer to a registered owner of at least $1,000,000 in aggregate principal amount of the 2013 Bonds upon written notice provided by the registered owner to the Trustee not less than five (5) days prior to the applicable Record Date.

The 2013 Bonds will be issued initially in "book-entry" form only, as described below under "Book- Entry Only System.”

Book-Entry Only System

The following information concerning DTC and DTC's book-entry only system has been obtained from DTC. The Authority, the City, the Underwriters and the Trustee make no representation as to the accuracy of such information.

DTC will act as securities depository for the 2013 Bonds. The 2013 Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other

name as may be requested by an authorized representative of DTC. One fully-registered certificate will be issued for each maturity of the 2013 Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provision of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments from over 100 countries that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for National Securities Clearing Corporation and Fixed Income Clearing Corporation, both of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a Standard & Poor's rating of: AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of the 2013 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the 2013 Bonds on DTC's records. The ownership interest of each actual purchaser of 2013 Bonds (a "Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owners entered into the transaction. Transfers of ownership interests in the 2013 Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the 2013 Bonds, except in the event that use of the book-entry system for the 2013 Bonds is discontinued.

To facilitate subsequent transfers, all 2013 Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of 2013 Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the 2013 Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such 2013 Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Redemption notices shall be sent to DTC. If less than all the 2013 Bonds within a maturity are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such maturity to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the 2013 Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the City as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the 2013 Bonds are credited on the record date.

Payments of principal, premium, if any, and interest on the 2013 Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the City or its agent, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC nor its nominee, the City or its agent, subject to any statutory or regulatory requirements as may be in effect from time to time. Payments of principal, premium, if any, and interest on the 2013 Bonds to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the City or its agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as securities depository with respect to the 2013 Bonds at any time by giving reasonable notice to the City, and the City may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). Under either of such circumstances, in the event that a successor securities depository is not obtained, Bond certificates are required to be printed and delivered.

NEITHER THE AUTHORITY, THE CITY NOR THE TRUSTEE SHALL HAVE ANY RESPONSIBILITY OR OBLIGATION TO ANY DTC PARTICIPANT OR ANY BENEFICIAL OWNER OR ANY OTHER PERSON NOT SHOWN ON THE REGISTRATION BOOKS OF THE TRUSTEE AS BEING A BONDHOLDER WITH RESPECT TO EITHER: (1) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC OR ANY DTC PARTICIPANT; (2) THE PAYMENT BY DTC OR ANY DTC PARTICIPANT OF ANY AMOUNT DUE TO ANY BENEFICIAL OWNER IN RESPECT OF THE PRINCIPAL OR REDEMPTION PRICE OF OR INTEREST ON THE 2013 BONDS; (3) THE DELIVERY OR THE TIMELINESS OF ANY NOTICE TO ANY BENEFICIAL OWNER WHICH IS REQUIRED OR PERMITTED UNDER THE TERMS OF THE INDENTURE TO BE GIVEN TO THE OWNER OF THE 2013 BONDS; OR (4) ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC AS BONDHOLDER.

THE INFORMATION IN THIS SECTION CONCERNING DTC AND DTC'S BOOK-ENTRY SYSTEM HAS BEEN OBTAINED FROM DTC. THE AUTHORITY, THE CITY, THE UNDERWRITERS AND THE TRUSTEE TAKE NO RESPONSIBILITY FOR THE ACCURACY OR COMPLETENESS THEREOF.

Transfer and Exchange

Subject to the provisions described under "Book-Entry Only System" above, the 2013 Bonds may be transferred and exchanged upon delivery thereof to the designated corporate trust office of the Trustee,

to the extent and upon the conditions set forth in the Indenture. No service charge shall be made for any exchange or transfer, but the Authority or the Trustee may require payment of a sum sufficient to cover any tax or other governmental charge that may be imposed.

Neither the Authority nor the Trustee is required to transfer or exchange any 2013 Bonds during the fifteen (15) days immediately preceding the date of selection of 2013 Bonds to be redeemed and ending at the close of business on the date on which the notice of redemption is given, or to transfer or exchange any 2013 Bond selected or called for redemption in whole or in part. No transfer or exchange made other than as described above and in the Indenture shall be valid or effective for any purposes thereunder.

If any 2013 Bond is mutilated, lost, stolen or destroyed, the Authority shall execute and the Trustee shall authenticate and deliver a new 2013 Bond of like tenor and denomination. The Authority and the Trustee may require reasonable indemnification and may charge the holder of the Bond with the cost of replacing any Bond mutilated, lost, stolen or destroyed.

Redemption

Optional Redemption. The 2013 Bonds are not subject to optional redemption prior to maturity.

Extraordinary Optional Redemption. The 2013 Bonds are subject to extraordinary optional redemption in the event that there is an actual destruction or condemnation of, or damage to, all or part of the Leased Premises as the result of which the Authority, the City or the Trustee realizes any insurance or condemnation proceeds, in which case (to the extent such proceeds are not applied to repair or replace the Leased Premises pursuant to the Lease Agreement), but subject to the satisfaction of the requirements of the Indenture, the Authority, at the written request of the City, may direct the Trustee to effect an extraordinary optional redemption, without premium, of a principal amount of 2013 Bonds equal to the amount of such insurance or condemnation proceeds, on any Interest Payment Date; provided that, in the event of a condemnation of the Leased Premises, the 2013 Bonds shall be subject to extraordinary optional redemption only to the extent that such condemnation is not initiated or effected by the City or an entity controlled by or related to the City. As a precondition to any extraordinary optional redemption, the City shall deliver to the Authority and the Trustee a Consulting Engineer's Certificate (as defined in the Indenture) stating: (a) that there has been an actual destruction or condemnation of, or damage to, all or part of the Leased Premises, which has resulted in the payment of insurance or condemnation proceeds; (b) the dollar amount of such insurance or condemnation proceeds realized; and (c) that, in the judgment of the Consulting Engineer, the repair or replacement of the Leased Premises with such insurance or condemnation proceeds is impractical.

Notice of Redemption. Notice of any redemption shall be given not less than 30 days prior to the redemption date by mailing by first class mail (certified mail return receipt requested in the case of Registered Owners of $1,000,000 or more) a copy of the redemption notice to the Registered Owner of each 2013 Bond to be redeemed in whole or in part at the address shown on the registration books kept by the Trustee. 2013 Bonds called for redemption will be payable as specified in the redemption notice. Registered owners of more than $1,000,000 in principal amount of the 2013 Bonds called for redemption may request payment by wire transfer by written request delivered to the Trustee at least 5 days prior to the redemption date. Notice of an extraordinary optional redemption may be conditioned upon the deposit of monies with the Trustee on or prior to the date fixed for redemption, and, if conditional, such notice shall be of no effect unless such monies are so deposited. All 2013 Bonds or portions thereof so called for redemption shall cease to accrue interest on the specified redemption date.

Any notice of redemption mailed in accordance with the requirements set forth in the Indenture shall be conclusively presumed to have been duly given, whether or not such notice is actually received by the Bondholder. No defect in the notice with respect to any 2013 Bond (whether in the form of notice or the mailing thereof) shall affect the validity of the redemption proceedings for any other 2013 Bond.

SECURITY AND SOURCES OF PAYMENT FOR THE 2013 BONDS

The 2013 Bonds are limited obligations of the Authority and, together with the remaining 2003 Series B Bonds and any Additional Bonds issued under the Indenture, will be payable solely from funds held by the Trustee for such purpose, and from payments to be made by the City under the Lease Agreement which payments will be assigned by the Authority to the Trustee (except for such amounts as shall provide for the Authority's Administrative Expenses and certain indemnification of the Authority by the City). See APPENDIX D hereto.

Pursuant to the City's Home Rule Charter, City Council may authorize the leasing of real estate pursuant to leases for a period of more than one year that are valid and binding on the City; and City Council is required to make subsequent annual appropriations sufficient to make payments under such leases. Pursuant to the Ordinances, City Council has authorized the Lease Agreement as such a lease. The City agrees in the Lease Agreement to pay to the Authority amounts which, together with other monies in the Bond Fund available therefor, are sufficient to make the Authority's required payments of principal and premium, if any, and interest on the Bonds, including the 2013 Bonds, then becoming due, whether by maturity, redemption or otherwise (other than by acceleration under the Indenture). If the monies available to the Authority for the purposes of the Indenture should be insufficient to pay the Authority's obligations thereunder, or under the 2013 Bonds, then the City, upon demand, will be required to pay to the Authority or its assigns such additional sums, in each Fiscal Year, as shall be required for such purposes.

The City's obligations under the Lease Agreement are not a general obligation debt of the City within the meaning of any constitutional or statutory provision relating to the incurrence of debt by the City, and the City has not pledged its full faith and credit or taxing power for the payment of its obligations thereunder. The rentals payable under the Lease Agreement shall be payable only out of the current revenues of the City, and the City agrees to provide for the payment of such rentals and to include the same in its annual Operating Budget for each year. The City covenants in the Lease Agreement to make appropriations in each of its Fiscal Years in such amounts as shall be required in order to make all rental payments due and payable under the Lease Agreement in each of the City's Fiscal Years.

There can be no assurance that funds sufficient to pay such rental payments will be available in any Fiscal Year of the City. If the current revenues are insufficient to pay the total rentals in any Fiscal Year as the same become due and payable, the City has covenanted to include amounts not so paid in its Operating Budget for the ensuing Fiscal Year and to produce sufficient current revenues to pay in each ensuing Fiscal Year such balance due in addition to the amount of rentals due for such ensuing Fiscal Year. The failure of the City to make any payments required by the rental provisions of the Lease Agreement for a period of two Business Days after the date specified for payment shall constitute a default thereunder. **Defaults under the Lease Agreement do not cause an acceleration of payments thereunder. An acceleration of the Authority's payment obligations with respect to the remaining 2003 Series B Bonds, the 2013 Bonds or any Additional Bonds will not cause an acceleration of the payments by the City under the Lease Agreement.**

The City will be required to pay rentals and additional sums required under the Lease Agreement from current revenues of the City without suspension or abatement of any nature, notwithstanding that all or any part of the Leased Premises shall have been wholly or partially destroyed, damaged or injured, and

shall not have been repaired, replaced or rebuilt. So long as any of the Bonds remain outstanding, or sufficient money for the payment of the 2013 Bonds in full, including principal, interest or redemption price, if any, is not held by the Trustee in trust therefor, the obligation of the City to pay rentals from current revenues shall be absolute and unconditional and shall not be suspended, abated, reduced, abrogated, waived, diminished or otherwise modified in any manner or to any extent whatsoever, regardless of any rights of setoff, recoupment or counterclaim that the City might otherwise have against the Authority or the Trustee or any other party or parties and regardless of any contingency, act of God, event or cause whatsoever and notwithstanding any circumstance or occurrence that may arise or take place after the date of the Lease Agreement.

Certain actions under the Indenture and the Lease Agreement, including directions or consents in connection with the exercise of remedies upon the occurrence of a default, and the approval of amendments to the Indenture and the Lease Agreement, require the approval of the Registered Owners of a Qualified Majority of the aggregate outstanding principal amount of the Bonds.

NO LITIGATION

There is no controversy or litigation of any nature now pending or threatened seeking to restrain or enjoin the issuance, sale, execution or delivery of the 2013 Bonds or contesting any proceedings of the Authority with respect to the issuance or sale thereof, or the pledge or application of any monies or security provided for the payment of the 2013 Bonds or the existence or powers of the Authority or the validity or enforceability of the Lease Agreement.

RATINGS

Moody's Investors Service, Inc., Standard & Poor's Ratings Services and Fitch Ratings have assigned underlying municipal bond ratings of "A2" (stable outlook), "A-" (stable outlook) and "A-" (stable outlook), respectively, to the 2013 Bonds. Certain information was supplied by the City to the rating agencies to be considered in evaluating the 2013 Bonds. Such ratings express only the views of the respective rating agencies and are not a recommendation to buy, sell or hold the 2013 Bonds.

Any desired explanation of the significance of such ratings should be obtained from the rating agency furnishing the same, at the following addresses: Moody's Investors Service, Inc., 7 World Trade Center, 250 Greenwich Street, New York, New York 10007; Standard & Poor's Ratings Services, a Division of the McGraw-Hill Companies, 55 Water Street, New York, New York 10041; and Fitch Ratings, One State Street Plaza, New York, New York 10004. Generally, a rating agency bases its rating on the information and materials furnished to it and on investigations, studies and assumptions of its own. There is no assurance such ratings will not be revised downward or withdrawn entirely by the rating agencies, if in the judgment of such rating agencies, circumstances so warrant. Any such downward revision or withdrawal of such ratings may have an adverse effect on the market price of the 2013 Bonds.

Neither the Authority nor the Underwriters have assumed responsibility to advise the owners of the 2013 Bonds of any change in any rating on the 2013 Bonds and none of the Authority, the City or the Underwriters have undertaken any responsibility to maintain any particular rating on the 2013 Bonds. The City has agreed, in the Continuing Disclosure Agreement, to report actual rating changes on the 2013 Bonds. See "CONTINUING DISCLOSURE AGREEMENT" herein and APPENDIX E. Any downward change in or withdrawal of a credit rating may have an adverse effect on the marketability or market price of the 2013 Bonds.

APPROVAL OF LEGAL MATTERS

The 2013 Bonds are offered when, as and if issued and accepted by the Underwriters, subject to the receipt of the approving opinion of Cozen O'Connor and the Law Office of Ann C. Lebowitz, Co-Bond Counsel, both of Philadelphia, Pennsylvania, a copy of which will be printed on or attached to the 2013 Bonds in substantially the form set forth in Appendix F hereto. Certain other legal matters will be passed upon for the Authority by Austin J. McGreal, Esquire, Philadelphia, Pennsylvania, Counsel to the Authority, for the City, including with respect to the obligations of the City under the Lease Agreement, by the Office of the City Solicitor and for the Underwriters by their Co-Counsel, Duane Morris LLP and Ahmad, Zaffarese & Smyler LLC, both of Philadelphia, Pennsylvania.

The various legal opinions to be delivered concurrently with the delivery of the 2013 Bonds express the professional judgment of the attorneys rendering the opinions as to the legal issues explicitly addressed therein. In rendering a legal opinion, the attorney does not become an insurer or guarantor of that expression of professional judgment, of the transaction opined upon, or of the future performance of parties to the transaction. Nor does the rendering of an opinion guarantee the outcome of any legal dispute that may arise out of the transaction.

TAX MATTERS

Federal Tax Exemption

The Internal Revenue Code of 1986, as amended (the "Code") contains provisions relating to the tax-exempt status of interest on obligations issued by governmental entities which apply to the 2013 Bonds. These provisions include, but are not limited to, requirements relating to the use and investment of the proceeds of the 2013 Bonds and the rebate of certain investment earnings derived from such proceeds to the United States Treasury Department on a periodic basis. These and other requirements of the Code must be met by the City and the Authority subsequent to the issuance and delivery of the 2013 Bonds in order for interest thereon to be and remain excludable from gross income for purposes of federal income taxation. The City and the Authority have covenanted to comply with such requirements.

In the opinion of Co-Bond Counsel, interest on the 2013 Bonds will be excluded from gross income for purposes of federal income taxation under existing statutes, regulations, rulings and court decisions. The opinion of Co-Bond Counsel is subject to the condition that the City and the Authority comply with all applicable federal income tax law requirements that must be satisfied subsequent to the issuance of the 2013 Bonds in order that interest thereon continues to be excluded from gross income. The City and the Authority have covenanted to comply with all such requirements. Failure to comply with certain of such requirements could cause the interest on the 2013 Bonds to be includable in gross income retroactive to the date of issuance thereof. Interest on the 2013 Bonds is not treated as an item of tax preference under Section 57 of the Code for purposes of the individual and corporate alternative minimum taxes; however, under the Code, to the extent that interest on the 2013 Bonds is a component of a corporate holder's "adjusted current earnings," a portion of that interest may be subject to the corporate alternative minimum tax.

In addition to the matters addressed above, prospective purchasers of the 2013 Bonds should be aware that ownership of the 2013 Bonds may result in collateral tax consequences to certain taxpayers, including, but not limited to, foreign corporations, certain S corporations, recipients of social security and railroad retirement benefits, financial institutions and property or casualty insurance companies. Co-Bond Counsel expresses no opinion regarding any other federal tax consequences relating to the 2013 Bonds or the receipt of interest thereon, and prospective purchasers should consult their own tax advisors as to collateral federal income tax consequences.

No assurance can be given that amendments to the Code or other federal legislation will not be introduced and/or enacted which would cause the interest on the 2013 Bonds to be subject, directly or indirectly, to federal income taxation or adversely affect the market price of the 2013 Bonds or otherwise prevent the holders of the 2013 Bonds from realizing the full current benefit of the federal tax status of the interest thereon.

Original Issue Premium

The 2013 Bonds have been sold with original issue premium. An amount equal to the excess of the initial public offering price of a 2013 Bond over its stated redemption price at maturity constitutes premium on such 2013 Bond. A purchaser of a 2013 Bond must amortize any premium over such 2013 Bond's term using constant yield principles. The amount of amortized bond premium (i) reduces the holder's basis in the 2013 Bond for purposes of determining gain or loss for federal income tax purposes upon the sale or other disposition of the 2013 Bond and (ii) is not allowed as a deduction for federal income tax purposes to the holder. **Purchasers of any 2013 Bonds, whether at the time of the initial issuance or subsequent thereto, should consult their own tax advisors with respect to the determination and treatment of premium.**

Pennsylvania Tax Matters

In the opinion of Co-Bond Counsel, under the existing laws of the Commonwealth, the interest on the 2013 Bonds is free from Pennsylvania personal income taxation and Pennsylvania corporate net income taxation, but such exemption does not extend to gift, estate, succession or inheritance taxes or any other taxes not levied or assessed directly on the 2013 Bonds or the interest thereon. Profits, gains or income derived from the sale, exchange or other disposition of the 2013 Bonds are subject to state and local taxation within the Commonwealth.

This summary is based on laws, regulations, rulings and decisions now in effect, all of which may change. Any change could apply retroactively and could affect the continued validity of this summary. Prospective purchasers should consult their tax advisors about the consequences of purchasing or holding the 2013 Bonds.

UNDERWRITING

The 2013 Bonds are being purchased by the firms listed on the front cover page of this Official Statement (the "Underwriters"), for whom Jefferies LLC is acting as the Representative, subject to certain terms and conditions set forth in a Bond Purchase Agreement between the Authority and the Underwriters, at an aggregate purchase price of $92,461,565.72, which reflects the par amount of the 2013 Bonds, plus original issue premium of $7,681,025.00 less an underwriters' discount of $269,459.28.

Wells Fargo Securities is the trade name for certain securities-related capital markets and investment banking services of Wells Fargo & Company and its subsidiaries, including Wells Fargo Bank, National Association ("WFBNA"). WFBNA, one of the Underwriters of the 2013 Bonds, has entered into an agreement (the "Distribution Agreement") with its affiliate, Wells Fargo Advisors, LLC ("WFA"), for the distribution of certain municipal securities offerings, including the 2013 Bonds. Pursuant to the Distribution Agreement, WFBNA will share a portion of its underwriting or remarketing agent compensation, as applicable, with respect to the 2013 Bonds with WFA. WFBNA also utilizes the distribution capabilities of its affiliates, Wells Fargo Securities, LLC ("WFSLLC") and Wells Fargo Institutional Securities, LLC ("WFIS"), for the distribution of municipal securities offerings, including the 2013 Bonds. In connection with utilizing the distribution capabilities of WFSLLC, WFBNA pays a

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portion of WFSLLC's expenses based on its municipal securities transactions. WFBNA, WFSLLC, WFIS, and WFA are each wholly-owned subsidiaries of Wells Fargo & Company

Loop Capital Markets LLC ("Loop Capital Markets"), one of the Underwriters of the 2013 Bonds, has entered into distribution agreements (each a "Distribution Agreement") with each of UBS Financial Services Inc. ("UBSFS") and Deutsche Bank Securities Inc. ("DBS") for the retail distribution of certain securities offerings at the original issue prices. Pursuant to each Distribution Agreement (if applicable to this transaction), each of UBSFS and DBS will purchase 2013 Bonds from Loop Capital Markets at the original issue prices less a negotiated portion of the selling concession applicable to any 2013 Bonds that such firm sells.

The initial public offering prices of the 2013 Bonds may be changed from time to time by the Underwriters without notice. The Underwriters may offer and sell the 2013 Bonds to certain dealers (including dealers depositing 2013 Bonds into investment trusts, certain of which may be sponsored or managed by the Underwriters) and others at prices lower than the offering prices set forth on the inside cover page hereof. The purchase contract for the 2013 Bonds provides that the Underwriters' obligation to purchase the 2013 Bonds is subject to certain conditions and that the Underwriters are obligated to purchase all of the 2013 Bonds if any 2013 Bonds are purchased.

VERIFICATION OF CERTAIN CALCULATIONS

The accuracy of the mathematical computations of the adequacy of the amounts held in the Escrow Fund to pay the principal of, interest on, and any premium due in connection with the redemption of the Refunded Bonds when due will be verified by Robert Thomas CPA, LLC.

CO-FINANCIAL ADVISORS

Public Financial Management, Inc., Philadelphia, Pennsylvania and Acacia Financial Group, Inc., Marlton, New Jersey, are acting as co-financial advisors (the "Financial Advisors") to the City in connection with the issuance of the 2013 Bonds. The Financial Advisors have assisted in the preparation of this Official Statement and in other matters relating to the planning, structuring and issuance of the 2013 Bonds. The Financial Advisors have not undertaken to make independent verification of, or to assume responsibility for, the accuracy, completeness or fairness of the information contained in this Official Statement.

Investors should not base any investment decision on the fact that the Financial Advisors have advised the Authority on the 2013 Bonds. The Financial Advisors are financial advising and consulting organizations. The Financial Advisors are not engaged in the business of underwriting, marketing or trading of municipal securities.

LIMITATION OF RIGHTS AND REMEDIES UNDER FEDERAL BANKRUPTCY CODE

The rights and remedies of holders of the 2013 Bonds may be subject to the provisions of the United States Bankruptcy Code (the "Federal Bankruptcy Code"), which permits, under prescribed circumstances, a public agency or instrumentality of a state to file a petition for relief, in the nature of an adjustment in the repayment of debts, in a bankruptcy court of the United States, to other reorganization and insolvency proceedings, and to general principles of equity, whether asserted in a proceeding at law or in equity. The Authority is not authorized to file for relief under the Federal Bankruptcy Code.

The Pennsylvania Intergovernmental Cooperation Authority Act for Cities of the First Class (the "PICA Act") prevents the City from filing a petition for relief under Chapter 9 of the Federal Bankruptcy Code as long as the Pennsylvania Intergovernmental Cooperation Authority ("PICA") has outstanding any bonds issued pursuant to the PICA Act; as of September 1, 2013, PICA had $409,280,000 aggregate principal amount of bonds outstanding. If no such bonds were outstanding, the PICA Act requires approval in writing by the Governor of the Commonwealth for a filing under Chapter 9 by the City. If the provisions of the PICA Act relating to the authorization by the Governor for the City to file a petition under Chapter 9 of the Federal Bankruptcy Code were invoked, such provisions could limit the enforcement of Bondholders' rights and remedies. See "SUMMARY FINANCIAL INFORMATION-Pennsylvania Intergovernmental Cooperation Agency" in APPENDIX A.

CONTINUING DISCLOSURE AGREEMENT

In order to assist the Underwriters in complying with the requirements of Rule 15c2-12 (the "Rule") promulgated by the Securities and Exchange Commission, the City will enter into a Continuing Disclosure Agreement with Digital Assurance Certification, LLC, as dissemination agent, for the 2013 Bonds which shall constitute a written undertaking for the benefit of the Holders and Beneficial Owners of the 2013 Bonds. The proposed form of the Continuing Disclosure Agreement is attached to this Official Statement as APPENDIX E. The City has complied with its continuing disclosure undertakings for each of the past five years, except that the City did not file: (i) until June 26, 2013, notice of a downgrade in September 2010 by Moody's Investor Services of certain of the City's variable rate bonds (related to changes in the credit quality of the banks then providing credit and liquidity support for such bonds); (ii) until July 9, 2013, notice of an upgrade of the underlying credit rating in April 2012 by Standard and Poor's Ratings Group of a series of bonds issued by the Philadelphia Municipal Authority on behalf of the City; and (iii) until July 9, 2013, notice of a downgrade of the credit rating in November 2011 by Standard & Poor's Ratings Group of the insurer of certain of the City's bonds.

CERTAIN RELATIONSHIPS

Cozen O'Conner provided certain legal services to the City related to the issuance of the 2013 Bonds. Cozen O'Conner and the Law Office of Ann C. Lebowitz, Co-Bond Counsel, and Duane Morris LLP and Ahmad, Zaffarese & Smyler LLC, Co-Counsel to the Underwriters, each provide ongoing legal services to the City. Cozen O'Conner has represented syndicates of which the Underwriters have been members, in transactions unrelated to the issuance of the 2013 Bonds. Nancy E. Winkler, City Treasurer, is a member of the Board of the Authority.

Certain subsidiaries of Wells Fargo & Company (parent company of Wells Fargo Bank, National Association), one of the underwriters of the 2013 Bonds, have provided, from time to time, investment banking services, commercial banking services or advisory services to the Authority and the City, for which they have received customary compensation. Wells Fargo & Company or its subsidiaries may, from time to time, engage in transactions with and perform services for the Authority and the City in the ordinary course of their respective businesses.

MISCELLANEOUS

This Official Statement is made available in connection with the issuance of the 2013 Bonds only and it may not be used for any other purpose. This Official Statement is not to be construed as a contract or agreement between the Authority and the purchasers or owners of any of the 2013 Bonds. Any statements made in this Official Statement involving matters of opinion, whether or not expressly so stated, are intended merely as opinions and not as representations of fact. No representation is made that any of the opinions or estimates will be realized. The information and expressions of opinion herein are

subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Authority or the City since the date hereof. The attached Appendices are integral parts of this Official Statement and should be read in their entirety together with the foregoing statements. The City makes no representations or warranties to investors as to the accuracy or timeliness of any information available on the City Investor Website maintained by the City, nor any hyperlinks referenced therein.

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The execution and distribution of this Official Statement has been duly authorized by the Authority and approved by the City.

THE PHILADELPHIA MUNICIPAL AUTHORITY

By: /s/ Albert A. Childs
Executive Director

Approved:

THE CITY OF PHILADELPHIA

By: /s/ Rob Dubow
Director of Finance

APPENDIX A

GOVERNMENT AND FINANCIAL INFORMATION REGARDING THE CITY

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APPENDIX A

GOVERNMENT AND FINANCIAL INFORMATION

THE GOVERNMENT OF THE CITY OF PHILADELPHIA

General

The City of Philadelphia, Pennsylvania (the "City" or "Philadelphia"), was incorporated in 1789 by an Act of the General Assembly of the Commonwealth of Pennsylvania (the "Commonwealth") (predecessors of the City under charters granted by William Penn in his capacity as proprietor of the colony of Pennsylvania may date to as early as 1684). In 1854, the General Assembly of the Commonwealth, by an act commonly referred to as the Consolidation Act, made the City's boundaries coterminous with the boundaries of Philadelphia County (the same boundaries that exist today) (the "County"), abolished all governments within these boundaries other than the City and the County and consolidated the legislative functions of the City and the County. Article 9, Section 13 of the Pennsylvania Constitution abolished all county offices in the City and provides that the City performs all functions of county government and that laws applicable to counties apply to the City.

Since 1952, the City has been governed under a Home Rule Charter authorized by the General Assembly of the Commonwealth (First Class City Home Rule Act, Act of April 21, 1949, P.L. 665, Section 17) and adopted by the voters of the City. The Home Rule Charter, as amended and supplemented to this date, provides, among other things, for the election, organization, powers and duties of the legislative branch (the "City Council"); the election, organization, powers and duties of the executive and administrative branch; and the basic rules governing the City's fiscal and budgetary matters, contracts, procurement, property and records. The Home Rule Charter, as amended, also provides for the governance of The School District of Philadelphia (the "School District") as a home rule school district. Certain other constitutional provisions and Commonwealth statutes continue to govern various aspects of the City's affairs, notwithstanding the broad grant of powers of local self-government in relation to municipal functions set forth in the First Class City Home Rule Act.

Under the Home Rule Charter, as currently in effect, there are two principal governmental entities in the City: (1) the City, which performs ordinary municipal functions as well as traditional county functions; and (2) the School District, which has boundaries coterminous with the City and has responsibility for all public primary and secondary education.

The court system in the City, consisting of Common Pleas and Municipal Courts, is part of the Commonwealth judicial system. Although judges are paid by the Commonwealth, most other court costs are paid by the City, with partial reimbursement from the Commonwealth.

Elected and Appointed Officials

The Mayor is elected for a term of four years and is eligible to succeed himself for one term. Each of the seventeen members of the City Council is also elected for a four-year term which runs concurrently with that of the Mayor. There is no limitation on the number of terms that may be served by members of the City Council. Of the members of the City Council, ten are elected from districts and seven are elected at-large, with a minimum of two of the seven representing a party or parties other than the majority party. The District Attorney and the City Controller are elected at the mid-point of the terms of the Mayor and City Council.

The City Controller's responsibilities derive from the Home Rule Charter, various City ordinances and state and federal statutes, and contractual arrangements with auditees. The City Controller must follow Generally Accepted Government Auditing Standards ("GAGAS") established by the federal Government Accountability Office (formerly known as the General Accounting Office), and GAAS, Generally Accepted Auditing Standards promulgated by the American Institute of Certified Public Accountants. As of August 22, 2013, the Office of the City Controller had 120 full time employees, 2 part time employees, and 2 interns for a total of 124 on staff. This includes 62 auditors, 21 of whom are certified public accountants.

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The City Controller post-audits and reports on the City's and the School District's Comprehensive Annual Financial Reports, federal assistance received by the City and the performance of City departments. The City Controller also conducts a pre-audit program of expenditure documents required to be submitted for approval, such as invoices, payment vouchers, purchase orders and contracts. Documents are selected for audit by category and statistical basis. The Pre-Audit Division verifies that expenditures are authorized and accurate in accordance with the Home Rule Charter and other pertinent legal and contractual requirements before any moneys are paid by the City Treasurer. The Pre-Audit Technical Unit, consisting of auditing and engineering staff, inspects and audits capital project design, construction and related expenditures. Other responsibilities of the City Controller include investigation of allegations of fraud, preparation of economic reports, certification of the City's debt capacity and the capital nature and useful life of the capital projects, and opining to the Pennsylvania Intergovernmental Cooperation Authority ("PICA") on the reasonableness of the assumptions and estimates in the City's five-year financial plans.

The principal officers of the City's government appointed by the Mayor are the Managing Director of the City (the "Managing Director"), the Director of Finance of the City (the "Director of Finance"), the City Solicitor (the "City Solicitor"), the Deputy Mayor for Planning and Economic Development and Director of Commerce (the "Director of Commerce") and the City Representative (the "City Representative"). These officials, together with the Mayor and the other members of the Mayor's cabinet, constitute the major policy-making group in the City's government.

The Managing Director, in coordination with the Deputy Mayors for Public Safety, Health and Opportunity, Transportation and Utilities, Economic Development and Environmental and Community Resources, and the Director of Commerce, is responsible for supervising the operating departments and agencies of the City that render the City's various municipal services. The Director of Commerce is charged with the responsibility of promoting and developing commerce and industry. The City Representative is the Ceremonial Representative of the City and especially of the Mayor. The City Representative is charged with the responsibility of giving wide publicity to any items of interest reflecting the activities of the City and its inhabitants, and for the marketing and promotion of the image of the City.

The City Solicitor is head of the Law Department and acts as legal advisor to the Mayor, the City Council, and all of the agencies of the City government. The City Solicitor is also responsible for all of the City's contracts and bonds, for assisting City Council, the Mayor, and City agencies in the preparation of ordinances for introduction in City Council, and for the conduct of litigation involving the City.

The Director of Finance is the chief financial and budget officer of the City and is selected from three names submitted to the Mayor by a Finance Panel. The Director of Finance is responsible for the financial functions of the City including development of the annual operating budget, the capital budget, and capital program; the City's program for temporary and long-term borrowing; supervision of the operating budget's execution; the collection of revenues through the Department of Revenue; and the oversight of pension administration as Chairperson of the Board of Pensions and Retirement. The Director of Finance is also responsible for the appointment and supervision of the City Treasurer, whose office manages the City's debt program and serves as the disbursing agent for the distribution of checks and electronic payments from the City Treasury and the management of cash resources.

The following are brief biographies of Mayor Nutter, his Chief of Staff, the Director of Finance and the City Treasurer:

Michael A. Nutter, Mayor, was sworn in as the City's 98th Mayor on January 7, 2008. He won the Democratic nomination in a five-way primary election. He was reelected and was sworn in for his second term as Mayor on January 2, 2012. Elected to Philadelphia City Council in 1992, the Mayor represented the City's Fourth Council District for nearly fifteen years. During his time in City Council, he engineered groundbreaking ethics reform legislation, led successful efforts to pass a citywide smoking ban, worked to lower taxes for Philadelphians and to reform the City's tax structure, and labored to increase the number of Philadelphia police officers patrolling the streets and to create a Police Advisory Board to provide a forum for discussion between citizens and the Police Department. Mayor Nutter received his B.A. from the Wharton School of Business at the University of Pennsylvania in 1979.

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Everett A. Gillison, Chief of Staff to the Mayor and Deputy Mayor for Public Safety, was appointed Chief of Staff by Mayor Nutter on October 19, 2011. Mr. Gillison has served as Deputy Mayor for Public Safety since January 7, 2008, and continues in his role as Deputy Mayor for Public Safety in addition to his role as the Mayor's Chief of Staff. Mr. Gillison previously served as a Senior Trial Lawyer for the Defender Association of Philadelphia where he worked for more than 30 years.

Rob Dubow, Director of Finance, was appointed on January 7, 2008. Prior to his appointment, Mr. Dubow was the Executive Director of PICA. He has also served as Chief Financial Officer of the Commonwealth, from 2004 to 2005 and as Budget Director for the City, from 2000 to 2004.

Nancy E. Winkler, City Treasurer, was appointed City Treasurer effective January 31, 2011. Prior to her tenure with the City, Ms. Winkler worked for over 28 years with Public Financial Management (the PFM Group), from 1990 to 2011 as Managing Director, with responsibility to manage the firm's municipal, state and authority practices in New York and Maryland.

Government Services

Municipal services provided by the City include: police and fire protection; health care; certain welfare programs; construction and maintenance of local streets, highways, and bridges; trash collection, disposal and recycling; provision for recreational programs and facilities; maintenance and operation of the water and wastewater systems (the "Water and Wastewater Systems"); the acquisition and maintenance of City real and personal property, including vehicles; maintenance of building codes and regulation of licenses and permits; maintenance of records; collection of taxes and revenues; purchase of supplies and equipment; construction and maintenance of airport facilities; and maintenance of a prison system. The City owns the assets that comprise the Philadelphia Gas Works ("PGW" or the "Gas Works"). PGW serves residential, commercial, and industrial customers in the City. PGW is operated by Philadelphia Facilities Management Corporation ("PFMC"), a non-profit corporation specifically organized to manage and operate PGW for the benefit of the City.

On February 13, 2012, Mayor Michael Nutter released an analysis prepared by Lazard Freres & Co., LLC ("Lazard"), the City's strategic advisor, recommending that the City "pursue a process to transfer ownership and operation of PGW to a private entity via a strategic sale." The City has engaged a team of legal and financial advisors, as well as brokers, to assist with such process. The team includes Lazard who was re-engaged to serve as financial advisor for the proposed sale. In its new role, Lazard is currently undertaking further financial review of the proposed transaction, including an analysis of the anticipated loss to the City of the $18 million annual payment from PGW and the potential increase in annual tax revenues for the City resulting from a sale to a private entity. The review is expected to be concluded in the third quarter of 2013. J.P. Morgan Securities LLC and Loop Capital, who have been selected as brokers for the process, have begun the process to market PGW, will manage a bidding process on behalf of the City and PGW, and present recommended bids to the City for consideration. An RFQ was issued and responses were received in August 2013. A sale would require certain approvals, including those of City Council and also the Pennsylvania Public Utility Commission. No sale can be completed without providing for the defeasance of the City's outstanding Gas Works Revenue Bonds and Notes. The City is under no obligation to sell PGW, and the selection of the team of legal and financial advisors and brokers, as well as any subsequent invitation for bids, will not impose any obligation on the City to sell if the financial analysis and bid process do not produce the desired favorable results.

Local Government Agencies

There are a number of significant governmental authorities and quasi-governmental non-profit corporations that also provide services within the City. Certain of these entities are comprised of governing boards, the members of which are either appointed or nominated, in whole or part, by the Mayor, while others are independent of the Mayor's appointment or recommendation.

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Mayoral-Appointed or Nominated Agencies

PIDC/PAID. The Philadelphia Industrial Development Corporation ("PIDC") and its affiliate, the Philadelphia Authority for Industrial Development ("PAID"), coordinate the City's efforts to maintain an attractive business environment and to attract new businesses to the City and retain existing ones. Of the 30 members of the board of PIDC, seven are City officers or officials (the Mayor, the Director of Commerce, the President of City Council or a designee, the Chairman of the City Planning Commission, the City Solicitor, the Managing Director, and the Director of Finance), 15 are nominated jointly by the President of the Greater Philadelphia Chamber of Commerce and the Director of Commerce, and eight are nominated by the President of the Greater Philadelphia Chamber of Commerce. The five-member board of PAID is appointed by the Mayor.

PMA. The Philadelphia Municipal Authority (formerly The Equipment Leasing Authority of Philadelphia) ("PMA") was originally established for the purpose of buying equipment and vehicles to be leased to the City. PMA's powers have been expanded to include, without limitation, the construction and leasing of municipal solid waste disposal facilities, correctional facilities, and other municipal buildings. The PMA is governed by a five-member board appointed by City Council from nominations made by the Mayor.

PEA. The Philadelphia Energy Authority ("PEA") was established by the City and incorporated in 2011 for the purpose of facilitating and developing energy generation projects, facilitating and developing energy efficiency projects, the purchase or facilitation of energy supply and consumer energy education. The PEA is authorized to participate in projects on behalf of the City, other government agencies, institutions and businesses. The PEA is governed by a five-member board of energy professionals appointed by City Council from four nominations made by the Mayor and one nomination from City Council.

Redevelopment Authority. The Philadelphia Redevelopment Authority (formerly known as the Redevelopment Authority of the City of Philadelphia) (the "PRA"), supported by Federal funds through the City's Community Development Block Grant Fund and by Commonwealth and local funds, is responsible for the redevelopment of the City's blighted areas. The PRA is governed by a five-member board appointed by the Mayor and must submit its budgets to the City for review and approval.

Housing Authority. The Philadelphia Housing Authority (the "Housing Authority") is the fourth largest public housing authority in the United States and is responsible for developing and managing low and moderate income rental units and limited amounts of for-sale housing in the City. By Act 130 of 2012 ("Act 130"), the number of Board members for the Housing Authority was increased, and the method of the Board's appointment was changed. Under Act 130, the Housing Authority is to be governed by a Board of nine members appointed by the Mayor of the City, subject to the approval of City Council. New members of the Housing Authority Board were duly appointed and took office on April 26, 2013. From March 4, 2011 until April 26, 2013, the Housing Authority was under the control of the U.S. Department of Housing and Urban Development under the terms of a Co-operative Endeavor Agreement, which terminated on April 26, 2013. In March 2013, Kelvin A. Jeremiah was appointed to be the President and CEO of the Housing Authority, after having served as Interim Administrative Receiver/Interim Executive Director since June 15, 2012.

Hospitals Authority. The Hospitals and Higher Education Facilities Authority of Philadelphia (the "Hospitals Authority") assists non-profit hospitals by financing hospital construction projects. The City does not own or operate any hospitals. The powers of the Hospitals Authority have been expanded to permit the financing of construction of buildings and facilities for certain colleges and universities and other health care facilities and nursing homes. The Hospitals Authority is governed by a five-member board appointed by City Council from nominations made by the Mayor.

SEPTA. The Southeastern Pennsylvania Transportation Authority ("SEPTA"), which is supported by transit revenues and Federal, Commonwealth, and local funds, is responsible for developing and operating a comprehensive and coordinated public transportation system in the southeastern Pennsylvania region. Two of the 15 members of SEPTA's board are appointed by the Mayor and confirmed by City Council.

Convention Center Authority. The Pennsylvania Convention Center Authority (the "Convention Center Authority") constructed and maintains, manages, and operates the Pennsylvania Convention Center, which opened

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on June 25, 1993. The Pennsylvania Convention Center is owned by the Commonwealth and leased to the Convention Center Authority. An expansion of the Pennsylvania Convention Center was completed in March 2011. This expansion enlarged the Pennsylvania Convention Center to approximately 2,300,000 square feet with the largest contiguous exhibit space in the Northeast, the largest convention center ballroom in the East and the ability to host large tradeshows or two major conventions simultaneously. Of the 15 members of the board of the Convention Center Authority, two are appointed by the Mayor and one by each of the President and Minority Leader of City Council. The Commonwealth, the City and the Convention Center Authority have entered into an operating agreement with respect to the operation and financing of the Pennsylvania Convention Center. In June 2013, the Pennsylvania Convention Center Authority selected SMG to manage and operate the Pennsylvania Convention Center.

The School District. The School District of Philadelphia (the "School District") was established by the Educational Supplement to the City's Home Rule Charter to provide free public education to the City's residents. Under the Home Rule Charter, its board is appointed by the Mayor and must submit a lump sum statement of expenditures to the City annually. Such statement is used by City Council in making its determination to authorize the levy of taxes on behalf of the School District. Certain financial information regarding the School District is included in the City's Comprehensive Annual Financial Report. It has no independent taxing powers and may levy only the taxes authorized on its behalf by the City and the Commonwealth. Under the Home Rule Charter, the School District is managed by a nine-member Board of Education appointed by the Mayor from a list supplied by an Educational Nominating Panel that is chosen by the Mayor. In some matters, including the incurrence of short-term and long-term debt, the School District is governed primarily by the laws of the Commonwealth. The School District is a separate political subdivision of the Commonwealth and the City has no property interest in or claim on any revenues or property of the School District.

The School District was declared distressed by the Secretary of Education of the Commonwealth pursuant to Section 691(c) of the Public School Code of 1949, as amended (the "School Code"), effective December 22, 2001. During a period of distress under Section 691(c) of the School Code, all of the powers and duties of the Board of Education granted under the School Code or any other law are suspended and all of such powers and duties are vested in the School Reform Commission (the "School Reform Commission") provided for under the School Code. The School Reform Commission is responsible for the operation, management and educational program of the School District during such period. It is also responsible for financial matters related to the School District. The School Code provides that the members of the Board of Education continue to serve during the time the School District is governed by the School Reform Commission, and that the establishment of the School Reform Commission shall not interfere with the regular selection of the members of the Board of Education. During the tenure of the School Reform Commission, the Board of Education will perform those duties delegated to it by the School Reform Commission. As of the date hereof, the School Reform Commission has not delegated any duties to the Board. Two of the five members of the School Reform Commission are appointed by the Mayor and three by the Governor of Pennsylvania.

Non-Mayoral-Appointed or Nominated Agencies

PICA. PICA was created on June 5, 1991 by the Pennsylvania Intergovernmental Cooperation Authority Act for Cities of the First Class (the "PICA Act"). PICA was established to provide financial assistance to cities of the first class. The City is the only city of the first class in the Commonwealth. Each of the Governor of Pennsylvania, the President pro tempore of the Pennsylvania Senate, the Minority Leader of the Pennsylvania Senate, the Speaker of the Pennsylvania House of Representatives and the Minority Leader of the Pennsylvania House of Representatives appoints one voting member of PICA's board. The Secretary of the Budget of the Commonwealth and the Director of Finance of the City serve as ex officio members of PICA's board with no voting rights. The City is required to develop an annual five-year financial plan and obtain annual approval of such five-year financial plan from PICA; the City is also required to prepare and submit quarterly reports to PICA. See "SUMMARY FINANCIAL INFORMATION" for a further discussion of PICA, its relationship to the City and its financial oversight role.

Parking Authority. The Philadelphia Parking Authority (the "Parking Authority") is responsible for the construction and operation of parking facilities in the City and at the Philadelphia International Airport and, by contract with the City, for enforcement of on-street parking regulations. The members of the Parking Authority's

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board are appointed by the Governor of Pennsylvania, with certain nominations from the General Assembly of the Commonwealth.

DISCUSSION OF FINANCIAL OPERATIONS

Principal Operations

The major operations of the City are conducted through the General Fund. In addition to the General Fund, operations of the City are conducted through two other major governmental funds and 12 minor governmental funds. The two major governmental funds and three of the minor governmental funds are financed solely through grants from the Commonwealth and Federal government. The City's Debt Service Fund and Capital Projects Fund are also included with the minor governmental funds. The Fiscal Year 2012 Operating Budget moved the activities of the Department of Human Services from the General Fund to the Grants Revenue Fund.

Fund Accounting

Funds are groupings of activities that enable the City to maintain control over resources that have been segregated for particular purposes or objectives. All of the funds of the City can be divided into three categories: governmental funds, proprietary funds and fiduciary funds.

Governmental Funds. The governmental funds are used to account for the financial activity of the City's basic services, such as: general government; economic and neighborhood development; public health, welfare and safety; cultural and recreational; and streets, highways and sanitation. The funds' financial activities focus on a short-term view of the inflows and outflows of spendable resources, as well as on the balances of spendable resources available at the end of the fiscal year. The financial information presented for the governmental funds is useful in evaluating the City's short term financing requirements.

The City maintains twenty-three individual governmental funds. The City's Comprehensive Annual Financial Report ("CAFR"), including for the City's Fiscal Year ended June 30, 2012, presents data separately for the General Fund, Grants Revenue Fund and Health Choices Behavioral Health Fund, which are considered to be major funds. Data for the remaining twenty funds are combined into a single aggregated presentation.

Proprietary Funds. The proprietary funds are used to account for the financial activity of the City's operations for which customers are charged a user fee; they provide both a long and short-term view of financial information. The City maintains three enterprise funds that are a type of proprietary funds - airport, water and wastewater operations, and industrial land bank.

Fiduciary Funds. The City is the trustee, or fiduciary, for its employees' pension plans. It is also responsible for PGW's employees' retirement reserve assets. Both of these fiduciary activities are reported in the City's CAFR, including for the City's Fiscal Year ended June 30, 2012, as separate financial statements of fiduciary net assets and changes in fiduciary net assets.

See "CITY FINANCES AND FINANCIAL PROCEDURES" for a further description of these funds.

Current Financial Information

The Adopted Fiscal Year 2014 Budget (hereinafter defined), the Twenty-Second Five-Year Plan (hereinafter defined), the Fiscal Year 2013 budget and Twenty-First Five-Year Plan (hereinafter defined) and the Quarterly City Manager's Report are discussed below. As described more fully in "CITY FINANCES AND FINANCIAL PROCEDURES-Budget Procedures" herein, annually in March the executive branch prepares a budget for the next fiscal year together with a five-year financial plan. City Council is required by the Home Rule Charter to adopt the budget at least 30 days prior to the end of the fiscal year. The City has not adopted a budget later than the end of the fiscal year in the past ten (10) years. The City Council may change the budget from that which is proposed by the executive branch. The budget and corresponding five-year plan include information and projections for the current fiscal year. Subsequent to the release of the five-year plan, the City reviews and may

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revise the financial projections underlying the budget and the five-year plan in its Quarterly City Manager's reports (the reports are required by the PICA Act and are released forty-five days after the end of every calendar quarter). The estimates from the Adopted Fiscal Year 2014 Budget are included in certain of the financial information with respect to the City presented herein.

Fiscal Year 2013 Adopted Budget

The City's Fiscal Year 2013 budget was presented to City Council on March 8, 2012, was approved by City Council on June 28, 2012, and signed by the Mayor on June 29, 2012. The process and required timing for the approval of the budget are described under "CITY FINANCES AND FINANCIAL PROCEDURES-Budget Procedures" herein. The General Fund budget projected estimated revenues of $3.568 billion, obligations of $3.604 billion, an operating deficit of $17.6 million (net of prior year adjustments) and based on an assumed Fiscal Year 2012 ending General Fund balance of $98.970 million, it projected an ending fund balance of $81.3 million on the legally enacted basis. The actual Fiscal Year 2012 ending General Fund balance was $146.754 million. The Fiscal Year 2013 budget conformed to the Twenty-First Five-Year Plan, which was submitted to PICA on July 27, 2012, resubmitted with addendum on August 9, 2012 and approved by PICA on September 5, 2012.

Fiscal Year 2013 Current Estimate

The Quarterly City Manager's Report for the period ending June 30, 2013 (the "6/30/2013 QCMR") projects revenues for Fiscal Year 2013 of $3.697 billion, obligations of $3.637 billion, an operating surplus of $77.1 million (net of prior year adjustments) and an ending fund balance of $223.9 million. Tax Revenues for Fiscal Year 2013 are projected to be $122.4 million higher than the adopted Fiscal Year 2013 budget and Total Revenues to be $129.0 million higher than the adopted Fiscal Year 2013 budget as shown in the table below.

Summary of Primary Sources of Revenue Increases and (Decreases) above (below)
Fiscal Year 2013 Budget

Wage, Earnings and Net Profits Tax	$24.1 million
Real Estate Tax	$25.2 million
Real Property Transfer Tax	$22.3 million
Business Income and Receipts Tax	$58.0 million
Sales, Parking and Amusement Taxes	($7.2 million)
Locally Generated Non-Tax Revenues	$20.9 million
Revenues from Other Governments	($6.4 million)
Revenues from Other Funds	($8.0 million)

The revised estimate of obligations includes $77.0 million in higher than budgeted obligations as shown in the table below.

Summary of Primary Sources of Obligation Increases above
Fiscal Year 2013 Budget

Increased Compensation[1]	$18.1 million
Other Increased Public Safety Costs[2]	$25.8 million
Vehicle Fuel Costs	$5.0 million
Legal Costs – Defender Association and Conflict Counsel	$2.9 million
Law Department	$2.0 million
Other Mayoral and Council Initiatives	$12.1 million
Other Miscellaneous Obligations	$11.1 million

[1] Includes $14.7 million for Police and compensation for non-represented and exempt employees of $3.4 million. See "EXPENDITURES OF THE CITY−Overview of Current Labor Situation."

[2] Includes overtime and other increased costs of Prisons, Fire and the Sheriff's Office.

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These above costs are being partially offset largely due to $9.8 million in savings from financing repayment of a pension payment deferral, interest savings on the City's Tax and Revenue Anticipation Notes and other debt service- $12.5 million, the elimination of the $9.0 million budgeted expenditure and accompanying reimbursement from PICA for the 4601 Market St. project, $7.9 in savings from lower than projected expenditures for 911 related projects, and the elimination of the reserve for snow removal - $4.0 million. See "EXPENDITURES OF THE CITY−Municipal Pension Fund−Funded Status of the Municipal Pension Fund."

Fiscal Year 2012 Budget

The City's Fiscal Year 2012 budget was presented to City Council on March 3, 2011, was approved by City Council on June 23, 2011, and signed by the Mayor on June 24, 2011. The budget projected estimated revenues of $3.503 billion, obligations of $3.470 billion, an operating surplus of $57.1 million and an ending fund balance of $60.6 million on the legally enacted basis. The Fiscal Year 2012 budget conformed to the Twentieth Five-Year Plan (hereinafter defined) which was submitted to PICA on July 7, 2011, and approved by PICA on July 26, 2011.

For several years, the financial position of the City's General Fund had been distorted by the timing of the receipt of reimbursements from the Commonwealth for the Department of Human Services. For a variety of reasons, those reimbursements had not been received in the same year as the costs were incurred. As a result, the costs were reflected in the City's fund balances, but the reimbursements were not, leading to fund balances that were distorted and artificially low. In some years, the late receipt of reimbursements led to changes of tens of millions of dollars in the City's fund balance.

The Fiscal Year 2012 budget moved reimbursed costs and corresponding revenues for services provided by the Department of Human Services of approximately $495.1 million to the Grants Revenue Fund. As a result of this change the City's General Fund balance better reflects the City's financial condition.

Fiscal Year 2012 Results

The City's CAFR for the Fiscal Year ended June 30, 2012 (the "Fiscal Year 2012 CAFR"), released on February 21, 2013, reported that the City had revenues of $3.591 billion, obligations of $3.485 billion and an ending fund balance of a positive $146.8 million on the legally enacted basis. The City is required by the Home Rule Charter to release its unaudited financial statements within 120 days of the end of the fiscal year; historically, these results have not changed between the release of the unaudited and the audited financials.

Fiscal Year 2011 Results

The CAFR for Fiscal Year 2011, released on February 24, 2012, reported that the City had revenues of $3.860 billion, obligations of $3.785 billion and an ending fund balance of a positive $0.1 million after discharging the Fiscal Year 2010 fund balance deficit on the legally enacted basis. These figures were unchanged from the City's Annual Financial Report for Fiscal Year 2011, released on October 28, 2011. The City's Fiscal Year 2011 budget was signed by the Mayor on June 1, 2010. The budget projected estimated revenues of $3.909 billion, obligations of $3.853 billion, an operating surplus of $80.5 million and an ending fund balance of $42.6 million after discharging the Fiscal Year 2010 fund balance deficit on the legally enacted basis. The budget included a 9.9% Real Estate Tax increase. The Nineteenth Five-Year Plan (hereinafter defined) was approved by PICA on August 10, 2010.

Fiscal Year 2014 Adopted Budget

The City's Fiscal Year 2014 budget (the "Adopted Fiscal Year 2014 Budget") was presented to City Council on March 14, 2013, was approved by City Council on June 20, 2013 and signed by the Mayor on June 25, 2013. The Adopted Fiscal Year 2014 Budget projects estimated General Fund revenues of $3.724 billion, obligations of $3.845 billion, an operating deficit of $102.4 million (net of prior year adjustments), which results in a projected ending fund balance of $86.5 million on the legally enacted basis. The Adopted Fiscal Year 2014 Budget

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conforms to the Twenty-Second Five-Year Plan originally submitted to PICA. See "SUMMARY FINANCIAL INFORMATION-Five-Year Plans of the City."

Total tax revenues are estimated at $2.76 billion, an increase of $50 million or 1.8% over Fiscal Year 2013's projections. In Fiscal Year 2014, growth is projected for all major taxes except the property tax for which no growth is assumed and the BIRT (hereinafter defined) for which negative growth is assumed given above projected receipts in Fiscal Year 2013. The City's plan to implement the Actual Value Initiative (AVI) in Fiscal Year 2014 has been adopted. See "REVENUES OF THE CITY-Real Property Taxes." The property tax rate for Fiscal Year 2014 has been set at 1.34%; the Adopted Fiscal Year 2014 Budget assumes that, under AVI, approximately the same amount of property tax revenue will be collected in Fiscal Year 2014 as was projected for Fiscal Year 2013. The Adopted Fiscal Year 2014 Budget includes the resumption of wage tax cuts which were halted during the recession.

In the Adopted Fiscal Year 2014 Budget, total revenues increase $43 million, or 1.2%, largely due to the combination of the tax growth described above together with a $22 million decrease in revenue from other governments, a $7 million increase in local non-tax revenues, and a $9 million increase in revenues from other funds of the City. The decrease in revenue from other governments is largely due to the elimination of one-time general fund reimbursement revenue for the Department of Human Services (DHS) which was received in Fiscal Year 2013; reimbursed obligations and associated revenues for DHS were moved to the Grants Fund in Fiscal Year 2012 and no additional revenue is anticipated in the General Fund budget.

Budgeted Fiscal Year 2014 expenditures total $3.845 billion, a $189 million (5.2%) increase from Fiscal Year 2013 estimates. The largest increase in expenditures is the result of an addition of a $84.7 million provision for potential labor obligations related to District Council 33, District Council 47 and IAFF Local 22. See "EXPENDITURES OF THE CITY-Overview of Current Labor Situation." Other increases are due to rising pension, employee benefit and debt service costs which account for about $60 million of this increase and an additional $20 million is due to a salary increase awarded to the Fraternal Order of Police. The remaining estimated $20 million represents a 0.5% increase.

The Twenty-Second Five-Year Plan was submitted to PICA on July 3, 2013, and a revised Twenty-Second Five-Year Plan was submitted to PICA on September 3, 2013, as described under "SUMMARY FINANCIAL INFORMATION-Five-Year Plans of the City." Such revised Twenty-Second Five-Year Plan projects a Fiscal Year 2014 ending General Fund balance of $104 million on the legally enacted basis. Such ending fund balance does not reflect the effect of the IAFF Withdrawal (defined below) which will be paid from the General Fund. See "SUMMARY FINANCIAL INFORMATION-Five-Year Plans of the City" and "EXPENDITURES OF THE CITY - Overview of Current Labor Situation – IAFF."

Overview of City Response to Economic Downturn

Between October of 2008 and December 2011, the City implemented significant actions to balance the budget and its five-year plans, including reducing overtime costs, reducing General Fund full- and part-time employee headcount by 1,652 (from December 31, 2008 to December 31, 2011), implementing a temporary five year sales tax increase (expiring June 30, 2014) and a 9.9% Real Estate Tax increase in Fiscal Year 2011, pension funding changes, freezing City funded and business privilege tax reductions until Fiscal Year 2014, increasing fees, and instituting spending cuts throughout the government. During this period of time, the City improved its public safety results due to important changes in policing and has maintained delivery of its services.

The City undertook these measures as a result of the impact of the national and global recession. Beginning in August 2008, the City began to experience adverse budgetary performance for Fiscal Year 2009 as a result of the recession. In November 2008, the City projected a $1 billion gap over the five-year period of the Seventeenth Five-Year Plan, and the City took a series of measures to close the projected gap for Fiscal Year 2009 and over the period of the Seventeenth Five-Year Plan. However, the economy deteriorated further and revenues declined at a greater pace than had been projected, leaving the City with a Fiscal Year 2009 operating deficit of $286.8 million resulting in a deficit of $236.8 million after prior year net adjustments of $41.8 million and a cumulative adjusted year-end General Fund balance deficit of $137.2 million. Tax receipts continued to display weakness in Fiscal Year 2010, increasing the projected gap for both Fiscal Year 2010 and the period of the Eighteenth Five-Year Plan. In total during the six-year period of Fiscal Years 2009-2014, the projected shortfall

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reached $2.4 billion. As a result of a number of steps outlined herein, in Fiscal Year 2010, the City had a cumulative adjusted year-end General Fund balance deficit of $114.0 million, in Fiscal Year 2011, the City had a cumulative adjusted year-end General Fund balance surplus of approximately $92,000, and in Fiscal Year 2012, the City had a cumulative adjusted year-end General Fund balance surplus of approximately $146.8 million. The current estimate, based on the 6/30/2013 QCMR, is for the City to have a cumulative adjusted year-end General Fund balance surplus of approximately $223.9 million in Fiscal Year 2013. See also "CITY FINANCES AND FINANCIAL PROCEDURES -- Budget Stabilization Reserve."

Current City Practices

It is the City's practice to file its CAFR, which contains the audited combined financial statements of the City, in addition to certain other information such as the City's bond ratings and information about upcoming debt issuances with the Municipal Securities Rulemaking Board ("MSRB") as soon as practicable after delivery of such report. The Fiscal Year 2012 CAFR was deposited with the MSRB on February 24, 2013, through the MSRB's Electronic Municipal Market Access (EMMA) system. The CAFR is prepared by the Director of Finance of the City in conformance with guidelines adopted by the Governmental Accounting Standards Board and the American Institute of Certified Public Accountants' audit guide, Audits of State and Local Government Units. Upon written request to the Office of the Director of Finance and payment of the costs of duplication and mailing, the City will make available copies of the Fiscal Year 2012 CAFR. Such a request should be addressed to: Office of the Director of Finance, Municipal Services Building, Suite 1300, 1401 John F. Kennedy Boulevard, Philadelphia, Pennsylvania 19102. The Fiscal Year 2012 CAFR is also available online at the City's Investor Information website: http://www.phila.gov/investor (the "City's Investor Website"), further described below, and is also attached hereto as APPENDIX C.

The Home Rule Charter requires the Director of Finance to issue within 120 days after the close of each Fiscal Year a statement as of the end of that year showing the balances in all funds of the City, the amounts of the City's known liabilities and such other information as is necessary to furnish a true picture of the City's financial condition. To meet this requirement, on or about October 28 of each year, the Director of Finance releases the Annual Financial Report for the prior Fiscal Year (available at the City's Investor Website). It is not audited; the audited financial statements of the City are contained in the CAFR, described above. The Annual Financial Report contains financial statements for all City governmental funds and blended component units presented on the modified accrual basis. The proprietary and fiduciary funds are presented on the full accrual basis. It also contains budgetary comparison schedules for those funds that are subject to an annual budget.

The City's Quarterly City Manager's Reports are also available at the City's Investor Website and are released within 45 days of the end of the applicable quarter.

The "Terms of Use" statement of the City's Investor Website, which applies to all users of the City's Investor Website, provides, among other things, that the information contained therein is provided for the convenience of the user, that the City is not obligated to update such information, and that the information may not provide all information that may be of interest to investors. The information contained on the City Investor Website does not constitute an offer to buy or sell securities, nor is it a solicitation therefor. The information contained on the City Investor Website is not incorporated by reference in this Official Statement and persons considering a purchase of the 2013 Bonds should rely only on information contained in this Official Statement or incorporated by reference herein.

The foregoing statement as to filing or furnishing of additional information reflects the City's current practices, but is not a contractual obligation to the holders of the City's bonds or notes.

The City also expects to provide financial and other information from time to time to Moody's Investors Service, Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies, Inc. and Fitch Ratings, in connection with the securities ratings assigned by those rating agencies to bonds or notes of the City.

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CITY FINANCES AND FINANCIAL PROCEDURES

Except as otherwise noted, the financial statements, tables, statistics, and other information shown below have been prepared by the Office of the Director of Finance and can be reconciled to the financial statements in the City's CAFR and Notes therein.

Governmental funds account for their activities using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the City considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Expenditures are generally recorded when a liability is incurred, as in the case of full accrual accounting. Debt service expenditures, as well as expenditures related to compensated absences and claims and judgments, are recorded only when payment is due; however, those expenditures may be accrued if they are to be liquidated with available resources.

Imposed non-exchange revenues, such as Real Estate Taxes, are recognized when the enforceable legal claim arises and the resources are available. Derived tax revenues, such as wage, business privilege, net profits and earnings taxes, are recognized when the underlying exchange transaction has occurred and the resources are available. Grant revenues are recognized when all the applicable eligibility requirements have been met and the resources are available. All other revenue items are considered to be measurable and available only when cash is received by the City.

Revenue that is considered to be program revenue includes: (1) charges to customers or applicants for goods received, services rendered or privileges provided, (2) operating grants and contributions, and (3) capital grants and contributions. Internally dedicated resources are reported as general revenues rather than as program specific revenues; therefore, all taxes are considered general revenues.

The City's financial statements reflect the following three funds as major Governmental Funds:

- The General Fund is the City's primary operating fund. It accounts for all financial resources of the general government, except those required to be accounted for in other funds.

- The Health Choices Behavioral Health Fund accounts for resources received from the Commonwealth. These resources are restricted to providing managed behavioral health care to residents of the City.

- The Grants Revenue Fund accounts for the resources received from various federal, state and private grantor agencies. The resources are restricted to accomplishing the various objectives of the grantor agencies.

In Fiscal Year 2012, the City transferred the majority of the Department of Human Services revenues and obligation to the Grants Revenue Fund.

The City also reports on Permanent Funds, which are used to account for resources legally held in trust for use by the park and library systems of the City. There are legal restrictions on the resources of the Permanent Funds that require the principal to remain intact, while only the earnings may be used for the programs.

The City reports on the following Fiduciary Funds:

- The Municipal Pension Fund accumulates resources to provide pension benefit payments to qualified employees of the City and certain other quasi-governmental organizations.

- The Philadelphia Gas Works Retirement Reserve Fund accounts for contributions made by PGW to provide pension benefit payments to its qualified employees under its noncontributory pension plan.

The City reports on the following major Proprietary Funds:

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- The Water Fund accounts for the activities related to the operation of the City's water delivery and sewage systems.

- The Aviation Fund accounts for the activities of the City's airports.

Proprietary funds distinguish operating revenues and expenses from non-operating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with a proprietary fund's ongoing operations. The principal operating revenues of the Water Fund are charges for water and sewer service. The principal operating revenue of the Aviation Fund is charges for the use of the City's airports. Operating expenses for enterprise funds include the cost of sales and services, administrative expenses, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

Legal Compliance

The City's budgetary process accounts for certain transactions on a basis other than generally accepted accounting principles ("GAAP"). In accordance with the Home Rule Charter, the City has formally established budgetary accounting control for its operating and capital improvement funds.

The operating funds of the City, consisting of the General Fund, nine Special Revenue Funds (County Liquid Fuels Tax, Special Gasoline Tax, Health Choices Behavioral Health, Hotel Room Rental Tax, Grants Revenue, Community Development, Car Rental Tax, Acute Care Hospital Assessment and Housing Trust Funds) and two Enterprise Funds (Water and Aviation Funds), are subject to annual operating budgets adopted by City Council. Included with the Water Fund is the Water Residual Fund. These budgets appropriate funds for all City departments, boards and commissions by major class of expenditure within each department. Major classes are defined as: personnel services; purchase of services; materials and supplies; equipment; contributions, indemnities and taxes; debt service; payments to other funds; and advances and other miscellaneous payments. The appropriation amounts for each fund are supported by revenue estimates and take into account the elimination of accumulated deficits and the re-appropriation of accumulated surpluses to the extent necessary. All transfers between major classes (except for materials and supplies and equipment, which are appropriated together) must have City Council approval. Appropriations that are not expended or encumbered at year-end are lapsed.

The City's capital budget is adopted annually by City Council. The capital budget is appropriated by project for each department. Requests to transfer appropriations between projects must be approved by City Council. Any appropriations that are not obligated at year-end are either lapsed or carried forward to the next fiscal year.

Schedules prepared on the legally enacted basis differ from the GAAP basis in that both expenditures and encumbrances are applied against the current budget, adjustments affecting activity budgeted in prior years are accounted for through fund balance or as reduction of expenditures and certain interfund transfers and reimbursements are budgeted as revenues and expenditures.

Budget Procedure

At least 90 days before the end of the Fiscal Year the operating budget for the next Fiscal Year is prepared by the Mayor and must be submitted to City Council for adoption. The budget, as adopted, must be balanced and provide for discharging any estimated deficit from the current Fiscal Year and make appropriations for all items to be funded with City revenues. The Mayor's budgetary estimates of revenues for the ensuing Fiscal Year and projection of surplus or deficit for the current Fiscal Year may not be altered by City Council. Not later than the passage of the operating budget ordinance, City Council must enact such revenue measures as will, in the opinion of the Mayor, yield sufficient revenues to balance the budget.

At least 30 days before the end of each Fiscal Year, City Council must adopt by ordinance an operating budget and a capital budget for the ensuing Fiscal Year and a capital program for the six ensuing years. If the Mayor disapproves the bill, he must return it to City Council with the reasons for his disapproval at the first meeting thereof held not less than ten days after he receives it. If the Mayor does not return the ordinance within the time required, it

becomes law without his approval. If City Council passes the bill by a vote of two-thirds of all of its members within seven days after the bill has been returned with the Mayor's disapproval, it becomes law without his approval. The capital program is prepared annually by the City Planning Commission to present the capital expenditures planned for each of the six ensuing Fiscal Years, including the estimated total cost of each project and the sources of funding (local, state, Federal, and private) estimated to be required to finance each project. The capital program is reviewed by the Mayor and transmitted to City Council for adoption with his recommendation thereon. See Table 33 for a summary of the City's capital improvement program for the Fiscal Years 2014 through 2019.

The capital budget ordinance, authorizing in detail the capital expenditures to be made or incurred in the ensuing Fiscal Year from City Council appropriated funds, is adopted by City Council concurrently with the capital program. The capital budget must be in full conformity with that part of the capital program applicable to the Fiscal Year that it covers.

Budget Stabilization Reserve

In April 2011, the City adopted an Amendment to the Home Rule Charter adding the following language to Section 7 thereof ("Budget Stabilization Reserve"), in addition to directions for implementation.

> (a) The annual operating budget ordinance shall provide for appropriations to a Budget Stabilization Reserve, to be created and maintained by the Director of Finance as a separate fund which shall not be commingled with any other funds of the City. Appropriations to the Budget Stabilization Reserve shall, each year, be made in the following amounts, provided that total appropriations to the Budget Stabilization Reserve shall not exceed five percent of General Fund Appropriations:
>
> > (1) Such amounts as remain unencumbered in the Budget Stabilization Reserve from the prior fiscal year, including any investment earnings certified by the Director of Finance; plus
> >
> > (2) When the Projected General Fund Balance for the end of the fiscal year to which the operating budget relates (the "upcoming fiscal year"), without taking into account any deposits to the Budget Stabilization Reserve required by this subsection (2), equals or exceeds three percent (3%) of General Fund appropriations for the upcoming fiscal year, an amount equal to three-quarters of one percent (.75%) of Unrestricted Local General Fund Revenues for the upcoming fiscal year; plus
> >
> > (3) Such additional amounts as the Council shall authorize by ordinance, no later than at the time of passage of the annual operating budget ordinance and only upon recommendation of the Mayor.

Since the enactment of such Budget Stabilization Reserve provisions in 2011, three City budgets have been presented by the Mayor; no budget ordinance has included a provision to fund the Budget Stabilization Reserve as described in paragraph (a)(2) above because the applicable projected year ending General Fund balances did not exceed the 3% General Fund appropriation threshold described in paragraph (a)(2) above.

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SUMMARY FINANCIAL INFORMATION

Tables 1 and 2 below should be read in conjunction with the discussion concerning financial procedures of the City described under "CITY FINANCES AND FINANCIAL PROCEDURES."

Table 1
General Fund
Summary of Operations (Legal Basis)
(Amounts in Millions of USD)

	Actual 2006	Actual 2007	Actual 2008	Actual 2009	Actual 2010	Actual 2011	Actual[4] 2012	Adopted Budget[5] 2013	Current Estimate[6] 2013	Adopted Budget[7] 2014
Revenues										
Real Property Taxes[1]	395.8	397.5	402.8	400.1	402.2	482.7	500.7	514.9	540.1	536.6
Wage and Earnings Tax	1,111.2	1,167.4	1,184.8	1,117.0	1,114.2	1,134.3	1,196.3	1,207.8	1,228.7	1,274.1
Net Profits Tax	14.6	15.3	12.5	12.2	14.5	8.8	15.1	12.3	15.5	12.8
Business Privilege Tax	415.5	436.4	398.8	386.0	364.7	376.9	389.4	394.9	453.0	410.0
Sales Tax[2]	127.8	132.6	137.3	128.2	207.1	244.6	253.5	259.3	257.6	272.6
Other Taxes[3]	304.1	286.7	260.3	209.3	213.9	211.8	215.4	225.2	241.9	256.5
Total Taxes	2,369.0	2,435.9	2,396.5	2,252.8	2,316.6	2,459.1	2,570.4	2,614.4	2,736.8	2,762.6
Locally Generated Non-Tax Revenue	235.9	247.9	265.8	256.3	229.4	280.0	256.7	246.3	267.2	265.2
Revenue from Other Governments[8]	924.5	1,032.9	1,033.4	993.4	1,076.4	1,066.5	715.9	653.8	647.4	628.6
Receipts from Other City Funds[8]	24.9	27.4	27.2	135.4	31.9	54.6	48.3	53.2	45.3	67.2
Total Revenue	3,554.3	3,744.1	3,722.8	3,637.9	3,654.3	3,860.3	3,591.4	3,567.7	3,696.7	3,723.6
Obligations/Appropriations										
Personnel Services	1,250.2	1,327.6	1,390.7	1,406.3	1,358.5	1,360.4	1,319.0	1,341.3	1,363.0	1,401.3
Purchase of Services	1,065.7	1,151.6	1,188.7	1,174.2	1,111.4	1,127.8	760.8	768.6	770.7	790.6
Materials, Supplies and Equipment	82.1	89.1	92.1	82.7	68.7	78.3	79.9	79.3	86.9	88.6
Employee Benefits	760.2	890.3	983.0	973.2	831.4	967.0	1,066.3	1,118.3	1,124.6	1,177.3
Indemnities, Contributions and Grants	110.9	119.0	120.9	130.0	128.0	111.1	118.0	137.9	138.5	141.7
City Debt Service	82.9	89.1	87.2	100.9	105.5	110.4	111.3	127.4	118.9	129.5
Other[9]	38.6	31.2	32.3	22.7	26.0	0.0	0.0	0.0	0.0	84.7
Payments to Other City Funds	35.4	38.7	24.8	25.3	24.2	30.3	29.5	31.1	34.6	31.6
Total Obligations/Appropriations	3,426.0	3,736.6	3,919.8	3,915.3	3,653.7	3,785.3	3,484.9	3,603.9	3,637.3	3,845.4
Operating Surplus (Deficit) for the Year	128.2	7.5	(197.0)	(277.4)	0.6	75.0	106.4	(36.1)	59.4	(121.8)
Net Adjustments – Prior Year	30.1	35.9	18.6	20.7	22.6	39.1	40.3	18.5	17.7	19.4
Funding for Contingencies	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Cumulative Fund Balance Prior Year	96.2	254.5	297.9	119.5	(137.2)	(114.0)	0.1	98.9	146.8	188.9
Cumulative Adjusted Year End Fund Balance (Deficit)	254.5	297.9	119.5	(137.2)	(114.0)	0.1	146.8	81.3	223.9	86.5

(1) Actual 2011 reflects a 9.9% increase. See "Revenues of the City – Assessment and Collection of Real and Personal Property Taxes" herein. The Twenty-First Five-Year Plan included a Real Estate Tax increase of 3.6% (8.2% on the City portion) in Fiscal Year 2013. The increased revenue generated by such increase was transferred to the School District.

(2) Reflects 1% increase effective October 8, 2009 and expiring June 30, 2014. See "REVENUES OF THE CITY-Sales and Use Tax."

(3) Includes Real Estate Transfer Tax, Parking Tax, Amusement Tax, and Other Taxes.

(4) The reduction in Revenue from Other Governments (State and Federal funding) in Fiscal Year 2012 is largely the result of transferring the majority of the Department of Human Services revenues and obligations to the Grants Revenue Fund.

(5) From the estimates for the Adopted Fiscal 2013 Budget; the estimate for Real Property Tax revenue includes the potential impact, if any, of the ruling by STEB discussed under "REVENUES OF THE CITY - Assessment and Collection of Real and Personal Property Taxes."

(6) From the 6/30/2013 QCMR.

(7) From the estimates for the Adopted Fiscal Year 2014 Budget.

(8) State gaming revenues are reported as a Receipt from Other City Funds in Fiscal Year 2009 and as Revenue from Other Governments in Fiscal Years 2010, 2011, 2012, 2013 and 2014.

(9) Other for Fiscal Year 2014 includes a provision for funding a portion of the "final offer" associated with District Council 33, a future settlement for District Council 47 and a portion of the IAFF Withdrawal and a future IAFF Arbitration Award. See "EXPENDITURES OF THE CITY−Overview of Current Labor Situation."

Source: City of Philadelphia Department of Finance.

Figures may not add up due to rounding.

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Table 2
Principal Operating Funds (Debt Related)
Summary of Operations (Legal Basis)
(Amounts in Millions of USD)

	Actual 2006	Actual 2007	Actual 2008	Actual 2009	Actual 2010	Actual 2011	Actual[5] 2012	Adopted Budget[6] 2013	Current Estimate[7] 2013	Adopted Budget[8] 2014
Revenues										
General Fund	3,554.3	3,744.1	3,722.8	3,637.9	3,654.3	3,860.3	3,591.4	3,567.7	3,696.7	3,723.6
Water Fund[1]	490.3	519.7	589.7	543.5	546.7	567.5	592.5	671.9	626.4	688.1
Aviation Fund[2]	271.5	268.6	287.9	294.1	290.2	304.8	299.2	377.1	306.6	414.5
Other Operating Funds[3]	41.9	44.9	113.2	49.5	50.1	48.1	48.3	57.6	52.4	55.4
Total Revenue	4,358.0	4,577.3	4,713.6	4,525.0	4,541.3	4,780.7	4,531.3	4,674.3	4,682.1	4,881.6
Obligations/Appropriations										
Personnel Services	1,412.9	1,498.2	1,568.9	1,579.0	1,523.6	1,525.0	1,484.3	1,529.0	1,535.6	1,590.8
Purchase of Services	1,233.5	1,328.5	1,441.4	1,369.2	1,312.8	1,344.2	1,001.4	1,056.2	1,018.3	1,086.4
Materials, Supplies and Equipment	136.2	145.9	151.1	140.7	128.9	135.2	140.0	155.4	149.2	166.8
Employee Benefits	845.3	990.1	1,095.8	1,091.4	932.8	1,092.2	1,196.0	1,264.5	1,269.7	1,329.6
Indemnities, Contributions and Taxes	116.5	122.6	127.1	135.9	134.4	118.7	123.0	149.7	145.6	156.5
Debt Service[4]	337.6	348.8	346.7	384.8	397.8	398.4	406.9	442.0	429.6	470.7
Other [9]	38.6	31.2	32.3	22.7	24.2	0.0	0.0	0.0	0.0	99.6
Payments to Other City Funds	119.4	144.9	154.7	88.1	98.5	101.3	113.3	182.8	174.1	132.8
Total Obligations/ Appropriations	4,240.0	4,610.2	4,917.9	4,811.8	4,553.0	4,715.0	4.465.0	4,779.6	4,722.1	5,033.4
Operating Surplus (Deficit) for the Year	118.0	(32.8)	(204.3)	(286.8)	(11.6)	65.7	66.4	(105.3)	(40.0)	(151.7)
Net Adjustments Prior Year	60.6	69.6	51.0	41.8	58.1	70.5	75.8	48.7	48.3	56.9
Funding for Contingencies	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Cumulative Fund Balance (Deficit) Prior Year End	132.9	311.5	348.3	195.0	(50.0)	(3.4)	132.7	228.3	274.9	249.2
Cumulative Adjusted Year End Fund Balance (Deficit)	311.5	348.3	195.0	(50.0)	(3.4)	132.7	274.9	171.7	283.1	154.4

(1) Revenues of the Water Fund are not legally available for payment of other obligations of the City until, on an annual basis, all revenue bond debt service requirements and covenants relating to those bonds have been satisfied, and then only to the extent of $4,994,000 per year, provided certain further conditions are satisfied. From Fiscal Year 1991 to Fiscal Year 2003, the maximum transfer, per administrative agreement, was $4,138,000. For Fiscal Year 2004, the budgeted transfer was not made. For Fiscal Year 2005, the transferred amount was $4,401,000. For Fiscal Year 2006, 2007 and 2008, the transferred amount was $4,994,000. For Fiscal Year 2009, the transferred amount was $4,185,463. For Fiscal Year 2010, the transferred amount was $2,303,986, for Fiscal Year 2011, the amount transferred was $1,229,851. The actual amount for Fiscal Year 2012 is $1,086,165, the current estimate for Fiscal Year 2013 is $600,000 and the transferred amount in the Adopted Fiscal Year 2014 Budget is $700,000.

(2) Airport revenues are not available for other City purposes.

(3) Includes County Liquid Fuels Tax Fund, Special Gasoline Tax Fund and Water Residual Fund.

(4) Excludes PICA bonds.

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(5) The reduction in General Fund revenues for Fiscal Year 2012 is largely the result of transferring the majority of the Department of Human Services revenues and obligations to the Grants Revenue Fund.

(6) From the estimates for the Adopted Fiscal 2013 Budget; the estimate for Real Property Tax revenue includes the potential impact, if any, of the ruling by STEB discussed under "REVENUES OF THE CITY - Assessment and Collection of Real and Personal Property Taxes."

(7) From the 6/30/2013 QCMR.

(8) From the estimates for the Adopted Fiscal Year 2014 Budget.

(9) Other for Fiscal Year 2014 includes a provision for funding a portion of the "final offer" associated with District Council 33, a future settlement for District Council 47 and a portion of the IAFF Withdrawal and a future IAFF Arbitration Award. See "EXPENDITURES OF THE CITY−Overview of Current Labor Situation."

Figures may not add up due to rounding.

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Independent Audit and Opinion of the City Controller

The City Controller has examined and expressed opinions on the basic financial statements of the City contained in the Fiscal Year 2012 CAFR, which can be found at the City's Investor Website and is also attached hereto as APPENDIX C.

The City Controller has not participated in the preparation of this Official Statement nor in the preparation of the budget estimates and projections and cash flow statements and forecasts set forth in various tables contained in this Official Statement. Consequently, the City Controller expresses no opinion with respect to any of the data contained in this Official Statement other than what is contained in the Fiscal Year 2012 CAFR.

Pennsylvania Intergovernmental Cooperation Authority

PICA was created on June 5, 1991 by the PICA Act to provide financial assistance to cities of the first class. The City is the only city of the first class in the Commonwealth. The Governor of Pennsylvania, the President pro tempore of the Pennsylvania Senate, the Minority Leader of the Pennsylvania Senate, the Speaker of the Pennsylvania House of Representatives and the Minority Leader of the Pennsylvania House of Representatives each appoints one voting member of PICA's board. The Secretary of the Budget of the Commonwealth and the Director of Finance of the City serve as ex officio members of PICA's board with no voting rights.

The PICA Act provides that, upon request by the City to PICA for financial assistance and for so long as any bonds issued by PICA remain outstanding, PICA shall have certain financial and oversight functions. PICA has the power, in its oversight capacity, to exercise certain advisory and review procedures with respect to the City's financial affairs, including the power to review and approve five-year financial plans prepared at least annually by the City, and to certify non-compliance by the City with the then-existing five-year plan adopted by the City pursuant to the PICA Act. PICA is also required to certify non-compliance if, among other things, no approved five-year plan is in place; and PICA is required to certify non-compliance with an approved five-year plan if the City has failed to file mandatory revisions to an approved five-year plan. Under the PICA Act, any such certification of non-compliance would require the Secretary of the Budget of the Commonwealth to withhold payments due to the City from the Commonwealth or any of its agencies (including, with certain exceptions, all grants, loans, entitlements and payment of the portion of the PICA Tax, hereinafter described, otherwise payable to the City). See "DEBT OF THE CITY -- PICA Bonds." Under the PICA Act, the City is required to make quarterly financial reports to PICA, as further described under "Quarterly Reporting to PICA" below.

Five-Year Plans of the City

The PICA Act requires the City to annually develop a five-year financial plan and obtain PICA's approval of it. The original five-year plan, which covered Fiscal Years 1992 through 1996, was prepared by the Mayor, approved by City Council on April 29, 1992 and by PICA on May 18, 1992. In each subsequent year, the City updated the previous year's five-year plan, each of which was approved by PICA.

The Mayor presented the Twenty-Second Five-Year Plan (the "Twenty-Second Five-Year Plan") to City Council on March 14, 2013, City Council approved the Adopted Fiscal Year 2014 Budget on June 20, 2013, and the Mayor signed it on June 25, 2013. The Adopted Fiscal Year 2014 Budget conforms to the Twenty-Second Five-Year Plan. The Twenty-Second Five-Year Plan was submitted to PICA on July 3, 2013, and a revised Twenty-Second Five-Year Plan was submitted to PICA on September 3, 2013, which is currently under review by PICA. Such revised Twenty-Second Five-Year Plan was changed to include additional expenditures resulting from the August 2013 IAFF Order (defined below) and the updated current estimates from the 6/30/2013 QCMR but does not reflect the IAFF Withdrawal. See "EXPENDITURES OF THE CITY - Overview of Current Labor Situation – IAFF."

The Mayor presented the Twenty-First Five-Year Plan (the "Twenty-First Five-Year Plan") to City Council on March 8, 2012, City Council approved the Fiscal Year 2013 Operating Budget on June 28, 2012, and the Mayor signed it on June 29, 2012. The adopted Fiscal Year 2013 Operating Budget conformed to the Twenty-First Five-Year Plan. The Twenty-First Five-Year Plan was approved by PICA on September 5, 2012. The Twenty-First Five-

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Year Plan included a Real Estate Tax increase of 3.6% (8.2% on the City portion) in Fiscal Year 2013 (increased revenue generated by such increase was transferred to the School District) and also made permanent the temporary 9.9% Real Estate Tax increase in the Nineteenth Five-Year Plan (described below).

The Mayor presented the Twentieth Five-Year Plan (the "Twentieth Five-Year Plan") to City Council on March 3, 2011. City Council approved the Fiscal Year 2012 Operating Budget on June 23, 2011, and the Mayor signed it on June 24, 2011. The adopted Fiscal Year 2012 Operating Budget conformed to the Twentieth Five-Year Plan. The Twentieth Five-Year Plan was approved by PICA on July 26, 2011.

The Mayor presented the Nineteenth Five-Year Plan (the "Nineteenth Five-Year Plan") to City Council on March 4, 2010. City Council approved the Fiscal Year 2011 Operating Budget on May 20, 2010, and the Mayor signed it on June 1, 2010. The Nineteenth Five-Year Plan was approved by PICA on August 10, 2010. The Nineteenth Five-Year Plan included a temporary 9.9% Real Estate Tax increase through Fiscal Year 2012.

The City's Eighteenth Five-Year Plan (the "Eighteenth Five-Year Plan"), covering Fiscal Years 2010-2014, included a one percent City Sales Tax increase through Fiscal Year 2014 and a partial deferral of the City's pension payment in Fiscal Year 2010 ($150 million) and Fiscal Year 2011 ($80 million) to be paid back in full by Fiscal Year 2014, as permitted under Act 44 of 2009 of the General Assembly of the Commonwealth ("Act 44"). In addition to the deferrals, the City changed the amortization period from 20 years to 30 years and lowered the interest rate assumption from 8.75% to 8.25%. On October 28, 2010, the City's Board of Pensions and Retirement (the "Board of Pensions") voted to further lower the pension fund's annual earnings assumption from 8.25% to 8.15%. This is reflected in subsequent five-year plans through the Twentieth Five-Year Plan. In February of 2012, the Board of Pensions again voted to lower the Municipal Pension Fund's annual earnings assumption from 8.15% to 8.10%; this is reflected in the Twenty-First Five-Year Plan. The Board of Pensions voted to further lower the Municipal Pension Fund's annual earnings assumption to 7.95% in March 2013; this is reflected in the Twenty-Second Five-Year Plan.

At PICA's request, the Eighteenth Five-Year Plan was revised to include at least $25 million in additional savings or recurring revenues in each year of the Eighteenth Five-Year Plan. PICA approved the revised Eighteenth Five-Year Plan on September 16, 2009, subject to the enactment of the legislation authorizing the increase in the City's sales tax and change in the City's pension fund payments. The Commonwealth enacted such legislation on September 18, 2009.

Quarterly Reporting to PICA

The PICA Act requires the City to prepare and submit quarterly reports to PICA so that PICA may determine whether the City is in compliance with the then-current Five-Year Plan. Under the PICA Act, a "variance" is deemed to have occurred as of the end of a reporting period if (i) a net adverse change in the fund balance of a covered fund of more than 1% of the revenues budgeted for such fund for that fiscal year is reasonably projected to occur, such projection to be calculated from the beginning of the fiscal year for the entire fiscal year, or (ii) the actual net cash flows of the City for a covered fund are reasonably projected to be less than 95% of the net cash flows of the City for such covered fund for that fiscal year originally forecast at the time of adoption of the budget, such projection to be calculated from the beginning of the fiscal year for the entire fiscal year. The Mayor is required to provide a report to PICA that describes actual or current estimates of revenues, expenditures, and cash flows by covered funds compared to budgeted revenues, expenditures, and cash flows by covered funds for each month in the previous quarter and for the year-to-date period from the beginning of the then-current fiscal year of the City to the last day of the fiscal quarter or month, as the case may be, just ended. Each such report is required to explain any variance existing as of such last day.

PICA may not take any action with respect to the City for variances if the City (i) provides a written explanation of the variance that PICA deems reasonable; (ii) proposes remedial action that PICA believes will restore overall compliance with the then-current Five-Year Plan; (iii) provides information in the immediately succeeding quarterly financial report demonstrating to the reasonable satisfaction of PICA that the City is taking remedial action and otherwise complying with the then-current Five-Year Plan; and (iv) submits monthly supplemental reports as required by the PICA Act. PICA last declared a variance in February 2009. It has since been removed and there are no current variances.

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Awards

For the thirty-second consecutive year, the Government Finance Officers Association of the United States and Canada ("GFOA") awarded its prestigious Certificate of Achievement for Excellence in Financial Reporting ("GFOA Awards") to the City for its CAFR for the fiscal year ended June 30, 2011. The City received this recognition by publishing a report that was well organized and readable and satisfied both generally accepted accounting principles and applicable legal requirements. The City expects to apply for the GFOA Award for its Fiscal Year 2012 CAFR.

REVENUES OF THE CITY

General

In 1932, the General Assembly of the Commonwealth adopted an act (commonly referred to as the Sterling Act) under which the City was permitted to levy any tax that was not specifically pre-empted by the Commonwealth. Prior to 1939, the City relied heavily upon the Real Estate Tax as the mainstay of its revenue system. Acting under the Sterling Act and other legislation, the City has taken various steps over the years to reduce its reliance on real property taxes as a source of income, including: (1) enacting the wage, earnings, and net profits tax in 1939; (2) introducing a sewer service charge to make the sewage treatment system self-sustaining after 1945; (3) requiring under the Home Rule Charter that the water, sewer, and other utility systems be fully self-sustaining; and (4) enacting in 1952 the Mercantile License Tax (a gross receipts tax on business done within the City), which was replaced as of the commencement of Fiscal Year 1985 by the Business Privilege Tax (which was renamed the Business Income and Receipts Tax in May 2012).

Major Revenue Sources

The City derives its revenues primarily from various taxes, non-tax revenues, and receipts from other governments. See Table 3 below for revenues by major source for Fiscal Years 2003-2013 and Table 4 below for General Fund tax revenues for Fiscal Years 2007-2013 as well as, in each case, the Fiscal Year 2014 budget. The following descriptions do not take into account revenues in the Non-Debt Related Funds. The tax rates for Fiscal Years 2002 through 2011 are contained in the Fiscal Year 2012 CAFR.

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Table 3
Summary of Principal Operating Funds (Debt Related)
Revenues by Major Source
Fiscal Years 2003-2014 (Legal Basis)
(Amounts in Millions of USD)

	General Fund Tax Revenues												
Fiscal Year	Real Property Taxes[1]	Wage Earnings & Net Profits Taxes[1]	Business Privilege Tax[1]	Sales and Use Tax[1]	Other Taxes[2]	Total Taxes	Water & Wastewater Charges	Airport Charges	Other Locally Generated Charges	Total Local Revenue	Revenue from Other Governments	Revenue from Other City Funds	Total Revenues
2003	361.1	1,025.1	286.1	108.0	156.3	1,936.6	329.6	219.4	327.4	2,813.0	909.7	62.8	3,785.5
2004	377.7	1,062.6	309.2	108.0	202.2	2,059.7	383.1	235.0	207.4	2,885.2	834.2	92.1	3,811.5
2005	392.7	1,087.3	379.5	119.9	250.9	2,230.3	419.7	246.3	200.8	3,097.1	1,082.4	71.6	4,251.1
2006	395.8	1,125.8	415.5	127.8	304.1	2,369.0	460.4	269.4	236.2	3,335.0	953.1	69.9	4,358.0
2007	397.5	1,182.7	436.4	132.6	286.7	2,435.9	486.9	266.0	248.3	3,437.1	1,063.3	77.0	4,577.4
2008	402.8	1,197.3	398.8	137.3	260.3	2,396.5	555.0	275.3	267.5	3,494.3	1,066.2	153.1 [3]	4,713.6
2009	400.1	1,129.2	386.0	128.2	209.3	2,252.8	484.5	291.3	258.3	3,286.9	1,025.4	212.7 [4]	4,525.0
2010	402.2	1,128.7	364.7	207.1[5]	213.9	2,316.6	516.4	290.2	224.5	3,347.7	1,110.7[6]	82.7	4,541.3
2011	482.7[7]	1,143.1	376.9	244.6	211.8	2,459.1	537.5	302.7	280.2	3,579.5	1,100.0	91.1	4,770.7
2012[9]	500.7	1,211.4	389.4	253.5	215.4	2,570.4	560.3	293.8	256.8	3,681.3	753.3	96.7	4,531.3
2013 (Adopted Budget)[8, 10]	514.9	1,220.1	394.9	259.3	225.2	2,614.4	584.4	371.1	246.2	3,816.1	688.3	169.8	4,674.3
2013 (Current Estimate)[11]	540.1	1,244.2	453.0	257.63	241.9	2,736.8	570.4	301.5	268.1	3,876.8	681.0	124.3	4,682.1
2014 (Adopted Budget)[12]	536.6	1,286.9	410.0	272.6	256.5	2,762.6	606.8	408.3	266.4	4,044,1	662.3	175.2	4,881.6

(1) See Table 7 in the Fiscal Year 2012 CAFR and "REVENUES OF THE CITY" herein for Tax Rates. As of May 1, 2012, the Business Privilege Tax was renamed the Business Income and Receipts Tax.
(2) Includes Real Estate Transfer Tax, Parking Tax, Amusement Tax, and Other Taxes.
(3) In Fiscal Year 2008, there was an increase of $73 million in payment from Water Fund to Water Residual Fund.
(4) In Fiscal Year 2009, there was an $86 million payment from the Wage Tax Reduction Fund.
(5) Reflects 1% increase effective October 8, 2009 and expiring June 30, 2014. See "REVENUES OF THE CITY-Sales and Use Tax."
(6) In Fiscal Year 2010, the Wage Tax Reduction payment is shown in the Revenue from Other Governments column.
(7) Reflects a Real Estate Tax increase of 9.9%.
(8) From the estimates for the Adopted Fiscal 2013 Budget; the estimate for Real Property Tax revenue includes the potential impact, if any, of the ruling by STEB discussed under "Assessment and Collection of Real and Personal Property Taxes."
(9) The reduction in Revenue from Other Governments in Fiscal Year 2012 is largely the result of the transfer of the majority of the Department of Human Services revenue and obligations to the Grants Revenue Fund.
(10) Reflects a Real Estate Tax increase of 3.6% (8.2% on the City portion). The increased revenue generated by such increase was transferred to the School District.
(11) From the 6/30/2013 QCMR.
(12) From the estimates for the Adopted Fiscal Year 2014 Budget.

Figures may not add up due to rounding.

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Table 4
General Fund Tax Revenues[1]
Fiscal Years 2007-2014
(Amounts in Millions of USD)

	Actual 2007	Actual 2008	Actual 2009	Actual 2010	Actual 2011	Actual 2012	Adopted Budget[5] 2013	Current Estimate[6] 2013	Adopted Budget[7] 2014
Real Property Taxes									
Current	367.2	366.5	365.6	364.3	454.7[4]	464.4	479.9	503.1	492.4
Prior	30.3	36.3	34.4	37.9	28.0	36.3	35.0	37.0	44.2
Total	397.5	402.8	400.0	402.2	482.7	500.7	514.9	540.1	536.6
Wage and Earnings Tax[2]									
Current	1,162.4	1,176.5	1,105.9	1,102.3	1,127.4	1,192.2	1,197.8	1,227.5	1,269.9
Prior	5.1	8.3	11.1	11.9	6.9	4.1	10.0.	1.2	4.2
Total	1,167.5	1,184.8	1,117.0	1,114.2	1,134.3	1,196.3	1,207.8	1,228.7	1,274.1
Business Taxes									
Business Privilege									
Current & Prior	436.4	398.8	386.0	364.7	376.9	389.4	394.9	453.0	410.0
Net Profits Tax									
Current	10.9	9.1	9.5	12.1	5.7	12.2	9.8	13.0	10.3
Prior	4.3	3.4	2.7	2.4	3.1	2.9	2.5	2.5	2.5
Subtotal Net Profits Tax	15.3	12.5	12.2	14.5	8.8	15.1	12.3	15.5	12.8
Total Business Taxes	451.6	411.3	398.2	379.2	385.8	404.5	407.2	468.5	422.8
Other Taxes									
Sales and Use Tax	132.6	137.3	128.3	207.1[3]	244.6	253.5	259.3	257.6	272.6
Amusement Tax	16.4	18.0	21.4	21.8	20.8	21.9	22.1	18.6	20.5
Real Property Transfer Tax	217.3	184.0	115.1	119.2	116.6	119.4	124.5	146.8	157.6
Parking Taxes	50.3	55.5	70.4	70.5	71.6	70.9	75.1	73.1	75.0
Other Taxes	2.6	2.8	2.4	2.4	2.7	3.2	3.4	3.4	3.4
Subtotal Other Taxes	419.2	397.6	337.6	421.0	456.3	468.9	484.5	499.5	529.1
TOTAL TAXES	2,435.9	2,396.5	2,252.8	2,316.6	2,459.1	2,570.4	2,614.4	2,736.8	2,762.6

(1) See Table 7 in the Fiscal Year 2012 CAFR for Tax Rates. As of May 1, 2012, the Business Privilege Tax was renamed the Business Income and Receipts Tax.
(2) Beginning in Fiscal Year 1992, the City reduced the resident Wage and Earnings and Net Profits Tax from 4.96% to 3.46% and levied the PICA Tax at a rate of 1.50%, the proceeds of which are remitted to PICA for payment of debt service on PICA bonds and the PICA expenses. After paying debt service and expenses, net proceeds from the tax are remitted to the City as Revenue from Other Governments.
(3) Effective October 8, 2009, there was a 1% increase to the City Sales tax expiring June 30, 2014. See "REVENUES OF THE CITY-Sales and Use Tax."
(4) Reflects a Real Estate Tax increase of 9.9%.
(5) From the estimates for the Adopted Fiscal 2013 Budget. Reflects a Real Estate Tax increase of 3.6% (8.2% on the City portion); the increased revenue generated by such increase was transferred to the School District. The estimate for Real Property Tax revenue includes the potential impact, if any, of the ruling by STEB discussed under "Assessment and Collection of Real and Personal Property Taxes."
(6) From the 6/30/2013 QCMR.
(7) From the estimates for the Adopted Fiscal Year 2014 Budget.

Figures may not add up due to rounding.

Wage, Earnings, and Net Profits Taxes

The largest tax revenue source (comprising 45.5% of all tax revenues based on the Fiscal Year 2013 current estimate) is the Wage, Earnings, and Net Profits (Wage) Tax. The Wage Tax is collected from all employees working within City limits, and all City residents regardless of work location. In Fiscal Year 1992, the City reduced the City wage, earnings, and net profits tax on City residents by 1.5% and imposed the PICA Tax on wages, earnings and net profits at the rate of 1.5% on City residents. See "DEBT OF THE CITY-- PICA Bonds" for a description of the pledge of the PICA Tax to secure PICA's bonds. The table below sets forth the resident and non-

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resident wage and earnings tax rates for Fiscal Years 2003-2014, and the annual wage and earnings tax receipts in Fiscal Years 2003-2012, the Adopted Budget and current estimate for Fiscal Year 2013 and the Adopted Budget for Fiscal Year 2014.

Table 5
Summary of Wage, Earnings and Net Profits Tax Rates and Receipts

Fiscal Year	Resident Wage, Earnings and Net Profits Tax Rates[1]	Non-Resident Wage, Earnings and Net Profits Tax Rates	Annual Wage, Earnings and Net Profits Tax Receipts (including PICA Tax) (Amounts in Millions of USD)
2003	4.5000	3.9127	1,306.6
2004	4.4625	3.8801	1,347.6
2005	4.4625 (Jul. 1)	3.8801 (Jul. 1)	1,387.5
	4.3310 (Jan. 1)	3.8197 (Jan. 1)	
2006	4.3310 (Jul. 1)	3.8197 (Jul. 1)	1,435.6
	4.3010 (Jan. 1)	3.7716 (Jan. 1)	
2007	4.3010 (Jul. 1)	3.7716 (Jul. 1)	1,510.6
	4.2600 (Jan. 1)	3.7557 (Jan. 1)	
2008	4.2600 (Jul. 1)	3.7557 (Jul. 1)	1,527.5
	4.2190 (Jan. 1)	3.7242 (Jan. 1)	
2009[2]	3.9800 (Jul. 1)	3.5392 (Jul. 1)	1,477.8
	3.9300 (Jan. 1)	3.5000 (Jan. 1)	
2010	3.9296	3.4997	1,472.0
2011	3.9280	3.4985	1,501.8
2012	3.9280	3.4985	1,568.9
2013	3.9280	3.4985	1,587.9 Adopted Budget[3]
2013	3.9280	3.4985	1,621.9 Current Estimate[4]
2014	3.9240	3.4950	1,677.9 Adopted Budget[5]

(1) Includes PICA Tax.
(2) There were two rate decreases during Fiscal Year 2009.
(3) From the estimates for the Adopted Fiscal 2013 Budget.
(4) From the 6/30/2013 QCMR.
(5) From the estimates for the Adopted Fiscal Year 2014 Budget.

Commonwealth funding from gaming revenues is mandated by statute to be used to reduce the resident and nonresident wage tax rate. Gaming revenues were first used to reduce the wage tax rates in Fiscal Year 2009. Revenues from gaming revenues were $86.545 million in Fiscal Year 2009, $86.270 million in Fiscal Year 2010, $86.277 million in Fiscal Year 2011 and $86.273 million in Fiscal Year 2012. The current estimate for Fiscal Year 2013 is $86.273 million and the amount estimated in the Adopted Fiscal Year 2014 Budget is $86.269 million. Accordingly, the wage tax rates in Fiscal Years 2009, 2010, 2011, 2012, 2013 and 2014 reflect a rate reduction due to these revenues.

In the Seventeenth Five-Year Plan, the Mayor approved further reductions in the wage, earnings, and net profits tax rate for each of the Fiscal Years 2009-2013. The Seventeenth Five-Year Plan approved reducing the wage tax from the Fiscal Year 2008 level of 4.2190% for residents and 3.7242% for non-residents to 3.60% for residents and 3.25% for non-residents by Fiscal Year 2013. These reduced rates include rate reductions funded with Commonwealth funds from gaming proceeds. In Fiscal Year 2009 there were two rate reductions: one that took effect July 1, 2008 and the other that took effect January 1, 2009. The Eighteenth Five-Year Plan suspended future City-funded rate reductions until Fiscal Year 2015. The Nineteenth, Twentieth, Twenty-First and Twenty-Second Five-Year Plans all include resumption of City-funded rate reductions in Fiscal Year 2014.

Business Income and Receipts Tax

In 1984, the Commonwealth of Pennsylvania passed legislation known as The First Class City Business Tax Reform Act of 1984 authorizing the City Council of Philadelphia to impose a business tax measured by Gross Receipts, Net Income or the combination of the two. The same year, the City Council by ordinance repealed the

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Mercantile License Tax and the General Business Tax and imposed the Business Privilege Tax. As of May 1, 2012 the Business Privilege Tax was renamed the Business Income and Receipts Tax ("BIRT"). Rental activities are usually considered to be business activities. Every estate or trust (whether the fiduciary is an individual or a corporation) must file a BIRT return if the estate or trust is engaged in any business or activity for profit within the City of Philadelphia.

The BIRT allows for particular allocations and tax computation for regulated industries, public utilities, manufacturers, wholesalers and retailers. There are also credit programs where meeting the requirement of the program allows for a credit against the BIRT. All persons subject to both the BIRT and the Net Profits Tax are entitled to apply a credit of 60% of the net income portion of their BIRT liability against what is due on the Net Profits Tax to the maximum of the Net Profit Tax liability for that Tax Year.

In Fiscal Year 1996, the City began a program of reducing the gross receipts portion of the BIRT with plans of eventually eliminating the gross receipts portion of the tax. In the Seventeenth Five-Year Plan, the Mayor approved further reductions in the gross receipts portion of the Business Privilege Tax for each of the Fiscal Years 2009-2013. The Eighteenth Five-Year Plan suspended future City-funded rate reductions until Fiscal Year 2015. The Nineteenth Five-Year Plan and the Twentieth Five-Year Plan suspended future City rate reductions until Fiscal Year 2014. Through cooperation with City Council, major changes have been made to the BIRT that took effect calendar year 2012 with changes phasing in through calendar year 2016. These change the prior proposed schedule of rate reductions. The City Council has approved certain changes to the BIRT, further described below.

Table 6
Summary of Business Income and Receipts Tax Rates

	Business Income and Receipts Tax Rates	
Tax Year	Business Privilege Tax Rates	Net Income
2003	2.300 mills	6.50%
2004	2.100 mills	6.50%
2005	1.900 mills	6.50%
2006	1.665 mills	6.50%
2007	1.540 mills	6.50%
2008	1.415 mills	6.45%
2009	1.415 mills	6.45%
2010	1.415 mills	6.45%
2011	1.415 mills	6.45%
2012	1.415 mills	6.45%
2013	1.415 mills	6.45%
2014	1.415 mills	6.43%

The Twenty-Second Five-Year Plan includes the legislative changes passed by City Council and signed by the Mayor in 2011 which incorporated several changes intended to help businesses grow in Philadelphia. These tax changes intend to help small and medium sized businesses and spur lower costs associated with starting a new business in order to stimulate new business formation and increase employment in Philadelphia. The Commercial Activity License fee for all businesses will be eliminated in 2014. In addition, business taxes for the first two years of operations for all new businesses that employ at least three employees in their first year and six in their second were eliminated beginning in 2012. These legislative changes also provide for across the board exclusions on the gross receipts portion for all businesses scaled in over a three-year period beginning in 2014 and reductions in the net income portion of the BIRT. When the exclusions are fully phased in, the first $100,000 of receipts will be excluded. Lastly, these legislative changes call for implementation of single sales factor apportionment in 2015. This enables businesses to pay BIRT based solely on sales in the City, not on property or payroll in the City. By taxing property and payroll, the BIRT previously had provided disincentives to firms to locate in the City.

Real Property Taxes

A Real Estate Tax on all taxable real property is levied on the assessed value of residential and commercial property located within the City's boundaries as assessed by the Office of Property Assessment ("OPA"). Real

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estate taxes benefit both the City and the School District with the millage split changing over the years bringing more benefit to the School District. Due to the recent economic crisis, the City portion of the real estate tax was raised in 2011 and in calendar year 2012 the School District portion of the tax was increased. For calendar year 2013 the City portion of the real estate tax was raised to provide additional funding to the School District of Philadelphia by way of an increased contribution. The City offers a 1% discount on current real estate taxes paid before March 1. The Department of Revenue also offers special payment plans covering current year taxes, including plans for low income households and low income senior citizen households.

The tax rates for tax years 2003-2014 are set forth below:

Table 7
Real Property Tax History and Allocation

Calendar Year	City	School	Total
2003-2007	3.474%	4.790%	8.264%
2008-2010	3.305%	4.959%	8.264%
2011	4.123%	4.959%	9.082%
2012	4.123%	5.309%	9.432%
2013	4.462%	5.309%	9.771%
2014	0.6018%	0.7382%	1.340%

The City has completed its Actual Value Initiative (AVI) whereby all properties in the City will be assessed at actual market values for tax years 2014 and forward. Pennsylvania's Act 131 (as defined below) directs the City to adopt AVI for real estate taxes for 2014 and thereafter. This was the City's first city wide reassessment in decades, and it will ensure that property owners have fair, accurate, and more easily understood real estate tax bills. After full implementation, cumulative assessed values will increase dramatically as a result of AVI because before the reassessment, properties were assessed at only a fraction of what is considered to be the actual market values, and because many increases in market values throughout the City were not captured in assessments previously. As described below, City Council has enacted an ordinance to adjust millage rates to account for the changes in assessed value due to AVI. The Office of Property Assessment mailed notices of revised property values in February 2013.

The table below shows the differences in the current assessed value of properties used for tax year 2013 real estate taxes and the assessed values used for tax year 2014 real estate taxes following the reassessment and implementation of AVI.

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Table 8
Assessed Property Values 2013 and 2014

	Tax Year 2013*			
Category	**Assessed Value**	**Taxable Assessed Value**	**Exempt Assessed Value**	**Number of Parcels**
Residential	$23,480,956,634	$20,253,095,331	$ 3,227,861,303	456,852
Commercial	21,414,689,601	8,086,881,511	13,327,808,090	15,333
Industrial	2,367,255,600	1,635,367,256	731,888,344	4,729
Hotels and Apartments	7,312,672,990	5,803,784,850	1,508,888,140	41,339
Stores with Dwellings	1,013,104,334	907,265,169	105,839,165	15,199
Vacant Land	1,226,885,260	683,978,425	542,906,835	46,086
Total	$56,815,564,419	$37,370,372,542	$19,445,191,877	579,538

* Taxes applied against 2011 Assessed Value as described under "Assessment and Collection of Real and Personal Property Taxes."

	Tax Year 2014			
Category	**Assessed Value**	**Taxable Assessed Value**	**Exempt Assessed Value**	**Number of Parcels**
Residential	$ 67,031,300,900	$62,124,464,380	$ 4,906,836,520	469,463
Commercial	43,593,893,400	17,260,794,497	16,474,147,443	13,447
Industrial	3,535,800,300	2,847,170,296	688,630,004	4,475
Hotels and Apartments	16,022,031,200	12,655,457,633	3,053,356,824	27,445
Stores with Dwellings	3,447,991,700	3,346,130,697	86,374,055	14,958
Vacant Land	3,773,163,500	1,707,997,271	2,034,031,919	44,839
Total	$137,404,181,000	$99,942,014,774	$27,243,376,765	574,627

On October 24, 2012, the Governor approved Act 160 ("Act 160") which permits downward adjustments to School District millage tax rates, solely to offset the higher assessed values anticipated under AVI, and only to the extent the yield from such lower rates is no lower than the highest tax yield in the previous three years. Act 160 also precludes the School District from using its independent authority to levy real estate taxes, separately granted by the General Assembly of the Commonwealth, but only to the extent the City authorizes School District real estate taxes in an amount no lower than total real estate taxes yielded in the year prior to the revision of assessments, adjusted to account for increases in assessed value since the first year of revision.

The City Council and the Mayor have enacted a combined City and School District property tax rate for 2014 of 1.34%, down from 9.7710% in 2013 in order to generate approximately the same current year revenue in Fiscal Year 2014 as in Fiscal Year 2013. The City portion of the tax is 0.6018% (down from 4.4620% in 2013) and the School District portion is 0.7382% (down from 5.3090% in 2013).

The rate is set to ensure that AVI results in the collection of approximately the same amount of current year revenue in both Fiscal Year 2013 and Fiscal Year 2014. Nonetheless, there will be changes in property taxes for many individual property owners. Under the old assessment system, some properties were valued closer to their actual value than other properties. Properties that had been valued closer to their actual value will see smaller increases in assessments and when those assessment changes are coupled with the much lower property tax rate, they will produce tax decreases. On the other hand, properties that were relatively undervalued will see increases, a small percent of which could be substantial. In order to mitigate the hardship that could be created by those large increases, the ordinance imposing the new real estate tax rates includes a homestead exemption of $30,000 for all property owners. The new property tax rates take into account the impact of the homestead exemption and other

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anticipated relief measures. The estimated current property tax revenue for the City is projected to be $503.1 million in Fiscal Year 2014 (excluding delinquent collections) under the Adopted Fiscal Year 2014 Budget, slightly higher than the $500.1 million estimated in Fiscal Year 2013.

Assessment and Collection of Real and Personal Property Taxes

Historically, the Board of Revision of Taxes (the "BRT") was responsible for both the property assessment and assessment appeals functions for the City. The BRT consists of a seven-member panel that is appointed by the Judges of the First Judicial District of Pennsylvania. On December 17, 2009, City Council passed legislation that would disband the BRT and replace it with separate offices for assessments and appeals, subject to the approval of City voters. In the May 10, 2010, primary election voters approved the separation of the assessment and appeals functions. On June 16, 2010 a new Chief Assessment Officer, Rich McKeithen, was appointed by the Mayor and approved by City Council on June 17, 2010 to lead the new Office of Property Assessment.

According to the legislation, the BRT would cease to exist at the end of September 2010 and the changes described above would take effect; however, the Pennsylvania Supreme Court ruled on September 20, 2010 that the City could not abolish the existing appeals board because only the General Assembly of the Commonwealth has the authority to do so. Therefore, the BRT remains in place as the property appeals board; however, the separation of the property assessment function from the property appeals function proceeds as per the original legislation. The City has established an informal review process to speed review and resolution of some assessment matters prior to the formal BRT appeal process.

Beginning on October 1, 2010, the new Office of Property Assessment was formally created to conduct the annual assessment of all real estate located within the City. The Office of Property Assessment has now reassessed all properties throughout the City and certified the tax year 2014 values. Additionally, the Office of Property Assessment no longer employs a fractional assessment system, and for tax year 2014 all assessments are at 100% of actual value.

According to the existing appeals mechanism, the BRT has the authority to increase or decrease the property valuations contained in the return of the assessors in order that such valuations conform with law. After all changes in property assessments, and after all assessment appeals, assessments are certified and the results provided to the Department of Revenue. Real Estate Taxes, if paid by February 28, are discounted by 1%. If the tax is paid during the month of March, the gross amount of tax is due. If the tax is not paid by the last day of March, tax additions of 1.5% per month are added to the tax for each month that the tax remains unpaid through the end of the calendar year. Beginning in January of the succeeding year, the 15% tax additions that accumulated during the last ten months of the preceding years are capitalized and the tax is registered delinquent. Interest is then computed on the new tax base at a rate of 0.5% per month until the real estate tax is fully paid. Commencing in February of the second year, an additional 1% per month penalty is assessed for a maximum of seven months. See the Fiscal Year 2012 CAFR for assessed and market values of taxable realty in the City and for levies and rates of collections.

For tax year 2013 and earlier tax years, real estate tax bills were calculated as follows: certified fair market value multiplied by established predetermined ratio (EPR) multiplied by tax rate. The last applicable EPR was 32%. However, for properties that are the subject of tax assessment appeals, the EPR is generally replaced with the common level ratio (CLR) issued by the State Tax Equalization Board (STEB) if the CLR differs from the EPR by more than 15%. STEB has issued a final 2012 CLR of 25.2%, revised upwards from 18.1% following objections from the City and School District. This higher CLR still differs from the EPR by more than 15%.

On July 5, 2012, the Governor approved Act 131 ("Act 131"). Act 131 provides that 2013 real estate taxes are based on the 2011 assessed values, with adjustments for construction, demolition and other dramatic changes in condition. Act 131 further directs the City to adopt AVI for real estate taxes for 2014 and thereafter. See "Real Property Taxes." For tax year 2013 only, Act 131 provides that real estate tax assessment appeals are decided using the EPR, regardless of the CLR. Act 131 also permits the City to provide the same "Homestead Exemption" from real property taxes allowed by other jurisdictions, but does not require the City to provide such exemptions, nor does it set an amount for such exemption. The legislation allows for an exemption from real estate property tax for up to fifty percent (50%) of the median assessed value of homesteads. Partner property tax legislation passed by City Council includes a homestead exemption equal to the lesser of $30,000 and 50% of the median assessed value of

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properties granted a homestead exemption starting in tax year 2014. Additionally, property tax legislation was passed allowing for tax exemptions for certain longtime owner-occupants of residential properties starting in tax year 2014.

An action has been filed in Commonwealth Court on behalf of the owners of approximately 1,530 parcels of real property in the City (the "Taxpayers") and purportedly as a class action on behalf of all property owners in the City against the City, among others, challenging the Pennsylvania and federal constitutionality of Act 131. Relief requested includes: (1) requiring the CLR applicable in 2013 for the City to be recalculated by STEB; (2) requiring appropriate notice and an opportunity for all taxpayers to file tax appeals (including those based on such CLR); and (3) enjoining enforcement or other implementation of Act 131. The City believes the action is not appropriately filed in the Commonwealth Court and has moved to transfer it to Common Pleas Court. The Taxpayers also have filed objections with STEB to its determination that the City's CLR applicable in 2013 is 30.6%, contending that (i) the City submitted incomplete data to STEB, (ii) the STEB's methodology is invalid, (iii) STEB did not independently verify the City's data and (iv) STEB inappropriately "trimmed" or excluded outliers from the data. The City has responded by stating that it disagrees with the Taxpayers' allegations regarding the CLR for the City, that the Taxpayers need to demonstrate rather than merely assert flaws in STEB's methodology, that the City would be heavily prejudiced if STEB were to re-examine only for the City the uniform methodology used statewide, and that STEB should stay any proceeding before it because the Taxpayers have made the same allegations and requested the same relief in the most recent Second Amended Petition filed with Commonwealth Court. If Taxpayers were both to persuade STEB to lower the CLR and to succeed in getting Act 131 invalidated, the impact on real estate tax revenue could be material but is highly uncertain. The City intends to vigorously defend both actions but no assurance can be given as to their outcomes, nor can the City estimate the amount at issue at this time.

For tax year 2014 and thereafter, real estate tax bills will be levied based on AVI, as described under "Real Property Taxes."

Table 9
City of Philadelphia
Real Property Taxes Levied and Collected
For the Calendar Years 2003 through 2012
as of June 30, 2012
(Amounts in Millions of USD)

		Collected within the Year of the Levy			Total Collections to Date	
Calendar Year of Levy[1]	Taxes Levied for the Year	Amount	Percentage of Levy	Collected in Subsequent Years	Amount[2]	Percentage of Levy
2003	359.4	326.8	90.9	27.6	354.4	98.6
2004	372.5	340.9	91.5	26.3	367.2	98.6
2005	373.5	350.3	93.8	22.1	372.4	99.7
2006	385.6	339.6	88.1	23.1	362.7	94.1
2007	391.7	347.5	88.7	23.6	371.1	94.7
2008	390.2	346.4	88.8	24.9	371.3	95.2
2009	396.5	315.4	79.6	41.8	357.2	90.1
2010	405.8	353.7	87.2	32.7	386.4	95.2
2011	509.1	440.9	86.6	29.8	470.7	92.5
2012	508.6	444.5[3]	87.4	N/A	444.5	87.4

[1] Real Estate Tax bills are sent out in November and are payable at 1% discount until February 28th, otherwise the face amount is due by March 31 without penalty or interest.
[2] Includes collections through June 30, 2012.
[3] Includes collections through June 30, 2012. It is estimated that approximately 92% of the amount levied for 2012 will be collected within the year of levy.

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Table 10
Principal Property Taxpayers
2014 and 2005
(Amounts in Millions of USD)

	2014*		2005	
Taxpayer	Assessment**	Percentage of Total Assessments	Assessment**	Percentage of Total Assessments
HUB Properties Trust	265.7	0.27	55.0	0.51
Nine Penn Center Associates	232.6	0.23	54.1	0.50
Phila Liberty Place ELP	207.7	0.21	49.6	0.46
Philadelphia Market Street	203.7	0.20	32.9	0.30
Tenet Health Systems Hahnemann	192.1	0.19	32.0	0.29
Commerce Square Partners	178.2	0.18	30.5	0.28
Maguire / Thomas	170.1	0.17	43.3	0.40
Franklin Mills Associates	163.2	0.16	30.3	0.28
Brandywine Operating Partners ***	159.4	0.16	28.8	0.27
NNN 1818 Market Street 37	146.8	0.15	22.2	0.20
Total	1,919.5	1.92	378.7	3.49
Total Taxable Assessments	99,942.0		10,864.9	

*2014 Assessments reflect the reassessment of properties under AVI. See "Real Property Taxes."
**Assessment Values rounded to the nearest $100,000 and only include the largest assessed property for each taxpayer; additional properties owned by the same taxpayer are not included.
***Assessment is being appealed.
Source: City of Philadelphia, Office of Property Assessment.

Table 11
Ten Largest Certified Market and Assessment Values
of Tax-Abated Properties
Certified Values for 2014
(Amounts in Millions of USD)

Location	2014 Certified Market Value	Total Assessment	Total Taxable Assessment	Total Exempt Assessment	Exempt Thru Tax Year
1701 John F Kennedy Blvd.	212.5	212.5	9.1	203.4	2017
2929L Arch St.	160.7	160.7	0	160.7	2015
1001 N Delaware Ave.	150.9	150.9	39.3	111.6	2020
1500 Spring Garden St.	138.7	138.7	27.8	110.9	2020
2323 Race St.	72.4	72.4	2.8	69.6	2016
3401 Chestnut St.	64.6	64.6	3.4	61.2	2017
1601 N 15th St.	64.2	64.2	0.5	63.7	2017
907-37 Market St.	61.0	61.0	41.4	19.6	2016
1327-39 Chestnut St.	58.5	58.5	56.4	2.1	2016
630-40 N Broad St.	57.5	57.5	9.9	47.6	2016

Source: City of Philadelphia, Office of Property Assessment.

Sales and Use Tax

The City adopted a 1% sales and use tax (the "City Sales Tax") for City general revenue purposes effective beginning in Fiscal Year 1992. The Commonwealth authorized the levy of this tax under the PICA Act. Vendors are required to pay this sales tax to the Commonwealth Department of Revenue together with the similar

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Commonwealth sales and use tax. The State Treasurer deposits the collections of this tax in a special fund and disburses the collections, including any investment income earned thereon, less administrative fees of the Commonwealth Department of Revenue, to the City on a monthly basis.

The City Sales Tax is imposed in addition to, and on the same basis as, the Commonwealth's sales and use tax. The City Sales Tax became effective September 28, 1991 and is collected for the City by the Commonwealth Department of Revenue. The Fiscal Year 2010 budget assumed an increase to 2% from the then-current 1% rate. The General Assembly of the Commonwealth enacted legislation authorizing this increase effective October 8, 2009, through June 30, 2014. The Eighteenth Five-Year Plan, the Nineteenth Five-Year Plan, the Twentieth Five-Year Plan, the Twenty-First Five-Year Plan and the Twenty-Second Five-Year Plan all assumed this temporary increase will sunset on June 30, 2014.

In July 2013, the General Assembly of the Commonwealth enacted legislation authorizing the implementation of a new 1% increase following the expiration on June 30, 2014, of the previously authorized 1% increase. Implementation requires adoption of an ordinance by the City. The legislation provides that such 1% increase will be applied in each fiscal year beginning with Fiscal Year 2015 as follows: (1) the first $120 million collected will be paid to the School District so long as the Commonwealth's Secretary of Education has made an annual certification that the School District has begun implementation of reforms that provide for fiscal stability, educational improvement and operational control; (2) for Fiscal Years 2015 through 2018, the next $15 million collected will be applied to payment of debt service on approximately $50 million of bonds to be issued by the City for the benefit of the School District; and (3) the remainder will be paid to the City pursuant to Act 205 (defined below) for application to the Municipal Pension Fund. Enactment of the new 1% increase is not legally required in order for the City to undertake a borrowing to benefit the School District.

Mayor Nutter has expressed support for the $50 million borrowing and has indicated a willingness to proceed with the borrowing in advance of City Council action on the new 1% increase in the sales tax. City Council President Darrell L. Clarke has proposed an alternative to the Commonwealth legislation which provides that the City instead purchase $50 million worth of unused buildings from the School District, to be sold by the City. The purchase would be funded with an appropriation of funds from the General Fund. He has further proposed that the new sales tax revenues be split in half between the School District and the City, with the City portion being dedicated to the pension fund. Each of the implementation of the new 1% increase, such bond issue and the acquisition of buildings from the School District would require action by both the City's current administration and City Council. Any change to the application of the new 1% increase from that described in the preceding paragraph would require legislation in the General Assembly of the Commonwealth. The final form of additional assistance for the School District has yet to be determined.

The table below sets forth the City Sales Tax collected in Fiscal Years 2003 through 2012, the Adopted Budget and current estimate for Fiscal Year 2013 and the Adopted Fiscal Year 2014 Budget.

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Table 12
Summary of City Sales Tax Collections
(Amounts in Millions of USD)

Fiscal Year	City Sales Tax Collections
2003	108.0
2004	108.0
2005	119.9
2006	127.8
2007	132.6
2008	137.3
2009	128.0
2010	207.1
2011	244.6
2012	253.5
2013 (Adopted Budget)[1]	259.3
2013 (Current Estimate)[2]	257.6
2014 (Adopted Budget)[3]	272.6

[1] From the estimates for the Adopted Fiscal Year 2013 Budget.
[2] From the 6/30/2013 QCMR.
[3] From the estimates for the Adopted Fiscal Year 2014 Budget.

Other Taxes

The City also collects real property transfer taxes, parking taxes, amusement tax, valet parking tax, outdoor advertising tax, smokeless tobacco tax and other miscellaneous taxes.

Other Locally Generated Non-Tax Revenues

These revenues include license fees and permit sales, traffic fines and parking meter receipts, court related fees, stadium revenues, interest earnings and other miscellaneous charges and revenues of the City.

Revenue from Other Governments

The City's Fiscal Year 2013 General Fund current estimate projects that approximately 17.5% of General Fund revenues will be received from other governmental jurisdictions, including (1) $234.2 million from the Commonwealth for health, welfare, court, and various other specified purposes; (2) $35.1 million from the Federal government; and (3) $66.0 million from other governments, in which revenues are primarily payments from PGW and parking fines and fees from the Philadelphia Parking Authority. See "THE GOVERNMENT OF THE CITY OF PHILADELPHIA-Government Services." In addition, the net collections of the PICA Tax of $311.6 million are included in "Revenue from Other Governments." The decrease in Fiscal Year 2013 current estimate of Revenue from Other Governments of $68.5 million from the Fiscal Year 2012 actual amount is primarily the result of the elimination of several one-time revenues sources including: $34 million of State Pension Aid, $12.5 million from the Parametric Garage for amounts owed to the City, and $11 million in amounts due related to the Love Park Garage which was offset by certain other revenues.

The City's Fiscal Year 2012 General Fund received 19.9% of General Fund revenues from other governmental jurisdictions, including: (1) $241.6 million from the Commonwealth for health, welfare, court, and various other specified purposes; (2) $97.0 million from the Federal government; and (3) $82.1 million from other governments, in which revenues are primarily payments from PGW and parking fines and fees from the Philadelphia Parking Authority. In addition, the net collections of the PICA Tax of $295.2 million are included in "Revenue from Other Governments." The General Fund decrease in Fiscal Year 2012 Revenue from Other Governments is largely due to the transfer of the majority of the Department of Human Services revenue and obligations to the Grants Revenue Fund.

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The City's Fiscal Year 2011 General Fund received 27.6% of General Fund revenues from other governmental jurisdictions, including: (1) $542.2 million from the Commonwealth for health, welfare, court, and various other specified purposes; (2) $165.4 million from the Federal government; and (3) $63.5 million from other governments, in which revenues are primarily rentals and payments from PGW and parking fines and fees from the Philadelphia Parking Authority. In addition, the net collections of the PICA Tax of $293.8 million are included in "Revenue from Other Governments."

These amounts do not include the substantial amounts of revenues from other governments received by the Grants Revenue Fund, Community Development Fund, and other operating and capital funds of the City.

Revenues from City-Owned Systems

In addition to taxes, the City realizes revenues through the operation of various City-owned systems such as the Water and Wastewater Systems and PGW. The City has issued revenue bonds with respect to the Water and Wastewater Systems and PGW to be paid solely from and secured by a pledge of the respective revenues of these systems. The revenues of the Water and Wastewater Systems and PGW are not legally available for payment of other obligations of the City until, on an annual basis, all revenue bond debt service requirements and covenants relating to those bonds have been satisfied and then, in a limited amount and upon satisfaction of certain other conditions.

Effective June 1991, the revenues of the Water Department were required to be segregated from other funds of the City. Under the City's Restated General Water and Wastewater Revenue Bond Ordinance of 1989 (the "Water Ordinance"), an annual transfer may be made from the Water Fund to the City's General Fund in an amount not to exceed the lesser of (a) all Net Reserve Earnings, as defined below, or (b) $4,994,000. Net Reserve Earnings means the amount of interest earnings during the fiscal year on amounts in the Debt Reserve Account and Subordinated Bond Fund, as defined in the Water Ordinance. Commencing in Fiscal Year 1991, the $4,994,000 amount was reduced to $4,138,000 by administrative agreement that remained in effect through Fiscal Year 2003. No such transfer was made in Fiscal Year 1992; however, the transfer was made in each subsequent year through Fiscal Year 2003. For Fiscal Year 2004, the transfer was to have increased to $4,994,000 but no payment was made. For Fiscal Year 2005, the transferred amount was $4,401,000; for each of Fiscal Years 2006 through 2008, the transferred amount was $4,994,000. In Fiscal Years 2009, 2010 and 2011, the transferred amounts were $4,185,463, $2,303,986, and $1,229,851 respectively. In Fiscal Year 2012, the amount transferred was $1,086,165 and the Fiscal Year 2013 budget and current estimate is $600,000. The Adopted Fiscal Year 2014 Budget has an estimated transfer amount of $700,000.

The revenues of PGW are segregated from other funds of the City. Payments for debt service on Gas Works Revenue Bonds are made directly by PGW. In previous years, PGW has also made an annual payment of $18,000,000 to the City's General Fund. For Fiscal Year 2005, the City agreed to forgo the $18,000,000 payment, and for Fiscal Years 2006, 2007, 2008, 2009 and 2010, the City budgeted the receipt of the $18,000,000 payment and the grant back of such amount to PGW. The City's Nineteenth Five-Year Plan assumed that the $18,000,000 payment would be made in each of Fiscal Years 2011 through 2015 and that the City would grant back such payment to PGW in each such Fiscal Year. See also "EXPENDITURES OF THE CITY - Annual Payments to PGW." The City's Twentieth Five-Year Plan included the PGW annual payment of $18,000,000 to the City's General Fund but discontinued the City's grant back to PGW equal to the annual payment received from PGW for Fiscal Years 2012, 2013, 2014, 2015 and 2016. The City's Twenty-First Five-Year Plan included the PGW annual payment of $18,000,000 to the City's General Fund and discontinued the City's grant back to PGW equal to the annual payment received from PGW for Fiscal Years 2013, 2014, 2015, 2016 and 2017. The City's Twenty-Second Five-Year Plan includes the PGW annual payment of $18,000,000 to the City's General Fund and discontinues the City's grant back to PGW equal to the annual payment received from PGW for Fiscal Years 2014, 2015, 2016, 2017 and 2018. The City is considering the sale of PGW to a private entity. See "THE GOVERNMENT OF THE CITY OF PHILADELPHIA-Government Services."

Philadelphia Parking Authority Revenues

The Philadelphia Parking Authority ("PPA") was established by City ordinance pursuant to the Pennsylvania Parking Authority Law, P.L. 458, No. 208 (June 5, 1947). Various statutes, ordinances, and contracts

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authorize PPA to plan, design, acquire, hold, construct, improve, maintain and operate, own or lease land and facilities for parking in the City, including such facilities at Philadelphia International Airport (the "Airport" or "PHL"), and to administer the City's on-street parking program through an Agreement of Cooperation ("Agreement of Cooperation") with the City.

PPA owns and operates five parking garages at the Airport, as well as operating a number of surface parking lots at the Airport. The land on which these garages and surface lots are located is leased from the City, acting through the Department of Commerce, Division of Aviation, pursuant to a lease expiring in 2030 (the "Lease Agreement"). The Lease Agreement provides for payment of rent to the City, which is equal to gross receipts less operating expense, debt service on PPA's bonds issued to finance improvements at the Airport and reimbursement to PPA for capital expenditures and prior year operating deficits relating to its Airport operations, if any. The City received transfers of rental payments in Fiscal Years 2006 through 2011 that totaled $30,186,642, $33,184,918, $33,570,037, $31,239,909, $23,732,623 and $28,008,554, respectively. The amount for Fiscal Year 2012 was $25,035,368. The Fiscal Year 2013 budgeted amount is $29,000,000 and the current estimated amount is $24,040,892. The Adopted Fiscal Year 2014 Budget has an estimated amount of $25,000,000.

One component of the operating expenses is PPA's administrative costs. In 1999, at the request of the Federal Aviation Administration ("FAA"), PPA and the City entered into a letter agreement (the "FAA Letter Agreement") which contained a formula for calculating PPA's administrative costs and capped such administrative costs at 28% of PPA's total administrative costs for all of its cost centers. PPA owns and/or operates parking facilities at a number of non-Airport locations in the City. These parking facilities are revenue centers for purposes of the FAA Letter Agreement. According to PPA's audited financial statements, as filed with the City, PPA has been in compliance with the FAA Letter Agreement since its execution.

EXPENDITURES OF THE CITY

The major City expenditures are for personal services (including pensions and other employee benefits), purchase of services (including payments to SEPTA), and debt service.

Personal Services (Personnel)

As of June 30, 2013, the City employed 26,472 full-time employees, 20,897 of which had salaries paid from the General Fund. Additional employment is supported by other funds, including the Grants Fund, Water Fund and the Aviation Fund.

Additional operating funds for employing personnel are contributed by other governments, primarily for categorical grants, as well as for the conduct of the community development program. These activities are not undertaken if funding is not received.

The following table sets forth the number of filled full-time positions of the City as of the dates indicated.

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Table 13
Filled, Full Time Positions - All Operating Funds
as of June 30 (Actual)

	2006	2007	2008	2009	2010	2011	2012[1,2]	2013[1,2]
General Fund								
Police	7,287	7,424	7,367	7,443	7,378	7,219	7,225	7.193
Fire	2,270	2,399	2,326	2,252	2,187	2,146	2,072	2,125
Courts	1,936	1,928	1,970	1,889	1,756	1,869	1,957	1,909
Prisons	2,225	2,176	2,131	2,294	2,254	2,166	2,144	2,248
Streets	1,858	1,814	1,839	1,724	1,693	1,689	1,682	1,690
Health	662	664	665	662	662	661	669	673
Human Services	1,703	1,721	1,784	1,743	1,751	1,668	804	349
All Other	4,878	4,941	5,029	4,905	4,616	4,602	4,622	4,710
Total General Fund	22,819	23,067	23,111	22,912	22,297	22,020	21,175	20,897
Other Funds	4,616	4,598	4,642	4,570	4,566	4,540	5,197	5,575
Total - All Funds	27,435	27,665	27,753	27,482	26,863	26,560	26,372	26,472

[1] Reflects full-time positions for Fiscal Year 2012 from the June 30, 2012 Quarterly City Manager's Report and for Fiscal Year 2013 from the 6/30/2013 QCMR.
[2] Reflects the transfer of the majority of the Department of Human Services revenue and obligations from the General Fund to the Grants Revenue Fund.

Overview of City Employees

The wages and benefits of City employees vary not only by position, but also by whether the employees are represented by a union and, if so, which union. Employee wages and benefits may also be impacted by whether the employee is subject to the Civil Service system or exempt from those rules. Thus, City employees may be broken down into three major categories for purposes of understanding how their wages and benefits are determined: (1) employees who are not subject to the Civil Service system ("exempt employees"); (2) employees who fall under the Civil Service system but are not represented by a union ("non-represented employees") and (3) employees who are subject to the Civil Service system and represented by a union ("union employees"). In addition, there are employees of the First Judicial District who are represented by a union but are not subject to the Civil Service system. By state law, the City is considered to be the economic employer and a joint employer over these court employees, which results in the City negotiating the wages and economic benefits for these employees while the First Juridical District retains control over the non-economic terms of their employment including decisions such as hiring, promotion and all work rules.

As of August 22, 2013, the City's 24,880 unionized employees were represented by the City's four municipal unions: Fraternal Order of Police Lodge No. 5 ("FOP"); International Association of Fire Fighters Local 22 ("IAFF"); American Federation of State, County and Municipal Employees ("AFSCME") District Council 33 ("DC 33"); and AFSCME District Council 47 ("DC 47").

Table 14
Number of Unionized Employees
As of August 22, 2013

AFSCME District Council 33	AFSCME District Council 33 Correctional Officers	AFSCME District Council 47	AFSCME District Council 47 Local 810 Court Employees	AFSCME District Council 47 Local 2186	Fraternal Order of Police Lodge No. 5 (Police Department)	Fraternal Order of Police Lodge No. 5 (Sheriff's Office and Register of Wills)	International Association of Fire Fighters Local 22
9,658	2,212	2,641	518	948	6,530	278	2,095

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Union employees, other than uniformed employees of the Police Department and Fire Department, are subject to the requirements of Pennsylvania Act 195 of 1972 ("Act 195"). Under Act 195, the union and the City are required to bargain in good faith to attempt to reach agreement on new contract terms. Act 195 also requires the parties to satisfy certain state-mandated mediation procedures involving a mediator appointed by the Commonwealth Bureau of Mediation. Once those mediation procedures are satisfied and no collective bargaining agreement has been reached, most employees covered by Act 195 are permitted to strike. For most employees under Act 195 there is no statutory mechanism to resolve an impasse in collective bargaining.

However, under Act 195, certain employees, including employees of the Sheriff's Office and the Register of Wills represented by the FOP, corrections officers represented by DC 33 and employees of the First Judicial District represented by DC 47, are not permitted to strike, but may proceed to interest arbitration under Act 195 when collective bargaining negotiations reach an impasse. In interest arbitration, a tri-parte arbitration panel is convened with each side appointing one partial arbitrator and the partial arbitrators selecting a neutral third arbitrator. The panel then conducts evidentiary hearings and issues an arbitration award that sets the terms and conditions of employment, including changes in wages and benefits, for covered employees. Although the arbitration panel cannot issue an award on matters that are not mandatory subjects of bargaining, such as matters of inherent managerial policy, without the parties' consent, arbitration panels have broad powers to set employment terms. Pennsylvania law provides limited grounds on which an interest arbitration award can be set aside by a court on appeal. However, provisions of an interest arbitration award issued under Act 195 that require legislative action are considered advisory only and the legislative body is permitted to meet, consider and reject those provisions.

Uniformed employees of the Police Department and Fire Department bargain under Pennsylvania Act 111 of 1968 ("Act 111"), which provides for final and binding interest arbitration to resolve collective bargaining impasses. These employees are similarly not permitted to strike. Interest arbitration under Act 111 operates similarly to interest arbitration under Act 195, but the City's legislative body is not permitted to reject the portions of an interest arbitration award that require legislative action. To the contrary, the City is required to pass any legislation necessary to implement the award unless doing so would violate state or federal law. Thus, the arbitration panel has significant, although not limitless power, to issue an award on mandatory subjects of bargaining. As with interest arbitration under Act 195, the arbitration panel cannot issue an award on a matter that is one of inherent managerial policy. In addition to the grounds available to challenge an Act 195 interest arbitration award on appeal, the PICA Act requires an Act 111 interest arbitration panel to *inter alia* give substantial weight to the City's Five-Year Plan and ability to pay for the cost of the award without negatively impacting services, and gives the City the right to appeal the award to the Court of Common Pleas if it believes the panel has failed to meet these responsibilities. If the arbitration panel fails to do so or *inter alia* if it awards wages or benefits that exceed what is assumed in the Five-Year Plan without substantial evidence in the record demonstrating that the City can afford these increases without adversely impacting service levels, the Court of Common Pleas is required to vacate the arbitration award and remand it to the arbitration panel.

Overview of Employee Benefits

The City provides various pension, life insurance, and health benefits for its employees. The benefits offered depend on the employee's union status and bargaining unit, if applicable. General Fund employee benefit expenditures for Fiscal Years 2007 through 2014 are shown in the following table.

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Table 15
General Fund Employee Benefit Expenditures
Fiscal Years 2007-2014
(Amounts in Millions of USD)

	Actual 2007	Actual 2008	Actual 2009	Actual 2010	Actual 2011	Actual 2012	Adopted Budget [2] 2013	Current Estimate [3] 2013	Adopted Budget [4] 2014
Pension Contribution[1]	436.8	430.8	459.0	346.7	485.2	547.8	629.1	619.3	667.5
Health	331.5	421.0	377.0	349.7	346.3	379.4	347.4	363.5	362.9
Social Security	64.1	69.7	68.8	65.2	64.6	67.2	64.9	64.9	65.0
Other	57.9	61.5	68.4	69.5	70.9	71.8	76.9	76.9	81.9
Total	890.3	983.0	973.2	831.4	967.0	1,066.2	1,118.3	1,124.6	1,177.3

[1] The Pension Contribution amount includes debt service on the 1999 Pension Obligation Bonds (defined below) and certain debt incurred to refinance existing pension deferral repayment obligations (outstanding together in the aggregate principal amount of $1,294,825,350 on June 30, 2013). See also "*Pension Obligation Bonds*" and "*Funded Status of the Municipal Pension Fund*" under "Municipal Pension Fund (Related to All Funds)" below.
[2] From the estimates for the Adopted Fiscal Year 2013 Budget.
[3] From the 6/30/2013 QCMR.
[4] From the estimates for the Adopted Fiscal Year 2014 Budget. Does not reflect full impact of August 2013 IAFF Order and IAFF Withdrawal. See "Overview of Current Labor Situation – IAFF."

Each of the City's four municipal unions sponsors its own health plan that provides medical, prescription, dental and optical benefits to participating employees and eligible retirees through trusts on which the City has varying degrees of minority representation. Exempt and non-represented employees, along with represented employees of the Register of Wills and employees represented by DC 33 who have chosen not to become members of the union, receive health benefits through a plan sponsored and administered by the City (the "City-Administered Plan"). Each of the plans provide different benefits determined by the plan sponsor. In addition, employees who satisfy the eligibility criteria, receive five years of health benefits after their retirement. See "Other Post-Employment Benefits." These benefits are determined and administered by the plan in which the employee participated at the time of his or her retirement.

Other employee benefits, including life insurance and paid leave, are similarly determined by the respective collective bargaining agreements and City policies and Civil Service Regulations. Employees also participate in the Municipal Retirement System. See "Municipal Pension Fund." The City sponsors a number of pension plans within the Retirement System. Membership in the plans is determined by the employee's hire date, union membership and job classification. Uniformed employees of the Police Department and Fire Department have their own separate pension plans, which have lower retirement ages, higher multipliers and higher employee contribution rates. All other City employees participate in what is referred to as the "municipal plan." Depending on hire date and union status, employees participate in one of three basic pension plan tiers in the municipal plan, which have varying levels of benefits, and which are colloquially referred to based on the year in which they were first implemented: "Plan 67" is the most generous of the three plans, offering a traditional defined benefit for life; "Plan 87" maintains Plan 67's defined benefit structure but provides less generous benefits to employees and lower employee contributions; "Plan 10," which was created by the current Administration, is a so-called hybrid plan, combining a lower level of defined benefits with an optional defined contribution component in which employees can contribute a portion of their salary, pre-tax, to a 403(b) plan and receive a 50% match on those contributions up to a maximum City contribution of 1.5% of pay annually. Plan 10 has only been put in place for newly-hired employees. The actuary for the pension plan has estimated the savings to the City for new hires participating in Plan 10 at 2.5% of payroll compared to the cost of these employees participating in Plan 87 instead.

Overview of Current Labor Situation

The Fraternal Order of Police received a five-year interest arbitration award for uniformed police department employees on December 18, 2009 covering the period Fiscal Year 2010 through Fiscal Year 2014. Interest arbitration awards covering employees of the Sheriff's Office and Register of Wills, corrections officers and

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youth detention counselors represented by DC 33 and court employees represented by DC 47 through Fiscal Year 2014 were issued in 2011 and 2012.

Agreements with the remaining three bargaining units – IAFF, DC 33 and DC 47 – expired on June 30, 2009 and no new agreements have been reached.

The information below summarizes the interest arbitration awards that have been issued and provides an update on the status of negotiations for the other bargaining units, as well as changes that have been made for exempt and non-represented employees.

Uniformed Police Department Employees Represented by FOP

On December 18, 2009, an arbitration panel awarded a five-year contract to the FOP effective July 1, 2009. On March 2, 2010, the arbitration panel issued a supplemental award solely on the issue of pension benefits. On December 20, 2012, the interest arbitration panel issued an award setting the wage terms for Fiscal Year 2013 and Fiscal Year 2014. These awards have the following key provisions:

- No wage increase for Fiscal Year 2010.
- Three percent pay increases for each of Fiscal Year 2011 and Fiscal Year 2012, along with a re-opener for Fiscal Year 2013 and Fiscal Year 2014 which yielded an additional 3% raise in both years.
- An increase in the stress pay that police officers receive as a result of working rotating shifts by 1% in Fiscal Year 2011 and 1% in Fiscal Year 2014.
- Several changes were made in the area of health benefits to reduce City costs. At the start of the Nutter Administration, the City was contributing $1,265 per eligible employee and retiree per month ("PEPM") to the FOP health plan. In the one-year 2008-2009 interest arbitration award, that amount was reduced to $1,165 PEPM. The 2009-2014 interest arbitration award continued that downward trend, reducing the City's contribution to the FOP health plan to $965 PEPM effective January 1, 2010. Effective July 1, 2010, the award ordered the FOP's health plan moved to self-insurance. Under self-insurance, the health fund pays for the actual cost of services provided to members, instead of paying a premium to an insurance carrier based on expected claims. The FOP's change is similar to the change the City made in Fiscal Year 2010 for the City-Administered Plan. In addition, the award also ordered increases in the co-pays employees pay for doctor's visits and prescription drugs. The health plan's actuary has estimated that the change in benefits reduced costs by $1.5 million in the first six months alone. Changes in the health care provisions in the 2008 and 2009 interest arbitration awards have resulted in savings to the City in excess of $50 million to date.
- Pension changes for new hires - FOP members now choose between either increasing their pension contribution from 5% to 6% of pay or enrolling in Plan 10.
- The City gained the right to furlough (a day off without pay) employees up to 30 days each fiscal year.

The City and the FOP currently have a dispute regarding implementation of certain portions of the 2009 interest arbitration award regarding health insurance. Specifically, the parties have a dispute about how the expected costs were calculated by the parties' respective experts for Fiscal Year 2011, the inclusion of certain depreciation expenses in administrative costs and the creation of an escrow account. A hearing has been held before the interest arbitration panel on these disputes and the parties await a decision. Pending this decision, the City has escrowed $34.5 million to cover the disputed amounts.

FOP-Represented Deputy Sheriff and Register of Wills

A five-year interest arbitration award covering the unionized employees of the Sheriff's Office and Register of Wills was issued on June 21, 2011 for the period July 1, 2009 through June 30, 2014. Key provisions of the award include:

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- A 2.5% increase for Sheriff's Office employees in Fiscal Year 2011 and Fiscal Year 2012 and a re-opener for Fiscal Year 2013 and Fiscal Year 2014. Hearings on the re-opener have been completed, with a decision by the arbitration panel expected in Fall 2013.
- Wage increases for Register of Wills employees, if any, will be based on increases negotiated between the City and DC 33.
- Step and longevity increments, which had been frozen by the City in July 2009, were restored for employees of the Sheriff's Office retroactive to the start of the freeze. Increments for Register of Wills employees were restored prospectively as of the date the award was issued.
- Employees of the Sheriff's Office participate in the FOP's health plan. The award continued that arrangement, along with the same funding terms and benefit plan changes as the police interest arbitration award. Register of Wills employees continue to participate in the City-Administered Plan.
- Pension changes for new hires. New employees of the Sheriff's Office choose between going into the existing municipal pension Plan 87 and increasing their contribution to 50% of normal cost from 30% of normal cost, or going into Plan 10. Register of Wills employees hired after the date of the award must enter Plan 10. The award was the first that required City employees to enter the hybrid plan.

IAFF

A four-year interest arbitration award with the IAFF was issued on October 15, 2010. Although the award took a crucial step toward reform by implementing a Plan 10 option like the one in the 2009 FOP award, it would have imposed more than $200 million in new costs over the Five-Year Plan without giving the City the required tools to manage these costs. As a result, the City appealed the award, with the exceptions of the revisions to the pension plan and a change related to vacations, on the basis that the award violated the PICA Act because it failed to give substantial weight to the City's approved Five-Year Plan and ability to pay, and, as a result, granted increases in pay and benefits in excess of what the City can afford. On November 16, 2011, the Philadelphia Court of Common Pleas vacated the entire award, with the exception of the pension and vacation provisions, which have been implemented, and remanded it to the arbitration panel to issue an award that complies with the PICA Act.

On July 2, 2012, the arbitration panel issued an award following the remand. This award followed the same pattern as the vacated award on economic terms with the exception of health insurance. Key provisions of the award include:

- No wage increase for Fiscal Year 2010.
- Three percent pay increases for each of Fiscal Year 2011, Fiscal Year 2012 and Fiscal Year 2013.
- Pension changes for new hires - IAFF members now choose between either increasing their pension contribution from 5% to 6% of pay or enrolling in Plan 10.

Under the 2012 award, the City's required contributions to the IAFF-controlled health fund were substantially increased from $1,270 PEPM at the start of the award to $1,679 PEPM as of July 1, 2012, including more than $20 million in retroactive payments. For the period October 1, 2012 through June 30, 2013, the City's required contribution was set at $1,619.64 PEPM under the award, which is significantly higher than the monthly per employee contribution for DC 33 and DC 47 ($975.76) and the FOP ($1,192). The award also gave the City the option to have the health fund move to self-insurance on terms based on the FOP award effective October 1, 2012 rather than pay the fixed $1,619.64 PEPM. However, to do so, the City would still have had to pay the retroactive contributions in excess of $20 million and bear the costs of the benefits and administration of the health fund, regardless of their magnitude with no employee contribution after the health fund paid the first $5 million in claims. Because this award would have added over $200 million in costs over the Five-Year Plan, including more than $80 million in retroactive payments in Fiscal Year 2013, it was appealed by the City. On November 19, 2012, the Common Pleas Court denied the City's appeal. The City has appealed the denial to Commonwealth Court; and the submission of briefs and the record on appeal to the court was completed on June 27, 2013. Oral argument is scheduled in Commonwealth Court on September 11, 2013.

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During the pendency of the appeal, the City had not implemented its terms, except for the pension provision that was implemented following issuance of the 2010 award. The IAFF filed an unfair labor practice charge with the Pennsylvania Labor Relations Board and a Motion for Contempt with the Court of Common Pleas of Philadelphia County challenging the City's failure to implement the 2012 award. The Court of Common Pleas issued an order on June 26, 2013 denying the IAFF's Motion for Contempt and finding that the City is entitled to an automatic stay of its decision to deny the petition to vacate while the City's appeal of that order is pending. The IAFF has filed an appeal of that order to Commonwealth Court, which is pending. The parties have agreed to submit the unfair labor practice dispute through stipulated facts and written briefs in Fall 2013. A decision on the unfair labor practice is not expected until 2014. The IAFF also filed an emergency motion on July 3, 2013, in Commonwealth Court challenging the legal basis for the stay. The IAFF also sought to have the stay lifted based on hardship to union members for the lack of wage increases and threatened health benefit changes as a result of the depleted assets of the union-run health fund. The Commonwealth Court denied the request because it was not presented to the lower court. The IAFF then filed a similar emergency motion in Common Pleas Court. After a hearing, on August 8, 2013, the Common Pleas Court ordered (the "August 2013 IAFF Order") the stay partially lifted to address only certain immediate health care terms based on the negative impact on individual employees and retirees the court found would otherwise occur. Specifically, the Common Pleas Court ordered the City's health care contribution increased to $1,620 PEPM to reflect current fund costs, which the City estimates will cost an additional $11.5 million per year. The Common Pleas Court also ordered the City to make a one-time $6.2 million payment to the health fund and ordered the City to make a one-time $7.5 million payment to the retiree trust fund. The City has revised the Twenty-Second Five-Year Plan to reflect this order. See "SUMMARY FINANCIAL INFORMATION-Five-Year Plans of the City." The Common Pleas Court denied the union's request to implement the rest of the award, including the wage increases and the remainder of the money that would be due the health fund were the award put into effect.

On September 6, 2013, the City withdrew its appeal of the 2012 fire award (the "IAFF Withdrawal"). Although the City believes it would have prevailed in the appeal, it determined that its improved financial condition made it appropriate to implement the remaining terms of the award, rendering the appeal unnecessary. The City estimates that, as a result, it will make a $28.4 million payment in Fiscal Year 2014 in addition to amounts reflected in the revised Twenty-Second Five Year Plan. See "SUMMARY FINANCIAL INFORMATION-Five-Year Plans of the City."

Because the appealed contract would have expired on June 30, 2013, negotiations are underway for a new contract to begin on July 1, 2013. The IAFF has declared an impasse and requested interest arbitration and the arbitration panel has been selected. Hearings began in August 2013 and are expected to last into Fall 2013.

DC 33

After having spent nearly four years in negotiations, including multiple bargaining sessions in the past six months, the City has been unable to reach an agreement with DC 33.

On January 16, 2013, the City made a final offer to DC 33 for a contract to run July 1, 2009 through June 30, 2014. The City's offer includes wage increases of 2.5% following ratification and an additional 2% in January 2014 and restoration of step and longevity increments prospectively following ratification, along with $25 million in additional payments to the union managed health fund. Under the City's proposal, the City's PEPM contribution to the union's health fund will remain at $975.76 for the term of the contract with the health fund using the lump sum payments to offset any cost increases it has experienced. The City also proposed two pension changes: (1) to require all new employees to enter Plan 10; and (2) increased pension contributions from current employees as was ordered for corrections officers represented by DC 33 (discussed below). Additionally, the City proposed changes in overtime rules based on the changes made in Fiscal Year 2013 for non-represented employees and those represented by Local 2186 of DC 47 (discussed below) and the right to furlough employees when economic circumstances warrant, similar to the FOP award. The City estimates the Five-Year Plan cost of its final offer at more than $50 million. When DC 33 rejected this offer, the Mayor gave DC 33 two weeks to reconsider its refusal, but subsequent discussions were unproductive.

On February 1, 2013, the City filed an action in the Court of Common Pleas of Philadelphia County, asking the court for a declaration that the City has the right to implement its final offer for the currently-expired contract.

On February 5, 2013, the City asked the Pennsylvania Supreme Court to assume immediate jurisdiction over the matter to speed a final resolution. Groups representing all 3,000 elected local governments in Pennsylvania filed a brief in the Pennsylvania Supreme Court on February 19, 2013 in support of the City's request. On June 7, 2013, the Pennsylvania Supreme Court declined to expedite review over a strong dissent by Justice Castille. The case continues in the Court of Common Pleas with the parties expected to file cross motions for summary judgment in Fall 2013. During the period of litigation, the City is maintaining the status quo on the issues that separate the parties.

DC 33 Corrections' Officers and Youth Detention Counselors

On March 16, 2012, an interest arbitration panel issued an award for the period July 1, 2009 through June 30, 2014 covering approximately 2,100 prison guards and related employees of the City who are part of DC 33. Key components of the award include:

- A one-time $1,100 lump sum bonus, equivalent to that received by the larger unit of DC 33 in 2008, and wage increases of 2.5% effective July 1, 2012 and July 1, 2013. If the City agrees to any wage increases in the DC 33 negotiations described in the preceding section for July 1, 2009 through June 30, 2012, the prison guards and related City employees would also receive these increases.
- All new hires are required to enter Plan 10. Additionally, current employees are required to make increased contributions for their pension plans effective July 1, 2013. Employees covered under Plan 87 will see an increase from 30% of normal cost to 50% of normal cost, which will increase the employee contribution by approximately 1.3% of salary. Employees in Plan 67 will also pay 50% of normal cost, but will no longer receive an offset while contributing toward FICA, which will increase the employee contribution by 2.25% of salary for most employees.
- Paid leave hours other than vacation no longer count as hours worked when determining when overtime is due.

The union filed a petition to vacate portions of the award, which was denied by the Court of Common Pleas of Philadelphia County on April 5, 2013. The union has appealed that decision to Commonwealth Court. The union's brief was due on August 30, 2013, with the City's response due 30 days after service of the union's brief. The pension changes awarded require approval by City Council to be implemented.

DC 47

DC 47 represents three distinct groups of City employees that have different bargaining rights under Act 195. Local 2187 is the rank-and-file professional employees that DC 47 represents. They have the right to collectively bargain under Act 195 and to strike once the statutory mediation procedures are exhausted, as described above. Local 2186 is a unit comprised of first-level supervisors who do not have the right to collectively bargain under Act 195, but only to meet and discuss. Subject to this obligation, it has the right to impose changes in terms and conditions of employment, including wage and benefit changes, on Local 2186 employees. Local 810 is a unit of employees of the First Judicial District who have the right to proceed to interest arbitration under Act 195.

All three of the groups participate in the union-controlled health fund. The City's current contribution to the health fund of $975.76 has been in place since 2007. The status of contracts with each group of these employees is discussed below.

DC 47 Local 2187

Negotiations are on-going with DC 47 for employees represented by Local 2187 with the City seeking similar changes to those it is seeking in its negotiations with DC 33.

DC 47 Local 810

On July 11, 2012, an interest arbitration award was issued governing economic terms of employment for covered employees for the period from July 1, 2009 through June 30, 2014. The award ordered general wage

increases of 2.5% on July 1, 2012 and July 1, 2013. Additionally, employees in the classification of Probation Officer 2 were awarded a one-range increase within the First Judicial District pay schedule. The First Judicial District has not implemented the classification adjustment, as ordering a promotion infringes on the exclusive authority of the courts. The union has filed an unfair labor practice charge challenging the refusal to implement that provision, on which two days of hearings were held. The parties are currently awaiting a schedule for submission of written briefs. A decision is expected in 2014. Under the award, new hires are required to enter Plan 10. Implementation of the pension provision requires City Council approval.

DC 47 Local 2186 and Exempt and Non-Represented Employees

In September 2012, Mayor Nutter announced changes in wages and benefits for supervisors in DC 47 Local 2186 (for whom the City may impose terms of employment), effective October 1, 2012, along with civil service non-represented and exempt employees. These changes included: (1) a 2.5% pay increase; (2) prospectively restored step and longevity increments (but no back pay); (3) changes restricting overtime including the elimination of double time. In addition, the City amended the Civil Service Regulations to allow it to furlough employees when economic circumstances warrant. As part of this package of changes, the Mayor asked City Council to pass legislation placing new employees in Plan 10 and requiring other employees to contribute, on average, 1.3% to 2.25% more to their pension, as was awarded in interest arbitration with the City's corrections officers (discussed above). Implementation of the pension changes is awaiting City Council approval. These changes affect approximately 5,500 City employees, including those in independently elected offices, who had not had a pay increase since 2007.

The union filed an unfair labor practice charge challenging the implementation of these changes on employees in Local 2186. The parties have agreed to submit the dispute through stipulations of facts and the submission of written briefs. A decision is expected in 2014.

Summary of Wage Changes since Fiscal Year 2006

The following table presents employee wage increases for the Fiscal Years 2006 through 2014.

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Table 16
Employee Wage Increases
Fiscal Years 2006-2014

Fiscal Year	AFSCME District Council 33	AFSCME District Council 47	Fraternal Order of Police Lodge No. 5 (Police)	IAFF Local 22	AFSCME District Council 33 Correctional Officers	AFSCME District 47 Local 810 Court Employees	AFSCME District Council 47 Local 2186	Fraternal Order of Police Lodge No. 5 (Sheriff's Office and Register of Wills
2006	2.0%	2.0%	3.0%	3.0%	2.0%	2.0%	2.0%	2.0%
2007	3.0%(1)	3.0%(1)	3.0%	3.0%	3.0%(1)	3.0%(1)	3.0%(1)	3.0%(1)
2008	4.0%(2)	4.0%(2)	4.0%	4.0%	4.0%(2)	4.0%(2)	4.0%(2)	4.0%(2)
2009	No increase(3)	No increase(3)	4.0%(4)	4.0%(4)	No increase	No increase(3)	No increase(3)	3.0%(10)
2010	(5)	(5)	0.0%(6)	0.0%(7)	(8)	(9)	(11)	0.00%(12)
2011	(5)	(5)	3.0%(6)	(7)	(8)	(9)	(11)	2.5%(12)
2012	(5)	(5)	3.0%(6)	(7)	(3) (8)	(9)	(11)	2.5%(12)
2013	(5)	(5)	3.0%(6)	(7)	2.5%(8)	2.5%(9)	2.5%(11)	(12)
2014	(5)	(5)	3.0%(6)	(7)	2.5%(8)	2.5%(9)	(11)	(12)

(1) Third year of a four year contract: 3% effective July 1, 2006.
(2) Fourth year of a four year contract: 4% effective July 1, 2007.
(3) Cash bonus of $1,100 paid 15 days after ratification.
(4) One year contract: 2% effective July 1, 2008 and 2% effective January 1, 2009.
(5) Contract expired on June 30, 2009, and negotiations are currently underway.
(6) Five year contract: 0% effective July 1, 2009, 3% effective July 1, 2010, 3% effective July 1, 2011, 3% effective July 1, 2012, 3% effective July 1 2013.
(7) Four year contract: 0% effective July 1, 2009, 3% effective July 1, 2010, 3% effective July 1, 2011, 3% effective July 1, 2012. Negotiations for a contract beginning July 1, 2013 are underway.
(8) Five year contract: For Fiscal Years 2010, 2011 and 2012, covered employees will receive the same wage increases, if any, negotiated by DC33 for that time period; 2.5% effective July 1, 2012; 2.5% effective July 1, 2013.
(9) Five year contract: For Fiscal Years 2010, 2011 and 2012, covered employees will receive the same wage increases, if any, negotiated by DC47 for that time period; ; 2.5% effective July 1, 2012; 2.5% effective July 1, 2013.
(10) One year contract: 3% effective July 1, 2008.
(11) Memorandum of Agreement expired on June 30, 2009. City implemented wage increase of 2.5% effective October 1, 2012 when no agreement was reached. The union continues to participate in DC47 negotiations.
(12) Five year contract: 0% effective July 1, 2009, 2.5% effective July 1, 2010, 2.5% effective July 1, 2011, and re-openers on wages in Fiscal Years 2013 and 2014.

Municipal Pension Fund (Related to All Funds)

General

The Board of Pensions and Retirement (the "Pension Board") is charged under the Philadelphia Home Rule Charter with the creation and maintenance of an actuarially sound retirement system providing benefits for all City employees. Court decisions have interpreted the requirement to maintain an actuarially sound retirement system to mean that the City must make contributions to the Municipal Pension Fund sufficient to fund:

A. Accrued actuarially determined normal costs; and

B. Amortization of the unfunded actuarial accrued liability ("UAAL").

The Pension Board, pursuant to the Home Rule Charter, is composed of the Director of Finance, who serves as chairperson, the Managing Director, the City Solicitor, the Personnel Director, the City Controller and four

members who are elected by the Civil Service employees of the City. The elected members serve a four-year term of office.

The Pension Board formally approves all benefit applications, but its major role is that of "trustee," to ensure that the retirement system remains actuarially and financially sound for the benefit of current and future benefit recipients. The Pension Board, with the assistance of its professional consultants, develops the policies and strategies which enable the Pension Board to successfully execute its fiduciary obligations.

The City's funding of employer contributions to the Municipal Pension Fund requires the Mayor's annual budget submission and the appropriation of funds for such purpose by the City Council. See "CITY FINANCES AND FINANCIAL PROCEDURES – Budget Procedure" above. In every year since 1987, the City has appropriated contributions to the Municipal Pension Fund in an amount at least equal to the required minimum municipal obligation ("MMO") specified under state law. See "*Funded Status of the Municipal Pension Fund*" below. However, the City, pursuant to state legislation, deferred a portion of its MMO in the amount of $150 million in Fiscal Year 2010 and $80 million in Fiscal Year 2011 to be paid over the period ending in Fiscal Year 2014. See "*Annual Required Contributions*" below for further information regarding the City's annual contributions to the Municipal Pension Fund. The City's annual funding of the Municipal Pension Fund at a level at least equal to the applicable MMO makes the City eligible to receive certain annual pension funding from the Commonwealth of Pennsylvania which is deposited to the City's General Fund and transferred to the Municipal Pension Fund. For information regarding the annual amounts of Commonwealth contributions see Table 23 below.

Overview Discussion of Funding of Municipal Pension Fund

Since 2004, the City has been making contributions to the Municipal Pension Fund based primarily upon the MMO rather than the higher annual required contribution (the "ARC") and the City's Twenty-Second Five-Year Plan projects continued funding based upon the MMO. See "Comparison of State Law (MMO) and Pension Board Funding Policy Funding Methods" for a comparison of the methodologies for the actuarial calculations of the ARC and the MMO. The MMO, the ARC, the actuarial accrued liability, the unfunded actuarial accrued liability and the net pension obligation with respect to the Municipal Pension Fund have each generally been increasing over the prior decade while the funded ratios for the Municipal Pension Fund have generally been decreasing. See Tables 21 through 24 below. The Municipal Pension Fund is expected to generally show a continuation of these trends over the City's next five fiscal years. See Table 25 below. The 2012 Actuarial Report (hereafter defined) sets forth certain projections of the funded ratio of the Municipal Pension Fund to 2032 which indicate that funding the Municipal Pension Fund at the MMO level, based on current methods and assumptions, will result in a slow improvement of funding of the Municipal Pension Fund. See *"Projections of Funded Status"* below for a further discussion of such projections and related assumptions. The fresh start amortization on a level dollar basis ensures the principal is paid each year and is expected to cause the City's pension contributions to be more level compared to what they would have been under the City's previous amortization period.

The City considers capital market fluctuations with respect to the assets of the Municipal Pension Fund to be a significant risk to the funded status of the Municipal Pension Fund. The City has reduced the assumed rate of return over the last several years and anticipates that it may further reduce the assumed rate. No assurances can be given that the Municipal Pension Fund will achieve its assumed rate of return for any particular time period. See "*Investments"* and *"Cash Flows of the Municipal Pension Fund"* below.

The City's ability to reduce the unfunded actuarial accrued liability for the Municipal Pension Fund depends, among other factors, upon collective bargaining negotiations and accompanying City Council implementing actions. No assurances can be given that such negotiations and actions will be successfully implemented in their entirety, or, if implemented, will produce expected improvements in funded status for the Municipal Pension Fund.

With respect to Municipal Pension Fund's impact on the City's overall budget, the City's Twenty-Second Five-Year Plan includes annual funding at the MMO level without reductions in services or new General Fund revenues but reflects the alterations in pension fund benefits that have been included in arbitration awards and are being sought in collective bargaining negotiations. Historically, however, pension cost increases (which have gone

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from approximately 6% of the City's General Fund budget in 2004 to 12% in 2011) necessitated, at least in part, service cuts and tax increases imposed by the City in recent years.

Certain Additional Municipal Pension Fund Information

In addition to the discussion of the City's Municipal Pension Fund and the City's municipal pension programs known as Plan 67 and Plan 87 (collectively, the "Municipal Pension Plan") set forth under "Municipal Pension Fund (Related to All Funds)" herein, investors are referred to certain other portions of this Official Statement for other information relating to the City's Municipal Pension Fund and Municipal Pension Plan as described below.

See "SUMMARY FINANCIAL INFORMATION−Five-Year Plans of the City" for a discussion of changes in the annual earnings assumptions for the Municipal Pension Fund in relation to the City's five-year financial plans. See "Overview of Current Labor Situation" above for a discussion of pension-related changes set forth in certain collective bargaining agreement contracts or arbitration awards.

A schedule of funding progress as of July 1, 2011, a comparative schedule of operations of the City's Municipal Pension Fund for Fiscal Years 2003 through 2012 and a description of the derivatives and other financial contracts utilized by the Pension Board, among other items, are contained in the CAFR for the City's Fiscal Year ended June 30, 2012, included as APPENDIX C to this Official Statement.

The City's actuarial report dated March 29, 2013, for the period ending July 1, 2012 (the "2012 Actuarial Report"), which sets forth further information regarding the City's pension obligations, including projections of assets and liabilities in the Municipal Pension Fund and future City contributions, is available on the City's Investor Website. See "DISCUSSION OF FINANCIAL OPERATIONS-Current City Practices." The 2012 Actuarial Report is not incorporated into this Official Statement by reference. The 2012 Actuarial Report was prepared by Cheiron, McLean, Virginia (the "Actuary"). The City has not prepared the projections or actuarial assessments set forth in the 2012 Actuarial Report but has reviewed the information set forth in the 2012 Actuarial Report and has no reason to believe that any such information as of its relevant date is inaccurate. **Projections and actuarial assessments are "forward looking" statements and based upon assumptions which may not be fully realized in the future and are subject to change including changes based upon the future experience of the City's Municipal Pension Fund and Municipal Pension Plan.**

Employee Participants and Membership in Municipal Pension Plan

Total membership in the City's Municipal Retirement System increased by 0.2% from July 1, 2011 to July 1, 2012 from 64,349 to 64,485 members, including a decrease of 1.4% in active members from 26,671 to 26,306. Between such dates, annual salaries increased by 0.1% from approximately $1.371 billion to $1.372 billion; average salary per active member increased by 1.5% from $51,414 to $52,162; annual retirement allowances increased by 3.2% from approximately $627.12 million to $646.92 million and the average retirement allowance increased by 1.8% from $18,641 to $18,969.

Non-uniformed represented employees become vested in the Municipal Pension Plan upon the completion of ten years of service or may elect accelerated vesting after five years of service and pay a higher employee contribution; provided that such accelerated vesting is required for exempt employees hired after January 13, 1999. Upon retirement, non-uniformed employees may receive up to 100% of their average final compensation depending upon their years of credited service and the plan in which they participate. Generally, uniformed employees become vested in the Municipal Pension Plan upon the completion of ten years of service. Upon retirement, uniformed employees may receive up to 100% of their average final compensation depending upon their years of credited service and the plan in which they participate. City employees participate in arrangements set forth under one of three municipal pensions programs known as Plan 67, Plan 87 and Plan 10, depending, primarily, on such employee's date of hire. The retirement age differs for Plan 67 (age 55) and Plan 87 and Plan 10 (age 60) for non-uniformed employees and also for Plan 67 (age 45) and Plan 87 and Plan 10 (age 50) for uniformed employees.

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Police employees hired on or after January 1, 2010 and Fire employees hired after October 15, 2010 have the option to participate in Plan 10, which has a defined benefit plan with a different benefit calculation formula and eligibility and vesting rules and a defined contribution plan with eligibility for City matching contributions, or enter Plan 87 but with an increased employee contribution rate of 6.0% of pay instead of 5.0%. Represented employees of the Sheriff's Office hired after January 1, 2012 have the option to participate in municipal Plan 10, which also has a defined benefit plan with a different benefit calculation formula and eligibility and vesting rules and a defined contribution plan with eligibility for City matching contributions, or enter Plan 87 but with an increased employee contribution rate of 50% of normal cost instead of 30% of normal cost. Represented employees of the Register of Wills hired after June 21, 2011 are required to participate in municipal Plan 10. See also "Overview of Current Labor Situation."

All City employees participate in the U.S. Social Security retirement system except for Police and Fire employees.

Certain membership information relating to the City's municipal retirement system provided by the Pension Board is set forth in Appendix A to the 2012 Actuarial Report and includes as of July 1, 2012, among other information, active and non-active member data by plan, age/service distribution for active participants and average salary for all plans, and age and benefit distributions for non-active member data. See also Appendix D to the 2012 Actuarial Report for a summary of the provisions of Plan 67 and Plan 87 including, among other things, plan provisions regarding: participation, credited service, compensation, employee contributions, service requirements, early retirement, deferred vested retirements, withdrawal benefit, service-connected and ordinary death and disability, survivor benefits, service-connected health care benefit and deferred retirement option plan (DROP).

Investments

The allocation of assets in the Municipal Pension Fund as of April 30, 2013 as well as the target allocation is set forth below:

Table 17
Asset Allocation as of April 30, 2013

	Domestic Equity	Non-US Equity	Total Fixed Income	Private Equity	Hedge Funds	Real Assets	Cash & Other
Current Allocation	27.5%	18.5%	27.2%	11.3%	6.4%	4.6%	4.4%
Target Allocation	20.0%	20.0%	21.0%	17.0%	12.0%	8.0%	2.0%

Source: Current Allocation – J.P. Morgan
Target Allocation – Approved by Board of Trustees October 2012.
Totals may not add due to rounding.

The Pension Board's investment policy provides, in part:

- The overall investment objectives and goals should be achieved by use of a diversified portfolio, with safety of principal a primary emphasis. The portfolio policy should employ flexibility by prudent diversification into various asset classes based upon the relative expected risk-reward relationship of the asset classes and the expected correlation of their returns.

- The Fund seeks an annual total rate of return of not less than 7.95% over a full market cycle with a standard deviation of 12.7% as of November 2012. It is anticipated that this return standard should enable the Fund to meet its actuarially assumed earnings projections (currently 7.95%) over a market cycle. Accordingly, the Fund's investment program will pursue its aforestated total rate of return by a combination of income and appreciation, relying upon neither exclusively in evaluating a prospective investment for the Fund. Any exceptions, an investment made solely for income with no prospect of appreciation or an investment made solely for appreciation prospects with no income contribution, will be made only upon recommendation of the Fund's Investment Committee and approval by a majority of the Pension Board.

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The following table sets forth for the City's Fiscal Years 2003-2012 the market value of assets internal rate of return and actuarial value of assets internal rate of return experienced by the Municipal Pension Fund, and the assumed rate of return. The 5-year and 10-year arithmetic average returns as of June 30, 2012 were 1.80% and 6.56%, respectively on a market value basis.

Table 18
Municipal Pension Fund
Annual Rates of Return

Year Ending June 30,	Market Value	Actuarial Value*	Assumed Rate of Return
2003	1.8%	-2.2%	9.00%
2004	16.6	4.6	9.00
2005	9.9	1.8	9.00
2006	11.3	6.1	8.75
2007	17.0	10.7	8.75
2008	-4.5	10.1	8.75
2009	-19.9	-9.3	8.75
2010	13.8	12.9	8.25
2011	19.4	9.9	8.15
2012	0.2	2.4	8.10

Source: 2012 Actuarial Report for Market and Actuarial Value annual rates of return; annual Actuarial Valuation Reports prepared by Mercer for Fiscal Years 2003-2006 and Cheiron for Fiscal Years 2007-2012 for Assumed Rates of Return.

* Net of Pension Adjustment Fund (PAF). See "*Pension Adjustment Fund*" below.

The following table sets forth as of the July 1st actuarial valuation date for the years 2003-2012 the actuarial and market value of assets in the Municipal Pension Fund and the actuarial value as a percentage of market value.

Table 19
Asset Smoothed Value of Assets vs. Market Value of Net Assets
(Amounts in Millions of USD)

Actuarial Valuation Date	Actuarial Value of Assets(1)	Market Value of Net Assets(2)	Actuarial Value as a Percentage of Market Value
7/1/2003	$ 4,548.1	$ 3,790.1	120.0%
7/1/2004	4,333.1	3,972.4	109.1
7/1/2005	4,159.5	4,100.6	101.4
7/1/2006	4,168.5	4,315.6	96.6
7/1/2007	4,421.7	4,850.9	91.2
7/1/2008	4,623.6	4,383.5	105.5
7/1/2009	4,042.1	3,368.4	120.0
7/1/2010(3)	4,380.9	3,650.7	120.0
7/1/2011(3)	4,719.1	4,259.2	110.8
7/1/2012(3)	4,716.8	4,151.8	113.6

Source: 2012 Actuarial Report for Actuarial Value of Assets; 2003-2012 Actuarial Reports for Market Value of Net Assets

(1) The Actuarial Value of Assets is calculated through use of an asset smoothing method. See "Funded Status of the Municipal Pension Fund" below regarding changes made to the asset smoothing method in response to the 2008/2009 market decline.

(2) The Market Value of Net Assets excludes the Pension Adjustment Fund which as of July 1, 2012 equaled $988,497.

(3) The July 1, 2010 actuarial and market values of assets include the $150 million deferred contribution from Fiscal Year 2010, and the July 1, 2011 and July 1, 2012 actuarial and market values of assets include the total deferred contribution of $230 million.

The 2012 Actuarial Report notes that regardless of whether the Municipal Pension Fund achieves the assumed long-term rate of return of 7.95%, the funding ratio can be adversely impacted by volatile returns year by year. The 2012 Actuarial Report further notes that this component of funding risks is driven by negative cash flows

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(where benefit payments and expenses are greater than contributions) and that when a mature fund (such as the Municipal Pension Fund) pays out more than it receives in a year and returns are below the assumed rate of return, the assets that get paid out of the fund are no longer available in the fund during subsequent years of market recovery. The 2012 Actuarial Report includes projections with respect to the Municipal Pension Fund based upon assumed consistent annual returns of 7.95% each year and assumed varying returns that average 7.95%. See also *"Cash Flows of the Municipal Pension Fund"* below.

Cash Flows of the Municipal Pension Fund

The following table sets forth for the City's Fiscal Years 2008-2012, the cash inflows, including employee contributions, City contributions, investment earnings and miscellaneous income, and cash outflows, including benefit payments and administration expenses for the Municipal Pension Fund. Debt service payments on the Pension Related Bonds (defined below) are made from the City's General Fund and not made from the Municipal Pension Fund.

Table 20
Cash Flow of the Municipal Pension Fund
Fiscal Years 2008-2012
(Amount in Thousands of USD)

	2008	2009	2010	2011	2012
Beginning Net Assets (Market Value)[1]	$ 4,899,355.1	$4,424,075.3	$3,375,767.1	$3,501,602.1	$4,030,215.9
Cash Inflows					
- Member Contributions	51,690.2	54,022.6	51,569.9	52,705.6	49,978.7
- City Contributions[2][3]	426,934.5	455,389.0	312,556.3	470,154.8	556,031.7
- Investment Income[4]	(224,906.4)	(849,377.7)	455,792.6	699,847.9	8,394.1
- Miscellaneous Income[5]	8,468.0	(13,887.5)	(1,367.6)	991.7	(636.4)
Total	$ 262,186.3	$ (353,853.6)	$ 818,551.2	$1,223,700.0	$ 613,768.0
Cash Outflow					
- Benefits and Refunds	(729,860.8)	(685,872.9)	(684,642.0)	(687,033.5)	(712,684.5)
- Administration	(7,605.3)	(8,581.8)	(8,074.1)	(8,052.7)	(8,482.6)
Total	$ (737,466.1)	$ (694,454.7)	$ (692,716.2)	$ (695,086.2)	$ (721,167.1)
Ending Net Assets (Market Value)[6]	$ 4,424,075.3	$3,375,767.1	$3,501,602.1	$4,030,215.9	$ 3,922,816.8

Source: 2008-2012 Actuarial Valuation Reports. Table may not add due to rounding.

(1) Includes the Pension Adjustment Fund which is not available for funding purposes.

(2) City Contributions include pension contributions from the Commonwealth which were in the amounts of $59.6 million, $59.6 million, $59.2 million, $61.8 million and $87.6 million for the City's 2008-2012 Fiscal Years, respectively.

(3) City contributions are the actual contributions for Fiscal Year 2010 and Fiscal Year 2011 which do not include deferred amounts of $150 million and $80 million, respectively.

(4) Investment income is shown net of fees and expenses.

(5) Miscellaneous income includes securities lending and other miscellaneous revenues.

(6) For Fiscal Year 2010, does not include the $150 million contribution receivable and for Fiscal Years 2011 and 2012 does not include the $230 million total contribution receivable that was paid back in October 2012.

Funded Status of the Municipal Pension Fund

Based on the 2012 Actuarial Report, the UAAL was $5.083 billion which equals a funding ratio of approximately 48.1% and a UAAL as a percentage of covered payroll of approximately 370%, each based on actuarial assets of $4.717 billion. The market value of the net assets in the Municipal Pension Fund was $4.152 billion as of July 1, 2012, and the funding ratio based on such market value was approximately 42.4%. As of April 30, 2013, the market value of net assets in the Municipal Pension Fund was approximately $4.6 billion (subject to reporting lag times for certain categories of investment; private equity is reflected as of September 30, 2012, real estate as of December 31, 2012 and hedge funds as of March 31, 2013).

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The amortization of the UAAL was determined in accordance with the provisions of the Pennsylvania Municipal Pension Plan Funding Standard and Recovery Act, 1984 ("Act 205"), as amended from time to time. Any increase or decrease in unfunded liabilities is amortized according to Act 205. Effective for the July 1, 2009 valuation, which defines the City's contribution obligation for the Fiscal Year ending on June 30, 2010, and subsequent valuations, which define the City's contribution obligation in subsequent fiscal years, and as further described below, the unfunded liability may be amortized over a fixed 30 year period as a level dollar amount pursuant to Act 44 which amends Act 205 to provide specific funding relief for the City.

As part of Act 44, which provided for a new method of determining municipal distress levels and alternative funding relief in response to the 2008/2009 market decline, the City adopted the fresh start amortization alternative of 30 years (previously 20 years remaining) and lowered the assumed rate of interest for funding valuation purposes from 8.75% to 8.25%. Along with these changes the asset smoothing method was changed from a five year period to a ten year period with the additional requirement that the actuarial asset value is not more than 120% nor less than 80% of the market value of assets. Additionally, the legislation allowed the City to defer a portion of its minimum municipal obligation payment in the amount of $150 million in Fiscal Year 2010 and $80 million in Fiscal Year 2011 to be paid (including interest due annually as accrued on the outstanding deferral) over the period ending in Fiscal Year 2014; $106 million was budgeted to be paid back in Fiscal Year 2013 with the balance of $124 million in Fiscal Year 2014. The City has applied the proceeds of certain bonds issued in October 2012, together with other available amounts, to repay the Municipal Pension Fund the entire outstanding $230.0 million of the deferred minimum municipal obligation payment and $5.6 million of interest due on such deferred contributions. The change in amortization period and the partial deferral were approved by the Pennsylvania General Assembly as part of Act 44.

On October 28, 2010, the Pension Board voted to further lower the Municipal Pension Fund's annual earnings assumption from 8.25% to 8.15%. In February of 2012, the Board of Pensions voted to lower the Municipal Pension Fund's annual earnings assumption from 8.15% to 8.10%. In March of 2013, the Board of Pensions voted to lower the Municipal Pension Fund's annual earnings assumption from 8.10% to 7.95%.

The following two tables set forth as of the July 1st actuarial valuation date for the years 2003-2012, the asset value, the actuarial accrued liability, the UAAL, the funded ratio, covered payroll and UAAL as a percentage of covered payroll for the Municipal Pension Fund on actuarial and market value bases, respectively. The July 1, 2012 valuation results in both tables reflect the Pension Board's decision to decrease the assumed rate of return to 7.95% from 8.10% and a reduction in the age-based salary scale assumption by 0.20% for all ages.

Table 21
Schedule of Funding Progress (Actuarial Value)
(Amount in Millions of USD)

Actuarial Valuation Date	Actuarial Value of Assets[1] (a)	Actuarial Accrued Liability (b)	UAAL (Actuarial Value) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a % of Covered Payroll [(b-a)/c]
7/1/2003	$ 4,548.1	$ 7,188.3	$ 2,640.2	63.3%	$ 1,269.3	208.0%
7/1/2004	4,333.1	7,247.7	2,914.6	59.8	1,266.0	230.2
7/1/2005	4,159.5	7,851.5	3,692.0	53.0	1,270.7	290.5
7/1/2006	4,168.5	8,083.7	3,915.2	51.6	1,319.4	296.7
7/1/2007	4,421.7	8,197.2	3,775.5	53.9	1,351.8	279.3
7/1/2008	4,623.6	8,402.2	3,778.7	55.0	1,456.5	259.4
7/1/2009	4,042.1	8,975.0	4,932.9	45.0	1,463.3	337.1
7/1/2010	4,380.9	9,317.1	4,936.2	47.0	1,421.2	347.3
7/1/2011	4,719.1[2]	9,487.5	4,768.4	49.7	1,371.3	347.7
7/1/2012	4,716.8[2]	9,799.9	5,083.1	48.1	1,372.2	370.4

Source: 2012 Actuarial Report.

(1) The July 1, 2010 Actuarial Value of Assets includes the $150 million deferred contribution from Fiscal Year 2010 and each of the July 1, 2011 and July 1, 2012 Actuarial Value of Assets includes the total deferred contribution of $230 million.

(2) Reflects the assumed rate of return on deferred contributions at the time of the deferral.

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Table 22
Schedule of Funding Progress (Market Value)
(Amount in Millions of USD)

Actuarial Valuation Date	Market Value of Net Assets[1] (a)	Actuarial Accrued Liability (b)	UAAL (Market Value) (b-a)	Funded Ratio (Market Value) (a/b)	Covered Payroll (c)	UAAL as a % of Covered Payroll (Market Value) [(b-a)/c]
7/1/2003	$ 3,790.1	$ 7,188.3	$ 3,398.2	52.7%	$1,269.3	267.7%
7/1/2004	3,972.4	7,247.7	3,275.3	54.8	1,266.0	258.7
7/1/2005	4,100.6	7,851.5	3,750.9	52.2	1,270.7	295.2
7/1/2006	4,315.6	8,083.7	3,768.1	53.4	1,319.4	285.6
7/1/2007	4,850.9	8,197.2	3,346.3	59.2	1,351.8	247.5
7/1/2008	4,383.5	8,402.2	4,018.7	52.2	1,456.5	275.9
7/1/2009	3,368.4	8,975.0	5,606.6	37.5	1,463.3	383.2
7/1/2010	3,650.7	9,317.0	5,666.3	39.2	1,421.2	398.7
7/1/2011	4,259.2	9,487.5	5,228.3	44.9	1,371.3	381.3
7/1/2012	4,151.8	9,799.9	5,648.1	42.4	1,372.2	411.6

Source: 2003-2012 Actuarial Valuation Reports

(1) The July 1, 2010 Market Value of Net Assets includes the $150 million deferred contribution from Fiscal Year 2010 and each of the July 1, 2011 and July 1, 2012 Market Value of Net Assets includes the total deferred contribution of $230 million.

The values of the Actuarial Value of Assets and Market Value of Net Assets included the deferred contributions as a receivable in accordance with Act 205 for valuation purposes so the Municipal Pension Fund did not increase due to the City's repayment of the $230 million of deferred contributions in October 2012.

Annual Required Contributions

The following table sets forth for the City's Fiscal Years 2003-2012, information related to the City's annual pension contributions including, among other information, the MMO, the ARC for the Municipal Pension Fund, the percentage of the ARC contributed, General Fund total expenditures, and each of the MMO and the ARC as a percentage of General Fund total expenditures. The ARC is the annual amount to be funded in accordance with the Municipal Pension Fund funding policy adopted by the Pension Board (the "Pension Board Funding Policy"). The City is not required under law or pursuant to contract to contribute to the Municipal Pension Plan in accordance with the Pension Board Funding Policy. Since 2004, the City has been making contributions to the Municipal Pension Fund based primarily upon the MMO rather than the Pension Board Funding Policy. See "*Comparison of State Law (MMO) and Pension Board Funding Policy Funding Methods*" below.

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Table 23
Annual City Contribution Status for the Municipal Pension Fund
(Amount in Millions of USD)

Fiscal Year	MMO	ARC	All City Funds Total Actual Contribution[1]	Percentage of ARC Contributed	General Fund Contribution	Commonwealth Contribution	City Interfund Transfers[2]	Total General Fund Expenditures	MMO as % of Total General Fund Expenditures	ARC as % of Total General Fund Expenditures
2003	$142.4	$195.5	$179.8	91.9%	$114.9	$40.3	$24.6	$3,153.18	4.5%	6.2%
2004	195.8	253.8	193.1	76.1	124.2	42.8	26.1	3,248.18	6.0	7.8
2005	294.0	358.1	309.0	86.3	224.2	49.8	35.0	3,386.34	8.7	10.6
2006	306.9	395.0	331.8	84.0	231.2	57.3	43.3	3,426.05	9.0	11.5
2007	400.3	527.9	432.3	81.9	317.5	57.7	57.1	3,736.66	10.7	14.1
2008	412.4	536.9	426.9	79.5	305.5	59.6	61.8	3,919.84	10.5	13.7
2009	438.5	539.5	455.4	84.4	332.1	59.6	63.7	3,915.29	11.2	13.8
2010	447.4	581.1	312.6	53.8[3]	204.0	59.2	49.3	3,653.73	12.2	15.9
2011	511.0	715.5	470.2	65.7[3]	343.4	61.8	65.0	3,785.29	13.5	18.9
2012	507.0	722.5	556.0	77.0	376.9	95.0	84.1	3,484.88[4]	14.5	20.7

Source: 2003-2012 Actuarial Valuation Reports and the City.

(1) Includes amounts shown under Commonwealth Contribution and City Interfund Transfers columns. Does not include debt service on the 1999 Pension Obligation Bonds and certain debt incurred to refinance existing pension deferral repayment obligations (outstanding together in the aggregate principal amount of $1,294,825,350 on June 30, 2013). See also "Pension Obligation Bonds" and "Funded Status of the Municipal Pension Fund."

(2) Represents amounts contributed, or reimbursed, to the City's General Fund for pensions from the City's Water Operating Fund, Aviation Operating Fund and certain other City funds or agencies.

(3) Reflects the actual contributions contributed for Fiscal Year 2010 and Fiscal Year 2011 which does not include the deferred contributions authorized pursuant to Act 44. See "Funded Status of the Municipal Pension Fund" above for a discussion of pension contribution deferrals authorized pursuant to Act 44.

(4) In Fiscal Year 2012, reimbursed costs and corresponding revenues for services provided by the Department of Human Services of approximately $495.1 million were moved from the General Fund to the Grants Revenue Fund.

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For Fiscal Year 2013, the City's All City Funds Total Actual Contribution to the Municipal Pension Fund (determined on a similar basis to the corresponding column in Table 23) was approximately $513 million. Such contribution was intended to equal at least the MMO for Fiscal Year 2013 of $492 million.

The amounts of Commonwealth Contributions and City Interfund transfers for pensions do not affect the MMO requirement, but can be and are counted toward the City's contribution to the MMO.

Comparison of State Law (MMO) and Pension Board Funding Policy Funding Methods

Pennsylvania state law (Act 205) and the Pension Board Funding Policy result in different contribution amounts based upon two different sets of rules for determining how the UAAL is funded. The state law method defines the MMO which is the City's minimum required contribution under Pennsylvania state law. A second method operates in accordance with the Pension Board Funding Policy which predates the Act 205 requirements and calls for contributions that are greater than the MMO until the Municipal Pension Fund's initial July 1, 1985 unfunded actuarial accrued liability is fully funded. Since 2004, the City has been making contributions to the Municipal Pension Fund based primarily upon the MMO rather than the Pension Board Funding Policy due to fiscal constraints while adhering to the requirements of state law. The City's Twenty-Second Five-Year Plan projects continued funding based upon the MMO level rather than the Pension Board Funding Policy level also due to fiscal constraints while adhering to the requirements of state law. Under both funding methods there are two components: the normal cost and the amortized UAAL. The amortization periods related to the UAAL are different under the MMO and the Pension Board Funding Policy. Due to the contribution deferrals in the City's Fiscal Years ended June 30, 2010 and June 30, 2011 pursuant to Act 44, there is an additional component to the MMO to include interest on deferred contributions and to repay these contributions beginning in the City's Fiscal Year ending June 30, 2013. The City repaid such deferred contributions and accrued interest thereon with proceeds of certain bonds issued in October 2012, together with certain other available amounts. Certain differences between the MMO and the Pension Board Funding Policy are:

- The Pension Board Funding Policy amortizes the initial July 1, 1985 unfunded actuarial accrued liability over 34 years. Act 44 allowed for the amortization of the entire unfunded actuarial accrued liability as of July 1, 2009 to be "fresh started" over a 30-year period for MMO purposes.
- The normal cost portion of the Pension Board Funding Policy payment is based on actual fiscal year payroll, whereas the MMO is based on the prior year's estimated payroll for that year.
- Interest does not accumulate on the MMO, as long as the payment is made by the end of the fiscal year.
- Both the Pension Board Funding Policy and the MMO utilize valuation results developed in the previous year (e.g., the July 1, 2012 valuation report determined contribution amounts for Fiscal Year 2013). However, no interest is added to the MMO for this delay.
- The MMO reflects amortization of prior years' City contributions above past MMOs as actuarial gains.
- Starting with Fiscal Years 2007-2008, the MMO recognized actuarial gains and losses every other year. Beginning with Fiscal Year 2012, gains and losses are recognized annually. The Pension Board Funding Policy recognizes actuarial gains and losses on an annual basis.

Annual Pension Cost and Net Pension Obligation

The following table sets forth for the City's Fiscal Years 2003-2012, the calculation of the annual pension cost and the Net Pension Obligation ("NPO") (or Net Pension Asset) for the Municipal Pension Fund. The NPO is the accumulated value of contribution deficiencies (or excesses) over required contributions between the annual pension cost and the employer's contribution. The annual pension cost is equal to the ARC, one year's interest on the NPO and an adjustment to the ARC to offset, approximately, the amount included in the ARC for amortization of past contribution deficiencies. See also "*Pension Obligation Bonds*" regarding the impact on the NPO (Net Pension Asset) due to the City's financing in Fiscal Year 1999 of a lump-sum contribution to the Municipal Pension Fund.

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Table 24
Calculation of Annual Pension Cost
(Amounts in Thousands of USD)

	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
ARC	$195,514	$253,844	$358,141	$394,950	$527,925	$536,874	$539,464	$581,123	$715,544	$722,491
Interest on NPO	(103,330)	(98,392)	(90,448)	(82,068)	(71,541)	(60,685)	(48,957)	(39,899)	(14,155)	6,521
Adjustment to ARC	142,446	135,638	124,687	113,135	99,953	84,785	68,399	55,744	20,353	(9,435)
Annual Pension Cost	$234,630	$291,090	$392,380	$426,017	$556,337	$560,974	$558,906	$596,968	$721,742	$719,577
Contributions	179,757	202,827	299,266	331,765	432,267	426,934	455,389	312,556	470,155	555,690
Increase in NPO	$54,873	$88,263	$93,114	$94,252	$124,069	$134,040	$103,517	$284,412	$251,587	$163,887
NPO at beginning of the year	(1,148,116)	(1,093,243)	(1,004,980)	(911,866)	(817,614)	(693,545)	(559,505)	(455,987)	(171,575)	80,012
NPO at end of the year	$(1,093,243)	$(1,004,980)	$(911,866)	$(817,614)	$(693,545)	$(559,505)	$(455,987)	$(171,575)	$80,012	$243,898
Interest Rate	9.00%	9.00%	9.00%	9.00%	8.75%	8.75%	8.75%	8.75%	8.25%	8.15%

Source: 2012 Actuarial Report.

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Pension Obligation Bonds

In Fiscal Year 1999, PAID issued $1.3 billion in pension funding bonds (the "1999 Pension Obligation Bonds") and in Fiscal Year 2013 issued the 2012 Service Agreement Revenue Refunding Bonds (hereinafter defined, and together with the 1999 Pension Obligation Bonds, the "Pension Related Bonds"), all on behalf of the City. The Pension Related Bonds are special, limited obligations of PAID and are secured by payments to be made by the City pursuant to service agreements. The City's service agreement payments with respect to the Pension Related Bonds are made from the City's General Fund. The City's payment obligations with respect to the Pension Related Bonds are not included within either the ARC or the MMO. Substantially all the net proceeds of the 1999 Pension Related Bonds were contributed, with other City funds, to make a contribution in Fiscal Year 1999 to the Municipal Pension Fund in the amount of approximately $1.506 billion. Consequently, this contribution resulted in an increase in the City's net pension asset by approximately $1.249 billion during Fiscal Year 1999. See Table 24 above for information regarding changes in the City's net pension obligations/(net pension assets) for Fiscal Years 2003 through 2012. See Section IV in the 2012 Actuarial Report for Pension Related Bond debt service shown allocated among the City's municipal, police and fire divisions. The 2012 Service Agreement Revenue Refunding Bonds refunded a portion of the 1999 Pension Obligation Bonds and financed a deposit of approximately $22.7 million to the Municipal Pension Fund from the refunding savings.

Pension Adjustment Fund

Pursuant to §22-311 of the Philadelphia Code, the Pension Board has established a Pension Adjustment Fund (the "PAF"). In general, the PAF provides for additional benefit distributions to retirees and beneficiaries through the use of excess earnings of the Municipal Pension Fund. Benefit distributions may include a lump-sum bonus payment, monthly pension increases, ad-hoc cost of living adjustments, or other increases determined by the Pension Board. Each fiscal year, the Pension Board shall determine whether there are excess earnings available to be credited to the PAF. Excess earnings that may be transferred to the PAF are limited to 50% of the earnings in excess of a rate equal to the sum of the assumed rate of investment return for the Municipal Pension Fund (currently 7.95%) plus 1.0% and are limited to 2.5%. Currently, 50% of earnings in excess of 8.95% up to 13.95% would be subject to being credited to the PAF. The determination of whether excess earnings exist is based upon an adjusted market value of assets which uses a 5-year smoothing of gains and losses. The market value of assets in the PAF as of July 1, 2012 was $988,497.

Projections of Funded Status

The following table shows the projected future funding status of the Municipal Pension Fund, including the actuarially determined contribution, the actuarial value of assets, the actuarial accrued liability, UAAL and funded ratio. The Actuary notes in the 2012 Actuarial Report certain assumptions upon which the following projections are based. Included among such assumptions are: (i) the rates of return for the Municipal Pension Fund over the projection period will equal 7.95% annually, (ii) MMO contributions will be made each year, and (iii) the provisions of Act 205 as amended by Act 44 will remain in force during the projection period without consideration of the sunset provisions. See "*Actuarial Methods and Assumptions*" below and the 2012 Actuarial Report for a further discussion of the assumptions and methodologies used by the Actuary in preparing the 2012 Actuarial Report and the following projections. **Projections and actuarial assessments are "forward looking" statements and based upon assumptions which may not be fully realized in the future and are subject to change, including changes based upon the future experience of the City's Municipal Pension Fund and Municipal Pension Plan.**

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Table 25
Prospective Funded Status of the Municipal Pension Fund[1]
(Amounts in Millions of USD)

Fiscal Year	Actuarially Determined Contribution	Actuarial Value of Assets	Actuarial Accrued Liability	UAAL	Funded Ratio
2013	$ 523.4	$ 4,631.5	$ 9,842.9	$ 5,211.4	47.1%
2014	544.3	4,564.0	9,885.9	5,321.9	46.2%
2015	564.8	4,518.5	9,926.7	5,408.2	45.5%
2016	584.1	4,487.5	9,963.4	5,475.9	45.0%
2017	602.8	4,537.8	10,062.8	5,525.0	45.1%
2018	620.8	4,608.4	10,163.1	5,554.7	45.3%

Source: The Actuary.
[1] Values for actuarially determined contributions represent the MMO and do not reflect interest or principal amounts related to the deferred contribution of $230 million repaid in Fiscal Year 2013.

The 2012 Actuarial Report sets forth certain projections of the funded ratio of the Municipal Pension Fund to 2032. Such projections from the 2012 Actuarial Report indicate that funding at the MMO level, based on current assumptions and methods, will result in a slow improvement of funding after the full impact of the 2008/2009 investment losses are fully realized. Assuming varying returns on Municipal Pension Fund assets that average 7.95% annually, were the City to make annual contributions at the MMO level, the 2012 Actuarial Report projects that the Municipal Pension Fund's actuarial funded ratio would be at approximately 49% in 2023 and increase to 53% and 64% in 2028 and 2032, respectively. Based on the 2012 Actuarial Report, maintaining contributions at the MMO level would have the effect of increasing the Municipal Pension Fund's funded ratio at a slower rate, and to lower levels, than would be achieved were the City to make annual contributions in accordance with the Pension Board Funding Policy over the same projection period to 2032. No assurances can be given that the above-described projections set forth in the 2012 Actuarial Report will be realized or that actual results will not differ materially from such projections.

The 2012 Actuarial Report states with respect to the funded status of the Municipal Pension Fund that, "This historic trend emphasizing the relatively low funded status highlights the potential risk of insolvency, if contributions coupled with more stable and favorable investment returns relative to the long-term assumption are not realized in the near future." On June 24, 2013, the Actuary provided a written response (the "June 2013 Response") to a request from the City to provide more detail regarding this statement in which the Actuary states that all retirement systems are subject to solvency risk if there is an interruption of, or limitation on sufficient cash flows into a fund (i.e., contributions and investment income) and assets held by a fund to make cash flow payments out (i.e., benefits and expenses). The Actuary further states therein that "Because of the current funded status of the plan [i.e., the Municipal Pension Fund] (42.4% on a market asset value) and the relatively high portion of benefit payments to market asset value (15.6%), we believe it is appropriate to identify insolvency as a risk." The Actuary then notes certain factors specific to the Municipal Pension Fund that eliminate much of the risk of insolvency:

- "[s]tatutory required contributions under Act 205 with very significant cash incentives to preclude the City from failing to meet the [MMO] – in other words as long as the City makes [its] MMO there is no solvency risk";
- the continuous and gradual decrease of the discount rate resulting in higher required MMO amounts which the Actuary states has two impacts: lowering the long-term expected return on Municipal Pension Fund assets that has to be achieved and increasing the contribution from the City to offset the benefit payout cash flow; and
- "[t]he long history of the City contributing at least the MMO and for many years (until 2004) contributing in excess of the MMO."

The June 2013 Response concludes by providing that as long as the City continues to make its MMO payments, the Municipal Pension Fund "should remain solvent and capable of making the benefit payments called for under the [City's Municipal] Retirement System."

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Actuarial Methods and Assumptions

The following is a summary of certain actuarial assumptions and methods utilized by the Actuary for the Municipal Pension Fund:

- The Entry Age Normal actuarial funding method is used for active employees whereby the normal cost is computed as the level annual percentage of pay required to fund the retirement benefits between each member's date of hire and assumed retirement;
- The Municipal Pension Fund's UAAL as of July 1, 2009 was "fresh started" to be amortized over 30 years in level dollars;
- All future amortization periods will follow the Pension Board Funding Policy whereby actuarial gains and losses will be amortized over 20 years and assumption changes will be amortized over 15 years;
- The actuarial value of assets is determined using an adjusted market value recognizing investment gains or losses prior to July 1, 2009 over a five-year period, and beginning July 1, 2009, investment gains and losses are recognized over a 10-year period with adjustments so that the actuarial value of assets remains between 80% and 120% of market value (net of the PAF);
- Investment returns are assumed at 7.95% compounded annually, net of expenses;
- Total annual payroll growth is assumed to be 3.3% per year;
- Other than those provided from time to time by the PAF, there are no other post-retirement benefit increases; and
- Annual expected administrative expenses are expected to increase by 3.3% per year.

The Actuary's assumptions and methods are summarized in greater detail within Appendix C of the 2012 Actuarial Report and address, among other things, rates of termination, disability, mortality and retirement and family composition assumptions.

Other Post-Employment Benefits

The City self-administers a single employer, defined benefit plan and provides health care for five years subsequent to separation for eligible retirees who participate in the City Administered Plan. Eligible represented employees receive five years of coverage through their union's health fund. The City's funding obligation for such benefits is the same as for active employees. Certain union represented employees may defer their coverage until a later date. For some groups, the amount that the City pays for their health care is limited to the amount that the City would have paid at the date of their retirement, but for police and fire retirees, the City pays the cost of five years of coverage when the employee receives the benefits. The City also provides lifetime insurance coverage for all eligible retirees. Firefighters are entitled to $7,500 coverage and all other employees receive $6,000 in coverage.

The City funds its retiree benefits on a pay-as-you-go basis. To provide health care coverage, the City pays a negotiated monthly premium for retirees covered by union contracts (other than police) and is self-insured for nonunion employees and union police employees.

The City's annual other post-employment benefit ("OPEB") expense is calculated based on the annual required contribution of the employer ("ARC"), an amount actuarially determined in accordance with the parameters of Governmental Accounting Standards Board Statement No. 45. The ARC represents a level of funding, which if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial liabilities over a period not to exceed thirty (30) years.

For Fiscal Year 2012, the City's ARC was $105.369 million and it contributed $76.344 million for OPEB expense; its net OPEB obligation for Fiscal Year 2012 was $109.019 million. As of July 1, 2012, the City's unfunded actuarial accrued liability for benefits was $1.2 billion.

Further information on the City's annual OPEB expense and net OPEB obligation for Fiscal Years 2010, 2011 and 2012 and the funded status of the OPEB benefits is contained in the Fiscal Year 2012 CAFR.

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PGW Pension Plan

General

The City sponsors the Philadelphia Gas Works Pension Plan (the "PGW Pension Plan"), a single employer defined benefit plan, to provide pension benefits for all of PGW's employees and other eligible class employees of PFMC and the Philadelphia Gas Commission. As plan sponsor, the City, through its General Fund, could be responsible for plan liabilities if the PGW Pension Plan does not satisfy its payment obligations to PGW retirees. If a sale of PGW were to take place, it is expected that the PGW Pension Plan would be fully funded through sale proceeds.

Covered employees hired prior to May 21, 2011 (union employees) or prior to December 21, 2011 (non-union employees) are not required to contribute to the PGW Pension Plan. In December 2011, the PGW Pension Plan was amended by ordinance and a new deferred compensation plan was authorized by ordinance as well. Newly hired employees have an irrevocable option to join either a new deferred compensation plan created in accordance with Internal Revenue Code Section 401 or the existing defined benefit plan, modified to include employee contributions not previously required. The deferred compensation plan provides for an employer contribution equal to 5.5% of applicable wages. The defined benefit plan provides for a newly hired employee contribution equal to 6.0% of applicable wages. The amendments to the PGW Pension Plan did not affect the retirement benefits of active employees, current retirees and beneficiaries, or terminated employees entitled to benefits but not yet receiving them. The PGW Pension Plan provides for retirement payments for vested employees at age 65 or earlier under various options. The PGW Pension Plan also provides death and disability benefits. Retirement benefits vest after five years of credited service.

PGW is required by statute to contribute the amounts necessary to fund the PGW Pension Plan. The PGW Pension Plan is being funded with contributions by PGW to the Sinking Fund Commission of the City. Benefit and contribution provisions are established by City ordinance and may be amended only as allowed by City ordinance.

Pension Costs and Funding

Pension costs increased by $1.4 million to $24.0 million in PGW's 2012 fiscal year ended August 31, 2012 as compared to the prior fiscal year due to higher payments to retirees. Beneficiary payments of $40.1 million were made in PGW's 2012 fiscal year. Withdrawals from the pension assets of $16.0 million were utilized to meet these beneficiary payments.

The PGW Pension Plan funding policy provides for periodic employer contributions at actuarially determined rates that, expressed as percentages of annual covered payroll, are sufficient to accumulate assets to pay benefits when due. Actuarial assessments are "forward looking" statements and based upon assumptions which may not be fully realized in the future and are subject to change including changes based upon the future experience of the PGW Pension Plan. Level percentages of payroll employer contribution rates are determined using the Projected Unit Credit actuarial funding method. As of its September 1, 2011 actuarial valuation date, the PGW Pension Plan had an unfunded actuarial accrued liability of $150.241 million and a funded ratio of 73.7% based upon an actuarial value of assets of $421.949 million and an actuarial accrued liability of $572.190 million. The PGW Pension Plan's actuarial asset value is equal to the value of the plan's assets as reported by the City with no adjustments. The actuarial assumptions used for the September 1, 2011 valuation included a rate of return on the investment of present and future assets of 8.15% per year compounded annually. Subsequently, the PGW Pension Plan's assumed rate of return on the investment of pension plan assets was lowered to 7.95%. No assurances can be given that the PGW Pension Plan's assets will achieve the assumed rate of return for any particular time period. As of September 1, 2011, the covered payroll with respect to the PGW Pension Plan was $106.308 million and the UAAL as a percent of covered payroll was 141.3%. The UAAL is being amortized over 20 years.

PGW's annual pension cost is equal to its annual required contribution (ARC). PGW contributed 100% of the ARC for each of its 2010 through 2012 fiscal years in the annual amounts of $23.972 million, $22.597 million and $24.633 million, respectively. PGW had no net pension obligation as of the end of each of such fiscal years. PGW has budgeted $27.159 million for its pension contribution for its fiscal year ended August 31, 2013 which amount is intended to equal the ARC for such fiscal year.

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Additional Information

The City issues a publicly available financial report that includes financial statements and required supplementary information for the PGW Pension Plan. The report is not incorporated into this Official Statement by reference. The report may be obtained by writing to the Office of the Director of Finance of the City.

Further information on the PGW Pension Plan, including with respect to its membership, plan description, funding policy, actuarial assumptions and funded status is contained in the City's Fiscal Year 2012 CAFR.

PGW Other Post-Employment Benefits

PGW provides post-employment healthcare and life insurance benefits to approximately 2,018 participating retirees and their beneficiaries and dependents in PGW's fiscal year ended August 31, 2012. The City, through its General Fund, could be responsible for costs associated with post-employment healthcare and life insurance benefits if PGW fails to satisfy its post-employment benefit obligations to PGW retirees or if PGW is sold to a purchaser and (1) the City retains the post-employment benefit obligation without fully funding the liability through sale proceeds or (2) the post-employment benefit obligation is transferred to a purchaser that subsequently fails to satisfy the benefit obligation.

PGW pays the full cost of medical, basic dental, and prescription coverage for employees who retired prior to December 1, 2001. Employees who retire after December 1, 2001 are provided a choice of three plans at PGW's expense and can elect to pay toward a more expensive plan. PGW pays 100% of the cost for the prescription drug plan after drug co-pays. Union employees hired prior to May 21, 2011 and non-union employees hired prior to December 21, 2011 are entitled to receive lifetime post-retirement medical, prescription, and dental benefits. Employees hired on or after those dates are entitled to receive only five years of post-retirement benefits. Currently, PGW provides for the cost of healthcare and life insurance benefits for retirees and their beneficiaries on a pay-as-you-go-basis.

As part of a July 29, 2010, rate case settlement (the "Rate Settlement"), which provided for the establishment of an irrevocable trust for the deposit of funds derived through a rider from all customer classes to fund OPEB liabilities, PGW established the trust in July 2010 and began funding the trust in accordance with the settlement agreement in September 2010. The Rate Settlement provides that PGW shall deposit $15.0 million annually towards the ARC and an additional $3.5 million annually, which represents a 30-year amortization of the OPEB liability at August 31, 2010. These deposits will be funded primarily through increased rates of $16.0 million granted in the Rate Settlement.

The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal costs each year and amortize any unfunded actuarial liabilities (or funding excesses) over a period of 30 years.

The actuarial accrued liability for PGW's OPEB obligations as of August 31, 2012 was $444.0 million, assuming that PGW will continue to fund its OPEB obligations of $18.5 million per year pursuant to the Rate Settlement on an ongoing basis. The ratio of the unfunded actuarial accrued liability ($405.1 million) for PGW's OPEB obligations to the covered payroll was 381.1% as of August 31, 2012, and the funded ratio of the OPEB trust assets (actuarial value basis) to the actuarial accrued liability was 8.8% as of such date. The valuation was prepared utilizing an 8.0% discount rate for purposes of developing the liabilities and the ARC for PGW's fiscal year ended August 31, 2012. This rate is based on the expected return of the investments of the OPEB trust. Subsequently, the expected rate of return of the investments of the OPEB trust was lowered to 7.95%.

For PGW's fiscal year ended August 31, 2012, PGW's ARC was $47.071 million and it contributed $44.486 million for OPEB expense, consisting of approximately $24.5 million of healthcare expenses, $1.5 million of life insurance expenses, and $18.5 million contributed to the OPEB trust. The net OPEB obligation for PGW's fiscal year ended August 31, 2012 was $111.067 million. PGW has budgeted $38.578 million for its OPEB contribution for its fiscal year ending August 31, 2013, consisting of $18.5 million to meet its OPEB trust funding obligation and $20.078 million to provide for the cost of healthcare and life insurance benefits for retirees and their beneficiaries on a pay-as-you-go basis for such fiscal year.

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Further information on PGW's annual OPEB expense, net OPEB obligation and the funded status of the OPEB benefits related to PGW is contained in the City's Fiscal Year 2012 CAFR.

Purchase of Services

The City accounts for a number of expenditures as purchase of services. The following table presents major purchases of services in the General Fund in Fiscal Years 2007 through 2014.

Table 26
Purchase of Service in the General Fund
Fiscal Years 2007-2014
(Amounts in Millions of USD)

	Actual					Actual [9]	Adopted Budget[10]	Current Estimate[11]	Adopted Budget[12]
	2007	2008	2009	2010	2011	2012	2013	2013	2014
Human Services[1]	495.3	515.3	499.0	465.5	448.2	78.2	69.3	80.3	78.2
Public Health	65.5	65.1	67.9	64.7	66.1	63.0	66.1	62.6	60.9
Public Property[2]	156.3	139.5	142.6	136.2	138.7	139.5	149.0	139.6	141.1
Streets[3]	58.3	58.4	51.0	55.8	51.0	45.7	42.5	40.5	45.7
Sinking Fund - Lease Debt[4]	84.3	85.1	86.1	79.9	87.5	89.7	95.0	91.0	96.7
Legal Services[5]	35.4	37.3	37.3	35.9	36.6	37.3	37.1	38.7	40.1
First Judicial District	24.8	25.6	23.6	23.7	22.9	24.1	13.2	14.1	10.3
Licenses & Inspections[6]	11.4	11.9	9.6	8.2	4.1	7.0	7.1	7.1	7.1
Supportive Housing [7]	31.3	33.9	32.3	31.7	30.2	30.4	31.6	34.6	34.5
Prisons	87.5	93.6	110.7	106.4	106.6	104.0	103.2	105.7	104.2
All Other[8]	101.5	123.0	114.1	103.4	131.0	141.9	154.5	156.5	171.8
Total	1,151.6	1,188.7	1,174.2	1,111.4	1,127.9	760.8	768.6	770.7	790.6

(1) Includes payments for care of dependent and delinquent children.
(2) Includes payments for SEPTA, space rentals, utilities, and telecommunications. In Fiscal Year 2008, the telecommunications division was transferred to the Managing Director – Office of Innovation and Technology ("OIT"). Services purchased for OIT appear in the table under the category "All Other."
(3) Includes solid waste disposal costs.
(4) Includes, among other things, Justice Center, Neighborhood Transformation Initiative and Stadium lease debt.
(5) Includes payments to the Defender Association to provide legal representation for indigents.
(6) Includes payments for demolition in Fiscal Year 2007 through Fiscal Year 2012.
(7) Includes homeless shelter and boarding home payments.
(8) Includes payment for Convention Center Subsidy and Vehicle leasing.
(9) The reduction in Human Services purchases in Fiscal Year 2012 is largely the result of the transfer of the majority of the Department of Human Services revenue and obligations to the Grants Revenue Fund.
(10) From the estimates for the Adopted Fiscal Year 2013 Budget.
(11) From the 6/30/2013 QCMR.
(12) From the estimates for the Adopted Fiscal Year 2014 Budget.

Figures may not add up due to rounding.

City Payments to School District

In each fiscal year since Fiscal Year 1996, the City has made an annual grant of $15 million to the School District. Pursuant to negotiations with the Commonwealth to address the School District's current and future educational and fiscal situation, the Mayor and City Council agreed to provide the School District with an additional annual $20 million beginning in Fiscal Year 2002. In Fiscal Year 2008, the Mayor and City Council agreed to provide an additional $2 million, bringing the total contribution to $37 million. In Fiscal Year 2010, the City made a $38.5 million contribution. In Fiscal Year 2011, the City made a $38.6 million contribution. In Fiscal Year 2012, the City made a contribution of $48.9 million, which included an additional contribution of $10 million over the previous fiscal year. The adopted budget and the current estimate for Fiscal Year 2013 includes a contribution of $48.9 million along with an additional contribution of $20 million (budgeted in City Council) bringing the total

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expected contribution to $68.9 million. The additional contribution was coupled with an increase in the City portion of the property tax rate. The Approved Fiscal Year 2014 Budget includes a contribution of $69.1 million. In addition, beginning in Fiscal Year 2014, the City will forgive annual payment by the School District of $2.0 million for reimbursement of costs of the Office of Property Assessment.

As further described under "REVENUES OF THE CITY-Sales and Use Tax," a 1% sales and use tax has been authorized to finance, among other things, beginning in Fiscal Year 2015 an annual $120 million payment to the School District, subject to certain conditions, and debt service on approximately $50 million of bonds to be issued by the City on behalf of the School District. City Council President Darrell L. Clarke has proposed an alternative to such debt issuance involving the purchase by the City of buildings from the School District funded from the General Fund and has also proposed an alternative allocation of such new 1% sales and use tax. See "REVENUES OF THE CITY-Sales and Use Tax."

Section 696 of the School Code (commonly referred to as "Act 46") imposed on the City a maintenance of effort obligation with respect to the School District. For so long as the School District remains subject to a declaration of "distress" by the Secretary of Education, the City is obligated to continue paying over to the School District each year an amount at least equal to the amount paid over to the School District in the previous year; and is obligated to continue authorizing for the School District a rate of taxation at least equal to the rate of taxation authorized by the City for the School District in the previous year. The School District was declared distressed effective December 22, 2001. See "THE GOVERNMENT OF THE CITY OF PHILADELPHIA - Local Government Agencies - The School District."

See also "REVENUES OF THE CITY-Real Property Taxes" for a discussion of the transition to AVI.

PGW Annual Payments

In order to assist PGW, (i) the City agreed to forgo the $18 million annual payment in Fiscal Year 2004, (ii) for Fiscal Years 2005, 2006, 2007, 2008, 2009 and 2010 the City made a grant to PGW equal to the annual payment received from PGW in such fiscal years. In Fiscal Year 2011, PGW remitted to the City the required annual payment of $18,000,000. The City's Twentieth Five-Year Plan included the PGW annual payment of $18,000,000 to the City's General Fund but discontinued the City's grant back to PGW equal to the annual payment received from PGW for Fiscal Years 2012, 2013, 2014, 2015 and 2016. The City's Twenty-First Five-Year Plan included the PGW annual payment of $18,000,000 to the City's General Fund and discontinued the City's grant back to PGW equal to the annual payment received from PGW for Fiscal Years 2013, 2014, 2015, 2016 and 2017. The City's Twenty-Second Five-Year Plan includes the PGW annual payment of $18,000,000 to the City's General Fund and discontinues the City's grant back to PGW equal to the annual payment received from PGW for Fiscal Years 2014, 2015, 2016, 2017and 2018. The City is considering the sale of PGW to a private entity. See "THE GOVERNMENT OF THE CITY OF PHILADELPHIA-Government Services."

City Payments to SEPTA

The City made operating subsidy payments to SEPTA in Fiscal Years 2008, 2009, 2010 and 2011 of $61.3 million, $62.9 million, $64.2, and $65.9 million, respectively. The actual Fiscal Year 2012 operating subsidy payments to SEPTA was $66.4 million. The current estimate for Fiscal Year 2013 projects operating subsidy payments to SEPTA of $65.3 million. The Twenty-Second Five-Year Plan projects operating subsidy payments to SEPTA of $67.1 million in Fiscal Year 2014 and that the City's contribution to SEPTA will increase to $71.9 million by Fiscal Year 2018.

City Payments to Convention Center Authority

In connection with the financing of the expansion to the Pennsylvania Convention Center and the refinancing of debt for the original Pennsylvania Convention Center construction, the Commonwealth, the City and the Convention Center Authority entered into an operating agreement in 2010, providing for the operation of the Convention Center by the Convention Center Authority and pursuant to which the City agreed to pay the

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Convention Center Authority an annual service fee of $15,000,000 in each Fiscal Year through Fiscal Year 2040 and specified percentages of the City's hotel room rental tax and hospitality promotion tax, subject to certain conditions.

CITY CASH MANAGEMENT AND INVESTMENT POLICIES

General Fund Cash Flow

Because the receipts of General Fund revenues lag behind expenditures during most of each fiscal year, the City issues notes in anticipation of General Fund revenues and makes payments from the Consolidated Cash Account to finance its on-going operations. The City has issued notes in anticipation of the receipt of income by the General Fund in each fiscal year since Fiscal Year 1972 (with a single exception). Each issue was repaid when due, prior to the end of the fiscal year.

The timing imbalance referred to above results from a number of factors, principally the following: (1) real property, business privilege tax and certain other taxes are not due until the latter part of the fiscal year; and (2) the City experiences lags in reimbursement from other governmental entities for expenditures initially made by the City in connection with programs funded by other governments.

The City issued $285 million of Tax and Revenue Anticipation Notes in July 2010. These notes were repaid on June 30, 2011. The City issued Tax and Revenue Anticipation Notes in the amount of $173 million in December 2011 which were repaid in June 2012. The City issued Tax and Revenue Anticipation Notes in the amount of $127 million in December 2012 which matured on June 26, 2013. The City anticipates issuing Tax and Revenue Anticipation Notes in December 2013. The City anticipates selling the notes competitively in an amount to be determined.

Consolidated Cash

The Act of the General Assembly of the Commonwealth of June 25, 1919, P.L. 581, Art. XVII, § 6, gives the City the authority to make temporary inter-fund loans between operating and capital funds.

The Consolidated Cash Account provides for the physical commingling of the cash of all City Funds, except those which, for legal or contractual reasons, cannot be commingled (e.g., the Municipal Pension Fund, sinking funds, sinking fund reserves, funds of PGW, the Water Fund, the Aviation Fund and certain other restricted purpose funds). A separate accounting is maintained for the equity of each member fund in the Consolidated Cash Account. The City manages the Consolidated Cash Account pursuant to the following procedures:

To the extent that any member fund temporarily experiences the equivalent of a cash deficiency, the required advance is made from the Consolidated Cash Account, in the amount necessary to result in a zero balance in the cash equivalent account of the borrowing fund. All subsequent net receipts of a borrowing fund are applied in repayment of the advance.

All advances are made within the budgetary constraints of the borrowing funds. Within the General Fund, this system of inter-fund advances has historically resulted in the temporary use of tax revenues or other operating revenues for capital purposes and the temporary use of capital funds for operating purposes.

Procedures governing the City's cash management operations require the General Fund-related operating fund to borrow initially from the General Fund-related capital fund, and only to the extent there is a deficiency in such fund may the General Fund-related operating fund borrow money from any other funds in the Consolidated Cash Account.

Investment Practices

Cash balances in each of the City's funds are managed to maintain daily liquidity to pay expenses, and make investments that preserve principal while striving to obtain the maximum rate of return. In accordance with the Home Rule Charter, the City Treasurer is the City Official responsible for managing cash collected into the City

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Treasury. The available cash balances in excess of daily expenses are placed in demand accounts, swept into money market mutual funds, or used to make investments directed by professional money managers. These investments are held in segregated trust accounts at a separate financial institution. Cash balances related to Revenue Bonds for Water and Sewer and the Airport are directly deposited and held separately in trust. A Fiscal Agent manages these cash balances per the related bond documents and the investment practice is guided by administrative direction of the City Treasurer per the Investment Committee and the Investment Policy. In addition, certain operating cash deposits (such as Community Behavioral Health, Special Gas/County Liquid and "911" surcharge) of the City are restricted by purpose and required to be segregated into accounts in compliance with Federal or State reporting.

Investment guidelines for the City are embodied in legislation approved by City Council appearing in the Philadelphia City Code, Chapter 19-202. In furtherance of the City, State, and Federal legislative guidelines, the Director of Finance adopted a written Investment Policy (the "Policy") that first went into effect in August 1994 and most recently was revised in January 2011. The Policy supplements other legal requirements and establishes a comprehensive investment policy for the overall administration and effective management of all monetary funds (except the Municipal Pension Fund and PGW Retirement Reserve Fund).

The Policy delineates the authorized investments as approved by City Council Ordinance and the funds to which the Policy applies. The authorized investments include U.S. government securities, U.S. treasuries, U.S. agencies, repurchase agreements, commercial paper, corporate bonds, money market mutual funds, obligations of the Commonwealth, collateralized banker's acceptances and certificates of deposit, and collateralized mortgage obligations and pass-through securities directly issued by a federal agency of the United States, all of investment grade rating or better.

U.S. government treasury and agency securities carry no limitation as to the percent of the total portfolio. Repurchase agreements, money market mutual funds, commercial paper, and corporate bonds are limited to investment of no more than 25% of the total portfolio. Obligations of the Commonwealth and collateralized banker's acceptances and certificates of deposit are limited to no more than 15% of the total portfolio. Collateralized mortgage obligations and pass-through securities directly issued by a federal agency of the United States are limited to no more than 5% of the total portfolio.

U.S. government treasury and agency securities carry no limitation as to the percent of the total portfolio per issuer. Repurchase agreements and money market mutual funds are limited to no more than 10% of the total portfolio per issuer. Commercial paper, corporate bonds, obligations of the Commonwealth, collateralized banker's acceptances and certificates of deposit, and collateralized mortgage obligations and pass-through securities directly issued by a federal agency of the United States are limited to no more than 3% of the total portfolio per issuer.

The Policy also restricts investments to those having a maximum maturity of two years. Daily liquidity is maintained through the use of SEC-registered money market mutual funds with the balance of funds invested by the City or money managers in accordance with the Policy.

The Policy provides for an ad hoc Investment Committee consisting of the Director of Finance and the City Treasurer with ex-officio membership of a representative of each of the principal operating and capital funds, i.e., Water Fund, Aviation Fund, PGW and PMA. The Investment Committee meets quarterly with each of the investment managers to review each manager's performance to date and to plan for the next quarter. Investment managers are given any changes in investment instructions at these meetings. The Investment Committee approves all modifications to the Policy.

The Policy expressly forbids the use of any derivative investment product as well as investments in any security whose yield or market value does not follow the normal swings in interest rates. Examples of these types of securities include, but are not limited to: structured notes, floating rate or inverse floating rate instruments, securities that could result in zero interest accrual if held to maturity, and mortgage derived interest and principal only strips. The City currently makes no investments in derivatives.

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DEBT OF THE CITY

The Constitution of the Commonwealth provides that the authorized debt of the City "may be increased in such amount that the total debt of said City shall not exceed 13.5% of the average of the annual assessed valuations of the taxable realty therein, during the ten years immediately preceding the year in which such increase is made, but said City shall not increase its indebtedness to an amount exceeding 3.0% upon such average assessed valuation of realty, without the consent of the electors thereof at a public election held in such manner as shall be provided by law." It has been judicially determined that bond authorizations once approved by the voters will not be reduced as a result of a subsequent decline in the average assessed value of City property.

The Constitution of the Commonwealth further provides that there shall be excluded from the computation of debt for purposes of the Constitutional debt limit, debt (herein called "self-supporting debt") incurred for revenue-producing capital improvements that may reasonably be expected to yield revenue in excess of operating expenses sufficient to pay interest and sinking fund charges thereon. In the case of general obligation debt, the amount of such self-supporting debt to be so excluded must be determined by the Court of Common Pleas of Philadelphia County upon petition by the City. Self-supporting debt is general obligation debt of the City, with the only distinction from tax-supported debt being that it is not used in the calculation of the Constitutional debt limit. Self-supporting debt has no lien on any particular revenues.

As of August 1, 2013, the Constitutional debt limitation for tax-supported general obligation debt was approximately $1,669,996,000. This amount is based upon a formula of 13.5% of the assessed value of taxable real estate within the City on a 10 year rolling average. The total amount of authorized debt applicable to the debt limit was $1,567,338,000, including $492,909,000 of authorized but unissued debt, leaving a legal debt margin of $102,658,000. The calculation of the legal debt margin is as follows:

Table 27
General Obligation Bonded Debt
August 1, 2013
(Amounts in Thousands)

Authorized, issued and outstanding	$1,435,665
Authorized and unissued	492,909
Total	1,928,574
Less: Self-supporting debt	(353,766)
Less: Serial bonds maturing within a year	(7,470)
Total amount of authorized debt applicable to debt limit	1,567,338
Legal debt limit	1,669,996
Legal debt margin	$ 102,658

As a result of the implementation of the City's Actual Value Initiative, see "REVENUES OF THE CITY−Real Property Taxes," the assessed value of taxable real estate within the City will increase substantially beginning with valuations for 2014. Such increase in assessed valuation along with the change in the methodology for calculating real estate taxes under AVI will increase substantially the Constitutional debt limitation for tax-supported general obligation debt starting in 2015 as the higher valuations are averaged into the formula described above over the following ten years. The increase in such Constitutional debt limitation could be more than approximately $1 billion annually over such ten-year period.

The City is also empowered by statute to issue revenue bonds and, as of July 31 , 2013 had outstanding $1,753,756,000 aggregate principal amount of Water and Wastewater Revenue Bonds, $1,068,885,000 aggregate principal amount of Gas Works Revenue Bonds, and $1,315,455,000 aggregate principal amount of Airport Revenue Bonds. As of the close of business on July 31, 2013, the principal amount of PICA bonds outstanding was $409,280,000.

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Short-Term Debt

The City has issued notes in anticipation of the receipt of income by the General Fund in each fiscal year since Fiscal Year 1972 (with a single exception). Each note issue was repaid when due prior to the end of the fiscal year of issuance. The City issued $127 million of Tax and Revenue Anticipation Notes on December 19, 2012, which matured on June 26, 2013. The City anticipates issuing Tax and Revenue Anticipation Notes in December 2013. The City anticipates selling the notes competitively in an amount to be determined.

Long-Term Debt

The table below presents a synopsis of the bonded debt of the City and its component units as of the date indicated. In addition, for tables setting forth a ten-year historical summary of tax-supported debt of the City and School District and the debt service requirements to maturity of the City's outstanding bonded indebtedness as of June 30, 2012, see the Fiscal Year 2012 CAFR.

Of the total balance of City tax-supported general obligation bonds issued and outstanding on June 30, 2013, approximately 20% is scheduled to mature within five fiscal years and approximately 42% is scheduled to mature within ten fiscal years.

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Table 28
Bonded Debt -- City of Philadelphia and Component Units
as of July 31, 2013
(Amounts in Thousands)

(Unaudited)

General Obligation and PICA bonds		
General Obligation Bonds		$ 1,476,660
PA Intergovernmental Cooperation Authority		409,280
Subtotal: General Obligation and PICA bonds		1,885,940
Other Long-Term Debt-Related Obligations[1]		
Philadelphia Municipal Authority		
Municipal Services Building	$ 13,559	
Criminal Justice Center[2]	106,015	
Juvenile Justice Center	95,355	
Energy Conservation	12,605	227,534
Philadelphia Authority for Industrial Development		
Pension Bonds	1,598,481	
Stadiums	314,115	
Library	7,690	
Cultural and Commercial Corridor	115,825	
One Parkway	41,405	2,077,516
Parking Authority		14,250
Redevelopment Authority		220,045
Subtotal		4,425,285
Revenue bonds		
Water Fund		1,753,756
Aviation Fund		1,315,455
Gas Works		1,068,885
Subtotal: Revenue bonds		4,138,096
Grand total		$ 8,563,381

[1]The principal amount outstanding relating to the PAID 1999 Pension Obligation Bonds, Series B (capital appreciation bonds) and the PMA Municipal Services Building Rental Bonds, Series 1990C (capital appreciation bonds) are reflected as the accreted value thereon as of July 31, 2013.

[2]Includes the Refunded Bonds to be refunded by the 2013 Bonds as described in the forepart of this Official Statement.

Source: Office of Director of Finance

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Table 29
City of Philadelphia
Annual Debt Service on City-Related Long-Term Debt[1]
As of July 31, 2013
(Amounts in Millions of USD)

Fiscal	General Obligation Bonds			Other Long-Term Obligations[2,5]			Total		
Year	Principal	Interest[3]	Total	Principal	Interest[3,4]	Total	Principal	Interest	Total
2014	50.91	70.38	121.29	206.43	141.34	347.77	257.33	211.72	469.06
2015	58.57	73.42	131.98	84.17	143.51	227.68	142.74	216.92	359.66
2016	58.31	70.62	128.92	84.04	139.89	223.93	142.34	210.51	352.86
2017	61.19	67.64	128.82	84.19	139.56	223.74	145.37	207.20	352.57
2018	64.17	64.44	128.61	89.61	138.77	228.38	153.78	203.21	356.99
2019	67.43	61.07	128.50	74.59	138.02	212.60	142.02	199.09	341.11
2020	69.42	57.61	127.03	64.09	137.79	201.88	133.50	195.40	328.91
2021	62.44	54.35	166.79	79.21	122.70	201.91	141.65	177.05	318.70
2022	65.27	51.17	116.44	76.97	124.98	201.95	142.24	176.15	318.39
2023	69.64	47.69	117.33	114.34	87.64	201.98	183.97	135.33	319.30
2024	73.20	43.96	117.15	114.29	87.72	202.01	187.49	131.68	319.17
2025	76.86	40.04	116.90	118.76	83.30	202.05	195.62	123.34	318.96
2026	73.27	36.16	109.43	134.38	66.88	201.26	207.65	103.04	310.69
2027	76.89	32.24	109.13	160.04	43.88	203.92	236.93	76.12	313.05
2028	81.27	28.26	109.53	165.25	34.60	199.85	246.52	62.86	309.38
2029	54.91	24.94	79.85	277.50	17.61	295.11	332.41	42.55	374.96
2030	70.92	21.77	92.69	53.73	7.81	61.53	124.65	29.58	154.23
2031	74.73	18.07	92.79	56.27	5.32	61.58	130.99	23.39	154.38
2032	78.72	14.16	92.87	13.63	3.21	16.84	92.35	17.37	109.72
2033	43.05	10.92	53.97	4.90	2.71	7.61	47.95	13.63	61.58
2034	30.40	8.79	39.18	5.22	2.39	7.61	35.61	11.18	46.79
2035	15.71	7.36	23.07	5.56	2.06	7.61	21.27	9.42	30.68
2036	16.80	6.28	23.07	5.92	1.69	7.61	22.71	7.97	30.68
2037	17.96	5.12	23.07	6.30	1.31	7.61	24.26	6.43	30.68
2038	19.22	3.85	23.07	6.71	0.90	7.61	25.93	4.75	30.68
2039	20.59	2.48	23.07	7.15	0.46	7.61	27.74	2.95	30.68
2040	8.52	1.50	10.02	--	--	--	8.52	1.50	10.02
2041	9.10	0.93	10.02	--	--	--	9.10	0.93	10.02
2042	9.71	0.32	10.02	--	--	--	9.71	0.32	10.02
TOTAL	1,479.10	925.54	2,404.64	2,093.21	1,676.08	3,769.28	3,572.31	2,601.62	6,173.92

[1] Does not include PICA bonds.
[2] Includes PAID, PMA, Parking Authority, and Redevelopment Authority bonds, and includes the Refunded Bonds to be refunded by the 2013 Bonds as described in the forepart of this Official Statement.
[3] Assumes interest rate to be fixed swap rate on hedged variable rate bonds.
[4] Net of capitalized interest on the 2012 Service Agreement Revenue Refunding Bonds.
[5] Fiscal Year 2014 includes payments on debt incurred to refinance existing pension deferral repayment obligations due in such Fiscal Years. See "EXPENDITURES OF THE CITY−Municipal Pension Fund−Funded Status of the Municipal Pension Fund."

Other Long-Term Debt Related Obligations

The City has entered into other contracts and leases to support the issuance of debt by public authorities related to the City pursuant to which the City is required to budget and appropriate tax or other general revenues to satisfy such obligations, as shown on Table 28. The City budgets all other long-term debt-related obligations as a single budget item with the exception of the Parking Authority which has a budget of $1,336,200 for Fiscal Year 2014.

The Hospitals Authority and the State Public School Building Authority have issued bonds on behalf of the Community College of Philadelphia ("CCP"). Under the Community College Act, each community college must

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have a local sponsor, which for CCP is the City. As the local sponsor, the City is obligated to pay up to 50% of the annual capital expenses of CCP, which includes debt service. The remaining 50% is paid by the Commonwealth. Additionally, the City annually appropriates funds for a portion of CCP's operating costs (less tuition and less the Commonwealth's payment). The total payment to CCP in Fiscal Year 2008 was $24,467,924. The amount paid in Fiscal Year 2009 and Fiscal Year 2010 was $26,467,924 each year. The amount paid in Fiscal Year 2011, Fiscal Year 2012 and Fiscal Year 2013 was $25,409,207. The budgeted amount for Fiscal Year 2014 is $26,409,207. This amount represents the portion of operating costs (less student tuition and the Commonwealth payment) and up to half of the annual capital expenses for the year.

PICA Bonds

PICA has previously issued 11 series of bonds. Under the PICA Act, PICA no longer has the authority to issue bonds for new money purposes, but may refund bonds previously issued. Two series remain outstanding: (i) Special Tax Revenue Refunding Bonds (City of Philadelphia Funding Program), Series of 2009 issued in the original aggregate principal amount of $354,925,000, having a final stated maturity date of June 15, 2023 and (ii) Special Tax Revenue Refunding Bonds (City of Philadelphia Funding Program), Series of 2010 in the original principal amount of $206,960,000, having a final stated maturity date of June 15, 2022. As of the close of business on July 31, 2013, the principal amount of PICA bonds outstanding was $409,280,000.

The proceeds of the previous series of bonds issued by PICA were used (a) to make grants to the City to fund its General Fund deficits, to fund the costs of certain City capital projects, to provide other financial assistance to the City to enhance operational productivity, and to defease certain City general obligation bonds, (b) to refund other PICA bonds and (c) to pay costs of issuance.

The PICA Act authorized the City to impose a tax for the sole and exclusive purposes of PICA. In connection with the adoption of the Fiscal Year 1992 budget and the adoption of the first Five-Year Plan, the City reduced the wage, earnings, and net profits taxes on City residents by 1.5% and enacted a new tax of 1.5% on wages, earnings and net profits of City residents (the "PICA Tax"). Proceeds of the PICA Tax are solely the property of PICA. The PICA Tax, collected by the City's Department of Revenue, is deposited in the "Pennsylvania Intergovernmental Cooperation Authority Tax Fund" (the "PICA Tax Fund") of which the State Treasurer is custodian. The PICA Tax Fund is not subject to appropriation by City Council or the General Assembly of the Commonwealth.

The PICA Act authorizes PICA to pledge the PICA Tax to secure its bonds and prohibits the Commonwealth and the City from repealing the PICA Tax or reducing its rate while any PICA bonds are outstanding. PICA bonds are payable from the PICA revenues, including the PICA Tax, pledged to secure PICA's bonds, the Bond Payment Account (as described below) and any debt service reserve fund established for such bonds and have no claim on any revenues of the Commonwealth or the City.

The PICA Act requires that proceeds of the PICA Tax in excess of amounts required for (i) debt service, (ii) replenishment of any debt service reserve fund for bonds issued by PICA, and (iii) certain PICA operating expenses, be deposited in a trust fund established exclusively to benefit the City and designated the "City Account." Amounts in the City Account are required to be remitted to the City not less often than monthly, unless PICA certifies the City's non-compliance with the then-current five-year financial plan.

The PICA Act establishes a "Bond Payment Account" for PICA as a trust fund for the benefit of PICA bondholders and authorizes the creation of a debt service reserve fund for bonds issued by PICA. Since PICA has issued bonds secured by the PICA Tax, the PICA Act requires that the State Treasurer pay the proceeds of the PICA Tax held in the PICA Tax Fund directly to the Bond Payment Account.

The total amount of PICA Tax remitted to PICA by the State Treasurer (which is net of the costs of the State Treasurer in collecting the PICA Tax) for each of the Fiscal Years 2003 through 2012, the Fiscal Year 2013 budget, the current estimate for Fiscal Year 2013 and the Adopted Budget for Fiscal Year 2014 are set forth below.

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Table 30
Summary of PICA Tax Remitted by the State Treasurer to PICA and Net Taxes Remitted by PICA to the City (Amounts in Millions of USD)

Year	PICA Tax	PICA Annual Debt Service and Investment Expenses	Net taxes remitted to the City[1]
2003	281.5	79.2	202.3
2004	285.0	78.9	206.1
2005	300.2	85.9	214.3
2006	309.9	87.1	222.8
2007	327.9	86.0	241.9
2008	341.8	86.4	255.4
2009	348.5	86.4	262.1
2010	343.3	68.9	274.4
2011	358.7	64.9	293.8
2012	357.5	62.3	295.2
2013 (Adopted Budget)[2]	367.8	66.0	301.8
2013 (Current Estimate)[3]	377.7	66.1	311.6
2014 (Adopted Budget)[4]	391.0	65.9	325.1

(1) Does not include additional one-time grants to the City from PICA reserves in certain years.
(2) From the estimates for the Adopted Fiscal Year 2013 Budget.
(3) From the 6/30/2013 QCMR.
(4) From the estimates for the Adopted Fiscal Year 2014 Budget.

OTHER FINANCING RELATED MATTERS

Swap Information

The City has entered into various swaps related to its outstanding General Fund supported bonds as detailed in the following table:

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Table 31
Summary of Swap Information for General Fund Supported Bonds as of August 21, 2013

City Entity	City GO	City Lease - PAID	City Lease -PAID	City Lease - PAID
Related Bond Series	2009B[1]	2001 (Stadium)	2007B (Stadium)	2007B (Stadium)
Initial Notional Amount	$313,505,000	$298,485,000	$217,275,000	$72,400,000
Current Notional Amount	$100,000,000	$193,520,000	$217,275,000	$72,400,000
Termination Date	8/1/2031	10/1/2030	10/1/2030	10/1/2030
Product	Fixed Payer Swap	Basis Swap[2]	Fixed Payer Swap	Fixed Payer Swap
Rate Paid by Dealer	SIFMA	67% 1-month LIBOR + 0.20%, plus fixed annuity	SIFMA	SIFMA
Rate Paid by City Entity	3.829%	SIFMA	3.9713%	3.9713%
Dealer	Royal Bank of Canada	Merrill Lynch Capital Services, Inc.	JPMorgan Chase Bank, N.A.	Merrill Lynch Capital Services, Inc.
Fair Value[3]	($10,221,240)	($7,647,182)	($30,286,245)	($10,092,135)

(1) On July 28, 2009, the City terminated a portion of the swap in the amount of $213,505,000 in conjunction with the refunding of its Series 2007B bonds with the Series 2009A fixed rate bonds and the Series 2009B variable rate bonds. The City made a termination payment of $15,450,000.

(2) PAID receives annual fixed payments of $1,216,500 from July 1, 2004 through July 1, 2013. As the result of an amendment on July 14, 2006, $104,965,000 of the total notional amount was restructured as a constant maturity swap (the rate received by PAID on that portion was converted from a percentage of 1-month LIBOR to a percentage of the 5-year LIBOR swap rate from October 1, 2006 to October 1, 2020). The constant maturity swap was terminated in December 2009. The City received a termination payment of $3,049,000.

(3) Fair values are as of August 21, 2013, and are shown from the City's perspective and include accrued interest.

While the City is party to several interest rate swap agreements, for which there is General Fund exposure and on which the swaps currently have a negative mark against the City, the City has no obligation to post collateral on these swaps while the City's underlying ratings are investment grade.

For more information related to certain swaps entered into in connection with revenue bonds issued for PGW, Water and the Airport, see the Fiscal Year 2012 CAFR. In addition, PICA has entered into swaps which are detailed in the Fiscal Year 2012 CAFR.

Letter of Credit and Liquidity Agreements

The City has entered into various letter of credit and standby agreements related to its General Fund supported bonds as detailed in the table below. Under the terms of such letter of credit and standby agreements, following a purchase of the applicable bonds, the City may be required to amortize such bonds more quickly than as originally scheduled at issuance.

Table 32
Summary of Letter of Credit and Standby Agreements for General Fund Supported Bonds as of May 31, 2013

Variable Rate Bond Series	Amount Outstanding	Provider	Expiration Date
General Obligation Bonds, Series 2009B	$ 100,000,000	Bank of New York Mellon	03/07/2016
PAID Multi-Modal Lease Revenue Refunding Bonds, Series 2007B-1	117,275,000	JPMorgan	05/24/2014
PAID Multi-Modal Lease Revenue Refunding Bonds, Series 2007B-2	72,400,000	TD Bank	05/29/2015
PAID Multi-Modal Lease Revenue Refunding Bonds, Series 2007B-3	44,605,000	PNC Bank	05/23/2014

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Recent and Upcoming Financings

The City anticipates issuing Tax and Revenue Anticipation Notes in December 2013. The City anticipates selling the notes competitively in an amount to be determined.

In the first quarter of 2014, the City anticipates issuing, through a conduit authority, City Service Agreement Revenue Bonds or Notes for a portion of the costs of construction of a new Police Headquarters Building in the amount of approximately $50 million.

In Fiscal Year 2014, the City may issue approximately $50 million of bonds for the benefit of the School District which may be repaid from Sales and Use Tax receipts in Fiscal Years 2015 through 2018. See "REVENUES OF THE CITY-Sales and Use Tax."

From time to time, the City considers additional new money and/or refunding financings as market opportunities arise.

The following is a list of financings that the City has entered into since the close of Fiscal Year 2012:

In August 2013, the City, together with the Philadelphia Water Department, issued Water and Wastewater Revenue Bonds, Series 2013A in the amount of $170 million.

In August 2013, the City issued its $208.360 million General Obligation Bonds, Series 2013A.

In May 2013, the City, together with the Philadelphia Water Department, converted its existing Water and Wastewater Revenue Bonds, Series 2005B to an Index Mode.

In January 2013, the City together with Philadelphia International Airport closed on its Aviation Revenue Commercial Paper Notes, consisting of Tax Exempt (non-AMT), Tax-Exempt (AMT), and Federally Taxable notes, in the amount of $350 million.

In December 2012, the City issued Tax and Revenue Anticipation Notes in the amount of $127 million.

In December 2012, the City, through Philadelphia Authority for Industrial Development, issued its City Service Agreement Refunding Revenue Bonds, Series 2012 (Federally Taxable), in the amount of $299.805 million (the "2012 Service Agreement Revenue Refunding Bonds").

In October 2012, the City, through the Philadelphia Authority for Industrial Development, issued its City Service Agreement Revenue Bonds, Series 2012 (Federally Taxable), in the amount of $231.185 million to repay a deferred obligation to the Municipal Pension Fund.

In October 2012, the City together with Philadelphia Water Department, issued Water and Wastewater Refunding Revenue Bonds, Series 2012 in the amount of $70.370 million.

CITY CAPITAL IMPROVEMENT PROGRAM

The Capital Improvement Program for Fiscal Years 2014-2019 contemplates a total budget of $10,006,625,000, of which $2,338,132,000 is to be provided from Federal, Commonwealth, and other sources and the remainder through City funding. The following table shows the amounts budgeted each year from various sources of funds for capital projects. City Council adopted the Capital Improvement Program for Fiscal Years 2014-2019 on June 20, 2013.

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Table 33
Fiscal Years 2014-2019
Capital Program
(Amounts in Thousands of USD)

City Funds – Tax Supported	2014	2015	2016	2017	2018	2019	2014-2019
Carried-forward Loans	303,897	0	0	0	0	0	303,897
Operating Revenue	29,855	3,464	2,964	1,764	1,764	1,764	41,575
New Loans	91,097	90,367	95,720	95,037	94,978	111,024	578,223
Pre-financed Loans	16,346	0	0	0	0	0	16,346
PICA Pre-financed Loans	12,858	0	0	0	0	0	12,858
Tax-supported Subtotal	454,053	93,831	98,684	96,801	96,742	112,788	952,899
City Funds – Self-Sustaining							
Carried-forward Loans	1,138,430	0	0	0	0	0	1,138,430
Operating	163,289	59,017	69,163	74,066	76,227	78,639	520,401
New Loans	765,680	756,431	692,412	1,036,669	897,243	840,328	4,988,763
Self-Sustaining Subtotal	2,067,399	815,448	761,575	1,110,735	973,470	918,967	6,647,594
Revolving Funds	18,000	0	0	0	0	0	18,000
Other Than City Funds							
Carried-Forward Other Government	19,485	0	0	0	0	0	19,485
Other Governments Off Budget	634	724	949	934	1,050	1,217	5,508
Other Governments/Agencies	60	0	0	0	0	0	60
Carried-Forward State	93,978	0	0	0	0	0	93,978
State Off Budget	74,904	90,059	135,981	136,936	140,022	148,083	725,985
State	29,973	23,138	20,375	20,125	21,925	15,300	130,836
Carried-Forward Private	141,896	0	0	0	0	0	141,896
Private	61,670	34,470	32,120	28,370	33,370	20,370	210,370
Carried-Forward Federal	265,307	0	0	0	0	0	265,307
Federal Off Budget	77,140	63,838	57,251	41,998	41,943	17,998	300,168
Federal	128,614	74,550	87,550	81,750	66,975	55,100	494,539
Other Than City Funds Subtotal	893,661	286,779	334,226	310,113	305,285	258,068	2,338,132
TOTAL	$3,433,113	$1,196,058	$1,194,485	$1,517,649	$1,375,497	$1,289,823	$10,006,625

LITIGATION

Generally, judgments and settlements on claims against the City are payable from the General Fund, except for claims against the Water Department, the Division of Aviation, and the Gas Works. Claims against the Water Department are paid first from the Water Fund and only secondarily from the General Fund. Claims against the Division of Aviation, to the extent not covered by insurance, are paid first from the Aviation Fund and only secondarily from the General Fund. Claims against the Gas Works, to the extent not covered by insurance, are paid first from Gas Works revenues and only secondarily from the General Fund.

The Act of October 5, 1980, P.L. 693, No. 142, known as the "Political Subdivision Tort Claims Act," (the "Tort Claims Act") establishes a $500,000 aggregate limitation on damages for injury to a person or property arising from the same cause of action or transaction or occurrence or series of causes of action, transactions or occurrences with respect to governmental units in the Commonwealth such as the City. The constitutionality of that aggregate limitation has been repeatedly upheld by the Pennsylvania Supreme Court. In February 1987, an appeal of a decision upholding such constitutionality to the United States Supreme Court was dismissed for want of jurisdiction. However, under Pennsylvania Rule of Civil Procedure 238, delay damages in State Court cases are not subject to the $500,000 limitation. Moreover, the limit on damages is inapplicable to any suit against the City which does not arise under state tort law such as claims made against the City under Federal civil rights laws.

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The aggregate loss resulting from general and special litigation claims was $24.5 million for Fiscal Year 2004, $27.5 million for Fiscal Year 2005, $23.0 million for Fiscal Year 2006, $26.6 million for Fiscal Year 2007, $29.8 million for Fiscal Year 2008, $34.5 million for Fiscal Year 2009, $32.7 million for Fiscal Year 2010, $33.7 million for Fiscal Year 2011, $32.6 million for Fiscal Year 2012, and $30.3 for Fiscal Year 2013. Estimates of settlements and judgments from the General Fund are $32.5 million for Fiscal Year 2014 (based on the Operating Budget for Fiscal Year 2014), and $32.5 million for each of the Fiscal Years 2015 through 2018, respectively (based on the Twenty-Second Five-Year Plan). In budgeting for settlements and judgments in the annual Operating Budget and projecting settlements and judgments for each Five-Year Plan, the City bases its estimates on past experience and on an analysis of estimated potential liabilities and the timing of outcomes, to the extent a proceeding is sufficiently advanced to permit a projection of the timing of a result. General and special litigation claims are budgeted separately from back-pay awards and similar settlements relating to labor disputes. Usually, some of the costs arising from labor litigation are reported as part of current payroll expenses. For Fiscal Year 2011, payments for claims arising from labor settlements in the General Fund were $807,629 of which $751,022 was paid from the Indemnities account, and $56,607 from the operating budgets of the affected departments. For Fiscal Year 2012, payments for claims arising from labor settlements in the General Fund were $1.25 million and were paid from the Indemnities account. Actual claims paid out from the General Fund for settlements and judgments averaged $32.76 million per year over the five years from Fiscal Year 2009 through Fiscal Year 2013.

In addition to routine litigation incidental to performance of the City's governmental functions and litigation arising in the ordinary course relating to contract and tort claims and alleged violations of law, certain special litigation matters are currently being litigated and/or appealed and adverse final outcomes of such litigation could have a substantial or long-term adverse effect on the City's General Fund. These proceedings involve: environmental-related actions and proceedings in which it has been or may be alleged that the City is liable for damages, including but not limited to property damage and bodily injury, or that the City should pay fines or penalties or the costs of response or remediation, because of the alleged generation, transport, or disposal of toxic or otherwise hazardous substances by the City, or the alleged disposal of such substances on or to City-owned property; contract disputes; union arbitrations; and a dispute regarding City-wide property valuations. The ultimate outcome and fiscal impact, if any, on the City's General Fund of the claims and proceedings described in this paragraph are not currently predictable.

Various claims in addition to the lawsuits described in the preceding paragraph have been asserted against the Water Department and in some cases lawsuits have been instituted. Many of these Water Department claims have been reduced to judgment or otherwise settled in a manner requiring payment by the Water Department. The aggregate loss for Fiscal Year 2010 which resulted from these claims and lawsuits was $4.0 million, $5.4 million in Fiscal Year 2011, $2.1 million in Fiscal Year 2012, and $1.3 million in Fiscal Year 2013. The Water Fund's budget for Fiscal Year 2014 contains an appropriation for Water Department claims in the amount of $6.5 million, although the current estimate, based on the prior four fiscal years' expenditures, is for only $3.2 million in Fiscal Year 2014. The Water Fund is the first source of payment for any of the claims against the Water Department.

In addition, various claims have been asserted against the Division of Aviation and in some cases lawsuits have been instituted. Many of these Division of Aviation claims have been reduced to judgment or otherwise settled in a manner requiring payment by the Division of Aviation. The aggregate loss for Fiscal Year 2010 which resulted from these claims and lawsuits was $1.2 million, $1.7 million for Fiscal Year 2011, $1.2 million in Fiscal Year 2012, and $1.1 million in Fiscal Year 2013. The Indemnities budget for Aviation Fund claims for Fiscal Year 2014 contains an appropriation in the amount of $2.5 million, although the current estimate, based on the prior four fiscal years' expenditures, is only $1.3 million in Fiscal Year 2014. The Division of Aviation is the first source of payment for any of the claims against the Division of Aviation.

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APPENDIX B

CITY SOCIOECONOMIC INFORMATION

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APPENDIX B

CITY SOCIOECONOMIC INFORMATION

INTRODUCTION

The City of Philadelphia (the "City" or "Philadelphia") is the fifth-largest city in the nation, with the third largest residential downtown, and is at the center of the United States' sixth largest metropolitan statistical area. The Philadelphia MSA (further described below) includes the fourth largest retail sales market in the nation, as well as a diverse network of business suppliers and complementary industries. The Philadelphia MSA plus Mercer County, New Jersey, has the second largest concentration of students on the East Coast in a metropolitan statistical area with 101 degree granting institutions of higher education and a total enrollment of 300,000 students of whom approximately 155,000 live within the geographic boundaries of the City. Some of the City's top priorities include attracting and retaining knowledge workers, increasing educational attainment among Philadelphians, attracting development, and promoting Philadelphia as a desirable location for business.

According to the 2010 U.S. Census, the City increased its population by 0.6% in the ten years since 2000 to 1.526 million residents, ending six decades of population decline. Although the change was modest, it was an indicator of the growth and development that Philadelphia has witnessed throughout the last two decades. Since 2010, the City increased its population by 1.4% to 1.548 million residents, which exceeds the rate of population growth projected by the Philadelphia City Planning Commission in its 2011 comprehensive plan. The City is positioned for continued growth, given its diverse economy.

Since 2008, substantial private and public investment aggregating over $8.8 billion (based on building permit information) has led to a revitalization of the City. Philadelphia continues to capitalize on its assets to realize its economic priorities. The City benefits from its strategic geographical location, relative affordability, cultural and recreational amenities, and its growing strength in key industries. The City is a major business and personal services center with strengths in professional services like insurance, law, finance, healthcare and higher education, and leisure and hospitality. Philadelphia's cost of living is relatively moderate compared to other major metropolitan areas. In addition, the City, as one of the country's education centers, offers the business community a large and diverse labor pool.

Geography

The City includes within its boundaries an area of approximately 134 square miles along the southeastern border of the Commonwealth of Pennsylvania (the "Commonwealth") and is located at the confluence of the Delaware and Schuylkill Rivers. The City, highlighted in orange in Figure 1, lies at the geographical and economic center of the MSA and PMSA (described below). Philadelphia is the largest city in the Commonwealth, co-terminous with the County of Philadelphia.

Philadelphia Metropolitan Statistical Area (MSA), highlighted in blue, is the eleven-county area named the Philadelphia-Camden-Wilmington metropolitan statistical area, representing an area of approximately 5,118 square miles with approximately 5,992,414 residents.[1]

Philadelphia Primary Metropolitan Statistical Area (PMSA), outlined in grey, is a 5-county area that is within the Philadelphia MSA that lies in the Commonwealth. Sometimes called the Philadelphia Metropolitan Division, in this discussion it is referred to as the Philadelphia Primary Statistical Area (PMSA). The counties of Bucks, Chester, Delaware, and Montgomery are referred to as the Suburban PMSA herein.

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[1] Due to its close proximity and impact on the region's economy, Mercer County, NJ, highlighted in green, is included in the MSA by many regional agencies, although it is not included in the area defined by the U.S. Office of Management and Budget.

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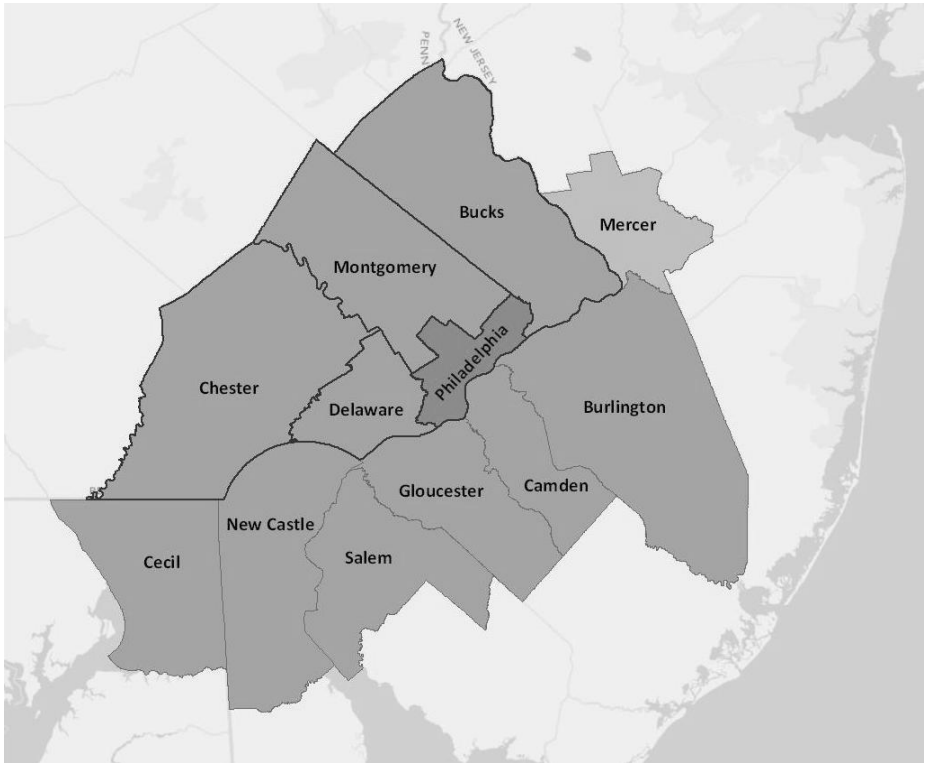
Figure 1. Map of Philadelphia Region, including the MSA, PMSA, and Mercer County, NJ
Source: 2009 TIGER County Shapefiles



Strategic Location

The City is within a day's drive of 50% of the nation's population and accessible to regional and international markets, due to the transportation infrastructure centered in the City, including the Philadelphia International Airport ("PHL" or the "Airport"), AMTRAK's Northeast Corridor service, major interstate highway access, regional SEPTA service and the Port of Philadelphia.

Notable Districts

Several key areas within the City have been instrumental in the economic development of Philadelphia over the past two decades and the population growth since 2000.

Center City - An area that has seen a resurgence over the last two decades, Center City is Philadelphia's central business and office region within the City. Center City is the strongest employment area in the city, accounting for 38% of all jobs found in Philadelphia. In addition, the area contains a sizeable residential population and provides ample access to retail, dining, arts and culture, entertainment, and mass transportation services, to both residents and daily commuters. It is estimated that approximately 295,500 riders take public transportation into Center City daily. The professional services and leisure and hospitality sectors play significant roles in the Center City area.

Greater Center City - The areas of greater Center City result from a growing desire for urban living among people who find these areas more affordable than Center City. Like Center City, these areas have experienced increased population, educational attainment, and family income within the last decade.

University City – Located west of Center City, University City is a hub for the health care, life sciences, and higher education sectors and accounts for 11% of the City's employment. It includes the campuses of the University of Pennsylvania, Drexel University, University of the Sciences, the University of Pennsylvania Health System, the Children's Hospital of Philadelphia and the Wistar Institute, as well as the University City Science Center, a biomedical incubator.

The Navy Yard - Deeded to the City by the U.S. Navy in 2000 as a result of the federal Base Realignment and Closure Act, the 1,000-acre Philadelphia Navy Yard represents a successful transition of a former naval property with a 125-year history as an active military base to a growing hub for business. Largely through the work of the Philadelphia Industrial Development Corporation, the City invests in infrastructure at the Navy Yard, providing an urban alternative to suburban office parks and a base for the rejuvenation of the industrial sector. With the arrival of GlaxoSmithKline, the Navy Yard surpassed 10,000 employees in February 2013, making the Navy Yard a growing employment area with 1% of the City's jobs.

City Identified Peer Group

Certain information about the City in this Appendix is presented in comparison to certain other cities determined by the City. The City has chosen its comparison cities based on a variety of factors, with some cities falling into multiple categories, including comparable population size, similar industrial history, similar assets such as a port or a redeveloped military base, comparable geography along the Northeast corridor and similar socio-economic statistics. Comparison cities are: Baltimore, Boston, Chicago, Cleveland, Detroit, Houston, Los Angeles, Memphis, Milwaukee, Phoenix, San Antonio, San Diego and Washington, DC.

POPULATION AND DEMOGRAPHICS

Philadelphia is the nation's fifth largest city, with 1.548 million residents, based on 2012 U.S. Census estimates. The City's population gain from 2000 to 2010, while modest, was its first in 60 years. In the two years following the 2010 Census, the City's population grew by an additional 1.4%, adding an additional 21,601 residents according to 2012 Census estimates.

Between 2006 to 2012, the share of the population represented by citizens age 20 to 34 grew from 20% to 26%, to become the largest share of Philadelphia's population. This demographic tends to be better educated than the City's adult population as a whole, with 37.5% of 25 to 34-year olds having a bachelor degree or higher compared to 31.5% for this age group nationally. The City's many universities and diverse employment bases are likely draws for residents in the 20 to 34 age group. In addition to young people, as noted in Pew Charitable Trusts Philadelphia Research Initiative report, *A City Transformed: the Racial and Ethnic Changes in Philadelphia Over the Last 20 Years*, the City's immigrant population also grew significantly, with the City's Asian population increasing 126.6% and the Hispanic or Latino population growing by 110.3%.

Table 1
Population
City, MSA, Pennsylvania & Nation

	1990	2000	2010	2012	% Change 2000-2010	% Change 2010-2012
Philadelphia	**1,585,577**	**1,517,550**	**1,526,006**	**1,547,607**	**0.60%**	**1.40%**
Philadelphia-Camden-Wilmington MSA	5,437,468	5,687,147	5,965,343	6,018,800	9.70%	0.90%
Pennsylvania	11,881,643	12,281,054	12,702,379	12,763,536	3.40%	0.50%
United States	248,709,873	281,421,906	308,745,538	313,914,040	9.70%	1.70%

Source: U.S. Census Bureau, American Community Survey 2012, Census 2010, Census 2000, Census 1990.

Philadelphia exceeds most cities in its share of students who are enrolled in an undergraduate, graduate or professional education program. Three of the top five peer cities that have the largest share of students in higher education are located in the Northeast region. However, because of the population differences of these cities, Philadelphia has 45,861 more students in higher education than top ranked Boston. Philadelphia has the fourth highest share of its residents in higher education of the selected cities shown in Table 2 below and the third largest university student population.

Table 2
2011 Total Number of Students, and as a Percent of Total Population of Selected Cities, Ranked by Percent of Total Population enrolled in Higher Education

City	*Total Number of Students Enrolled in School (all years)*	*Total Number of Students Enrolled in Higher Education*	*Percent of All Students Enrolled in Higher Education*	*Percent of Total Population enrolled in Higher Education*
Boston, MA	192,511	109,258	56.75%	17.66%
Washington, DC	156,264	73,848	47.26%	12.21%
San Diego, CA	376,351	153,015	40.66%	11.67%
Philadelphia, PA	**428,928**	**155,119**	**36.16%**	**10.16%**
Milwaukee, WI	187,674	60,367	32.17%	10.14%
Baltimore, MD	165,869	62,577	37.73%	10.09%
Los Angeles, CA	1,042,319	339,072	32.53%	8.92%
Chicago, IL	725,334	229,982	31.71%	8.52%
San Antonio, TX	393,247	109,231	27.78%	8.18%
Memphis, TN	180,032	51,336	28.51%	7.91%
Detroit, MI	209,638	55,309	26.38%	7.72%
Cleveland, OH	104,132	27,392	26.31%	6.90%
Houston, TX	556,082	141,836	25.51%	6.71%
Phoenix, AZ	402,148	92,809	23.08%	6.37%
United States	**82,440,699**	**23,202,120**	**28.14%**	**7.50%**

Source: 2011 American Community Survey, 3-Year Estimates

ECONOMIC DEVELOPMENT

Mission and Goals

The goal of the City's economic development strategy is to create, maintain, and develop: (1) jobs by fostering an improved business environment; (2) increases in population; and (3) enhanced quality of life within the City—all in order to grow the City's tax base and market competitiveness. Strategic public and private investments, as well as location-based assets, have created a stable economic base and positioned Philadelphia for growth. This economic development infrastructure strives to make Philadelphia a place of choice by increasing jobs and population in the City.

Economic Development Infrastructure

The Deputy Mayor for Economic Development and Commerce Director manages a portfolio of City and quasi-public agencies who work together to advance economic development strategies within the City. These agencies serve a variety of functions, including economic development, land use and planning, housing development and historical preservation and regulatory oversight. Furthermore, the City provides additional programs to businesses and individuals as incentive to relocate and/or develop within the City. These programs include tax incentives such as access to designated Keystone Opportunity Zones and real estate tax abatements. Finally, the City has found the private sector to be a valuable partner in advancing the overall economic development initiatives within the City, including but not limited to investment in the Parkway District, the Avenue of the Arts District and the Navy Yard. Economic Development functions that fall under the purview of the Deputy Mayor for Economic Development are further described below.

Economic Development

The Philadelphia Department of Commerce drives and implements policies to help both small businesses and major corporations in Philadelphia thrive. The Department coordinates activities along neighborhood commercial corridors, with small businesses and entrepreneurs, major real estate development projects, large-scale business attraction and retention efforts, as well as efforts to increase minority-owned business contracting opportunities. The City works closely with economic development

partners like the Philadelphia Industrial Development Corporation (PIDC), maintaining a relationship that is fully coordinated on business attraction and retention activities and development issues. At the direction of the Department of Commerce, PIDC plans and implements real estate and financing transactions that attract investment, jobs and tax ratables to the City.

Land Use and Planning

The Philadelphia City Planning Commission is responsible for the City's land use and strategic planning policies. The Commission maintains the City's comprehensive plan and monitors land use by applying the zoning code to proposed development. After four years of work, a revised zoning code was adopted by City Council in December 2011 and went into effect August, 2012. The new, streamlined code is designed to increase efficiency in the development process by expanding what is allowable by right; thus, limiting the number of variance requests. When variances are needed, the Zoning Board of Adjustment is the appointed arbiter of those land use requests.

Housing Development

The Office of Housing and Community Development (OHCD) manages planning, policy and investment in low income housing through several assistance programs. Most significantly, OHCD creates and manages implementation of the Consolidated Plan, a federally-mandated plan and budget that must be updated yearly in order to receive federal Community Development Block Grant funding. The Philadelphia Redevelopment Authority (PRA) is the public government agency charged with the redevelopment of the City. The PRA focuses on planning and developing balanced, mixed-use communities to create thriving, well-served neighborhoods. The PRA manages disposition of City-owned land. Philadelphia Housing Development Corporation (PHDC) focuses on service to Philadelphia's low- and moderate-income households through development of new housing and rehabilitation of existing homes in partnership with community development corporations. The Philadelphia Housing Authority (PHA) is funded primarily by the federal government and is the largest landlord in Pennsylvania. PHA develops, acquires, leases and operates affordable housing for City residents with limited incomes. PHA works in partnership with the City and state governments, as well as private investors.

Historical Preservation and Regulatory Oversight

The City is home to historic resources documenting more than three centuries of local, regional, and national history. The Philadelphia Historical Commission is the City's regulatory agency responsible for ensuring the preservation of that collection of historic resources including buildings, structures, sites, objects, interiors, and districts. The Philadelphia Art Commission is the City's charter-mandated design review board for architecture and public art. The City of Philadelphia has one of the largest collections of public art of any major city in the country, with more than 4,500 cataloged pieces.

The Department of Licenses & Inspections reviews construction plans and conducts building inspections to ensure the safety of workers and the public. Building permits are required before beginning projects to enlarge, repair, change, add to or demolish a structure, and to install equipment or systems in a structure. The Department also issues licenses, permits and certificates to conduct certain business operations.

Lending, Land Use and Employer-Based Strategies to Expand Business and Investment

As the City's landholding and financing arm, the Philadelphia Industrial Development Corporation (PIDC) manages public and private resources that are used to leverage even greater investments from a diverse range of governmental, for-profit and non-profit clients throughout Philadelphia. Since its founding in 1958, PIDC has placed more than $10 billion of PIDC financing and conveyed more than 3,000 acres of land in commercial and industrial projects. These transactions have leveraged $19 billion in total project investment and attracted or retained more than 400,000 jobs.

Through PIDC, the City offers a broad range of financing incentives, including below-market loans, grants, and tax-exempt financing designed to encourage economic growth in Philadelphia. Generally, financing is targeted to capital projects (building acquisition and renovation, new construction, machinery and equipment) that retain or grow employment in Philadelphia where the borrower is not otherwise able to fully fund the project with private-sector debt and equity. PIDC also offers financial assistance for working capital associated with business growth and employee training and additional capital programs for construction projects that incorporate sustainability measures. Incentives are capitalized by federal, state and local governmental resources, as well as private sector funds, and are available to for-profit and non-profit corporations both small and large.

The City also utilizes several place-based economic development strategies to spur development in Philadelphia. These strategies include: (i) a 10-year real estate tax abatement on all construction, as well as on improvements to existing properties; (ii) Commonwealth-designated Keystone Opportunity Zones (KOZ) in which eligible businesses may be exempt from all state and local business taxes until a specified date; (iii) tax increment financing; and (iv) commercial corridor revitalization through support of Business Development Districts (BIDs) and reimbursement for certain storefront improvements.

The City also supports business formation and job creation incentives in a variety of ways, including use of a Job Creation Tax Credit which may be applied against the City's Business Income and Receipts Tax liability. The City works with the Philadelphia business community to build internal and external alliances with minority, women and disabled owned business enterprises, and with private industries to help develop and promote these companies. The City also fosters entrepreneurship and small business formation through a dedicated office, the Office of Business Services. With the growth of Philadelphia's immigrant population, the City has actively pursued multilingual business outreach programming.

Key Development Achievements

Over the last two decades the efforts of these agencies, and others, have spurred significant economic changes. Today, Philadelphia is experiencing a construction boom, with over 45 major projects under construction concurrently, representing over $3.1 billion in combined public and private investment. Of those projects, 21 received no public subsidies. Higher education and health care institutions are currently most actively engaged in development, with $1.4 billion invested across 15 projects, the majority of which are concentrated in the University City and North Broad neighborhoods, while $769 million in new residential projects are currently under construction across various neighborhoods throughout the City. Table 3 reflects major real estate developments under construction as of May 2013.

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Table 3
Selected Major Development Investments Under Construction

Project Name, by Neighborhood	*Project Type*	*Cost in Millions*	*Est. Completion Date*
Center City		**$913.5**	
1900 Arch	Residential	$50.0	Q4 2014
2040 Market	Residential	$75.0	Q1 2013
2116 Chestnut Street	Residential	$100.0	Q2 2013
2400 South	Residential	$31.0	Q4 2013
Pennsylvania Convention Center Parking Garage	Parking	$27.0	Q1 2013
Dilworth Plaza	Public	$55.0	Q2 2014
Family Court	Public	$200.0	Q2 2014
Hilton Home2Suites	Hotel	$63.0	Q2 2013
Mormon Temple	Religious	$70.0	Q2 2014
Pennsylvania Medicine at Washington Square	Health Care	$75.0	Q3 2013
South Star Lofts	Mixed Use	$32.0	Q2 2014
The Granary	Residential	$90.0	Q3 2013
The Sansom	Residential	$26.0	Q2 2013
William Way	Residential	$19.5	Q4 2013
University City		**$1,232.0**	
Chestnut Square - Drexel Dormitory	University Residential	$97.0	Q3 2013
CHOP Ambulatory Care Center	University	$500.0	Q1 2015
Karabots Center	Health Care	$27.0	Q1 2013
Krishna P. Singh Center for Nanotechnology	University	$88.0	Q3 2013
LeBow College of Business Expansion - Drexel	University	$92.0	Q4 2013
Penn Presbyterian Medical Center	Health Care	$92.0	Q2 2014
Perelman Center - South Pavillion	Health Care	$100.0	Q1 2014
Science & Technology Center II University of the Sciences	University	$20.0	Q2 2014
Spectrum Health Center	Health Care	$14.0	Q3 2013
University Place	Office	$30.0	Q1 2013
URBN Center - Drexel	University	$70.0	Q1 2013
Wistar Institute	University	$102.0	Q2 2014
North Broad		**$569.9**	
PA Ballet Sidewalk Vault at 321 N. Broad St.	Commercial	$17.5	Q1 2013
Paseo Verde	Residential	$48.0	Q3 2013
Science, Education, & Research Center - Temple	University	$137.0	Q2 2014
Temple Dormitory	University Residential	$147.4	Q3 2013
Tower Place	Residential	$70.0	Q1 2013
Wanamaker Plaza - North Tower	Residential	$150.0	Q3 2014
Navy Yard		**$151.0**	
Building 661	Office	$30.0	Q1 2014
GlaxoSmithKline	Office	$80.0	Q1 2013
Marriott Courtyard	Hotel	$34.0	Q4 2013
Vincera Institute/Building 489	Office	$7.0	Q2 2013
Other Neighborhoods		**$245.8**	
Bakers Square	Commercial	$55.0	Q1 2013
Edison Square	Commercial	$12.6	Q4 2013
New Courtland Senior Health Center	Health Care	$10.0	Q3 2013
Rittenhouse Hill	Residential	$52.0	Q1 2014
Station at Manayunk	Residential	$40.0	Q4 2013
The Falls Center	Mixed Use	$12.8	Q3 2013
Belmont Mansion	Non-Profit	$1.4	Q1 2013
Centennial District Intermodal Transportation Center	Parking	$24.0	Q1 2013
Goldtex	Residential	$38.0	Q2 2013
Total		**$3,112.2**	

Table 4 below presents the 4-year trend of total value of building permits issued with a "Passed" final inspection by the City. The values shown include both new construction development as well as redevelopment of existing property.

Table 4
Total Building Permit Value with a "Passed" Final Inspection, by Year Completed

Calendar Year	Commercial	Residential	Institutional	Miscellaneous Site Work	Total
2008	$ 1,355,637,811	$ 424,677,243	$ 61,761,053	$ 92,882,179	**$ 1,934,958,286**
2009	1,023,643,944	647,304,077	398,496,674	97,336,048	**2,166,780,743**
2010	1,686,672,510	467,037,405	184,365,000	62,458,142	**2,400,533,058**
2011	984,851,222	524,312,029	242,804,057	68,149,412	**1,820,116,720**
2012	1,180,525,597	452,504,784	31,668,474	63,768,982	**1,728,467,836**
2013*	426,732,790	94,584,231	-	25,028,229	**546,345,250**
Total	**$ 6,658,063,874**	**$ 2,610,419,769**	**$ 919,095,258**	**$ 409,622,992**	**$ 10,597,201,893**

*Permits through May 14, 2013.
Source: City of Philadelphia Department of Licenses & Inspections

Convention, Hospitality and Tourism Achievements

With Philadelphia's historic assets, the City has natural appeal as a tourist destination. The City continues to invest and work to grow development and employment in the leisure and hospitality sector. In 1993, with support from the Commonwealth, the Pennsylvania Convention Center was completed, providing a total of 624,000 square feet of saleable space across its four exhibit halls, ballroom and banquet spaces. In 2011, a $786 million expansion, across 20 acres of central Philadelphia real estate, increased the facility to 2.3 million square feet. It is the largest single public works project in Pennsylvania history. In June 2013, the Pennsylvania Convention Center Authority selected SMG to manage and operate the Pennsylvania Convention Center.

The Pennsylvania Convention Center booked 225 meetings and conventions in 2012, with over 565,000 total hotel room nights, and an estimated economic impact of more than $813 million. Over 2.9 million room nights were sold in Center City in 2012, exceeding the previous all-time high, set in 2011, by 200,000 rooms.

The Pennsylvania Convention Center expects an average annual growth of five percent in hotel rooms booked each year from 2012 to 2018. In 2012, the Convention and Group segment of travelers purchased over one million rooms.

The number of hotel rooms available in the City in 1993 was 5,613, with annual demand of 1,331,684 hotel rooms, representing 65 percent occupancy. By the end of 2012, the City's hotel room inventory was 10,813 rooms, with an average occupancy at 73.4 percent. The City is working to support and encourage private hotel industry investment to build an additional 1,000 hotel rooms as an anchor to the Pennsylvania Convention Center. Table 5 lists notable hotel developments since 2008, representing $391 million dollars in investment.

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Table 5
Notable Hotel Developments since 2008, in Millions

Four Points by Sheraton	$14.0 (Estimate)
Le Meridien	61.0 (Estimate)
Kimpton Hotel Palomar	94.0
Homewood Suites University City	43.0
Marriott Courtyard, Navy Yard	31.0
Hotel Monaco by Kimpton	88.0
Hilton Home2 Suites (Opening summer 2013)	60.0
Total	***$391.0 million***

Source:City of Philadelphia Commerce Department and PIDC

Despite a drop during the national recession beginning in 2008, employment in the leisure and hospitality sector exceeded pre-recession levels by 2011, with 60,684 people employed in the City within the sector. Preliminary data from the Bureau of Labor Statistics indicate that employment in this sector grew an estimated 3.5 percent in 2012.

In 2010, the City formed the Mayor's Hospitality Advisory Board, a collaborative effort between public, private, and nonprofit entities working to grow the hospitality sector in Philadelphia. The board proactively addresses issues such as customer experience and quality of life, hotel development, and marketing, including international marketing. Beyond working to increase convention business, the City and its regional partners work to increase leisure travelers as well. According to a 2011 report by the Greater Philadelphia Tourism and Marketing Corporation, since 1997, leisure hotel stays have more than tripled in Center City, Philadelphia, from 254,000 to 817,000 in 2012. This can be attributed to a number of factors, notably, an increased supply of hotel rooms and marketing of the region. The City, through the Greater Philadelphia Tourism and Marketing Corporation, supports domestic marketing efforts.

The City supports international marketing efforts through the Philadelphia Convention and Visitors Bureau (PHL CVB). The U.S. Office of Travel and Tourism Industries reported that international visitors to Philadelphia in 2011 numbered 613,000. While the PHL CVB continues to work to attract international visitors globally, 2012 priorities included increasing the share of visitors from growth markets like China, India, and Brazil. Table 6 shows the Greater Philadelphia Region's visitation growth from 1997 to 2011.

Table 6
Greater Philadelphia† Visitation Growth, 1997-2011
(in millions)

	1997	*2011*	*Net Change*	*Percent Growth*
Total Visitation	**26.7**	**37.9**	**11.2**	**41.9%**
Day	18.0	23.1	5.1	28.3%
Overnight	8.7	14.8	6.1	70.1%
Leisure	22.8	33.4	10.6	47%
Business	3.9	4.5	0. 6	15%

†Bucks, Chester, Delaware, Montgomery and Philadelphia counties.
Source: Greater Philadelphia Tourism and Marketing Corporation, Tourism Economics, Longwoods International

A significant driver of visitation to Philadelphia is the City's robust arts and culture sector. The Center City District reports that one-in-three tourists who come to Center City Philadelphia cite museums and cultural events as the primary reason for their visit. In 2011, Travel + Leisure magazine ranked Philadelphia as the number one city for arts and culture in the United States. According to the Cultural Vitality Index, developed by the City's Office of Arts, Culture and the Creative Economy with assistance from the Western States Art Federation, when comparing Philadelphia to national benchmarks, the City's creative economy was 54% stronger than the nation as a whole in 2010.

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Organizations like the Philadelphia Museum of Art, the Kimmel Center, FringeArts, and the more than 400 smaller cultural organizations throughout the City help improve the quality of life for residents and visitors, as well as contribute to the estimated $580 million in revenue that the Philadelphia MSA's cultural organizations generated in 2010. Part of the wider economic impact generated by this revenue is demonstrated in the over 48,900 creative jobs that the sector supports within Philadelphia.

Table 7 lists attendance levels for many key attractions in Philadelphia. In 2012 these destinations had more than 15 million visitors.

Table 7
2012 Attendance Levels Philadelphia Visitor Center & Select Attractions

Visitor Center/Attraction	*Attendance*
Reading Terminal Market	6,425,376
Independence Visitor Center	2,427,585
Liberty Bell Center	2,006,157
Philadelphia Zoo	1,230,087
Franklin Institute	894,334
Franklin Square	856,630
Philadelphia Museum of Art	836,275
National Constitution Center	828,208
Independence Hall	686,788
Please Touch Museum	583,071
Eastern State Penitentiary	254,623
Academy of Natural Sciences	206,175
University of Pennsylvania Museum of Archaeology and Anthropology	197,397

Source: Philadelphia Area Hospitality Snapshot, PKF Consulting; Greater Philadelphia Tourism Marketing Corporation, 2012.

Historic District Investments

Key to the City's leisure and hospitality growth is the maintenance and investment in the City's extraordinary historic assets. As the birthplace of the country, Philadelphia remains a major tourist destination year-round, particularly the City's Historic District, which includes such national treasures as the Liberty Bell, Independence Hall, Carpenters' Hall, Betsy Ross' house and Elfreth's Alley, the nation's oldest residential street. The City continues to invest in the maintenance and expansion of the Historic District's tourist experience.

Since 2001, $538 million worth of improvements and construction have occurred in Philadelphia's historic district, with an additional $175 million either under construction or planned over the next three years. Table 8 lists certain key attractions, the investment in which have complemented the City's notable existing historic assets. Coupled with proposed developments, public and private, this district is expected to remain competitive in the national and international tourism markets for years to come.

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Table 8
Select Historic District Investments since 2001

Select Completed Investments	***Estimated Cost (Millions)***
Independence Visitors Center	$38.0
Independence National Historic Park Landscaping	18.0
National Constitution Center	185.0
Liberty Bell Center	13.0
Presidents House	8.2
Historic Philadelphia Franklin Square	10.0
Independence Park Institute	2.0
National Museum of Jewish American History	150.0
Hotel Monaco by Kimpton	88.0
Independence Hall Tower Investments	4.8
Select Completed Investment Total	***$517.0***
Select Future Investments	
Franklin Court Museum (Underway)	21.0
Penn Medicine at Washington Square (Underway)	$75.0
National Center For the American Revolution (Planned)	100.0
Select Future Investment Total	***$176.0***
Total	***$713.0***

Source: City of Philadelphia Department of Commerce and PIDC

Avenue of the Arts and North Broad Street Investment

The Avenue of the Arts is located along a mile-long section of South Broad Street between City Hall and Washington Avenue. Reinventing South Broad Street as the Avenue of the Arts, a world class cultural destination, has been a civic goal in Philadelphia for nearly two decades. Serious consideration of a performing arts district began with the work of the Central Philadelphia Development Corporation and others in the early 1980s. Cultural institutions, the William Penn Foundation, local property owners and civic leaders advanced the idea of a performing arts district on South Broad Street anchored by the Academy of Music and modeled after successful performing arts districts around the country. The transformation of South Broad Street into the Avenue of the Arts progressed in the 1990s. The Avenue of the Arts became a key element of the City's strategy to strengthen Center City as the region's premier cultural destination and an important element in the City's bid to expand its convention and tourism industries. Table 9 provides an overview of investment to date in this district.

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Table 9
Avenue of the Arts Completed and Planned Development Projects

Selected Completed Investments	***Estimated Cost (Millions)***
Academy of Music Upgrades 1994-2002	$30.0
Wilma Theater 1996	8.0
Philadelphia High School for the Creative and Performing Arts (CAPA) 1997	25.0
Ritz Carlton Hotel 2000	88.0
Kimmel Center 2001	235.0
University of the Arts 2008	3.0
Symphony House Condominiums 2008	165.0
Philadelphia Theatre Company 2007	19.5
Brandywine Workshop Upgrades 2009	1.0
Philadelphia Clef Club Upgrades 2009	0.5
Dranoff Residential/Restaurant/Retail 777 N. Broad 2009 / 2010	60.0
Residences at the Ritz 2010	175.0
Union League Civil War Museum 2011	2.4
Marine Club Condo	20.0
Rock School/PA Ballet	2.0
Broad Street Improvements	6.3
Kimmel Center Improvements	14.0
Selected Completed Investment Total	***$854.7***
Select Future Investments	
Academy of Music Upgrades (Underway)	2.2
South Star Lofts, Mixed-use Development (Underway)	32.0
260 S. Broad St (Proposed)	-
Selected Future Investment Total	***$34.2***
Total	***$888.9***

Source: City of Philadelphia Department of Commerce and PIDC

The 2011 expansion of the Pennsylvania Convention Center reignited development efforts along the key corridor of Broad Street north of City Hall (North Broad Street). Improvements include Lenfest Plaza, which is adjacent to the Pennsylvania Academy of Fine Arts (PAFA) and across from the Pennsylvania Convention Center expansion's entrance. Lenfest Plaza is also home to Paint Torch, a sculpture by world-renowned American artist Claes Oldenburg. Further north at Broad and Wood Streets, the Pennsylvania Ballet is poised to build their new $17.5 million headquarters, which will house rehearsal spaces and corporate offices when it opens in 2013.

At Spring Garden Street, the former State office building as well as the former headquarters of the Philadelphia Inquirer and Philadelphia Daily News have been sold and are slated for housing and commercial development. Just north of Spring Garden, previously closed commercial businesses have been redeveloped to include 101 new residential lofts, new restaurants and a catering facility. The redevelopment of this block was initiated with the conversion of an empty building into a mixed use development with 250 fully-leased apartments.

Temple University has undergone a significant transformation over the past three decades from a university with a mostly commuter-based enrollment to one in which on- and near-campus housing is now in high demand. To meet the increasingly residential nature of its student population, Temple University has invested heavily in the renovation of its various existing student housing inventory as well as, most recently, the development of the new state-of-the art 33-story Morgan Hall residence facility, which will house approximately 1,275 students in a combination of singles, four-bed and five-bed apartment-suites. Morgan Hall is scheduled to open mid-summer 2013. Temple University has also actively partnered with private developers in the expansion of on-campus housing alternatives for students. There are currently an estimated 12,000 students living on or around the Temple University campus, not including its satellite regional campuses or international campuses in Rome, Italy and Tokyo,

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Japan. Temple University has begun $1.2 billion of investment, which will occur over the next decade, to further develop its North Broad Street frontage. Planned upgrades include a new student recreation facility, new academic buildings such as a 21st Century Library and a new science research lab.

Tying the corridor together is a planned streetscape enhancement project featuring trees, landscaping and decorative light masts, funded with a mix of federal, state and City funding. Table 10 is a list of recent, planned, and proposed, projects on the north Broad Street corridor.

Table 10
North Broad Street Development Projects

Development Project	***Estimated Cost (Millions)***
Pennsylvania Academy of the Fine Arts Hamilton Bldg 2005	$21.0
School District Administration Building Renovation 2005	92.0
640 N. Broad Apts/Retail 2006	50.0
Pennsylvania Convention Center Expansion 2011	786.0
PAFA Lenfest Plaza 2011	3.5
600 N. Broad Apts/Retail 2011	43.0
Ave Arts N. Beech (1600 N. Broad)	20.0
Progress Plaza/Fresh Grocer	14.0
1220 N. Broad Apt. Building Renovations	2.3
Beech Int'l House	22.0
Community Legal Services N. HQ	8.0
Selected Completed Investment Total	***$1,061.8***
Select Future Investments	
PA Ballet (Underway)	17.0
Paseo Verde Residential (Underway)	48.0
Morgan Hall (Temple University Student Residence) (Underway)	148.0
Science, Education, & Research Center – Temple University (Underway)	137.0
Tower Place (Underway)	70.0
Avenue of the Arts N. Streetscape Improvements (Planned)	12.0
Uptown Theatre (Proposed)	2.0
Inquirer Building Development (Proposed)	100.0
Blue Horizon Development (Proposed)	14.0
Divine Lorraine (Proposed)	42.0
Hannover North Broad (Proposed)	-
Selected Future Investment Total	***$590.0***
Total	***$1,651.8***

Source: City of Philadelphia Department of Commerce and PIDC

Parkway Investments

Conceived as early as 1871, and opening in 1929, the Benjamin Franklin Parkway runs from the area of City Hall to the Philadelphia Museum of Art and is at the heart of the City's museum district. A signature public investment, the Parkway was originally designed to ease traffic and beautify the City. Today it is central public space and is a principal tourist attraction. Key Parkway features include the Philadelphia Museum of Art, the Rodin Museum, the Franklin Institute, the Barnes Foundation, the Free Library of Philadelphia, the Academy of Natural History, the Swann Memorial Fountain, Cathedral Basilica of Saints Peter and Paul on Logan Square and numerous pieces of public art.

As detailed in Table 11, since 2004 the Parkway has undergone additional transformation, improving streetscape and pedestrian access, and adding additional amenities that serve citizens of Philadelphia and visitors alike. Improvements include parks and open space and additions to the City's

inventory of arts assets: The Barnes Foundation Philadelphia Campus and improvements to the Rodin Museum.

Table 11
Select Parkway Investments Since 2004

Select Investments	***Estimated Cost (Millions)***
Art Museum Renovations and Improvements	$141.0
Sister Cities Plaza, Café Cret, Aviator Park & Other Improvements	17.2
Perelman Wing – Philadelphia Museum of Art	90.0
Franklin Institute	50.0
Waterworks	5.8
Rodin Museum Renovations	20.9
Barnes Foundation	100.0
Philadelphia Museum of Art Loading Dock	81.0
Select Completed Investment Total	***$505.9***
Select Future Investments	
Mormon Temple (Underway)	70.0
Free Library Renovations (Underway)	20.0
Paines Skate Park (Underway)	5.0
Dilworth Plaza Renovation (Underway)	55.0
Franklin Institute (Underway)	65.0
Philadelphia Museum of Art Expansion (Planned)	419.0
Holocaust Memorial (Planned)	3.5
Select Future Investment Total	***$637.5***
Total	***$1,143.4***

Source: City of Philadelphia Department of Commerce and PIDC

Opened in May 2012 the Barnes Foundation is a welcome addition to the City's impressive roster of arts facilities, and has already had a significant impact on the City's leisure and hospitality industry. In its first seven months after opening, total attendance at the Barnes Foundation was more than 216,000, and with membership over 25,000, it is ranked among the top institutions of its kind in the country. Of overnight visitors, arts and culture visitors represent 17%, or about 1.36 million, of visitors to Philadelphia annually. According to a 2011 report from the Greater Philadelphia Tourism Marketing Corporation, arts and culture visitors spend 54% more than the average visitor, stay longer, and are more likely to stay in a hotel.

South Philadelphia Sports Complex

Another key element of Philadelphia's hospitality industry is professional sports. Philadelphia is the only city to have a professional hockey, basketball, baseball, and football team playing in a single district within a city, the Sports Complex Special Services District, created by the City in 2000.

Today, the South Philadelphia Sports Complex houses three professional sports facilities: The Wells Fargo Center opened in 1996 and is home to the Philadelphia Flyers (NHL) and Philadelphia 76ers (NBA); Lincoln Financial Field opened in 2003 and is home to the Philadelphia Eagles (NFL); and Citizens Bank Park opened in 2004 and is home to the Philadelphia Phillies (MLB). The City leveraged its $300 million investment to obtain $200 million in State funding, and significant team contributions to new stadium development, $172 million from the Phillies and $310 million from the Eagles; the total project represents $1.01 billion in total investment. The Phillies and the Eagles are contractually obligated to play in Philadelphia for 30 years and each team is required to make a $30 million contribution to a special Philadelphia Children's fund.

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The Phillies have enjoyed one of the strongest home attendance figures of any team in Major League Baseball. In the 2009 through 2012 seasons, the Phillies had a paid home season attendance in excess of 100 percent of actual seating at Citizen's Bank Park. In 2010, the Phillies had the second highest attendance of any team in Major League Baseball and in both 2011 and 2012 the Phillies registered the highest home attendance of any team in Major League Baseball. Paid home season attendance for the Eagles in Lincoln Financial Field has exceeded 100 percent of actual seating, since its opening in 2003.

The most recent development for the area is Xfinity Live! Philadelphia, a 50,000 square foot sports entertainment and dining complex which opened in March 2012. The privately funded, $60 million venue includes a miniature sports field, hosting free concerts and other activities, an outdoor theater accommodating sports games and family films, and a dozen dining and bar establishments. The complex, a Comcast-Spectacor and Cordish owned company, also hosts the first ever, NBC Sports Arena, featuring a 32-foot LED HD television, displaying the NBC Sports Ticker, and in-game promotions. The entire complex is open year-round and sustains 276 full-time equivalent jobs.

Gaming

The Pennsylvania Race Horse Development and Gaming Act of 2004 ("Act 71") authorized 14 slot machine gaming operator licenses to be awarded to applicants approved by the Pennyslvania Gaming Control Board. In 2010 subsequent legislation was passed by the Pennsylvania General Assembly authorizing table games at properly licensed facilities and also provided for an additional casino resort license to be awarded at a future date. Act 71 designated two stand-alone casino licenses for the City of Philadelphia. The first of the two licenses was awarded to SugarHouse Casino, which opened on September 23, 2010.

SugarHouse Casino sits on the Delaware River waterfront offering an array of slot machines, table games and dining options. In 2012 the Casino's total revenue was $274,133,869, and it employed 1,098 people. SugarHouse currently has a high level of financial success. While average monthly revenue per slot machine is commensurate with competing casinos at $9,882, SugarHouse's average monthly revenue per table game is nearly double that of its top competitors in Pennsylvania and Atlantic City, NJ, at $128,007. After previously receiving local approval for its plan, on May 15, 2013 SugarHouse received approval from the Pennylvania Gaming Control Board to undertake an expansion of its operations, including additional parking and a larger gaming floor.

The Pennsylvania Gaming Control Board is also reviewing six applications to award a second casino license in Philadelphia County. An announcement of the winning proposal is expected in fall 2013. Pennsylvania ranks behind only Nevada in terms of total gambling revenue and total slot machine revenue. Gross slot terminal revenues for SugarHouse increased by 60.1% from 2011 to 2012, while gross table game revenue increased by 54.5% over the same period.

Waterfront Developments

Taking advantage of the City's geographic assets, the Schuylkill River and the Delaware River, the City is redeveloping its waterfront to accommodate a variety of developments, including mixed-use projects and housing, parks and recreational trails, and hotels. These projects improve quality of life for residents and improve the visitor experience, but also are a catalyst for environmental remediation of former industrial property within the City.

Delaware River Waterfront Corporation. The Delaware River has historically been a center of activity, industry, and commerce, bounded at its north and south ends by active port facilities. The Master Plan for the Central Delaware, adopted by the City in 2011, recognizes this character and aims to create region-serving amenities while also reconnecting the City's residents and visitors with the waterfront. Delaware River Waterfront Corporation (DRWC), in partnership with the City, is a nonprofit corporation that works to transform the central Delaware River waterfront into a vibrant destination for recreational,

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cultural, and commercial activities, and serves as a catalyst for investment in public parks, trails, maritime, residential, retail, hotel and other improvements that create a vibrant amenity for residents and visitors.

Schuylkill River Development Corporation. The tidal Schuylkill River has more than 16 miles of riverfront through 27 neighborhoods, and includes four national historic landmarks. Redevelopment along the river is managed by a partnership between the Schuylkill River Development Corporation (SRDC), the Department of Parks & Recreation, and the Department of Commerce. SRDC works with federal, state, City and private agencies to coordinate, plan and implement economic, recreational, environmental and cultural improvements and tourism initiatives on the Schuylkill River. From 1992 to 2012, SRDC worked with the City to create 1.8 miles of riverfront trails within 17 acres of premiere park space in the heart of the City, and added amenities to the Schuylkill River Park such as floating docks, fishing piers, and composting toilets. SRDC continues to work towards meeting its goal of creating and maintaining 10 miles of trail and 70 acres of green space along the tidal Schuylkill River in Philadelphia.

Penn Park. Although not a publically funded project, The University of Pennsylvania's Penn Park is a significant piece of infrastructure that strengthens the connection between University City and Center City, improving the resident and visitor experience. It lies along the west bank of the Schuylkill River, and complements the work of the SRDC.

The University of Pennsylvania opened Penn Park in 2011, increasing the University's green space by 20%. The park includes 24 acres of playing fields, open recreational space and pedestrian walkways located between Walnut and South Streets. Formerly parking lots, the park embraces sustainable features, including underground basins that capture rainwater and mitigate storm water overflow into the Schuylkill River. 45,000 cubic yards of soil, 2,200 pilings and more than 500 trees were installed to create canopied hills and picnic areas.

Strategic Business Improvement Districts (BID)

In partnership with business owners, residents, and non-profit organizations, a driver of the revitalization of commercial corridors in Philadelphia has been the successful creation of key business improvement districts (BIDs) starting in 1990. BIDs provide an agreed-upon set of business services and improvements to businesses within an established boundary in exchange for a mandatory annual assessment from those businesses. BIDs are authorized by City Council. Currently, Philadelphia has twelve (12) BIDs/Special Services Districts and two (2) voluntary services districts. Since their inception, these districts have seen population growth, increased property values, lowered vacancy rates, and are some of the most desirable places to live and work in Philadelphia.

The Center City District and the University City District are the largest business improvement districts in the City which have played a pivotal role in the resurgence of their service areas,

The Center City District was founded in 1990 as a private-sector business improvement district. The district encompasses 120 blocks and more than 4,500 individual properties in an area that extends beyond the central business district, roughly from Vine Street to Spruce Street and 30th Street to 4th Street. Center City District provides security, cleaning and promotional services that supplement, but do not replace, basic services provided by the City and the fundamental responsibilities of property owners. Center City District also makes physical improvements to the downtown, installing and maintaining lighting, signs, banners, trees and landscape elements. The type of improvements managed by the Center City District are often credited with the area's increased desirability as a place to live and work, attracting a population with higher educational attainment and higher household income than national averages. At 28 percent of the population, greater Center City has more than twice the national average of residents ages 25-34, and 66 percent of Center City residents 25 and older had a Bachelor of Arts degree or higher, compared to the national average of 28 percent. From 2000 to 2010, household income in Center City increased 49 percent to $59,345 from $39,715.

The University City District, founded in 1997, is Philadelphia's second largest business improvement district by area, population, and employment. The 2.2 square mile area holds 64,893 jobs, with an economy centered on its universities and hospitals. Like the Center City District, the University City District provides security, cleaning and promotional services. The District serves as an economic development entity through assisting both start-up and established businesses with regulatory compliance and in applying for grants, coordinating technical resources with neighborhood commercial corridors, and providing career networking opportunities for its residents. University City District works with city agencies in planning and implementing improvements for public spaces and transportation infrastructure.

Office Market and New Development

Philadelphia currently has approximately 41.9 million square feet of office space in the central business district, and the market continues to build momentum in 2013. Total net absorption during the first quarter of 2013 was negative, mostly due to GlaxoSmithKline's move from downtown Philadelphia to a new facility in the Navy Yard. Despite this, Philadelphia's other office real estate submarkets experienced positive absorption, and the overall outlook is positive.

In the fourth quarter of 2012, Cushman & Wakefield ranked Philadelphia's downtown office market as having the eleventh best vacancy rate among the twenty largest downtown office markets in the United States, with a vacancy rate of 14.5 percent. The Class A Gross Rental Rate in Philadelphia's central business district rose just slightly from the first quarter of 2012 to the first quarter of 2013 to $26.78 per sq. ft.

Table 12
Comparative Office Vacancy Rates, 20 Largest Office Markets
Fourth Quarter 2012

Market	*Direct Vacancy Rate*
Manhattan (Midtown South)	6.20%
Pittsburgh	8.20%
Manhattan (Midtown)	8.40%
San Francisco	9.20%
Cleveland	11.80%
Washinton DC	11.80%
Houston	12.10%
Portland	13.40%
Denver	14.10%
Boston	14.10%
Philadelphia	**14.50%**
All Markets	**14.80%**
Orange County	15.50%
Seattle	15.50%
Chicago	16.40%
Los Angeles	17.60%
Minneapolis	18.00%
Atlanta	19.70%
Dallas	19.90%
Detroit	22.90%
Phoenix	23.00%

Source: Cushman Wakefield US Market Beat, Fourth Quarter 2012

Navy Yard

Acquired in 2000 by PIDC through the Base Realignment and Closure process of the federal government, the Philadelphia Navy Yard represents the successful transition of a former naval property with a 125-year history as an active military base to a growing industrial asset. The Navy Yard is a 1,200 acre mixed-use office, research and industrial park, serving more than 120 companies. Currently 10,000

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people work on site, supporting diverse tenants such as: the Aker Philadelphia Shipyard, one of the world's most advanced commercial shipbuilding facilities, the corporate headquarters for retailer Urban Outfitters, a new 205,000 square foot, LEED certified office building for pharmaceutical company GlaxoSmithKline, and a LEED-Silver certified baking facility for the Tasty Baking Company. In excess of 6.0 million square feet of space is currently occupied with significant additional capacity available for office, industrial, retail and residential development.

The Navy Yard is also home to the Energy Efficient Buildings Hub (EEB Hub), a consortium of universities, businesses, and economic development groups, working to develop energy efficient building technologies. The EEB Hub is the recipient of $160 million in State and Federal funding and part of a U.S. Department of Energy program to create national Energy Innovation Hubs.

In February of 2013, PIDC released an updated Navy Yard master plan, detailing a new, comprehensive vision for the Navy Yard. In the plan are specific recommendations for adding over 12 million square feet of new construction and historic renovation supporting office, R&D, industrial and residential development, complemented with commercial retail amenities, open spaces and expanded mass transit. At full build, The Navy Yard will support more than 20,000 employees and over $2 billion in private investment.

Retail Market

Data from the Bureau of Labor Statistics show that 46,837 people were employed in retail trades and 42,407 in food service and drinking establishments in 2011. The number of private retail establishments and private food services and drinking establishments has recovered from pre-recession levels, increasing by 92 and 71 establishments respectively from 2007 to 2011. According to Cushman and Wakefield, Philadelphia continues to establish itself as a retail destination.

Opening in a prime location at One South Broad Street, Walgreens plans to open a 26,000 square foot luxury concept store in summer 2013. Additionally, cosmetic store Ulta recently announced its first Center City location, opening in summer 2013.

Plans to revitalize East Market Street continue. In April 2013, the Pennsylvania Real Estate Investment Trust (PREIT) acquired 430,000 square feet of retail and commercial space at 907 Market Street, giving a single entity ownership of The Gallery at Market East, a 130-store retail mall complex. Within a block, Marshalls opened a 60,000 square foot store in October 2012, also on East Market Street. Revitalizing East Market Street is a priority for the City, and City officials are working closely with PREIT to bring additional commercial and retail tenants to the area

Table 13 reflects taxable retail sales for the City from Fiscal Years 2007 to 2012

Table 13
Taxable Retail Sales 2007-2012
(Amounts in Thousands of USD)

Fiscal Year	Taxable Sales
2007	13,643,582
2008	13,704,958
2009	13,211,446
2010	13,050,202
2011	12,403,442
2012	12,721,337

Source: Figures determined by dividing the City's local sales tax reported by the Pennsylvania Department of Revenue by the applicable local sales tax rate.

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Food and Dining

Philadelphia has experienced a revival in restaurant establishments especially in the Center City District, indicating an improved quality of life and vibrancy of that area. The Center City District's investment in the beautification of the area as well as the City's support in making the area more welcoming to visitors and diners sparked a significant increase in the number of indoor/outdoor dining establishments throughout the Center City District and other neighborhoods throughout the City. In 1995 no sidewalk cafes existed in Center City. By 2012 the same area had 296 sidewalk cafes. Additionally. from 1992 to 2010, the number of fine dining establishments within the Center City District increased 322%. Rapid development is also reflected in South Philadelphia, where East Passyunk was named a Top Ten Best Foodie Street in America by Food and Wine Magazine in May 2013.

Airport

The Airport System consists of Philadelphia International Airport (the "Airport" or "PHL") and the Northeast Philadelphia Airport ("PNE") and is owned by the City and operated by the Division of Aviation.

Since 2000, $1.5 billion has been invested in capital improvements at PHL. The Airport completed a 10-year planning and environmental review process in January 2011 as the Federal Aviation Administration (the "FAA") issued a Record of Decision approving the Airport's Capacity Enhancement Program (the "CEP") and in September 2011 awarded a $466.5 million letter of intent to provide funding for certain elements of the CEP. The CEP provides for a new runway, which will allow independent simultaneous aircraft operations in poor weather conditions, to significantly reduce delays; two runway extensions; enlarging and reconfiguring the existing terminal complex; relocating several off-airport facilities; developing a centralized ground transportation center; developing additional parking facilities; and constructing an automated people mover for the transport of passengers between terminals that will interface with the existing SEPTA rail line. In 2010, the cost of the CEP was estimated to be $6.4 billion and the total period for the phased construction is anticipated to be approximately 13 calendar years, lasting from 2013 through 2025. A portion of the funding for this longer-term capital program will require the issuance of additional airport revenue bonds.

Port of Philadelphia

The Port of Philadelphia is located on the Delaware River within the City limits. Port facilities are serviced by three Class I railroads (CP Rail, CSX and Norfolk Southern) and provide service to major eastern Canadian points as well as Midwestern, southern and southeastern U.S. destinations. Terminal facilities, encompassing 4 million square feet of warehousing, are located in close proximity to I-95 and I-76. Over 300 local trucking companies operate in the MSA, with a combined total of over 15,000 trucks.

The Port of Philadelphia moved 4,418,674 metric tons of cargo in 2012, and is in the midst of an $120 million expansion project which will ultimately increase cargo capacity in the MSA. The Port of Philadelphia is the top ranked port for meat importing in the United States, and is among the nation's leaders for fruit, cocoa, forest products and steel. In 2012 the port handled 197,854 tons of steel, an increase of 21 percent.

ECONOMIC BASE AND EMPLOYMENT

The Philadelphia Economy

The City's economy is composed of diverse industries, with virtually all classes of industrial and commercial businesses represented. The City is a major business and personal services center with strengths in insurance, law, finance, health, education, and utilities. Given the geographic proximity of the City to the four adjacent and contiguous counties (Bucks, Chester, Delaware and Montgomery) that, together with the City, comprise the Philadelphia PMSA, the Philadelphia economy can be viewed to

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include portions of these counties. As of 2010, there were approximately 174,000 residents of the four Pennsylvania suburban counties working within the City. An additional 117,000 commuters came to Philadelphia from counties outside the PMSA. The City also provides a destination for entertainment, arts, dining and sports for residents of the suburban counties, as well as for those residents of the counties comprising the extended Philadelphia MSA. (See Philadelphia Metropolitan Statistical Area (MSA) herein for further information.)

The cost of living in the City is relatively moderate compared to other major metropolitan areas. The City, as one of the country's education centers, offers the business community a large, diverse, and industrious labor pool.

Key Industries

Philadelphia has developed an increasingly diverse economy centered on healthcare, higher education, professional and business services, and leisure and hospitality. In its January 2012 Monthly Labor Review, the Bureau of Labor Statistics predicted that these sectors would grow nationally in the decade between 2010 and 2020. Healthcare and social assistance is predicted to grow 3% annually, educational services 2.3% annually, and professional and business services 2.1% annually, while financial activities and leisure and hospitality are predicted to both see a 1% annual gain.

In 2011 these four sectors - health services, higher education, professional and business services, and leisure and hospitality - collectively represented 60% of total employment in the City, and 63 percent of total wages. Philadelphia has recovered 14,500 private sector jobs since the peak of the recession in 2009, and the 2012 annual average total employment is now slightly higher than it was in 2005. As reflected in Table 17, employment has generally trended upwards in education and health services and leisure and hospitality over the period shown. These sectors provide stability to the City's overall economy.

Compared to the nation, Philadelphia demonstrates concentrations in seven sectors: educational services, health care and social assistance, management of companies and enterprises, finance and insurance, professional and technical services, arts, entertainment, and recreation, and transportation and warehousing. Of these seven sectors, the City has a higher concentration of employment than the Commonwealth of Pennsylvania in five sectors: education services, health care and social assistance, finance and insurance, professional and technical services, and arts, entertainment and recreation.

The concentration of education services not only provides stable support to the local economy, but also generates a steady and educated workforce, especially fueling the City's professional services and healthcare industries. The City is capitalizing on the region's assets to become a leader in research generated by life sciences and educational institutions. Several sites now foster incubator facilities, including the Navy Yard, the Science Center in West Philadelphia and the west bank of the Schuylkill River bordered by the University of Pennsylvania, Children's Hospital of Pennsylvania and Drexel University.

The City's economy also enjoys a large market share of for-profit creative industry companies which are entrepreneurial and technology-driven, known as businesses representing the "creative economy." The sector includes architecture, communications, design and merchandising, digital media, engineering, fashion design, graphic arts, information technology, interior and industrial design, marketing, music, film and video production, multimedia design, photography, planning product design and software development.

In September of 2012, the third largest national venture capital firm by volume, First Round Capital, moved its headquarters from West Conshohocken, PA to a 10,000 square foot facility in Philadelphia that includes incubator and co-working space. The move follows other large suburban firms, Bentley Systems and Fiberlink that have opened "satellite" offices in close proximity to Philadelphia universities.

Today Philadelphia entrepreneurs can access a burgeoning network of incubator, multi-tenant, and co-working spaces across the city. More than 44 organizations house a diverse range of startups from fashion and video gaming, to bio-tech and clean energy. Other incubators and advocates like Ben Franklin Technology Partners, DreamIt Ventures, Philly Startup Leaders, University City Science Center, and Technically Philly provide networking opportunities and access to venture capital. Capitalizing on this momentum, the City launched an initiative called Startup PHL in partnership with PIDC in October of 2012. The initiative includes a $6 million seed-stage investment fund managed by First Round Capital, and a grants to organizations that offer programming to entrepreneurs.

Table 14
Ratio of Philadelphia and Pennsylvania Industry Concentrations Compared to the United States

Industry	Pennsylvania	Philadelphia County
Educational Services	1.62	4.74
Health Care and Social Assistance	1.23	1.74
Management of Companies and Enterprises	1.44	1.37
Finance and Insurance	1.02	1.20
Professional and Technical Services	0.90	1.13
Arts, Entertainment, and Recreation	1.07	1.11
Transportation and Warehousing	1.13	1.09

Source BLS: 2011 Location Quotient, Quarterly Census of Employment and Wages Data. Ratio of analysis-industry employment in the analysis area to base-industry employment in the analysis area divided by the ratio of analysis-industry employment in the base area to base-industry employment in the base area.

Educational Institutions

The Philadelphia MSA plus Mercer County, New Jersey, has the second largest concentration of students on the East Coast with 101 degree granting institutions of higher education and a total enrollment of over 300,000 students. Included among these institutions are the University of Pennsylvania, Temple University, Drexel University, St. Joseph's University, and LaSalle University. Within a short drive from the City are such schools as Villanova University, Bryn Mawr College, Haverford College, Swarthmore College, Lincoln University, and the Camden Campus of Rutgers University.

Hospitals and Medical Centers

The City is a center for health, education, research and science facilities with the nation's largest concentration of healthcare resources within a 100-mile radius. There are presently more than 30 hospitals, five medical schools, two dental schools, two pharmacy schools, as well as schools of optometry, podiatry and veterinary medicine, and the Philadelphia Center for Health Care Sciences in West Philadelphia. The City is one of the largest health care and health care education centers in the world, and a number of the nation's largest pharmaceutical companies are located in the Philadelphia area.

Major research facilities are also located in the City, including those located at its universities, its medical schools, The Wistar Institute, the Fox Chase Cancer Center, and the University City Science Center. The Children's Hospital of Philadelphia has recently completed the construction of a new $400 million biomedical research facility located within the Philadelphia Center for Health Care Sciences in West Philadelphia. Philadelphia is home to two of the nation's 41 National Cancer Institute-designated Comprehensive Cancer Centers (the Abramson Cancer Center at the University of Pennsylvania and Fox Chase Cancer Center, which is part of the Temple University Health System). Additionally, Philadelphia is also home to two NCI-designated Cancer Centers (Kimmel Cancer Center and the Wistar Institute Cancer Center).

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Table 15 lists the number of beds in each of the major hospitals and medical centers in the City, as of June 2012, and does not reflect any mergers, consolidations or closures that have occurred since that date.

Table 15
Hospitals and Medical Centers as of June 2012

Institution Name	Total Beds
Aria Health[1]	485
Belmont Center for Comprehensive Treatment	147
Chestnut Hill Hospital	119
Einstein Medical Center-Philadelphia	514
Fox Chase Cancer Center	100
Girard Medical Center/Continuing Care Hospital of Philadelphia	51
Hahnemann University Hospital	510
Hospital of the University of Pennsylvania	784
Jeanes Hospital	160
Kensington Hospital	35
Magee Rehabilitation Hospital	96
Mercy Philadelphia Hospital	180
Methodist Hospital Division - TJUH	165
Nazareth Hospital	193
Penn Presbyterian Medical Center	272
Pennsylvania Hospital	435
Roxborough Memorial Hospital	140
St. Joseph's Hospital	121
St. Mary Medical Center	301
St. Christopher's Hospital for Children	175
Shriners Hospitals for Children - Philadelphia	39
Temple University Hospital[2]	740
The Children's Hospital of Philadelphia	486
Thomas Jefferson University Hospital	738

Source: Delaware Valley Healthcare Council of HAP, Monthly Utilization Report, June 2012.
[1]Aria Health System includes data for all three divisions - Frankford, Torresdale and Bucks County.
[2]Temple includes data for Episcopal Hospital.

Children's Hospital Expansion. Top ranked Children's Hospital of Philadelphia (CHOP) is one of the largest and oldest children's hospitals in the world. Since 2002, CHOP has invested over $2.6 billion in its expansion in Philadelphia, which is one of the largest hospital expansions in the U.S. The $500 million Ruth and Tristram Colket, Jr. Translational Research Building opened in 2010. The Trustees of CHOP recently approved an additional investment of $2.7 billion in CHOP's ambitious expansion in Philadelphia through 2017. The $500 million, 700,000 square foot Buerger Center for Advanced Pediatric Care is currently under construction and is scheduled to open in 2015. Future proposals include a nine-acre, 1.5 million square foot medical research campus along on the east banks of the Schuylkill River.

University of Pennsylvania. The University of Pennsylvania, a private Ivy League institution, sits on a 300 acre campus in West Philadelphia across the river from downtown Philadelphia. Its more than 20,000 undergraduate, graduate and professional full time students attend more than 12 graduate and professional schools on its single campus within the City. The University and its health system is the largest private sector employer in Philadelphia employing over 30,000 staff with an annual budget of $6 billion. The University recently completed a $400 million medical research building, the Smilow Center for Translational Research, which opened in May 2011, and has since invested additional amounts to fit out three floors in the facility. In 2011, the University broke ground on the Krishna P. Singh Center for Nanotechnology, an $88 million nanotechnology research facility combining expertise from both its School of Arts and Sciences and its School of Engineering and Applied Science. This newest research facility will open in November 2013.

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The Wistar Institute. The Wistar Institute was founded in 1892 and was the nation's first independent biomedical research facility. The Institute has started construction on a $100 million expansion and renovation project that will significantly increase its ability to carry out its mission.

Drexel University. Founded in 1891 as the Drexel Institute of Science, Art and Industry, the University occupies a 74-acre University City Main Campus. Drexel's student body has grown considerably in the past two decades, from 4,500 in 1996 to over 10,000 students today, resulting in expansion of both curriculum and campus. Drexel's 2007 Master Plan not only lays the foundation for the expansion of its institutional facilities and student housing, but calls for considerable investment in green space, streetscape improvements, and mixed-use development that includes retail.

To date, $232 million is allocated for construction already in progress, and an estimated $300 million will be allocated for projected construction projects through 2016. In September, 2011 Drexel University opened the doors to its new $69-million science building, the Constantine N. Papadakis Integrated Sciences Building. The University has begun construction of a $92 million 12-story facility for its LeBow School of Business, scheduled to open in 2014, and a new mixed use residential and retail project on Chestnut Street. Design is also complete for a $44 million renovation of a 161,000 square foot building housing the College of Media Arts and Design.

Principal Employers in the City

Table 16 lists Philadelphia's 15 largest employers, by wage tax revenue. Five are hospitals and providers of other medical services, three are renowned universities, and four are in the finance and insurance industry. Other sectors represented include manufacturing, information, and leisure and hospitality: GlaxoSmithKline LLC, an international researcher and manufacturer of pharmaceuticals, the headquarters for Comcast Corporation, one of the country's largest IT and communications providers, and Aramark Corporation, an employer of food service workers are among Philadelphia's largest wage tax contributors. This list highlights Philadelphia's strength in its centers of medicine and higher learning.

Two of the City's largest employers, Aramark Corporation and Comcast Corporation are also Fortune 500 companies. Although not among the largest employers, other Fortune 500 companies found in Philadelphia are Crown Holdings Inc., Cigna Corporation, and Sunoco Inc. A number of Fortune 1000 companies are also within the City: FMC Corporation, Urban Outfitters Inc., and Radian Group Inc.

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Table 16
Principal Employers by Wage Tax Revenue, May 2013

Employer	*Sector*	*Employees within Philadelphia*
University of Pennsylvania	Education	16,539+
University of Pennsylvania Health System	Health	15,488
Children's Hospital of Philadelphia	Health	9,788
Drexel University	Education	9,356
Thomas Jefferson University Hospitals	Health	7,899
Temple University	Education	7,673+
Aramark Corporation	Food Service	6,353
Albert Einstein Medical	Health	5,900
Temple University Hospital, Inc.	Health	5,414
Thomas Jefferson University	Education	4,192
Independence Blue Cross	Insurance	3,534
Comcast Corporation	Communications	3,250+
Tenet Healthsystems Hahnemann LLC	Health	2,782
Ace Insurance Company	Insurance	1,388+
GlaxoSmithKline LLC	Bio-tech	1,300*
Radian Group, Inc.	Insurance	585
	Total	101,441

Source: City of Philadelphia Department of Commerce
* Estimate as of January 2012
+As of January 2012

The Labor Force

The City demonstrates strength in education and health services relative to its surrounding Pennsylvania suburbs. Just under a third of Philadelphia's employment is in education and health services. While considerable in suburban counties, this sector represents under one-fifth of their combined economy.

Both Philadelphia and its surrounding suburbs experienced employment losses during the economic contraction in the early 2000's and as a result of the 2008 subprime mortgage crisis and the recession that followed. Associated with the housing bubble years of 2004 and 2008, both Philadelphia and its surrounding suburbs experienced employment gains.

Table 17 shows non-farm payroll employment in the City over the last decade by industry sectors.

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Table 17
Philadelphia
Non-Farm Payroll Employment[1]
(Amounts in Thousands)

Sector	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	Change from 2002	Average Annual % Change	Share of Total Employment
Construction & Mining	12.9	12.3	11.4	12.0	12.4	11.9	12.1	10.1	10.0	10.0	10.3	-20.2%	-2.2%	1.6%
Manufacturing	37.7	34.0	32.6	31.2	29.9	28.5	27.8	25.7	24.7	23.7	23.3	-38.2%	-4.7%	3.5%
Trade, Transportation, & Utilities	98.5	95.8	90.9	90.0	88.5	87.8	87.6	85.9	86.6	87.4	89.2	-9.4%	-1.0%	13.5%
Information	17.0	15.9	13.6	13.2	12.8	12.6	12.5	12.6	12.2	12.0	11.9	-30.0%	-3.5%	1.8%
Financial Activities	52.3	50.7	49.0	48.2	47.7	47.1	46.5	44.9	42.6	41.6	41.1	-21.4%	-2.4%	6.2%
Professional & Business Services	82.9	80.9	80.3	82.4	84.2	85.8	85.3	80.1	81.6	83.0	83.3	0.5%	0.0%	12.6%
Education & Health Services	181	185.3	184.1	186.8	192.2	197.1	201.6	204.8	207.7	212.0	213.7	18.1%	1.7%	32.3%
Leisure & Hospitality	54.2	52.9	54.6	56.6	58.0	58.0	57.9	56.9	58.4	60.6	62.6	15.5%	1.5%	9.5%
Other Services	29.9	29.0	28.5	28.5	28.2	28.0	27.8	26.6	26.5	26.4	26.7	-10.7%	-1.1%	4.0%
Private Sector Total	566.4	556.8	545.0	548.9	553.9	556.8	559.1	547.6	550.3	556.7	562.1	-0.76%	-0.1%	85.0%
Government	117.1	114.7	113.0	111.4	108.6	105.9	104.3	105.1	106.8	103.4	99.3	-15.2%	-1.6%	15.0%
Total	683.5	671.5	658.0	660.3	662.5	662.7	663.4	652.7	657.1	660.1	661.4	-3.2%	-0.3%	100.0%

Source: Bureau of Labor Statistics (BLS) 2012.
[1] Includes persons employed within the City, without regard to residency.

Unemployment

Philadelphia continues to experience unemployment at a rate higher than the national average. However at the start of the recession, from 2008 to 2009, Philadelphia's unemployment rate increased by 2.5 percent, a full percent lower than the overall increase in unemployment for the country during the same period. Mayor Nutter has made lowering unemployment a top priority in his second term. To that end, the City has created a Jobs Commission, which in January 2013 released a strategic plan to lower unemployment.

Table 18 below shows five years of unemployment information for Philadelphia, the MSA, the Commonwealth and the United States.

Table 18
Unemployment
Five-Year Unemployment in Selected Geographical Areas, 2008-2012

Geographical Area	**2008**	**2009**	**2010**	**2011**	**2012**	***Change 2008-2012***
United States	5.8%	9.3%	9.6%	8.9%	8.1%	2.3%
Pennsylvania	5.4	7.9	7.9	7.9	7.9	2.5
Philadelphia-Camden-Wilimington MSA	5.3	8.2	8.6	8.6	8.5	3.2
Philadelphia	**7.1**	**9.6**	**10.8**	**10.8**	**10.8**	**3.7**

Source: Local Area Unemployment Statistics, Bureau of Labor Statistics

Throughout the 1990s and as late as 2009, Philadelphia narrowed the gap between its unemployment levels and national levels. The effects of the recession are reflected in 2010 and 2011.

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Median and Average Household Income

Table 19 and 20 show median family income, which includes related people living together, and median household income, which includes unrelated individuals living together, for Philadelphia, the MSA, the Commonwealth and the United States. Table 20 shows the average household income for the same areas. Over the period 2005-2011, median household income for Philadelphia increased by 9.8 percent, while average household income increased by 29.6 percent as a result of an influx of higher income households.

Table 19
Median Family Income* for Selected Geographical Areas, 2005-2011

Geographical Area	2005	2006	2007	2008	2009	2010	2011	*Change 2005-2011*
United States	$55,832	$58,526	$60,374	$63,211	$62,367	$62,112	$62,735	$6,903
Pennsylvania	55,904	58,148	60,243	63,071	62,772	63,040	64,331	8,427
Philadelphia-Camden-Wilmington MSA	67,830	70,781	73,536	76,978	76,812	76,710	78,083	10,253
Philadelphia	**40,534**	**43,049**	**44,134**	**46,365**	**45,826**	**45,148**	**45,044**	**4,510**

*Includes related people living together.
Source: American Community Survey, Annual and 3-Year Estimates

Table 20
Median Household Income* for Selected Geographical Areas, 2005-2011

Geographical Area	2005	2006	2007	2008	2009	2010	2011	Change 2005 - 2011
United States	$46,242	$48,451	$50,007	$52,175	$51,369	$51,222	$51,484	**$5,242**
Pennsylvania	44,537	46,259	47,913	50,272	50,028	50,289	51,016	6,479
Philadelphia-Camden-Wilmington MSA	53,555	55,593	57,831	60,331	60,232	60,037	60,625	7,070
Philadelphia	**32,753**	**33,229**	**34,767**	**36,222**	**36,725**	**35,952**	**35,956**	**3,203**

*Includes unrelated people living together.
Source: American Community Survey, Annual and 3-Year Estimates

Given the City's high percentage of knowledge-based industries, including higher education, healthcare and other professional services, such as law, accounting and finance, the average household income within the City is materially higher than the median household income. Also contributing to this effect is the fact that Philadelphia has the fifth largest college and graduate program enrolled population among major U.S. cities. These individuals, numbering approximately 155,000, or 10% of the City's overall population, generally have very low or no income, as they are either unemployed or working only part-time while they complete their education. The City's large student population has also historically led to an overstatement of the City's percentage of residents living at or below the poverty level. Average household income, which more accurately adjusts for the City's large student population and strong, well-paying knowledge-based industries, is summarized in Table 21 below.

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Table 21
Average Household Income for Selected Geographical Areas
2000-2011

Year	City of Philadelphia	Philadelphia-Camden-Wilmington MSA	Pennsylvania	United States	Philadelphia as % of US
2000	$ 63,975	$ 91,695	$ 77,278	$ 79,979	$ 79.99%
2001	65,744	93,854	78,414	81,858	80.31
2002	69,410	96,609	80,121	82,472	84.16
2003	72,077	99,382	82,135	84,241	85.56
2004	74,191	103,811	85,426	88,626	83.71
2005	76,764	107,515	88,016	92,565	82.93
2006	81,298	115,487	94,112	98,442	82.58
2007	85,595	119,561	98,745	102,911	83.17
2008	90,461	124,272	102,787	107,153	84.42
2009	89,759	119,819	99,086	101,927	88.06
2010	95,131	123,645	102,422	105,199	90.43
2011	99,513	128,864	107,237	109,465	90.91

Source: IHS Global Insight

Consumer Price Index

Philadelphia has the second lowest consumer price index among major cities along the Northeast Corridor, as shown in Table 22 below. The City markets its relatively low labor costs and cost of living to attract businesses considering locating to the region. Additionally, the City intends to resume reductions in the Wage, Earnings, and Net Profits Tax in 2014, which will further incentivize both business and residents to relocate into the City.

Table 22
2012 Consumer Price Index of Cities in the Northeastern U.S.

Metropolitan Area	CPI
New York-Northern New Jersey-Long Island	150.75
Washington-Arlington-Alexandria	141.48
Boston-Cambridge-Quincy	139.4
Philadelphia-Camden-Wilmington	122.57
Baltimore-Towson	116.6

Source: Select Greater Philadelphia, 2012 ACCRA Cost of Living Index

HOUSING

The 2011 American Community Survey reported 670,240 housing units in Philadelphia, with 576,168 occupied and 94,072 vacant, representing a vacancy rate of 14%. Of occupied housing units, 53.9% were owner-occupied and 46.1% were renter-occupied. The homeowner vacancy rate was just 3.2% while rental vacancy rate was 8%.

Although home sales volume was slightly down in the first quarter of 2013, to 2,928 from 3,164 in the previous quarter, this is consistent with the most recent years of transactions. First quarter prices citywide are up 5.6 percent from the previous year, at a median sales price of $112,500, and show a modest recovery from previously weaker performance, according to a Real Estate Value Trends Report published by Econsult Solutions. Consistent with demographic shifts of population growth in Greater Center City, districts that had the largest annual increase in median sales price are areas adjacent to Center City: Lower North at 16.56 percent and South Philadelphia at 13.4 percent. Philadelphia's housing market continues to outperform the Philadelphia Metropolitan Area and national averages.

KEY CITY-RELATED SERVICES AND BUSINESSES

Transportation

The residents of the City and surrounding counties are served by a commuter transportation system operated by SEPTA. This system includes two subway lines, a network of buses and trolleys, and a commuter rail network joining Center City and other areas of the City to PHL and to the surrounding counties. A high speed train line (PATCO) runs from southern New Jersey to Center City and is operated by the Delaware River Port Authority. An important addition to the area's transportation system was the opening of the airport high speed line between Center City and the Airport in 1985. The line places PHL less than 25 minutes from the City's central business district and connects directly with the commuter rail network and the Pennsylvania Convention Center. The opening of the commuter rail tunnel in 1984 provided a unified City transportation system linking the commuter rail system, the SEPTA bus, trolley, and subway lines, the high speed line to New Jersey, and the airport high speed line.

Amtrak, SEPTA, Norfolk Southern, CSX Transportation, Conrail and the Canadian Pacific provide inter-city commuter and freight rail services connecting the City to the other major cities and markets in the United States. According to a February 2010 Amtrak report, Philadelphia's 30th Street Amtrak Station is the 3rd busiest station in the United States. More than 100 truck lines serve the Philadelphia area.

The City now has one of the most accessible downtown areas in the nation with respect to highway transportation by virtue of I-95; the Vine Street Expressway (I-676), running east-to-west through the Central Business District between I-76 and I-95; and the "Blue Route" (I-476) in suburban Delaware and Montgomery Counties which connects the Pennsylvania Turnpike and I-95 and connects to the Schuylkill Expressway (I-76) which runs to Center City Philadelphia.

The Airport was opened in 1940, is owned by the City and operated by the Division of Aviation, and serves residents of and visitors to a broad geographic area that includes portions of four states: Pennsylvania, New Jersey, Delaware and Maryland. The primary service region of the Airport consists of the Philadelphia and Wilmington Metropolitan Statistical Areas. The Airport is located partly in the southwestern section of the City and partly in the northeastern section of Delaware County 7.2 miles from Center City Philadelphia. PHL is situated over 2,300 acres of land. It is adjacent to I-95 and is served by a SEPTA commuter rail line with direct service to Center City Philadelphia. Philadelphia Northeast Airport (PNE), located on the northeast part of the City, provides for general aviation, air taxi, corporate, and occasional military use. PNE currently has no scheduled commercial service.

PHL is classified as a large air traffic hub by the Federal Aviation Administration (the "FAA"). According to the Airport Council International, in calendar year 2010, the Airport was ranked 18th in passenger traffic among U.S. airports and served a total of approximately 30.8 million passengers. According to Airport Council International Traffic Movements 2010, with 460,779 aircraft movements in 2010, PHL ranked the 12th busiest airport in the world in terms of aircraft movements. Origin-destination traffic for Fiscal Year 2011 accounted for approximately 56% of annual passengers, with the remaining 44% being passengers who connected between flights. As of July 2011, the airlines serving the Airport provided a total of 590 average daily departures to 118 cities, including 86 domestic and 32 international destinations.

Water and Wastewater

The water and wastewater systems of the City are owned by the City and operated by the City's Water Department. The water system provides water to the City (130 square mile service area), to Aqua Pennsylvania, Inc., formerly Philadelphia Suburban Water Company, and to the Bucks County Water and Sewer Authority. The City obtains approximately 57% of its water from the Delaware River and the balance from the Schuylkill River. The water system serves approximately 476,100 retail customers through 3,159 miles of mains, 3 water treatment plants, 15 pumping stations and provides fire protection through more than 25,200 fire hydrants. The water treatment plants continue to meet and /or exceed their Safe Drinking Water Act as well as partnership for Safe Water standards.

The wastewater system services a total of 360 square miles of which 130 square miles are within the City and 230 square miles are in suburban areas. The total number of retail customer accounts is approximately 478,900, excluding approximately 35,150 stormwater only accounts. The wastewater and stormwater systems contain three water pollution control plants, a biosolids processing facility, 21 pumping stations, and approximately 3,657 miles of sewers. The wastewater treatment plants continue to meet and/or exceed their National Pollutant Discharge Elimination System permit limits.

Solid Waste Disposal

The City is responsible for collecting solid waste, including recycling, from residential households and some commercial establishments. On average, approximately 2,400 tons of solid waste per day are collected by the City. Municipal solid waste is disposed of through a combination of recycling processing facilities, private and City transfer stations within the City limits, and at various landfills operated outside the City limits.

Parks

The City was originally designed by William Penn and Thomas Holme around five urban parks, each of which remains in Center City to this day. The City's parklands total over 10,300 acres, and include Fairmount Park, which at 9,200 acres is the world's largest landscaped urban park, Pennypack Park and the Philadelphia Zoo, the country's first zoo. The City also offers its residents and visitors America's most historic square mile, which includes Independence Hall and the Liberty Bell.

Libraries

The Free Library of Philadelphia, the City's public library system, is one of the pre-eminent libraries in the world, comprised of 54 branches and an extensive online resource system.

Streets and Sanitation

The Philadelphia Streets Department and the divisions within it are responsible for the City's large network of streets and roadways. The Department is also responsible for the ongoing collection and disposal of residential trash and recyclables, as well as the construction, cleanliness and maintenance of the street system. The streets system in Philadelphia totals 2,575 miles - 2,180 miles of city streets, 35 miles of Fairmount Park roads and 360 miles of state highways. The Highway Unit and Sanitation Division annually collects and disposes of approximately 700,000 tons of rubbish and 100,000 tons of recycling, completes over 42,000 miles of mechanical street cleaning, clears 1,500 major illegal dump sites, and removes over 150,000 abandoned tires.

Sustainability and Green Initiatives

The Mayor has stated one of his top priorities is to make Philadelphia the greenest and most sustainable city in America. To aid in achieving this goal, the newly created Philadelphia Energy Authority has been tasked with improving energy sustainability and affordability in the City and with educating consumers on their energy choices. The City is also actively evaluating options and investing in green infrastructure to better manage storm water reclamation and reduce pollution of the City's public waters. There has been extensive investment in creating more and better public green spaces, such as Love Park in Center City as well as green spaces along both the Delaware and Schuylkill Rivers. Finally, the City has been taking steps to further reduce automobile traffic, congestion and pollution by making Philadelphia's streets increasingly friendly to bicyclists. The Mayor has proposed a new bicycle sharing program, which has been successfully implemented in other cities throughout the country. If approved, the new program would add over 600 new bicycles in its first phase expected to be completed by June 2014.

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APPENDIX C

COMPREHENSIVE ANNUAL FINANCIAL REPORT OF THE CITY OF PHILADELPHIA FOR THE YEAR ENDED JUNE 30, 2012

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City of Philadelphia

P E N N S Y L V A N I A

Founded 1682

Love Park

Comprehensive Annual Financial Report

Fiscal Year Ended June 30, 2012

City of Philadelphia
PENNSYLVANIA

Comprehensive Annual Financial Report

Fiscal Year Ended June 30, 2012

Michael Nutter
Mayor

Prepared by:

Office of the Director of Finance

Rob Dubow
Director of Finance

Joseph Oswald
Accounting Director

Office of the Director of Finance • 1330 MSB • Philadelphia, PA 19102

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Cover photo courtesy of Charlie Jones, Sinking Fund Commission

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City of Philadelphia
OFFICE OF THE DIRECTOR OF FINANCE
1401 John F. Kennedy Blvd.
Suite 1330, Municipal Services Bldg.
Philadelphia, Pennsylvania 19102-1693

ROB DUBOW
Director of Finance

February 21, 2013

To the Honorable Mayor, Members of City Council, and the People of the City of Philadelphia:

The Comprehensive Annual Financial Report of the City of Philadelphia for the fiscal year ended June 30, 2012, is hereby submitted. The financial statements were prepared in accordance with Generally Accepted Accounting Principles (GAAP) in the United States of America. Responsibility for both the accuracy of the data, and the completeness and fairness of the presentation, including all disclosures, rests with the City.

The Philadelphia Home Rule Charter (Charter) requires an annual audit of all City accounts by the City Controller, an independently elected official. The Charter further requires that the City Controller appoint a Certified Public Accountant in charge of auditing. These requirements have been complied with and the audit done in accordance with Generally Accepted Governmental Auditing Standards (GAGAS).

Management has provided a narrative to accompany the basic financial statements. This narrative is known as Management's Discussion and Analysis (MD&A). This letter of transmittal is designed to complement MD&A and should be read in conjunction with it.

PROFILE OF THE GOVERNMENT

The City of Philadelphia was founded in 1682 and was merged with the County of Philadelphia in 1854. The City currently occupies an area of 135 square miles along the Delaware River, serves a population in excess of 1.5 million and is the hub of a five county metropolitan area including Bucks, Chester, Delaware and Montgomery Counties in southeast Pennsylvania. The City is governed largely under the Home Rule Charter, which was adopted by the Electors of the City of Philadelphia on April 17, 1951, and became effective on the first Monday of January, 1952. However, in some matters, including the issuance of short-term and long-term debt, the City is governed by the laws of the Commonwealth of Pennsylvania. The Charter provides for a strong mayoral form of government with the Mayor and the seventeen members of the City Council, ten from districts and seven from the City at-large, elected every four years. Minority representation is assured by the requirement that no more than five candidates may be elected for Council-at-large by any one party or political body. The Mayor is prohibited from serving more than two consecutive terms.

This report includes all the funds of the City as well as its component units. The Philadelphia Municipal Authority's and the Pennsylvania Intergovernmental Cooperation Authority's statements are blended with the City's statements. The Philadelphia Gas Works', the Philadelphia Redevelopment Authority's, the Philadelphia Parking Authority's, the School District of Philadelphia's, the Community College of Philadelphia's, Community Behavioral Health, Inc.'s, the Delaware River Waterfront Corporation's, and the Philadelphia Authority for Industrial Development's statements are presented discretely. A component unit is considered to be part of the City's reporting entity when it is concluded that the City is financially accountable for the entity or that the nature and significance of the relationship between the City and the entity is such that exclusion would cause the City's financial statements to be misleading or incomplete. The relationship between the City and its component units is explained further in the *Notes to the Financial Statements*.

Reflected in this report is the extensive range of services provided by the City of Philadelphia. These services include police and fire protection, emergency medical services, sanitation services, streets maintenance, recreational activities and cultural events, and traditional county functions such as health and human services, as well as the activities of the previously mentioned public agencies and authorities. The City operates water and wastewater systems that service the citizens of Philadelphia and the City operates two airports, Philadelphia International Airport which handles in excess of 30 million passengers annually as well as cargo and Northeast Philadelphia Airport which handles private aircraft and some cargo.

City government is responsible for establishing and maintaining internal controls designed to protect the assets of the City from loss, theft or misuse, and to ensure that adequate accounting data are compiled to allow for the preparation of financial statements in conformity with GAAP. This internal control is subject to periodic evaluation by management and the City Controller's Office in order to determine its adequacy. The concept of reasonable assurance recognizes that: (1) the cost of a control should not exceed the benefits likely to be derived; and (2) the valuation of costs and benefits requires estimates and judgments by management.

The City maintains budgetary controls to ensure compliance with legal provisions embodied in the annual appropriated budget proposed by the Mayor and approved by City Council for the fiscal year beginning July 1st. Activities of the General Fund, City Related Special Revenue Funds and the City Capital Improvement Funds are budgeted annually. The level of budgetary control (that is, the level at which expenditures cannot legally exceed the appropriated amount) is established by major class within an individual department and fund for the operating funds and by project within department and fund for the Capital Improvement Funds. The City also maintains an encumbrance accounting system for control purposes. Encumbered amounts that have not been expended at year-end are carried forward into the succeeding year but appropriations that have not been expended or encumbered at year-end are lapsed.

FACTORS AFFECTING FINANCIAL CONDITION

The information presented in this report is best understood in the context of the environment in which the City of Philadelphia operates. A more comprehensive analysis of these factors is available in the City's Five-Year Financial Plan which is presented by the Mayor each year pursuant to the Pennsylvania Intergovernmental Cooperation Authority Act and can be obtained online at *www.phila.gov/finance/.*

Local Economy

Philadelphia is showing progress on several fronts, despite continued fiscal challenges that arise from the demographic and economic changes that have occurred over the last half century. After 50 years of losing residents, the City has experienced new investment in many of its neighborhoods spurred by the relative affordability of housing and the City's extensive array of cultural amenities. Still, significant challenges remain. The City's tax base is under pressure as personal income levels remain relatively low in comparison to the region and poverty in the region has become increasingly concentrated in the City.

As is the case with municipalities across the country, the City experienced significant tax revenue declines during the deep world-wide recession of 2007-2009. The economic recovery has been slow and while tax revenues are rebounding, revenue from some taxes have yet to hit the level they attained before the recession. Since October of 2008, the City has implemented significant actions to balance the budget and its five year plans, including: reducing General Fund employee headcount; implementing a temporary five year sales tax increase and a real estate tax increase; pension funding changes; freezing City funded wage tax and business income and receipts tax reductions until fiscal 2014; and, instituting spending cuts throughout the government. As a result of these actions as well as several one-time revenues, the City's fund balance on a legally enacted basis increased from $92,000 in fiscal 2011 to $146.8 million in fiscal 2012. The City's current projection for the fund balance level at the end of fiscal 2013 is $117.9 million.

While the recession officially ended in June 2009, unemployment remains high and many economists anticipate that the recovery will continue to be slow. This is particularly relevant to state and local governments, whose tax revenues generally lag economic conditions.

The table below shows how Philadelphia's local economy has trended in the past five years, characterized by population fluctuations, increases in total compensation and high unemployment rates.

Calendar Year	Population	Personal Income (thousands of USD)	Per Capita Personal Income (USD)	Unemployment Rate
2007	1,530,031	50,672,227	33,118	6.0%
2008	1,540,351	54,262,716	35,228	7.1%
2009	1,547,297	54,061,223	34,939	9.6%
2010	1,526,006	56,970,074	37,333	10.8%
2011	1,536,471	60,035,440	39,074	10.8%

Long Term Financial Planning

Long term financial planning for the City and for businesses and governments around the world has been made much more challenging with the sudden and dramatic rate of deterioration in the economy in the past four and a half years. As discussed above, the City has made significant changes to its budget and five-year plan to compensate for projected deficits and will continue to make those adjustments as necessary.

Some of the largest and fastest growing expenditures in the City's budget include employee health and pension benefits. In fiscal 2012, employee benefits (13%) and pensions (16%) combined, will comprise 29% of the proposed budget expenditures.

In order to address the challenges these long term structural costs present, the City has made changes to its labor contracts in the areas of health and pension benefits and is continuing to seek changes in its open contracts. The City has already made changes in the City-administered programs to reduce the cost to the City, implement efficiency savings and increase employee contributions. The City's 2008 contracts with the Fraternal Order of Police (FOP) and International Association of Fire Fighters (IAFF) reduced the amount the City pays monthly to the respective union-controlled health funds. In addition, the City made additional changes to the health care related to the FOP as a result of the December 18, 2009 Act 111 arbitration award. These changes include lowering the cost to the City, increasing the share paid by employees, changing the funding structure and providing financial incentives to the health fund to keep costs down.

In the area of pensions, the City has sought to reduce its costs, reduce its risk and increase employee contributions. The 2009 FOP interest arbitration introduced a new hybrid pension plan with defined benefit and defined contribution components for police officers and gave new hires the option of participating in this new plan or paying an additional 1% of pay to enter the existing plan. The City was awarded similar pension changes in the October 12, 2010 Act 111 arbitration award with the IAFF. While the economic provisions of the award are being appealed by the City, the award's pension provisions are not under appeal by the City or the IAFF and have been implemented. A 2011 interest arbitration award involving the employees of the Sheriff's Office and Register of Wills included a new hybrid pension plan with defined benefit and defined contribution components for new hires as well. For employees of the Register of Wills, this new plan is mandatory for new hires, while employees of the Sheriff's Office have a choice between the existing plan with a higher employee contribution or the new plan. Interest arbitration awards issued in 2012 covering more than 2,000 prison guards represented by District Council 33 and a unit of court employees represented by District Council 47 require all new hires to enter into the hybrid plan. The interest arbitration covering the prison guards also increased the employee contribution for pensions for current employees. The City has proposed similar changes to exempt and non-represented employees, elected officials and employees represented by Local 2186 of District Council 47. Implementation of these pension changes for prison guards, courts employees, and the latter groups awaits City Council passage of the applicable ordinances. The City is seeking similar changes with the remaining bargaining units whose contracts expired in July of 2009.

AWARDS AND ACKNOWLEDGEMENTS

The Government Finance Officers Association of the United States and Canada (GFOA) awarded its prestigious Certificate of Achievement for Excellence in Financial Reporting to the City for its Comprehensive Annual Financial Report for the fiscal year ended June 30, 2011. This was the thirty second consecutive year that the City of Philadelphia has received this prestigious award. The City received this recognition by publishing a report that was well organized and readable and satisfied both generally accepted accounting principles and applicable legal requirements.

The preparation of the Comprehensive Annual Financial Report on a timely basis was made possible by the dedicated service of the entire staff of the Office of the Director of Finance as well as various City departments and component units. Each has my sincere appreciation for their valuable contributions.

Respectfully submitted,

ROB DUBOW
Director of Finance

Certificate of Achievement for Excellence in Financial Reporting

Presented to

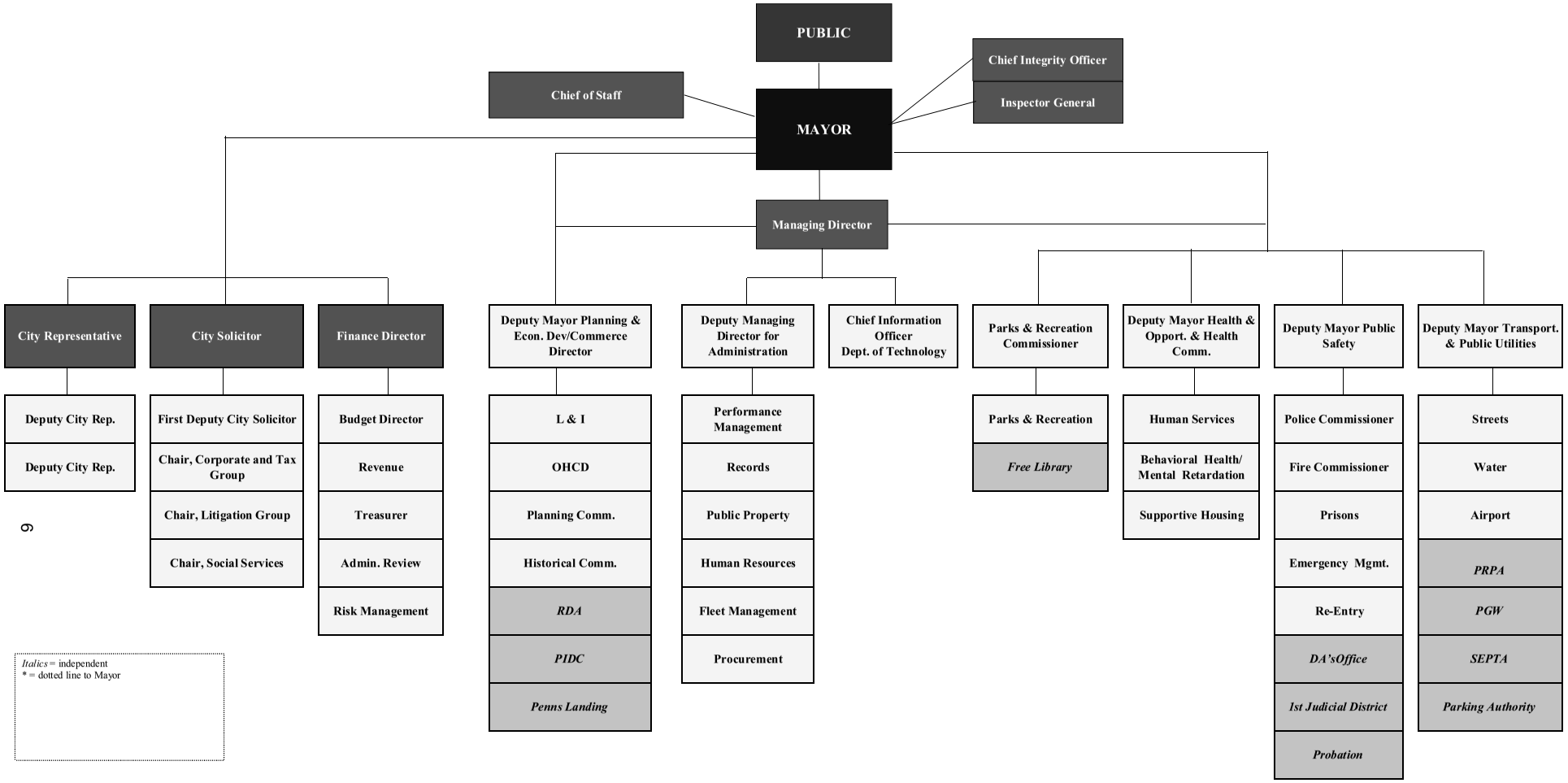
City of Philadelphia
Pennsylvania

For its Comprehensive Annual
Financial Report
for the Fiscal Year Ended
June 30, 2011

A Certificate of Achievement for Excellence in Financial Reporting is presented by the Government Finance Officers Association of the United States and Canada to government units and public employee retirement systems whose comprehensive annual financial reports (CAFRs) achieve the highest standards in government accounting and financial reporting.

President

Executive Director


PUBLIC
Chief of Staff
MAYOR
Chief Integrity Officer
Inspector General
Managing Director
City Representative
Deputy City Rep.
Deputy City Rep.
City Solicitor
First Deputy City Solicitor
Chair, Corporate and Tax Group
Chair, Litigation Group
Chair, Social Services
Finance Director
Budget Director
Revenue
Treasurer
Admin. Review
Risk Management
Deputy Mayor Planning & Econ. Dev/Commerce Director
L & I
OHCD
Planning Comm.
Historical Comm.
RDA
PIDC
Penns Landing
Deputy Managing Director for Administration
Performance Management
Records
Public Property
Human Resources
Fleet Management
Procurement
Chief Information Officer Dept. of Technology
Parks & Recreation Commissioner
Parks & Recreation
Free Library
Deputy Mayor Health & Opport. & Health Comm.
Human Services
Behavioral Health/ Mental Retardation
Supportive Housing
Deputy Mayor Public Safety
Police Commissioner
Fire Commissioner
Prisons
Emergency Mgmt.
Re-Entry
DA'sOffice
1st Judicial District
Probation
Deputy Mayor Transport. & Public Utilities
Streets
Water
Airport
PRPA
PGW
SEPTA
Parking Authority
Italics = independent
* = dotted line to Mayor

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City of Philadelphia
Listing of Principal Officials
June 30, 2012

Elected Officials

Mayor ..... Michael A. Nutter

City Council
President, 5th District ..... Darrell L. Clarke

1st District ..... Mark Squilla
2nd District ..... Kenyatta Johnson
3rd District ..... Jannie L. Blackwell
4th District ..... Curtis Jones, Jr.
6th District ..... Bobby Henon
7th District ..... Maria D. Quinones-Sanchez
8th District ..... Cindy Bass
9th District ..... Marian B. Tasco
10th District ..... Brian J. O'Neill
At-Large ..... Blondell Reynolds Brown
At-Large ..... W. Wilson Goode, Jr.
At-Large ..... William K. Greenlee
At-Large ..... David Oh
At-Large ..... James F. Kenney
At-Large ..... Bill Green
At-Large ..... Dennis O'Brien

District Attorney ..... Seth Williams

City Controller ..... Alan Butkovitz

City Commissioners
Chairman ..... Anthony Clark
Vice Chairman ..... Al Schmidt
Commissioner ..... Stephanie Singer

Register of Wills ..... Ronald R. Donatucci

Sheriff ..... Jewell Williams

First Judicial District of Pennsylvania
President Judge, Court of Common Pleas ..... Pamela P. Dembe
President Judge, Municipal Court ..... Marsha H. Neifield
President Judge, Traffic Court ..... Vacant

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City of Philadelphia
Listing of Principal Officials
June 30, 2012

Appointed Officials

Managing Director	Richard Negrin
Director of Finance	Rob Dubow
City Solicitor	Shelley R. Smith
City Representative	Desiree Perkin-Bell
Chief of Staff	Everett A. Gillison
Deputy Mayor for Public Safety	Everett A. Gillison
Deputy Mayor for Health & Opportunity/Health Commissioner	Donald R. Schwarz, MD
Deputy Mayor for Planning & Economic Development/Commerce Director	Alan Greenberger
Chief Integrity Officer	Joan L. Markman
Inspector General	Amy L. Kurland
Chief Education Advisor to the Mayor	Lori A. Shorr, Ph.D.
Chief Innovation Officer	Adel W. Ebeid
City Treasurer	Nancy Winkler
Revenue Commissioner	Keith J. Richardson
Procurement Commissioner	Hugh Ortman
Police Commissioner	Charles Ramsey
Prisons Commissioner	Louis Giorla
Streets Commissioner	Clarena Tolson
Fire Commissioner	Lloyd Ayers
Commissioner of Parks and Recreation	Michael DiBerardinis
Public Property Commissioner	Bridget Collins-Greenwald
Director of the Office of Behavioral Health	Arthur C. Evans, MD
Department of Human Services Commissioner	Anne Marie Ambrose
Licenses and Inspections Commissioner	Carlton Williams
Water Commissioner	Howard Neukrug
Records Commissioner	Joan T. Decker
Human Resources Director	Albert L. D'Attilio
Executive Director of the Board of Pensions & Retirement	Francis X. Bielli
Executive Director of the Sinking Fund Commission	Charles Jones
Chief Executive Officer of PHL	Mark Gale
Director of the Office of Labor Relations	Rene Vargas

CITY OF PHILADELPHIA

OFFICE OF THE CONTROLLER
1230 Municipal Services Building
1401 John F. Kennedy Boulevard
Philadelphia, PA 19102-1679
(215) 686-6680 FAX (215) 686-3832

ALAN BUTKOVITZ
City Controller

GERALD V. MICCIULLA
Deputy City Controller

INDEPENDENT AUDITOR'S REPORT

To the Honorable Mayor and Honorable Members
of the Council of the City of Philadelphia

We have audited the accompanying financial statements of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the City of Philadelphia, Pennsylvania, as of and for the year ended June 30, 2012, which collectively comprise the City of Philadelphia, Pennsylvania's basic financial statements as listed in the table of contents. These financial statements are the responsibility of the City of Philadelphia, Pennsylvania's management. Our responsibility is to express opinions on these financial statements based on our audit. With the exception of the School District of Philadelphia, we did not audit the financial statements of the blended component units and the discretely presented component units listed in Note I.1, as well as the Municipal Pension Fund, the Gas Works Retirement Reserve Fund, and the Departmental and Permanent Funds. Those financial statements representing 31% and 17% of the total assets and revenues, respectively, were audited by other auditors whose reports thereon have been furnished to us, and our opinions, insofar as they relate to the amounts included for those component units and funds, are based on the reports of the other auditors.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the City's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit and the reports of other auditors provide a reasonable basis for our opinions.

In our opinion, based on our audit and the reports of other auditors, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the City of Philadelphia, Pennsylvania, as of June 30, 2012, and the respective changes in financial position and, where applicable, cash flows thereof for the year then ended in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note IV.8.A.5 to the financial statements, commencing July 1, 2011 the City of Philadelphia prospectively changed the accounting for the Act 148 Children and Youth program, which costs are reimbursed by the Commonwealth of Pennsylvania. Expenditures and related revenues for reimbursed program activities that were previously accounted for within the general fund are now accounted for within the grants revenue fund.

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CITY OF PHILADELPHIA
OFFICE OF THE CONTROLLER

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 11 through 24, and the major funds budgetary comparison schedules, the pension plans and other post employment benefits - schedule of funding progress, and the related notes to required supplementary information, on pages 114 through 118 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We and other auditors have applied certain limited procedures to the above required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Our audit for the year ended June 30, 2012 was conducted for the purpose of forming opinions on the financial statements that collectively comprise the City of Philadelphia, Pennsylvania's basic financial statements. The accompanying Introductory Section, Other Supplementary Information, and the Statistical Section for the year ended June 30, 2012 as listed in the table of contents are presented for purposes of additional analysis and are not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The Other Supplementary Information has been subjected to the auditing procedures applied in the audits of the basic financial statements for the year ended June 30, 2012, and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America by us and other auditors. In our opinion, based on our audit, the procedures performed as described previously, and the reports of other auditors, the Other Supplementary Information is fairly stated in all material respects in relation to the basic financial statements as a whole for the year ended June 30, 2012. The Introductory Section and Statistical Section have not been subjected to the auditing procedures applied in the audit of the basic financial statements, and accordingly, we do not express an opinion or provide any assurance on them.

We also previously audited, in accordance with auditing standards generally accepted in the United States of America, the basic financial statements of the City of Philadelphia, Pennsylvania as of and for the year ended June 30, 2011 (not presented herein), and have issued our report thereon dated February 21, 2012, which contained unqualified opinions on the respective financial statements of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information. The 2011 amounts included in the individual fund schedules of Budgetary Actual and Estimated Revenues and Obligations for the year ended June 30, 2011 are presented for purposes of additional analysis and are not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the 2011 financial statements. The 2011 amounts included in the individual fund schedules of Budgetary Actual and Estimated Revenues and Obligations have been subjected to the auditing procedures applied in the audit of the 2011 basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare those financial statements or to those financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, 2011 amounts included in the individual fund schedules of Budgetary Actual and Estimated Revenues and Obligations are fairly stated in all material respects in relation to the basic financial statements as a whole for the year ended June 30, 2011.

February 21, 2013

GERALD V. MICCIULLA, CPA
Deputy City Controller

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City of Philadelphia

PENNSYLVANIA

Management's Discussion & Analysis

This narrative overview and analysis of the financial statements of the City of Philadelphia, Pennsylvania for the fiscal year ended June 30, 2012 has been prepared by the city's management. The information presented here should be read in conjunction with additional information contained in our letter of transmittal, which can be found beginning on page 1, and the city's financial statements immediately following this discussion and analysis.

Financial Highlights

- At the end of the current fiscal year, the City of Philadelphia's *net liabilities* were $34.9 million resulting from an excess of its liabilities over its assets. Its *unrestricted net assets* showed a deficit of $2,220.3 million. This deficiency will have to be funded from resources generated in future years.

- During the current fiscal year the city's total net assets increased by $88.5 million. The governmental activities of the city experienced a decrease of $19.0 million, while the business type activities had an increase of $107.5 million.

- For the current fiscal year, the city's governmental funds reported a combined ending fund balance of $546.7 million, a decrease of $201.1 million from last year. Primarily, this was due to a $157.9 million decrease in the Grants Revenue Fund and a $19.4 decrease in the Health Choices Behavioral Health fund. The *unassigned fund balance* of the governmental funds ended the fiscal year with a deficit of $181.6 million, a decrease of $97.6 million from last year.

- The overall unassigned fund balance of the city's General fund ended the fiscal year with a zero balance, an increase from last year of $45.7 million. At June 30, 2012 total encumbrances exceeded unassigned fund balance and, in accordance with GASB 54, the difference is reported as assigned fund balance.

- On the legally enacted budgetary basis, the city's general fund ended the fiscal year with a surplus fund balance of $146.8 million, as compared to a 0.1 million surplus last year. This increase of $146.7 million was due to cost containment measures that resulted in an operating surplus of $106.5 million, the cancellations of prior year obligations further increased the fund balance and the receipt of one-time revenue from three sources: $34.9 million from the state for Act 205; $11.0 million from Philadelphia Parking Authority for the Love Park garage, and $12.5 million from Philadelphia Authority for Industrial Development for repayment of the Parametric Garage loan. Also, beginning with fiscal year 2012, the city altered its budgeting of the Act 148 program to include only the unreimbursable portion of the program's costs in the general fund. Historically, Act 148 revenues are not received in the same fiscal period that costs were recorded, resulting in the general fund's fund balance being understated, in previous fiscal periods.

Overview of the Financial Statements

This discussion and analysis are intended to serve as an introduction and overview of the City of Philadelphia's basic financial statements. The city's basic financial statements are comprised of:

- Government-wide financial statements which provide both long-term and short-term information about the city's overall financial condition.
- Fund financial statements which provide a more detailed look at major individual portions, or funds, of the city.

- Notes to the financial statements which explain some of the information contained in the financial statements and provide more detailed data.
- Other supplementary information which further explains and supports the information in the financial statements.

- **Government-wide financial statements.** The government-wide financial statements report information about the city as a whole using accounting methods similar to those used by a private-sector business. The two statements presented are:

The *statement of net assets* which includes all of the city's assets and liabilities, with the difference between the two reported as net assets. Over time, increases or decreases in net assets are an indicator of whether the city's financial position is improving or deteriorating.

The *statement of activities* presents revenues and expenses and their effect on the change in the city's net assets during the current fiscal year. These changes in net assets are recorded as soon as the underlying event giving rise to the change occurs, regardless of when cash is received or paid.

The government-wide financial statements of the city are reflected in three distinct categories:

- *Governmental activities* are primarily supported by taxes and state and federal grants. The governmental activities include general government; economic and neighborhood development; public health, welfare and safety; cultural and recreational; streets, highways and sanitation; and the financing activities of the city's two blended component units - the Pennsylvania Intergovernmental Cooperation Authority and Philadelphia Municipal Authority.

- *Business-type activities* are supported by user fees and charges which are intended to recover all or a significant portion of their costs. The city's water and waste water systems, airport and industrial land bank are all included as business type activities.

These two activities comprise the primary government of Philadelphia.

- *Component units* are legally separate entities for which the City of Philadelphia is financially accountable or has oversight responsibility. Financial information for these component units is reported separately from the financial information presented for the primary government. The city's government-wide financial statements contain eight distinct component units; the Philadelphia School District, Community College of Philadelphia, Community Behavioral Health, Gas Works, Parking Authority, Delaware River Waterfront Corporation, Philadelphia Authority for Industrial Development and the Redevelopment Authority.

Fund financial statements. The fund financial statements provide detailed information about the city's most significant funds, not the city as a whole. Funds are groupings of activities that enable the city to maintain control over resources that have been segregated for particular purposes or objectives. All of the funds of the City of Philadelphia can be divided into three categories: governmental funds, proprietary funds and fiduciary funds.

- ***Governmental funds.*** The governmental funds are used to account for the financial activity of the city's basic services, similar to those described for the governmental activities in the government-wide financial statements. However, unlike the government-wide statements which provide a long-term focus of the city, the fund financial statements focus on a short term view of the inflows and outflows of expendable resources, as well as on the balances of expendable resources available at the end of the fiscal year. The financial information presented for the governmental funds are useful in evaluating the city's short term financing requirements.

To help the readers of the financial statements better understand the relationships and differences between the long term view of the government-wide financial statements from the short term view of the fund financial statements, reconciliations are presented between the fund financial statements and the

government-wide statements.

The city maintains twenty-two individual governmental funds. Financial information is presented separately for the general fund, grants revenue fund and health choices behavioral health fund, which are considered to be major funds. Data for the remaining nineteen are combined into a single aggregated presentation. Individual fund data for each of these non-major governmental funds is presented in the form of combining statements in the supplementary information section of this financial report.

• ***Proprietary funds.*** The proprietary funds are used to account for the financial activity of the city's operations for which customers are charged a user fee; they provide both a long and short term view of financial information. The city maintains three enterprise funds which are a type of proprietary funds - the airport, water and waste water operations, and industrial land bank. These enterprise funds are the same as the business-type activities in the government-wide financial statements, but they provide more detail and additional information, such as cash flows.

• ***Fiduciary funds.*** The City of Philadelphia is the trustee, or fiduciary, for its employees' pension plans. It is also responsible for the Gas Works' employees' retirement reserve assets. Both of these fiduciary activities are reported in separate *statements of fiduciary net assets* and *changes in fiduciary net assets.* They are not reflected in the government-wide financial statements because the assets are not available to support the city's operations.

The following chart summarizes the various components of the city's government-wide and fund financial statements, including the portion of the city government they cover, and the type of information they contain.

Summary of the City of Philadelphia's Government-wide and Fund Financial Statements

		Fund Statements		
	Government-wide Statements	**Governmental Funds**	**Proprietary Funds**	**Fiduciary Funds**
Scope	Entire city government (except fiduciary funds) and city's component units	Activities of the city that are not proprietary or fiduciary in nature, such as fire, police, refuse collection	Activities the city operates similar to private businesses. Airports, water/waste water system & the land bank.	Activities for which the city is trustee for someone else's assets, such as the employees' pension plan
Required Financial Statements	Statement of Net Assets Statement of Activities	Balance Sheet Statement of Revenues, Expenditures and Changes in Fund Balances	Statement of Net Assets Statement of Revenues, Expenses and Changes in Net Assets Statement of Cash Flows	Statement of Fiduciary Net Assets Statement of Changes in Fiduciary Net Assets
Accounting basis/ measurement focus	Accrual accounting Economic resources	Modified accrual accounting Current financial resources	Accrual accounting Economic resources	Accrual accounting Economic resources
Type of asset and liability information	All assets and liabilities, financial and capital, short and long term	Only assets expected to be used up and liabilities that come due during the current year or soon thereafter; no capital assets are included	All assets and liabilities, financial and capital, short and long term	All assets and liabilities, both short and long term; there are currently no capital assets, although there could be in the future
Type of inflow and outflow information	All revenues and expenses during the year, regardless of when cash is received or paid	Only revenues for which cash is received during the year or soon after the end of the year; only expenditures when goods or services are received and payment is due during the year or soon thereafter.	All revenues and expenses during the year, regardless of when cash is received or paid	All revenues and expenses during the year, regardless of when cash is received or paid

Notes to the financial statements. The notes provide additional information that is essential to a full understanding of the data presented in the government-wide and fund financial statements. The notes can be found immediately following the basic financial statements.

Other information. In addition to the basic financial statements and accompanying notes, this report also presents additional information in three separate sections: *required supplementary information, supplementary information and statistical information.*

- ***Required supplementary information.*** Certain information regarding pension plan funding progress for the city and its component units, as well as budgeted and actual revenues, expenditures and encumbrances for the city's major governmental funds is presented in this section. This required supplementary information can be found immediately following the notes to the financial statements.

- ***Supplementary information.*** Combining statements for non-major governmental and fiduciary funds, as well as additional budgetary schedules for the city's governmental and proprietary funds are presented in this section. This supplementary information can be found immediately following the required supplementary information.

- ***Statistical information.*** Long term trend tables of financial, economic, demographic and operating data are presented in the statistical section. This information is located immediately after the supplementary information.

Government-wide Financial Analysis

Net assets. As noted earlier, net assets are useful indicators of a government's financial position. At the close of the current fiscal year, the City of Philadelphia's liabilities exceeded its assets by $34.9 million.

Capital assets (land, buildings, roads, bridges and equipment), less any outstanding debt issued to acquire these assets, comprise a large portion of the City of Philadelphia's net assets, $971.7 million. Although these capital assets assist the city in providing services to its citizens, they are generally not available to fund the operations of future periods.

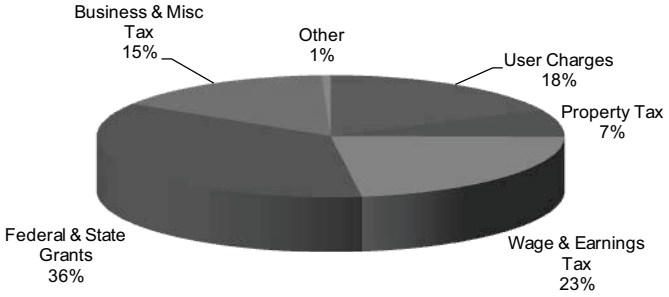
A portion of the city's net assets, $1,213.7 million, are subject to external restrictions as to how they may be used. The remaining component of net assets is unrestricted. Unrestricted net assets ended the fiscal year with a deficit of $2,220.3 million. The governmental activities reported negative *unrestricted net assets* of $2,478.2 million. The business type activities reported an unrestricted net assets surplus of $257.9 million. Any deficits will have to be funded from future revenues

Following is a comparative summary of the city's assets, liabilities and net assets:

City of Philadelphia's Net Assets
(millions of USD)

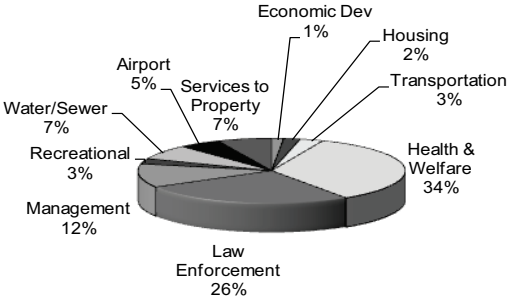
	Governmental Activities		%	Business-type Activities		%	Total Primary Government		%
	2012	2011	Change	2012	2011	Change	2012	2011	Change
Current and other assets	1,967.6	2,022.7	-2.72%	1,530.6	1,475.8	3.71%	3,498.2	3,498.5	-0.01%
Capital assets	2,200.3	2,147.2	2.47%	3,706.5	3,612.6	2.60%	5,906.8	5,759.8	2.55%
Total assets	**4,167.9**	**4,169.9**	-0.05%	**5,237.1**	**5,088.4**	2.92%	**9,405.0**	**9,258.3**	1.58%
Long-term liabilities	5,049.9	5,007.4	0.85%	3,271.4	3,246.8	0.76%	8,321.3	8,254.2	0.81%
Other liabilities	890.5	915.9	-2.77%	228.1	211.6	7.80%	1,118.6	1,127.5	-0.79%
Total liabilities	**5,940.4**	**5,923.3**	0.29%	**3,499.6**	**3,458.4**	1.19%	**9,439.9**	**9,381.7**	0.62%
Net assets:									
Invested in capital assets, net of related debt	83.9	(47.5)	-276.63%	887.8	845.1	5.05%	971.7	797.6	21.83%
Restricted	621.9	789.6	-21.24%	591.8	550.6	7.48%	1,213.7	1,340.2	-9.44%
Unrestricted	(2,478.2)	(2,495.5)	0.69%	257.9	234.3	10.07%	(2,220.3)	(2,261.2)	1.81%
Total net assets	**(1,772.4)**	**(1,753.4)**	-1.08%	**1,737.5**	**1,630.0**	6.60%	**(34.9)**	**(123.4)**	71.72%

Changes in net assets. The city's total revenues this year, $6,851.1 million, exceeded total costs of $6,762.6 million by $88.5 million. Approximately 45% of all revenue came from wage and earnings taxes, property taxes and miscellaneous taxes. State, Federal and local grants account for another 36%, with the remainder of the revenue coming from user charges, fines, fees and various other sources. The City's expenses cover a wide range of services, of which approximately 67% are related to the health, welfare and safety of the general public.



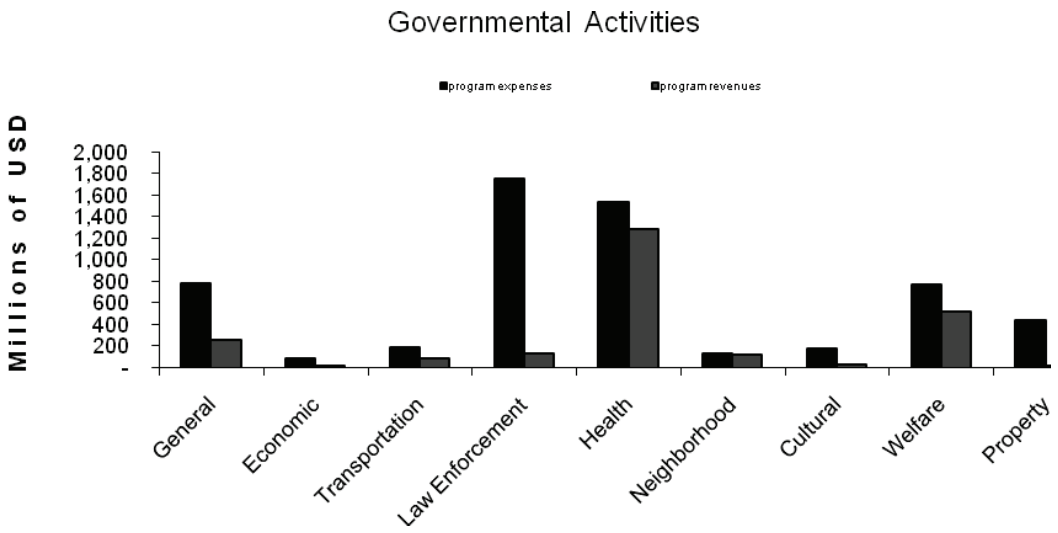
Overall, net assets for the city increased by $88.5 million. Total revenues increased by $80.4 million, total expenses increased by $66.1 million over last year. This resulted in the Change in Net Assets being $14.3 million higher than in the previous year. Net assets were decreased by $124.4 million from Operating grants and $0.4 million from Contributions, and increased by $60.1 million from Charges for Services, $47.1 million for Wage and Earning taxes, $52.9 million from Other taxes and $52.2 million from Unrestricted grants and contributions.

Expense increases by $66.1 million with increases for General Management of $117.4 million and $53.6 million in Judiciary and Law Enforcement and decreases of $21.9 million in Transportation, $29.4 in Conservation of Health, $36.2 million in Improvement in General Welfare, and decreased $29.4 million in Water and Waste Water.



Governmental Activities

The governmental activities of the City resulted in a $19.0 million decrease in net assets. The following chart reflects program expenses and program revenue. The difference (net cost) must be funded by Taxes, Grants & Contributions and Other revenues.



The following table summarizes the city's most significant governmental programs. Costs, program revenues and net cost are shown in the table. The net cost shows the financial burden that was placed on the city's taxpayers by each of these functions.

(millions of USD)	Program Costs		%	Program Revenues		%	Net Cost		%
	2012	2011	Change	2012	2011	Change	2012	2011	Change
General Welfare	776.3	812.5	-4.5%	520.8	668.4	-22.1%	255.5	144.1	77.3%
Judiciary & Law Enforcement	1,757.1	1,703.5	3.1%	139.9	122.6	14.1%	1,617.2	1,580.9	2.3%
Public Health	1,548.5	1,577.9	-1.9%	1,293.2	1,371.6	-5.7%	255.3	206.3	23.8%
General Governmental	790.5	697.4	13.3%	262.0	198.9	31.7%	528.5	498.5	6.0%
Services to Property	445.4	429.0	3.8%	20.3	15.5	31.0%	425.1	413.5	2.8%
Housing, Economic & Cultural	610.9	618.1	-1.2%	274.2	228.2	20.2%	336.7	389.9	-13.6%
	5,928.7	**5,838.4**	1.5%	**2,510.4**	**2,605.2**	-3.6%	**3,418.3**	**3,233.2**	5.7%

The cost of all governmental activities this year was $5,928.7 million; the amount that taxpayers paid for these programs through tax payments was $3,115.4 million. The federal and state governments and other charitable organizations subsidized certain programs with grants and contributions in the amount of $2,145.3 million while those who benefited from the programs paid $365.1 million through fees and charges. Unrestricted grants and contributions and other general types of revenues accounted for the balance of revenues in the amount of $283.9 million. The deficit of $19.0 million will have to be funded in future fiscal periods.

The following table shows a more detailed breakdown of program costs and related revenues for both the governmental and business-type activities of the city:

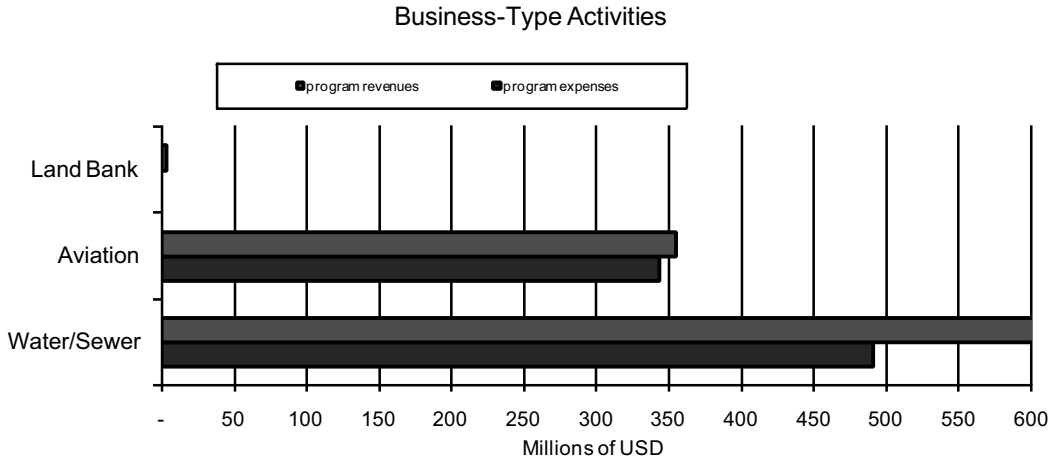
City of Philadelphia-Net Assets

(millions of USD)	Governmental Activities		Business-type Activities		Total		%
	2012	2011	2012	2011	2012	2011	Change
Revenues:							
Program revenues:							
Charges for services	365.1	349.7	861.8	817.1	1,226.9	1,166.8	5.2%
Operating grants and contributions	2,102.1	2,223.5	3.5	6.9	2,105.6	2,230.4	-5.6%
Capital grants and contributions	43.2	32.0	91.7	103.7	134.9	135.7	-0.6%
General revenues:							
Wage and earnings taxes	1,551.7	1,504.6	-	-	1,551.7	1,504.6	3.1%
Property taxes	500.8	506.6	-	-	500.8	506.6	-1.2%
Other taxes	1,062.9	1,010.0	-	-	1,062.9	1,010.0	5.2%
Unrestricted grants and contributions	223.1	173.8	2.9	-	226.0	173.8	30.0%
Unrestricted Interest	33.3	35.9	9.0	6.9	42.3	42.8	-1.2%
Total revenues	**5,882.2**	**5,836.1**	**968.9**	**934.6**	**6,851.1**	**6,770.7**	1.2%
Expenses:							
Economic development	96.5	92.3	-	-	96.5	92.3	4.6%
Transportation	189.6	211.5	-	-	189.6	211.5	-10.4%
Judiciary & law enforcement	1,757.1	1,703.5	-	-	1,757.1	1,703.5	3.1%
Conservation of health	1,548.5	1,577.9	-	-	1,548.5	1,577.9	-1.9%
Housing & neighborhood development	137.7	126.1	-	-	137.7	126.1	9.2%
Cultural & recreational	187.1	188.3	-	-	187.1	188.3	-0.6%
Improvement of the general welfare	776.3	812.5	-	-	776.3	812.5	-4.5%
Services to taxpayer property	445.4	429.0	-	-	445.4	429.0	3.8%
General management	678.4	561.0	-	-	678.4	561.0	20.9%
Interest on long term debt	112.1	136.3	-	-	112.1	136.3	-17.8%
Water & waste water	-	-	490.8	520.2	490.8	520.2	-5.7%
Airport	-	-	343.1	336.0	343.1	336.0	2.1%
Industrial land bank	-	-	-	1.9	-	1.9	-100.0%
Total expenses	**5,928.7**	**5,838.4**	**833.9**	**858.1**	**6,762.6**	**6,696.5**	1.0%
Increase (decrease) in net assets before transfers & special items	(46.4)	(2.3)	135.0	76.5	88.5	74.2	
Transfers	27.5	24.9	(27.5)	(24.9)	-	-	
Increase (decrease) in Net Assets	**(19.0)**	**22.6**	**107.5**	**51.6**	**88.5**	**74.2**	
Net Assets - Beginning	(1,753.4)	(1,776.0)	1,630.0	1,578.4	(123.4)	(197.6)	-37.6%
Adjustment	-	-	-	-	-	-	
Net Assets - End	**(1,772.4)**	**(1,753.4)**	**1,737.5**	**1,630.0**	**(34.9)**	**(123.4)**	-71.7%

Business-type Activities

Business-type activities caused the city's net assets to increase by $107.5 million. This increase was comprised of an increase in net assets for water/wastewater of $87.3 million, an increase to aviation of $17.1 million and an increase for industrial & commercial development operations of $3.1 million. Some of the key reasons for these changes are:

- Increased airport rental concession income and a reduction in Debt Service Interest, in the Aviation Fund.
- Increased user related charges, decreased Debt Service Interest and decreased Other Expenses, in the Water Fund.

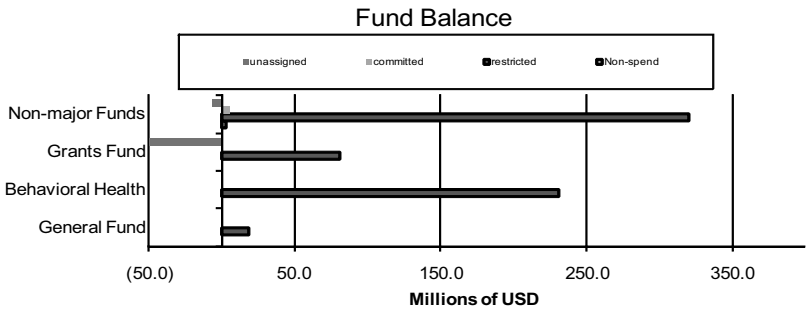


Financial Analysis of the Government's Funds

Governmental funds. The purpose of the city's governmental funds is to provide financial information on the *short term inflow, outflow and balance* of resources. This information is useful in assessing the city's ability to meet its near-term financing requirements. *Unreserved fund balance* serves as a useful measure of the city's net resources available for spending at the end of the fiscal year.

At the end of the fiscal year the city's governmental funds reported a *combined fund balance* of $546.7 million a decrease of $201.1 million over last year. Of the total fund balance, $2.6 million represents *nonspendable fund balance* for amounts that cannot be spent. In addition, $650.1 million represents *restricted fund balance* due to externally imposed constraints by outside parties, or law, to: revitalize neighborhoods ($51.6 million); pay debt service ($82.4 million); support programs funded by independent agencies ($40.5 million); fund a portion of the city's managed care programs ($230.7 million); fund a portion of new sports stadiums ($6.9 million); fund the 9-1-1 emergency phone system ($29.6 million); fund a portion of the central library renovation project ($2.3 million), cultural and commercial corridor project ($15.3 million); and trusts ($8.3 million); fund economic development programs ($10.3 million); improve streets and highways ($23.2 million); fund housing and neighborhood development ($10.5 million); provide health services ($9.5 million); preserve parks, libraries and museums ($.5 million); and support capital projects ($128.5 million). The fund balance is further broken down as to committed fund balance for Prisons ($4.2 million) and Parks and Recreation ($.9 million). The difference between the non-spendable, restricted, committed and combined fund balance is a deficit of $181.6 million which constitutes *unassigned fund balance,* this deficit must be funded by future budgets.

The general fund, the primary operating fund of the city, reported an *unassigned fund balance* of zero at the end of the fiscal year.



Overall, the total fund balance of the general fund increased by $112.5 million during the current fiscal year. This Increase was due to an excess of revenues and other financing sources over expenditures, for the fiscal year. Some of the key factors contributing to this change are:

Revenue:

- One time payments during the fiscal year for: Act 205 for $34.9 million; $11 million from PPA for the Love Park Garage; and, $12.5 million from PAID for the Parametric Garage loan.
- An increase resulting from Bond Defeasance for $102.6 million.

The Health Choices Behavioral Health fund ended the fiscal year with a total fund balance of $230.7 million, the entire amount million is reserved for a contractually required equity reserve and reinvestment initiatives. The total fund balance decreased during the fiscal year by $19.4 million.

The Grants Revenue fund has a total fund balance deficit of $94.0 million which is comprised of a positive restricted fund balance of $81.1 million (earmarked for neighborhood revitalization for $51.6 million and emergency telephone system programs for $29.5 million) and a deficit unassigned fund balance of $175.1 million. Because most programs accounted for in the grants revenue fund are reimbursement based, it is not unusual for the grants revenue fund to end the fiscal year with a deficit unassigned fund balance. The overall fund balance of the grants revenue fund experienced a decrease of $157.9 million during the current fiscal year due primarily to the Act 148 program being included in this fund beginning with fiscal year 2012. With Act 148 in the Grants Revenue Fund, revenue increased by $296.4 million but expenditures also increased by $428.8 million.

Proprietary funds. The city's proprietary funds provide the same type of financial information found in the government-wide financial statements, but in slightly more detail. The *total net assets* of the proprietary funds increased by $107.5 million during the current fiscal year. This overall increase is attributable to the water/wastewater system which had an increase of $87.3 million, airport operations which experienced an increase of $17.1 million, while industrial & commercial development operations experienced an increase of $3.1 million.

The proprietary funds reported an *unrestricted nets assets* surplus of $257.9 million, comprised of $182.2 million for the water and waste water operations, $55.9 million for the airport and $19.8 million for the industrial & commercial development activities. These unrestricted net assets represent an overall increase of $23.6 million over the previous year, comprised of an increase of $34.4 million for the water and waste water operations, a decrease of $13.9 million for the airport and an increase of $3.1 million for the Land Bank. The change in the water fund unrestricted is the result of an increase in Charges for Goods and Services of $38.4 million.

General Fund Budgetary Highlights

The following table shows the General Fund's year end fund balance for the five most recent years:

(millions of USD)

General Fund at June 30….	Fund Balance Available for Appropriation	Increase (Decrease)
2012	146.8	146.7
2011	0.1	114.1
2010	(114.0)	23.2
2009	(137.2)	(256.7)
2008	119.5	(178.4)

Differences between the original budget and the final amended budget resulted primarily from decreases in revenue estimates and increases to appropriations. These increases were required to support the following activities:

- $39.6 million for Office of the Director of Finance for Employee Benefits
- $4.4 million for Prisons personal services
- $1.7 million for Police personal services
- $1.5 million for Sheriff's Office personal services

The general fund's budgetary fund balance surplus of $146.8 million differs from the general fund's fund financial statement deficit of $11.1 million by $157.9 million, which represents the business privilege tax receipts of $157.9 million. Business privilege tax receipts are received prior to being earned but have no effect on budgeted cash receipts. The positive assigned fund balance for encumbrances was offset against the negative unassigned fund balance, in accordance with GASB Statement No. 54.

Capital Asset and Debt Administration

Capital assets. The City of Philadelphia's investment in capital assets for its governmental and business-type activities amounts to $5.9 billion, net of accumulated depreciation, at the end of the current fiscal year. These capital assets include items such as roads, runways, bridges, water and sewer mains, streets and street lighting, land, buildings, improvements, sports stadiums, vehicles, commuter trains, machinery, computers and general office equipment. Major capital asset events for which capital expenditures have been incurred during the current fiscal year include the following:

- Water and Wastewater Improvements of $62.0 million
- Infrastructure improvements for Streets, Highways and Bridges $61.8 million
- Airport terminal and airfield improvements in the amount of $96.7 million.
- City Hall exterior renovations in the amount of $5.6 million.
- Ben Franklin Parkway improvements $3.1 million.

The following table shows the capital assets by category.

City of Philadelphia's Capital Assets-Net of Depreciation

(millions of USD)

	Governmental activities		Inc	Business-type activities		Inc	Total		Inc
	2012	2011	(Dec)	2012	2011	(Dec)	2012	2011	(Dec)
Land	779.1	762.0	17.1	125.9	105.0	20.9	905.0	867.0	38.0
Fine Arts	1.0	1.0	-	0.0	0.0	-	1.0	1.0	-
Buildings	679.1	704.0	(24.9)	1,532.8	1,673.0	(140.2)	2,211.9	2,377.0	(165.1)
Improvements other than buildings	96.0	96.0	-	121.0	125.0	(4.0)	217.0	221.0	(4.0)
Machinery & equipment	78.0	92.0	(14.0)	24.0	24.0	-	102.0	116.0	(14.0)
Infrastructure	395.1	364.0	31.1	1,313.8	1,270.5	43.3	1,708.9	1,634.5	74.4
Construction in progress	96.0	47.0	49.0	582.0	406.0	176.0	678.0	453.0	225.0
Transit	76.0	81.2	(5.2)	0.0	0.0	-	76.0	81.2	(5.2)
Intangible Assets	0.0	0.0	-	7.0	9.1	(2.1)	7.0	9.1	(2.1)
Total	**2,200.3**	**2,147.2**	**53.1**	**3,706.5**	**3,612.6**	**93.9**	**5,906.8**	**5,759.8**	**147.0**

The city's governmental activities experienced an overall increase in capital assets of $53.1 million (net of accumulated depreciation) during the current fiscal year. During the fiscal year there were increases in: land ($17.1 million); infrastructure ($31.1 million); construction in process ($49.0 million); that were offset by increases in depreciation for: buildings ($24.9 million); equipment ($14.0 million) and transit ($5.2 million).

More detailed information about the city's capital assets can be found in notes I.6 & III.5 to the financial statements.

Long-term debt. At year end the city had $8.3 billion in long term debt outstanding. Of this amount, $5.2 billion represents bonds outstanding (comprised of $2.0 billion of debt backed by the full faith and credit of the city, and $3.2 billion of debt secured solely by specific revenue sources) while $3.1 billion represents other long term obligations. The following schedule shows a summary of all long term debt outstanding.

City of Philadelphia's Long Term Debt Outstanding

	Governmental activities		Business-type activities		Total	
(millions of USD)	2012	2011	2012	2011	2012	2011
Bonds Outstanding:						
General obligation bonds	2,039.5	2,121.7	-	1.0	2,039.5	2,122.7
Revenue bonds	-	-	3,203.0	3,189.0	3,203.0	3,189.0
Total Bonds Outstanding	**2,039.5**	**2,121.7**	**3,203.0**	**3,190.0**	**5,242.5**	**5,311.7**
Other Long Term Obligations:						
Service agreements	2,103.6	2,161.3	-	-	2,103.6	2,161.3
Employee related obligations	814.5	625.4	61.1	46.3	875.6	671.7
Indemnities	51.6	47.3	7.0	10.2	58.6	57.5
Leases	40.7	51.7	-	-	40.7	51.7
Other	-	-	0.3	0.3	0.3	0.3
Total Other Long Term Obligations	**3,010.4**	**2,885.7**	**68.4**	**56.8**	**3,078.8**	**2,942.5**
Total Long Term Debt Outstanding	**5,049.9**	**5,007.4**	**3,271.4**	**3,246.8**	**8,321.3**	**8,254.2**

Significant events related to borrowing during the current fiscal year include the following:

- The City has statutory authorizations to negotiate temporary loans for periods not to extend beyond the fiscal year. The City borrows funds to pay debt service and required pension contributions due before the receipt of the real estate taxes. The City borrowed and repaid $173.0 million in Tax and Revenue Anticipation Notes by June 2012 plus interest. In accordance with statute there are no temporary loans outstanding at year end.

- In May 2012, the City issued General Obligation Refunding Bonds, Series 2012A in the amount of $21.3 million. The bonds have a fixed interest rate of 5% and mature on September 15, 2014 ($1.4 million); September 15, 2019 ($9.9 million); and, September 15, 2021 ($10.0 million). Proceeds will be used to currently refund Series 1998 General Obligation Refunding Bonds maturing on May 15, 2020 in the amount of $10.7 million; currently refund Series 2001 General Obligation Bonds maturing on September 15, 2021 in the amount of $11.2 million; advance refund Series 2003A General Obligation Bonds maturing on February 15, 2015 in the amount of $2.4 million, and, pay the costs of issuing the

2012 bonds. Proceeds of the 2012 bonds will be applied, on the date of issuance, to the payment of the redemption price of the 1998 and 2001 bonds which are being optionally redeemed on such date.

- In May 2012, PMA issued $12.6 million of City Agreement Revenue Bonds, Series 2012 for the Government Building Energy Conservation Project. The bonds consist of: $6.3 million of Tax-Exempt Bonds, Series 2012A, and $6.3 million of Federally Taxable Qualified Energy Conservation Bonds Series 2012B. Interest will be paid semi-annually on March 15 and September 15 commencing on September 15, 2012. The Series 2012A serial bonds will mature on March 15, 2022, and the Series 2012B term bonds mature on March 15, 2024 ($2.1 million) and March 15, 2028 ($4.2 million). Proceeds will be used to finance the evaluation and implementation of energy conservation and efficiency measures at four (4) properties owned or leased, and operated by the city (City Hall, Criminal Justice Center, Municipal Services Building and One Parkway Building).

- Effective August 4, 2011 the city remarketed the General Obligation Multi-Modal Refunding Bonds, Series 2009B ($100.0 million), and entered into a letter of credit substitution with the Royal Bank of Canada (RBC). The 2009B Bonds are also payable from the proceeds of funds drawn by the U.S. Bank National Association, as fiscal agent, under an irrevocable, direct-pay letter of credit, issued by RBC. The Letter of Credit (LOC) will permit the fiscal agent to draw up to $101.8 million for principal and unpaid interest on the 2009B bonds and will expire on August 4, 2014, unless earlier cancelled, terminated or renewed. The LOC will constitute both a Credit Facility and Credit Provider and RBC a Liquidity Facility and Liquidity Provider for the 2009B bonds.

- In September 2011 to reduce costs associated with the Deferred Retirement Option Plan (DROP), City Council amended the options for retirement benefits. Options include, but are not limited to: changing eligibility requirements and the interest credited to DROP accounts; adding a new option for retirees to take a lump sum benefit at retirement, in exchange for an actuarial reduction of their regular monthly pension; and making conforming amendments to other provisions; under certain terms and conditions.

- As of June 30, 2012, **PMA**'s Statement of Net Assets disclosed $15.7 million of accretion to its bond principal payments for fiscal years 2013 through 2015. Capitalized interest relates entirely to MSB 1990 Series Capital Appreciation Bonds. Accretion value represents the cumulative compounded interest due and payable at bond maturity.

- In November 2011, the City issued Water and Wastewater Revenue Bonds Series 2011A in the amount of $135.0 million, and Water and Wastewater Revenue Refunding Bonds Series 2011B in the amount of $49.9 million. Serial bonds were issued in the amount of $49.9 million with interest rates ranging from 4.0% to 5.0%, and have a maturity date of 2026. Term bonds were issued in the following amounts (1) $2.6 million with an interest rate of 4.5% and mature in 2036; (2) $50.2 million with an interest rate of 5.0% and mature in 2036; (3) $82.2 million with an interest rate of 5.0% and mature in 2041. The proceeds of the bonds together with other available funds of the water department will be used to fund capital improvements to the City's water and wastewater system, advance refunding of a portion of the 2001A and 2007A bonds, fund capitalized interest, the required deposit into the Debt Reserve account of the Sinking Fund and pay various bond issuance costs.

- In December 2011, the City issued Airport Revenue Bond Series 2011 in the amount of $233.8 million. The Series 2011A bonds (AMT) were issued as serial bonds in the amount of $199.0 million with interest rates ranging from 2% to 5% and mature in 2028. The Series 2011B bonds were issued as serial bonds in the amount of $34.8 million, with interest rates ranging from 2% to 5% and mature in 2031. The plan is to: (i) refund a portion of the International Terminal Bonds; (ii) refund all of the City's outstanding Airport Revenue Bonds, Series 2001B; and (iii) pay the issuance costs of the bonds. The proceeds from the 2011A bonds will be used to refund the entire principal amount of $149.3 million for the Airport Revenue Bond, Series 2001A. In addition, the 2011B bonds will be used to refund a portion of the Airport Revenue Bond Series 1998B (currently outstanding aggregate principal amount of $57.1 million).

- In July 2010, the City of Philadelphia Water Department received approval from the Pennsylvania State Infrastructure Financing Authority ("PENNVEST") for the Green Infrastructure Project (Series 2010B), bringing the total financing from PENNVEST to $214.9 million. During fiscal year 2012, PENNVEST drawdowns totaled $43.7 million, which represents an increase in bond issuances. The funding is through low interest loans of 1.193% during the construction period and for the first five years of amortization (interest only payment are due during the construction period up to three years) and 2.107% for the remaining fifteen years.

Currently the city's bonds as rated by Moody's, Standard & Poor's and Fitch are as follows:

Bond Type	Moody's Investor Service	Standard & Poor's Corporation	Fitch IBCA
General Obligation Bonds	A2	BBB+	A-
Water Revenue Bonds	A1	A	A+
Aviation Revenue Bonds	A2	A+	A

The City is subject to a statutory limitation established by the Commonwealth of Pennsylvania as to the amount of tax supported general obligation debt it may issue. The limitation is equal to 13% of the average assessed valuations of properties over the past ten years. As of June 30, 2012 the legal debt limit was $1,622.3 million. There is $1,542.5 million of outstanding tax supported debt leaving a legal debt margin of $79.8 million.

More detailed information about the city's debt activity can be found in note III.7 to the financial statements.

Economic Factors and Next Year's Budgets and Rates

The following factors have been considered in preparing the City of Philadelphia's budget for the 2013 fiscal year:

- Philadelphia entered FY13 with a fund balance of $146.8 million. For FY 2013 Wage and Earnings Tax revenue are projected to grow 3.4%, Sale Tax revenue are projected to grow by 3.7% and Real Estate transfer tax is projected to grow by 5.2%, while the Business Income and Receipts tax is projected to grow by 0.9%.

- The current five year plan (FY 2013 to 2017) includes a resumption of the wage and business tax cuts in FY 2014, previously suspended in the FY 2010 plan.

- Workforce reductions were implemented throughout FY10 through the use of layoffs and by not replacing vacant positions. Spending on supplies and equipment was curtailed in FY 10.

- Union contracts for three of the City's four major bargaining units are still outstanding, despite having expired in July 2009. Any awarded or negotiated wage or benefit increases will increase costs for the City unless offset by savings included elsewhere in the collective bargaining agreements.

- To control rising pension plan costs the city introduced a new hybrid pension plan that contains both a defined benefit and a voluntary defined contribution component. Uniformed employees not electing to participate in the hybrid plan must increase their pension contribution percentage.

- The country entered its most recent recession in December 2007. It was the longest recession in the post-WWII period.

- Economists expect a slow and long recovery from the current recession. Philadelphia's recovery, like that of other local governments, is expected to take longer than the nation due to high urban unemployment and lagging tax revenue collections.

Requests for information

The Comprehensive Annual Financial Report is designed to provide a general overview of the City of Philadelphia's finances for all interested parties. The City also publishes the *Supplemental Report of Revenues & Obligations* that provides a detailed look at budgetary activity at the legal level of compliance, the *Annual Report of Bonded Indebtedness* that details outstanding long term debt and the *Schedule of Financial Assistance* that reports on grant activity. All four reports are available on the City's website, *www.phila.gov/finance*. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to:

Office of the Director of Finance
Suite 1340 MSB
1401 John F. Kennedy Boulevard
Philadelphia, PA 19102

City of Philadelphia
PENNSYLVANIA

Basic Financial Statements

City of Philadelphia
Statement of Net Assets
June 30, 2012

Exhibit I

Amounts in thousands of USD

	Primary Government			
	Governmental Activities	Business Type Activities	Total	Component Units
Assets				
Cash on Deposit and on Hand	82,649	30	82,679	310,248
Equity in Pooled Cash and Investments	-	-	-	40,022
Equity in Treasurer's Account	731,802	195,634	927,436	-
Investments	109,377	-	109,377	112,841
Due from Component Units	69,246	-	69,246	-
Due from Primary Government	-	-	-	69,617
Amounts Held by Fiscal Agent	56,965	-	56,965	109,544
Notes Receivable - Net	-	-	-	34,324
Accounts Receivable - Net	337,269	153,729	490,998	335,973
Interest and Dividends Receivable	1,440	-	1,440	20,438
Due from Other Governments - Net	457,737	1,910	459,647	113,670
Inventories	16,808	30,508	47,316	118,398
Other Assets	4,295	-	4,295	215,406
Deferred Outflow - Derivative Instruments	100,025	44,204	144,229	-
Restricted Assets:				
Cash and Cash Equivalents	-	241,769	241,769	211,148
Other Assets	-	862,766	862,766	310,368
Capital Assets:				
Land and Other Non-Depreciated Assets	876,752	707,217	1,583,969	319,888
Other Capital Assets (Net of Depreciation)	1,323,569	2,999,321	4,322,890	3,213,653
Total Capital Assets, Net	2,200,320	3,706,538	5,906,858	3,533,541
Total Assets	4,167,934	5,237,088	9,405,022	5,535,538
Liabilities				
Notes Payable	-	-	-	123,100
Vouchers Payable	45,203	8,654	53,857	67,414
Accounts Payable	196,434	100,366	296,800	142,076
Salaries and Wages Payable	54,126	5,456	59,582	63,513
Accrued Expenses	43,027	25,410	68,437	293,837
Due to Agency Funds	826	-	826	-
Due to Primary Government	-	-	-	43,500
Due to Component Units	49,043	-	49,043	-
Funds Held in Escrow	42,310	2,095	44,405	13,198
Due to Other Governments	-	-	-	32,786
Deferred Revenue	247,400	42,020	289,420	150,259
Overpayment of Taxes	110,814	-	110,814	8,601
Other Current Liabilities	-	-	-	119,723
Derivative Instrument Liability	101,363	44,204	145,567	22,087
Non-Current Liabilities:				
Due within one year	364,382	173,234	537,616	325,365
Due in more than one year	4,685,478	3,098,122	7,783,600	4,903,520
Total Liabilities	5,940,406	3,499,561	9,439,967	6,308,979
Net Assets				
Invested in Capital Assets, Net of Related Debt	83,919	887,768	971,687	(14,634)
Restricted For:				
Capital Projects	128,484	177,682	306,166	4,757
Debt Service	81,846	248,236	330,082	235,012
Behavioral Health	230,681	-	230,681	18,375
Neighborhood Revitalization	51,565	-	51,565	-
Stadium Financing	500	-	500	-
Central Library Project	2,331	-	2,331	-
Cultural & Commercial Corridor Project	15,273	-	15,273	-
Grant Programs	56,323	-	56,323	41,827
Rate Stabilization	-	165,907	165,907	-
Libraries & Parks:				
Expendable	3,027	-	3,027	-
Non-Expendable	2,414	-	2,414	-
Educational Programs	-	-	-	6,305
Other	49,382	-	49,382	286
Unrestricted(Deficit)	(2,478,217)	257,934	(2,220,283)	(1,065,369)
Total Net Assets	(1,772,472)	1,737,527	(34,945)	(773,441)

The notes to the financial statements are an integral part of this statement.

DRAFTv2

City of Philadelphia
Statement of Activities
For the Fiscal Year Ended June 30, 2012

Exhibit II

Amounts in thousands of USD

		Program Revenues			Net (Expense) Revenue and Changes in Net Assets			
					Primary Government			
Functions	Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities	Business Type Activities	Total	Component Units
Primary Government:								
Governmental Activities:								
Economic Development	96,534	1,101	16,620	779	(78,034)		(78,034)	
Transportation:								
Streets & Highways	115,626	5,234	52,875	36,886	(20,631)		(20,631)	
Mass Transit	73,955	1,348	359	-	(72,248)		(72,248)	
Judiciary and Law Enforcement:								
Police	1,094,157	5,578	14,230	-	(1,074,349)		(1,074,349)	
Prisons	336,743	875	480	-	(335,388)		(335,388)	
Courts	326,209	60,680	58,104	-	(207,425)		(207,425)	
Conservation of Health:								
Emergency Medical Services	48,414	27,451	583	-	(20,380)		(20,380)	
Health Services	1,500,067	14,807	1,250,299	-	(234,961)		(234,961)	
Housing and Neighborhood Development	137,673	28,590	97,324	-	(11,759)		(11,759)	
Cultural and Recreational:								
Recreation	97,288	2,218	8,946	1,321	(84,803)		(84,803)	
Parks	8,973	4,761	792	4,184	764		764	
Libraries and Museums	80,826	1,164	9,718	-	(69,944)		(69,944)	
Improvements to General Welfare:								
Social Services	675,457	5,151	465,441	-	(204,865)		(204,865)	
Education	74,339	-	-	-	(74,339)		(74,339)	
Inspections and Demolitions	26,494	49,965	181	-	23,652		23,652	
Service to Property:								
Sanitation	153,209	15,919	2,488	-	(134,802)		(134,802)	
Fire	292,228	284	1,599	-	(290,345)		(290,345)	
General Management and Support	678,394	139,709	122,026	-	(416,659)		(416,659)	
Interest on Long Term Debt	112,115	281	-	-	(111,834)		(111,834)	
Total Governmental Activities	5,928,702	365,116	2,102,065	43,170	(3,418,351)		(3,418,351)	
Business Type Activities:								
Water and Sewer	490,818	598,320	3,481	-	-	110,983	110,983	
Aviation	343,083	263,165	-	88,984	-	9,066	9,066	
Industrial and Commercial Development	-	412	-	2,690	-	3,102	3,102	
Total Business Type Activities	833,901	861,897	3,481	91,674	-	123,151	123,151	
Total Primary Government	6,762,603	1,227,013	2,105,546	134,844	(3,418,351)	123,151	(3,295,200)	
Component Units:								
Gas Operations	735,322	757,668	12,959	-				35,305
Housing	63,299	2,413	68,238	-				7,352
Parking	225,676	230,269	-	-				4,593
Education	3,024,935	35,965	930,552	-				(2,058,418)
Health	794,588	-	794,588	-				-
Economic Development	193,205	34,277	157,261	-				(1,667)
Total Component Units	5,037,025	1,060,592	1,963,598	-				(2,012,835)

General Revenues:				
Taxes:				
Property Taxes	500,759	-	500,759	658,540
Wage & Earnings Taxes	1,551,738	-	1,551,738	-
Business Taxes	399,249	-	399,249	-
Other Taxes	663,637	-	663,637	195,848
Grants & Contributions Not Restricted to Specific Programs	223,172	2,856	226,028	1,117,947
Unrestricted Interest & Investment Earnings	33,304	8,991	42,295	8,697
Miscellaneous	-	-	-	4,067
Special Items	-	-	-	7,790
Transfers	27,460	(27,460)	-	-
Total General Revenues, Special Items and Transfers	3,399,319	(15,613)	3,383,706	1,992,889
Change in Net Assets	(19,032)	107,538	88,506	(19,946)
Net Assets - July 1, 2011	(1,753,440)	1,629,989	(123,451)	(747,104)
Adjustment	-	-	-	(6,391)
Net Assets Adjusted - July 1, 2011	(1,753,440)	1,629,989	(123,451)	(753,495)
Net Assets - June 30, 2012	(1,772,472)	1,737,527	(34,945)	(773,441)

The notes to the financial statements are an integral part of this statement.

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City of Philadelphia
Balance Sheet
Governmental Funds
June 30, 2012

Exhibit III

Amounts in thousands of USD

	General Fund	HealthChoices Behavioral Health Fund	Grants Revenue Fund	Other Governmental Funds	Total Governmental Funds
Assets					
Cash on Deposit and on Hand	10,090	-	104	72,455	82,649
Equity in Treasurer's Account	299,406	220,330	33,325	178,741	731,802
Investments	-	-	-	109,377	109,377
Due from Other Funds	7,531	-	-	460	7,991
Due from Component Units	69,246	-	-	-	69,246
Amounts Held by Fiscal Agent	18,104	-	38,861	-	56,965
Taxes Receivable	586,447	-	-	12,682	599,129
Accounts Receivable	361,520	-	1,187	9,340	372,047
Due from Other Governmental Units	127,622	60,941	232,071	37,103	457,737
Allowance for Doubtful Accounts	(634,381)	-	-	(2,087)	(636,468)
Interest and Dividends Receivable	63	1,321	-	55	1,439
Other Assets	-	-	-	568	568
Total Assets	845,648	282,592	305,548	418,694	1,852,482
Liabilities and Fund Balances					
Liabilities:					
Vouchers Payable	23,078	304	14,656	7,165	45,203
Accounts Payable	41,208	7,042	102,766	45,417	196,433
Salaries and Wages Payable	50,475	-	3,339	312	54,126
Due to Other Funds	800	-	-	8,017	8,817
Due to Component Units	-	44,565	3,376	1,102	49,043
Funds Held in Escrow	39,256	-	-	3,054	42,310
Deferred Revenue	491,407	-	275,364	32,263	799,034
Overpayment of Taxes	110,814	-	-	-	110,814
Total Liabilities	757,038	51,911	399,501	97,330	1,305,780
Fund Balances:					
Nonspendable	-	-	-	2,614	2,614
Restricted	18,104	230,681	81,129	320,145	650,059
Committed	-	-	-	5,090	5,090
Assigned	70,506	-	-	-	70,506
Unassigned	-	-	(175,082)	(6,485)	(181,567)
Total Fund Balances	88,610	230,681	(93,953)	321,364	546,702
Total Liabilities and Fund Balances	845,648	282,592	305,548	418,694	

Amounts reported for governmental activities in the statement of net assets are different because:

a. Capital Assets used in governmental activities are not reported in the funds	2,200,320
b. Unearned Receivables are deferred in the funds	551,634
c. Long Term Liabilities, including bonds payable are not reported in the funds	(5,049,860)
d. Derivatives are not reported in the funds	(1,338)
e. Other	(19,930)
Net Assets of Governmental Activities	(1,772,472)

The notes to the financial statements are an integral part of this statement.

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City of Philadelphia **Exhibit IV**
Statement of Revenues, Expenditures and Changes in Fund Balances
Governmental Funds
For the Fiscal Year Ended June 30, 2012

Amounts in thousands of USD

	General Fund	HealthChoices Behavioral Health Fund	Grants Revenue Fund	Other Governmental Funds	Total Governmental Funds
Revenues					
Tax Revenue	2,562,434	-	-	550,073	3,112,507
Locally Generated Non-Tax Revenue	256,654	812	40,589	38,429	336,484
Revenue from Other Governments	413,199	799,872	904,883	108,206	2,226,160
Other Revenues	17,319	-	-	10,153	27,472
Total Revenues	3,249,606	800,684	945,472	706,861	5,702,623
Expenditures					
Current Operating:					
Economic Development	27,302	-	17,642	43,914	88,858
Transportation:					
Streets & Highways	49,455	-	1,217	24,900	75,572
Mass Transit	67,315	-	359	-	67,674
Judiciary and Law Enforcement:					
Police	1,006,333	-	13,689	-	1,020,022
Prisons	316,147	-	695	1,388	318,230
Courts	262,890	-	49,439	-	312,329
Conservation of Health:					
Emergency Medical Services	46,095	-	563	-	46,658
Health Services	146,781	820,120	390,450	135,330	1,492,681
Housing and Neighborhood Development	2,665	-	64,390	66,746	133,801
Cultural and Recreational:					
Recreation	77,246	-	8,676	-	85,922
Parks	36	-	792	5,246	6,074
Libraries and Museums	61,938	-	9,754	236	71,928
Improvements to General Welfare:					
Social Services	187,897	-	486,398	-	674,295
Education	74,339	-	-	-	74,339
Inspections and Demolitions	26,540	-	5,682	-	32,222
Service to Property:					
Sanitation	143,734	-	2,488	-	146,222
Fire	266,617	-	1,174	-	267,791
General Management and Support	553,795	-	19,349	46,005	619,149
Capital Outlay	-	-	-	201,984	201,984
Debt Service:					
Principal	-	-	-	103,107	103,107
Interest	-	-	-	105,220	105,220
Bond Issuance Cost	1,090	-	-	549	1,639
Total Expenditures	3,318,215	820,120	1,072,757	734,625	5,945,717
Excess (Deficiency) of Revenues Over (Under) Expenditures	(68,609)	(19,436)	(127,285)	(27,764)	(243,094)
Other Financing Sources (Uses)					
Issuance of Debt	-	-	-	12,605	12,605
Issuance of Refunding Bonds	91,305	-	-	21,295	112,600
Bond Issuance Premium	12,387	-	-	4,200	16,587
Bond Defeasance	(102,602)	-	-	(24,670)	(127,272)
Transfers In	333,694	-	1,552	265,531	600,777
Transfers Out	(153,665)	-	(32,130)	(387,522)	(573,317)
Total Other Financing Sources (Uses)	181,119	-	(30,578)	(108,561)	41,980
Net Change in Fund Balance	112,510	(19,436)	(157,863)	(136,325)	(201,114)
Fund Balance - July 1, 2011	(23,900)	250,117	63,910	457,689	747,816
Fund Balance - June 30, 2012	88,610	230,681	(93,953)	321,364	546,702

The notes to the financial statements are an integral part of this statement.

City of Philadelphia **Exhibit V**

Reconciliation of the Statement of Revenues, Expenditures and Changes in Fund Balances of Governmental Funds to the Statement of Activities

For the Fiscal Year Ended June 30, 2012

Amounts in thousands of USD

Net Change in Fund Balances - Total Governmental Funds.....	(201,114)
Amounts reported for governmental activities in the statement of activities are different because:	
a. Governmental funds report capital outlays as expenditures. However, in the statement of activities the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense. This is the amount by which capital outlay (189,782) exceeded depreciation (133,723) in the current period.....	56,059
b. Revenues in the statement of activities that do not provide current financial resources are not reported as revenues in the funds.....	166,538
c. Proceeds from debt obligations provide current financial resources to governmental funds, but issuing debt increases long-term liabilities in the statement of net assets. Repayment of principal is an expenditure in the governmental funds, but the repayment reduces long-term liabilities in the statement of net assets. This is the amount by which repayments (219,395) exceeded proceeds (131).....	219,264
d. The increase in the Net Pension Obligation reported in the statement of activities does not require the use of current financial resources and therefore is not reported as an expenditure in governmental funds.....	(147,072)
e. Some expenses reported in the statement of activities do not require the use of current financial resources and therefore are not reported as expenditures in governmental funds.....	(112,707)
Change in Net Assets of governmental activities.....	(19,032)

The notes to the financial statements are an integral part of this statement.

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City of Philadelphia
Statement of Fund Net Assets
Proprietary Funds
June 30, 2012

Exhibit VI

Amounts in thousands of USD

	Business Type Activities - Enterprise Funds			
	Water and Sewer	Aviation	Other Non-Major Industrial & Commercial Development	Total
Assets				
Current Assets:				
Cash on Deposit and on Hand	30	-	-	30
Equity in Treasurer's Account	80,624	111,235	3,775	195,634
Due from Other Governments	519	1,391	-	1,910
Accounts Receivable	260,095	14,144	1,972	276,211
Allowance for Doubtful Accounts	(121,212)	(1,270)	-	(122,482)
Inventories	13,456	2,964	14,088	30,508
Total Current Assets	233,512	128,464	19,835	381,811
Deferred Outflow - Derivative Instruments	12,018	32,186	-	44,204
Non-Current Assets:				
Restricted Assets:				
Equity in Treasurer's Account	477,997	384,769	-	862,766
Amounts Held by Fiscal Agent	-	341	-	341
Sinking Funds and Reserves	152,570	63,419	-	215,989
Grants for Capital Purposes	-	17,389	-	17,389
Receivables	1,393	6,657	-	8,050
Total Restricted Assets	631,960	472,575	-	1,104,535
Capital Assets:				
Land	5,919	120,293	-	126,212
Infrastructure	2,087,956	886,622	-	2,974,578
Construction in Progress	314,162	266,843	-	581,005
Buildings and Equipment	1,572,818	1,832,433	-	3,405,251
Less: Accumulated Depreciation	(2,042,854)	(1,337,654)	-	(3,380,508)
Total Capital Assets, Net	1,938,001	1,768,537	-	3,706,538
Total Non-Current Assets	2,569,961	2,241,112	-	4,811,073
Total Assets	2,815,491	2,401,762	19,835	5,237,088
Liabilities				
Current Liabilities:				
Vouchers Payable	6,871	1,783	-	8,654
Accounts Payable	12,304	13,541	-	25,845
Salaries and Wages Payable	3,947	1,509	-	5,456
Construction Contracts Payable	25,299	49,222	-	74,521
Accrued Expenses	21,470	3,940	-	25,410
Funds Held in Escrow	2,095	-	-	2,095
Deferred Revenue	6,626	35,394	-	42,020
Bonds Payable-Current	121,769	51,465	-	173,234
Total Current Liabilities	200,381	156,854	-	357,235
Derivative Instrument Liability	12,018	32,186	-	44,204
Net Pension Liability	11,801	15,659	-	27,460
Non-Current Liabilities:				
Bonds Payable	1,698,122	1,331,605	-	3,029,727
Other Non-Current Liabilities	27,849	13,086	-	40,935
Total Non-Current Liabilities	1,725,971	1,344,691	-	3,070,662
Total Liabilities	1,950,171	1,549,390	-	3,499,561
Net Assets				
Invested in Capital Assets, Net of Related Debt	243,997	643,771	-	887,768
Restricted For:				
Capital Projects	120,608	57,074	-	177,682
Debt Service	152,569	95,667	-	248,236
Rate Stabilization	165,907	-	-	165,907
Unrestricted	182,239	55,860	19,835	257,934
Total Net Assets	865,320	852,372	19,835	1,737,527

The notes to the financial statements are an integral part of this statement.

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City of Philadelphia **Exhibit VII**

Statement of Revenues, Expenses and Changes in Fund Net Assets
Proprietary Funds
For the Fiscal Year Ended June 30, 2012

Amounts in thousands of USD

	Business-Type Activities - Enterprise Funds			
	Water and Sewer	Aviation	Other Non-Major Industrial & Commercial Development	Totals
Operating Revenues:				
Charges for Goods and Services	591,571	78,331	-	669,902
Rentals and Concessions	-	179,203	-	179,203
Operating Grants	3,481	-	-	3,481
Miscellaneous Operating Revenues	6,749	5,631	412	12,792
Total Operating Revenues	601,801	263,165	412	865,378
Operating Expenses:				
Personal Services	105,448	60,503	-	165,951
Purchase of Services	73,962	81,734	-	155,696
Materials and Supplies	37,050	6,729	-	43,779
Employee Benefits	83,706	45,030	-	128,736
Indemnities and Taxes	663	1,899	-	2,562
Depreciation	92,113	100,593	-	192,706
Total Operating Expenses	392,942	296,488	-	689,430
Operating Income (Loss)	208,859	(33,323)	412	175,948
Non-Operating Revenues (Expenses):				
Federal, State and Local Grants	479	2,377	-	2,856
Passenger Facility Charges	-	59,742	-	59,742
Interest Income	3,334	5,655	2	8,991
Net Pension Obligation	(11,259)	(5,556)	-	(16,815)
Debt Service - Interest	(85,374)	(40,631)	-	(126,005)
Other Revenue (Expenses)	(1,243)	(408)	-	(1,651)
Total Non-Operating Revenues (Expenses)	(94,063)	21,179	2	(72,882)
Income (Loss) Before Contributions & Transfers	114,796	(12,144)	414	103,066
Transfers In/(Out)	(27,460)	-	-	(27,460)
Capital Contributions	-	29,242	2,690	31,932
Change in Net Assets	87,336	17,098	3,104	107,538
Net Assets - July 1, 2011	777,984	835,274	16,731	1,629,989
Net Assets - June 30, 2012	865,320	852,372	19,835	1,737,527

The notes to the financial statements are an integral part of this statement.

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City of Philadelphia
Statement of Cash Flows
Proprietary Funds
For the Fiscal Year Ended June 30, 2012

Exhibit VIII

Amounts in thousands of USD

	Business Type Activities - Enterprise Funds			
	Water and Sewer	Aviation	Other Non-Major Industrial & Commercial Development	Totals
CASH FLOWS FROM OPERATING ACTIVITIES				
Receipts from Customers	587,703	263,178	-	850,881
Payments to Suppliers	(108,742)	(85,992)	-	(194,734)
Payments to Employees	(194,763)	(101,137)	-	(295,900)
Internal Activity-Payments to Other Funds	-	(6,635)	-	(6,635)
Claims Paid	(3,047)	-	-	(3,047)
Other Receipts (Payments)	-	947	412	1,359
Net Cash Provided (Used)	281,151	70,361	412	351,924
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES				
Operating Grants Received	3,481	2,377	-	5,858
Operating Subsidies and Transfers from Other Funds	(27,460)	-	-	(27,460)
Net Cash Provided (Used)	(23,979)	2,377	-	(21,602)
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES				
Proceeds from Debt Issuance	168,227	243,623	-	411,850
Capital Grants & Contributions Received	479	25,721	-	26,200
Acquisition and Construction of Capital Assets	(136,123)	(126,814)	-	(262,937)
Interest Paid on Debt Instruments	(82,555)	(49,843)	-	(132,398)
Principal Paid on Debt Instruments	(109,868)	(307,840)	-	(417,708)
Passenger Facility Charges	-	59,938	-	59,938
Net Cash Provided (Used)	(159,840)	(155,215)	-	(315,055)
CASH FLOWS FROM INVESTING ACTIVITIES				
Proceeds from Sale and Maturities of Investments	-	10,271	-	10,271
Interest and Dividends on Investments	(6,077)	6,261	5	189
Net Cash Provided (Used)	(6,077)	16,532	5	10,460
Net Increase (Decrease) in Cash and Cash Equivalents	91,255	(65,945)	417	25,727
Cash and Cash Equivalents, July 1 (including $406.4 mil for Water & Sewer and $442.3 mil for Aviation reported in restricted accounts)	467,396	562,290	3,358	1,033,044
Cash and Cash Equivalents, June 30 (including $478.0 mil for Water & Sewer and $385.1 mil for Aviation reported in restricted accounts)	558,651	496,345	3,775	1,058,771
Reconciliation of Operating Income (Loss) to Net Cash Provided (Used) by Operating Activities:				
Operating Income (Loss)	208,859	(33,323)	412	175,948
Adjustments to Reconcile Operating Income to Net Cash Provided (Used) by Operating Activities:				
Depreciation Expense	92,113	100,593	-	192,706
Changes in Assets and Liabilities:				
Receivables, Net	(12,028)	2,290	-	(9,738)
Deferred Revenue	(3,137)	(1,483)	-	(4,620)
Inventories	(264)	101	-	(163)
Accounts and Other Payables	3,469	2,183	-	5,652
Accrued Expenses	(7,861)	-	-	(7,861)
Net Cash Provided by Operating Activities	281,151	70,361	412	351,924

The notes to the financial statements are an integral part of this statement.

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City of Philadelphia **Exhibit IX**
Statement of Net Assets
Fiduciary Funds
June 30, 2012

Amounts in thousands of USD

	Pension Trust Funds	Agency Funds
Assets		
Cash on Deposit and on Hand	-	104,934
Equity in Treasurer's Account	4,349,076	42,235
Investments	-	9,676
Securities Lending Collective Investment Pool	416,484	-
Allowance for Unrealized Loss	(1,860)	-
Accounts Receivable	3,052	-
Due from Brokers for Securities Sold	248,114	-
Interest and Dividends Receivable	19,437	-
Due from Other Governmental Units	2,442	-
Due from Other Funds	-	826
Total Assets	5,036,745	157,671
Liabilities		
Vouchers Payable	9	3,132
Accounts Payable	4,829	-
Salaries and Wages Payable	57	-
Payroll Taxes Payable	-	14,589
Funds Held in Escrow	9	139,950
Due on Return of Securities Loaned	416,484	-
Due to Brokers for Securities Purchased	256,284	-
Accrued Expenses	13,523	-
Deferred Revenue	2,004	-
Other Liabilities	456	-
Total Liabilities	693,655	157,671
Net Assets Held in Trust for Pension Benefits	4,343,090	-

The notes to the financial statements are an integral part of this statement.

City of Philadelphia **Exhibit X**
Statement of Changes in Net Assets
Fiduciary Funds
For the Fiscal Year Ended June 30, 2012 *Amounts in thousands of USD*

	Pension Trust Funds
Additions:	
Contributions:	
Employers' Contributions	579,833
Employees' Contributions	50,014
Total Contributions	629,847
Investment Income:	
Interest and Dividends	98,967
Net Decline in Fair Value of Investments	(68,527)
(Less) Investments Expenses	(15,438)
Securities Lending Revenue	2,076
Securities Lending Unrealized Loss	(1,860)
(Less) Securities Lending Expenses	(852)
Net Investment Gain	14,366
Total Additions	644,213
Deductions	
Pension Benefits	746,028
Refunds of Members' Contributions	6,500
Administrative Expenses Paid	1,007
Other Operating Expenses	15,246
Total Deductions	768,781
Change in Net Assets	(124,568)
Net Assets - July 1, 2011	4,467,658
Net Assets - June 30, 2012	4,343,090

The notes to the financial statements are an integral part of this statement.

City of Philadelphia
Statement of Net Assets
Component Units
June 30, 2012

Exhibit XI

Amounts in thousands of USD

	Philadelphia Gas Works*	Philadelphia Redevelopment Authority	Philadelphia Parking Authority*	School District of Philadelphia	Community College of Philadelphia	Community Behavioral Health*	Delaware River Waterfront Corporation	Philadelphia Authority for Industrial Development*	Total
Assets									
Cash on Deposit and on Hand	105,386	71,113	92,441	529	11,664	23,336	5,779	-	310,248
Equity in Pooled Cash and Investments	-	-	-	40,022	-	-	-	-	40,022
Investments	-	-	75,705	-	37,136	-	-	-	112,841
Due from Primary Government	-	5,024	-	-	-	64,593	-	-	69,617
Amounts Held by Fiscal Agent	-	-	-	109,544	-	-	-	-	109,544
Notes Receivable	-	34,208	-	-		116	-	-	34,324
Taxes Receivable	-	-	-	180,665	-	-	-	-	180,665
Accounts Receivable-Net	98,925	1,149	1,091	10,340	6,707	-	5,622	31,474	155,308
Interest and Dividends Receivable	-	19,989	249	150	50	-	-	-	20,438
Due from Other Governments	-	203	-	65,487	2,609	-	-	45,371	113,670
Inventories	85,993	28,787	-	3,618	-	-	-	-	118,398
Other Assets	181,121	341	2,251	29,213	1,137	747	512	84	215,406
Restricted Assets:									
Cash and Cash Equivalents	-	10,563	-	177,549	-	-	-	23,036	211,148
Other Assets	236,966	25,114	-	18,375	4,234	-	-	25,679	310,368
Capital Assets:		-							
Land and Other Non-Depreciated Assets	46,149	-	15,980	198,078	46,367	-	1,898	11,416	319,888
Other Capital Assets (Net of Depreciation)	1,064,929	852	180,107	1,760,693	133,117	1,526	7,816	64,613	3,213,653
Total Capital Assets	1,111,078	852	196,087	1,958,771	179,484	1,526	9,714	76,029	3,533,541
Total Assets	1,819,469	197,343	367,824	2,594,263	243,021	90,318	21,627	201,673	5,535,538
Liabilities									
Notes Payable	-	21,894	10,985	-	90,221	-	-	-	123,100
Vouchers Payable	55,893	-	-	-	11,521	-	-	-	67,414
Accounts Payable	-	3,212	15,371	114,408	-	2,800	2,306	3,979	142,076
Salaries and Wages Payable	5,095	-	-	50,106	2,876	5,436	-	-	63,513
Accrued Expenses	217,065	3,968	776	-	1,298	70,266	464	-	293,837
Funds Held in Escrow	-	12,451	-	-	123	-	-	624	13,198
Due to Other Governments	-	-	14,745	3,462	2,419	-	-	12,160	32,786
Due to Primary Government	-	1,500	30,773	-	-	-	-	11,227	43,500
Deferred Revenue	11,161	37,914	2,033	18,844	2,568	7,900	7,535	62,304	150,259
Overpayment of Taxes	.	.	.	8,601	.	.	.	.	8,601
Other Current Liabilities	-	-	-	115,772	-	3,916	35	-	119,723
Derivative Instrument Liability	-	-	-	22,087	-	-	-	-	22,087
Non-Current Liabilities:									
Due within one year	48,513	3,748	10,520	260,442	2,142	-	-	-	325,365
Due in more than one year	1,172,002	34,005	177,909	3,437,147	35,263	-	2,354	44,840	4,903,520
Total Liabilities	1,509,729	118,692	263,112	4,030,869	148,431	90,318	12,694	135,134	6,308,979
Net Assets									
Invested in Capital Assets, Net of Related Debt	15,869	219	58,683	(208,522)	86,331	-	-	32,786	(14,634)
Restricted For:									
Capital Projects	-	-	-	-	4,757	-	-	-	4,757
Debt Service	114,634	8,423	2,411	109,544	-	-	-	-	235,012
Behavioral Health	-	-	-	18,375	-	-	-	-	18,375
Educational Programs	-	-	-	6,305	-	-	-	-	6,305
Grant Programs	-	-	-	-	6,761	-	-	35,066	41,827
Other	-	-	-	286	-	-	-	-	286
Unrestricted	179,237	70,009	43,618	(1,362,594)	(3,259)	-	8,933	(1,313)	(1,065,369)
Total Net Assets	309,740	78,651	104,712	(1,436,606)	94,590	-	8,933	66,539	(773,441)

* The Philadelphia Gas Works is presented as of the close of their fiscal year, August 31, 2011. Community Behavioral Health and the Philadelphia Authority for Industrial Development are presented as of the close of their fiscal year, December 31, 2011. The Philadelphia Parking Authority is presented as of the close of their fiscal year, March 31, 2012.

The notes to the financial statements are an integral part of this statement.

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City of Philadelphia
Statement of Activities
Component Units
For the Fiscal Year Ended June 30, 2012

Exhibit XII

Amounts in thousands of USD

Functions	Expenses	Program Revenues: Charges for Services	Program Revenues: Operating Grants and Contributions	Program Revenues: Capital Grants and Contributions	Net (Expense) Revenue and Changes in Net Assets: Philadelphia Gas Works*	Philadelphia Redevelopment Authority	Philadelphia Parking Authority*	School District of Philadelphia	Community College of Philadelphia	Community Behavioral Health*	Delaware River Waterfront Corporation	Philadelphia Authority for Industrial Development*	Total
Gas Operations													
Gas Works	735,322	757,668	12,959	-	35,305								35,305
Housing													
Redevelopment Authority	63,299	2,413	68,238	-		7,352							7,352
Parking													
Parking Authority	225,676	230,269	-	-			4,593			-			4,593
Education													
School District	2,862,971	3,957	865,838					(1,993,176)					(1,993,176)
Community College	161,964	32,008	64,714	-					(65,242)				(65,242)
Total	3,024,935	35,965	930,552	-									
Health													
Community Behavioral Health	794,588	-	794,588	-						-			-
Economic Development													
Convention Center Authority	-	-	-	-									-
Delaware River Waterfront Corp.	12,877	7,489	5,174	-							(214)		(214)
Authority for Ind. Development	180,328	26,788	152,087	-								(1,453)	(1,453)
Total	193,205	34,277	157,261	-									
Total Component Units	5,037,025	1,060,592	1,963,598	-									(2,012,835)
General Revenues:													
Property Taxes					-	-	-	658,540	-	-	-	-	658,540
Other Taxes					-	-	-	195,848	-	-	-	-	195,848
Grants & Contributions Not Restricted to Specific Programs					-	-	-	1,058,288	59,966	-	-	(307)	1,117,947
Unrestricted Interest & Investment Earnings					-	945	2,419	4,170	1,118	-	45	-	8,697
Miscellaneous					-	-	-	-	4,067		-	-	4,067
Special Item-Gain (Loss) on Sale of Capital Assets					-	-	-	-	-	-	-	7,790	7,790
Total General Revenue ,Special items and Transfers					-	945	2,419	1,916,846	65,151	-	45	7,483	1,992,889
		Change in Net Assets			35,305	8,297	7,012	(76,330)	(91)	-	(169)	6,030	(19,946)
Net Assets - July 1, 2011					274,435	70,354	97,700	(1,353,885)	94,681	-	9,102	60,509	(747,104)
Adjustment					-	-	-	(6,391)	-		-	-	(6,391)
Net Assets Adjusted - July 1, 2011					274,435	70,354	97,700	(1,360,276)	94,681	-	9,102	60,509	(753,495)
Net Assets - June 30, 2012					309,740	78,651	104,712	(1,436,606)	94,590	-	8,933	66,539	(773,441)

*** The Philadelphia Gas Works is presented as of the close of their fiscal year, August 31, 2011. Community Behavioral Health and the Philadelphia Authority for Industrial Development are presented as of the close of their fiscal year, December 31, 2011. The Philadelphia Parking Authority is presented as of the close of their fiscal year, March 31, 2012.**

The notes to the financial statements are an integral part of this statement.

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SEAL OF THE CITY OF PHILADELPHIA
PHILADELPHIA
MANETO

City of Philadelphia
PENNSYLVANIA

Notes to the Financial Statements
FYE 06/30/2012

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I. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements of the City of Philadelphia have been prepared in conformity with generally accepted accounting principles (GAAP) as applied to governmental units. The Governmental Accounting Standards Board (GASB) is the accepted standard setting body for establishing governmental accounting and financial reporting principles. The more significant of the City's accounting policies are described below.

1. REPORTING ENTITY

The City of Philadelphia was founded in 1682 and was merged with the county in 1854. Since 1951 the City has been governed largely under the Philadelphia Home Rule Charter. However, in some matters, including the issuance of short-term and long-term debt, the City is governed by the laws of the Commonwealth of Pennsylvania.

As required by GAAP, the financial statements of the City of Philadelphia include those of the primary government and its component units. The component units discussed below are included in the City's reporting entity because of the significance of their operational or financial relationships with the City. The financial statements of these component units have been included in the City's reporting entity either as blended component units or as discretely presented component units. Based on the criteria established by Governmental Accounting Standards Board Statement (GASBS) #14 as amended by GASBS #39, certain other organizations also did meet the criteria for inclusion, however they are not included in the City's financial statements because they are not significant to a fair representation of the City's reporting entity. **Individual financial statements can be obtained directly from their administrative offices by writing to the addresses provided.**

As used both on the face of the financial statements and in the footnotes, the term "Primary Government" includes both City funds and Blended Component Units while the term "Component Units" includes only Discretely Presented Component Units.

A. BLENDED COMPONENT UNITS

Pennsylvania Intergovernmental Cooperation Authority (PICA) – 1500 Walnut St., Philadelphia, PA 19102
PICA was established by act of the Commonwealth of Pennsylvania to provide financial assistance to cities of the first class and is governed by a five member board appointed by the Commonwealth. Currently, the City of Philadelphia is the only city of the first class. The activities of PICA are reflected in two of the governmental fund types (Special Revenue and Debt Service).

Philadelphia Municipal Authority (PMA) – 1515 Arch St., Philadelphia, PA 19102
PMA is governed by a five member board appointed by the City and was established to issue tax exempt bonds for the acquisition and use of certain equipment and facilities for the City. The activities of PMA are reflected in three of the governmental fund types (Special Revenue, Debt Service and Capital Improvement).

B. DISCRETELY PRESENTED COMPONENT UNITS

The component unit columns in the applicable combined financial statements include the combined financial data for the organizations discussed below. They are reported in a separate column to emphasize that they are legally separate from the City. However, in order to retain their identity, applicable combining statements have been included as part of this report.

Community College of Philadelphia (CCP) – 1700 Spring Garden St., Philadelphia, PA 19130
CCP was established by the City to provide two year post-secondary education programs for its residents. It is governed by a Board appointed by the City, receives substantial subsidies from the City, and its budgets must be submitted to the City for review and approval.

Delaware River Waterfront Corp. (DRWC) – 121 N. Columbus Blvd., Philadelphia, PA 19106
The 16 member board, is headed by the Mayors' Deputy Director for Economic Development and Planning, and is comprised of appointed City officials and private sector experts in design, finance, and real estate development. The group will focus on the development of the seven-mile stretch of water front property between Allegheny and Oregon Avenues.

Philadelphia Parking Authority (PPA) – 3101 Market St., Philadelphia, PA 19104
PPA was established by the City to coordinate a system of parking facilities and on-street parking on behalf of the City. Its fiscal year ends on March 31. The City has guaranteed debt payments for PPA. A voting majority of PPA's governing board is not appointed by the City however, the significance of the City's relationship with PPA is such that exclusion from the City's financial report would be misleading.

Philadelphia Redevelopment Authority (PRA) – 1234 Market St., Philadelphia, PA 19107
PRA was established to rehabilitate blighted sections of the City. It is governed by a five-member board appointed by the City and must submit its budgets to the City for review and approval.

School District of Philadelphia (SDP) – 440 N. Broad St., Philadelphia, PA 19130
SDP was established by the Educational Supplement to the Philadelphia Home Rule Charter to provide free public education for the City's residents. A voting majority of the SDP governing board is not appointed by the City, however, the significance of the City's relationship with SDP is such that exclusion from the City's financial report would be misleading.

Community Behavioral Health (CBH) – 801 Market St., Philadelphia, PA 19107
CBH is a not-for-profit organization established by the City's Department of Public Health to provide for and administer all behavioral health services required by the Commonwealth of Pennsylvania. Its board is made up of City officials and City appointees. Any change in funding would present a financial burden to the City.

Philadelphia Authority for Industrial Development (PAID) – 2600 Centre Sq. West, Philadelphia, PA 19102
PAID was formed under the Industrial Development Authority Law to issue debt to finance eligible industrial and commercial development projects. PAID is the delegate agency responsible for administration of certain state grants and acts in the City's behalf on major development projects in the City. The City appoints a voting majority of PAID's board and is responsible for funding PAID's debt service.

Philadelphia Gas Works (PGW) – 800 W. Montgomery Ave., Philadelphia, PA 19122
PGW was established by the City to provide gas service to residential and commercial customers within the City of Philadelphia. The City appoints a voting majority of PGW's board and has the ability to modify or approve their budget.

2. GOVERNMENT-WIDE AND FUND FINANCIAL STATEMENTS

The City's *government wide* financial statements (i.e. the Statement of Net Assets and the Statement of Activities) report information on all of the non-fiduciary activities of the primary government and its component units. *Governmental activities* which are normally supported by taxes and intergovernmental revenues are reported separately from *business type activities*, which rely to a significant extent on fees and charges for support. Likewise, the *primary government* is reported separately from certain legally separate *component units* for which the primary government is financially accountable. Interfund activity and balances have been eliminated from the statements to avoid duplication.

The Statement of Activities demonstrates the degree to which the direct expenses of a given program are offset by program revenues. *Direct expenses* are those that are clearly identifiable with a specific program. *Program revenues* include: (1) charges to customers or applicants who purchase, use or directly benefit from services or privileges provided by a given program and (2) grants and contributions that are restricted to meeting operational or capital requirements of a particular program. Taxes and other items not properly included among program revenues are reported instead as general revenues.

Separate *fund* financial statements are provided for governmental funds, proprietary funds, and fiduciary funds, even though the latter are excluded from the *government wide* financial statements. Major individual governmental funds and major individual enterprise funds are reported as separate columns in the *fund* financial statements.

3. BASIS OF ACCOUNTING, MEASUREMENT FOCUS AND FINANCIAL STATEMENTS

A. PRIMARY GOVERNMENT

The *government wide* financial statements are reported using the economic resources measurement focus and the accrual basis of accounting, as are the proprietary fund and fiduciary fund (except agency funds which only report assets and liabilities and cannot be said to have a measurement focus) financial statements. Revenues are recorded when earned and expenses are recorded when a liability is incurred regardless of the timing of related cash flows. Real estate taxes are recognized as revenues in the year for which they are levied. Derived tax revenues such as wage, business privilege, and net profits and earnings taxes are recognized when the underlying exchange transaction has taken place. Grant and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the City considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Expenditures are generally recorded when a liability is incurred as under accrual accounting. Debt service expenditures, as well as expenditures related to compensated absences and claims and judgments, are recorded only when payment is due. However, those expenditures may be accrued if they are to be liquidated with available resources.

Imposed non-exchange revenues such as real estate taxes are recognized when the enforceable legal claim arises and the resources are available. Derived tax revenues, such as wage, business privilege, net profits and earnings taxes, are recognized when the underlying exchange transaction has occurred and the resources are available. Grant revenues are recognized when all the applicable eligibility requirements have been met and the resources are available. All other revenue items are considered to be measurable and available only when cash is received by the City.

As a general rule, the effect of interfund activity has been eliminated from the *government wide* financial statements. Exceptions to this general rule are charges between the City's water and sewer function and various other programs of the City. Elimination of these charges would distort the direct costs and program revenues reported for the various programs concerned.

When both restricted and unrestricted resources are available for use, it is the City's policy to use restricted resources first, then unrestricted resources as they are needed.

Amounts reported as *program revenue* include: (1) charges to customers or applicants for goods received, services rendered or privileges provided, (2) operating grants and contributions, and (3) capital grants and contributions. Internally dedicated resources are reported as general revenues rather than as program specific revenues. Accordingly, general revenues include all taxes.

The City reports the following major governmental funds:

- The General Fund is the City's primary operating fund. It accounts for all financial resources of the general government, except those required to be accounted for in other funds.
- The Health Choices Behavioral Health Fund accounts for resources received from the Commonwealth of Pennsylvania. These resources are restricted to providing managed behavioral health care to Philadelphia residents.
- The Grants Revenue Fund accounts for the resources received from various federal, state and private grantor agencies. The resources are restricted to accomplishing the various objectives of the grantor agencies.

Additionally, the City reports on Permanent funds, which are used to account for resources legally held in trust for use by the park and library systems of the City. There are legal restrictions on the resources of the funds that hold that the principal remain intact and only the earnings are allowed to be used for the program.

The City reports *on the following fiduciary funds:*

- The Municipal Pension Fund accumulates resources to provide pension benefit payments to qualified employees of the City and certain other quasi-governmental organizations.
- The Philadelphia Gas Works Retirement Reserve Fund accumulates resources to provide pension benefit payments to qualified employees of the Philadelphia Gas Works.

- The Escrow Fund accounts for funds held in escrow for various purposes.
- The Employees Health & Welfare Fund accounts for funds deducted from employees' salaries for payment to various organizations.
- The Departmental Custodial Accounts account for funds held in custody by various City Departments.

The City reports the following major proprietary funds:

- The Water Fund accounts for the activities related to the operation of the City's water delivery and sewage systems.
- The Aviation Fund accounts for the activities of the City's airports.

Private sector standards of accounting and financial reporting issued prior to December 1, 1989, generally are followed in both the government wide and the proprietary fund financial statements to the extent that they do not conflict or contradict guidance of the GASB. Governments also have the option of following subsequent private sector guidance for their business type activities and enterprise funds. The City has elected not to follow subsequent private sector guidelines.

Proprietary funds distinguish operating revenues and expenses from non-operating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with a proprietary fund's ongoing operations. The principal operating revenues of the Water Fund are charges for water and sewer service. The principal operating revenue of the Aviation fund is charges for the use of the airport. Operating expenses for enterprise funds include the cost of sales and services, administrative expenses, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

B. COMPONENT UNITS

The **SDP** prepares their financial statements in a manner similar to the City and utilizes the full range of governmental and proprietary fund types.

The financial statements of the Community College of Philadelphia have been prepared in accordance with GASBS #35 - Basic Financial Statements - and Management's Discussion and Analysis - For Public Colleges and Universities. The remaining component units prepare their financial statements in a manner similar to that of proprietary funds.

4. DEPOSITS AND INVESTMENTS

The City utilizes a pooled Cash and Investments Account to provide efficient management of the cash of most City funds. In addition, separate cash accounts are maintained by various funds due to either legal requirements or operational needs. For Proprietary and Permanent Funds, all highly liquid investments (except for Repurchase Agreements) with a maturity of three months or less when purchased are considered to be cash equivalents.

The City reports investments at fair value. Short-term investments are reported at cost which approximates fair value. Securities traded on national or international exchanges are valued at the last reported sales price. The fair value of real estate investments is based on independent appraisals. Investments which do not have an established market are reported at estimated fair value.

Statutes authorize the City to invest in obligations of the Treasury, agencies, and instruments of the United States, repurchase agreements, collateralized certificates of deposit, bank acceptance or mortgage obligations, certain corporate bonds, and money market funds. The Pension Trust Fund is also authorized to invest in corporate bonds rated AA or better by Moody's Bond Ratings, common stocks and real estate.

From February to early June, deposits of the City significantly exceeded the amounts reported at calendar year end. This was due to cyclical tax collections (billings for taxes are mailed in January and payable in March).

5. INVENTORIES

A. PRIMARY GOVERNMENT

Supplies of governmental funds are recorded as expenditures when purchased rather than capitalized as inventory. Accordingly, inventories for governmental funds are shown on the Statement of Net Assets but not on the Governmental Funds Balance Sheet. Inventories of proprietary funds are valued at moving average cost except for the following:

- **Industrial and Commercial Development Fund** inventory represents real estate held for resale and is valued at cost.

B. COMPONENT UNITS

All inventories are valued at moving average cost except for the following:

- **PGW** inventory consists primarily of fuel stock and gases which are stated at average cost.
- The **SDP** Food Services Fund inventories include food donated by the Federal Government which was valued at government cost or estimated value. All other food or supply inventories were valued at last unit cost and will be expensed when used.
- **PRA** inventory represents real estate held for resale and is recorded based on the estimated appraisal of values and cost basis of land inventories acquired.

6. CAPITAL ASSETS

A. PRIMARY GOVERNMENT

Capital Assets, which include property, plant, equipment and infrastructure assets (e.g. bridges, curbs and gutters, streets and sidewalks and lighting systems), are reported in the applicable governmental or business-type activities columns in the *government wide* financial statements. Capital assets are defined by the City as assets with an initial individual cost of more than $5,000 and an estimated useful life in excess of three years. Capital assets are recorded at cost. Costs recorded do not include interest incurred as a result of financing asset acquisition or construction. Assets acquired by gift or bequest are recorded at their fair market value at the date of gift. Upon sale or retirement, the cost of the assets and the related accumulated depreciation, if any, are removed from the accounts. Maintenance and repair costs are charged to operations.

The City transfers Construction In Process to one or more of the major asset classes: (1) when project expenditures are equal to or have exceeded 90% of the estimated cost on new facilities (except for the Aviation Fund which uses 80% as the determining percentage), (2) when the expenditures are for existing facilities or (3) when they relate to specific identifiable items completed during the year which were part of a larger project.

Cost of construction for proprietary fund capital assets includes all direct contract costs plus overhead costs. Overhead costs include direct and indirect engineering costs and interest incurred during the construction period for projects financed with bond proceeds. Interest is capitalized on proprietary fund assets acquired with tax-exempt debt. The amount of interest to be capitalized is calculated by offsetting interest expense incurred from the date of the borrowing until completion of the project with interest on invested proceeds over the same period.

Depreciation on the capital assets for all City funds is provided on the straight-line method over their estimated useful lives: buildings - 20 to 50 years; equipment and storage facilities - 3 to 25 years; and transmission and distribution lines - 50 years.

Collections of art and historical treasures meet the definition of a capital asset and normally should be reported in the financial statements. However, the requirement for capitalization is waived for collections that meet certain criteria. The City has collections of art, historical treasures and statuary that are not capitalized as they meet all of the waiver requirements which are: (1) the collections are held solely for public exhibition, (2) the collections are protected, preserved and cared for and (3) should any items be sold, the proceeds are used only to acquire other items for the collections. Among the City's collections are historical artifacts at the Ryers Museum & Library, Loudoun Mansion, Fort Mifflin, Atwater Kent Museum and the Betsy Ross House. The city also has sculptures, paintings, murals and other works of art on display on public property and buildings throughout the City.

B. COMPONENT UNITS

Depreciation on the capital assets for component units is provided on the straight-line method over their estimated useful lives: buildings - 15 to 50 years; equipment and storage facilities - 3 to 25 years; and transmission and distribution lines - 50 years.

7. BONDS AND RELATED PREMIUMS, DISCOUNTS & ISSUANCE COSTS

In the *government-wide* financial statements and in the proprietary fund statements, bond premiums and discounts are deferred and amortized over the life of the bonds using the effective interest method. Bonds payable are reported net of the applicable bond premium or discount. Bond issuance costs are reported as deferred charges and amortized over the life of the related debt.

In *governmental fund* financial statements, bond premiums, discounts and issuance costs are recognized in the current period. The face amount of the debt is reported as other financing sources. Premiums received on debt issuance are reported as other financing sources while discounts are reported as other financing uses. Issuance costs are reported as debt issuance expenditures.

8. INSURANCE

The City, except for the Airport and certain other properties, is self-insured for most fire and casualty losses to its structures and equipment and provides statutory workers' compensation, unemployment benefits, and health and welfare to its employees through a self-insured plan.

9. RECEIVABLE AND PAYABLES

Activities between funds that are representative of lending/borrowing arrangements outstanding at the end of the fiscal year are referred to as due to/from other funds. Any residual balances outstanding between the governmental activities and business-type activities are reported in the *governmental-wide* financial statements as "internal balances".

All trade and property receivables in the *governmental wide* financial statements are shown net of allowance for uncollectibles. The real estate tax receivable allowance is equal to 30.55% of outstanding real estate taxes at June 30. Property taxes are levied on a calendar year basis. The City's property taxes, levied on assessed valuation as of January 1, are due and payable on or before March 31. Taxes levied are intended to finance the fiscal year in which they become due. Current real estate rates are $9.432 on each $100 assessment; $5.309 for the SDP and $4.123 for the City. Delinquent charges are assessed at 1.5% per month on all unpaid balances as of April 1. Real estate tax delinquents are subject to lien as of the following January 1. The City has established real estate improvement programs that abate, for limited periods, tax increases that result from higher assessments for improved properties. Certain incremental tax assessments are earmarked to repay loans from the City to developers who improve properties under Tax Increment Financing agreements.

10. DEFERRED REVENUES

A. PRIMARY GOVERNMENT

Deferred revenues as reported in the *fund* financial statements represent receivables which will be collected and included in revenues of future fiscal years or funds received in advance of being earned. In the General Fund, deferred revenues relate to property tax levies and self-assessed taxes receivable which are not available to pay liabilities of the current period and grants receivable for which the eligibility criteria has been met, but the resources are not available. Also included are business-privilege taxes which were received in advance of being earned. The deferred revenue in the Special Revenue and Capital Improvement Funds is primarily related to grants receivable and funds received in advance of being earned. In the Water and Aviation Funds, deferred revenues relate to overpayments from water/sewer customers and airlines, respectively.

B. COMPONENT UNITS

Deferred revenue of the **PRA** generally represents cash received in advance from various sources to fund appropriate program expenditures. These advances are subject to various terms, including the obligation to return any unexpended funds upon completion or termination of the related project. Recognition of grants as revenues is deferred until funds have been expended or awarded as grants or loans.

CCP student tuition and fees received prior to June 30 which are applicable to the Summer II and Fall terms have been deferred and will be included in revenue in the subsequent year.

11. COMPENSATED ABSENCES

It is the City's policy to allow employees to accumulate earned but unused vacation benefits. Vacation pay is accrued when earned in the *government-wide* financial statements and in the proprietary and fiduciary-*fund* financial statements. Sick leave balances are not accrued in the financial statements because sick leave rights are non-vesting.

12. CLAIMS AND JUDGMENTS

Pending claims and judgments are recorded as expenses in the *government wide* financial statements and in the proprietary and fiduciary fund financial statements when the City solicitor has deemed that a probable loss to the City has occurred. Claims and judgments are recorded as expenditures in the government fund financial statements when paid or when judgments have been rendered against the City.

II. LEGAL COMPLIANCE

1. BUDGETARY INFORMATION

The City's budgetary process accounts for certain transactions on a basis other than generally accepted accounting principles (GAAP). In accordance with the Philadelphia Home Rule Charter, the City has formally established budgetary accounting control for its operating and capital improvement funds.

The operating funds of the City, consisting of the General Fund, nine Special Revenue Funds (County Liquid Fuels Tax, Special Gasoline Tax, HealthChoices Behavioral Health, Hotel Room Rental Tax, Grants Revenue, Community Development, Car Rental Tax, Housing Trust, and Acute Care Hospital Assessment Funds) and two Enterprise Funds (Water and Aviation Funds), are subject to annual operating budgets adopted by City Council. Included with the Water Fund is the Water Residual Fund. These budgets appropriate funds for all City departments, boards and commissions by major class of expenditure within each department. Major classes are defined as: personal services; purchase of services; materials and supplies; equipment; contributions, indemnities and taxes; debt service; payments to other funds; and advances and other miscellaneous payments. The appropriation amounts for each fund are supported by revenue estimates and take into account the elimination of accumulated deficits and the re-appropriation of accumulated surpluses to the extent necessary. All transfers between major classes (except for materials and supplies and equipment, which are appropriated together) must have council approval. Appropriations that are not expended or encumbered at year end are lapsed. Comparisons of budget to actual activity at the legal level of compliance are located in the City's *Supplemental Report of Revenues and Obligations*, a separately published report.

The City Capital Improvement Fund budget is adopted annually by the City Council. The Capital Improvement budget is appropriated by project for each department. All transfers between projects exceeding twenty percent of each project's original appropriation must be approved by City Council. Any funds that are not committed or expended at year end are lapsed. Comparisons of departmental project actual activity to budget are located in the City's *Supplemental Report of Revenues and Obligations*.

The budgetary comparison schedules presented differ from the modified accrual basis of accounting. These schedules differ from the GAAP basis statements in that both expenditures and encumbrances are applied against the current budget, adjustments affecting activity budgeted in prior years are accounted for through fund balance or as reduction of expenditures and certain interfund transfers and reimbursements are budgeted as revenues and expenditures.

During the year, classification adjustments and supplementary appropriations were necessary for City funds. Therefore, budgeted appropriation amounts presented are as originally passed and as amended by the City Council. As part of the amendment process, budget estimates of City related revenues are adjusted and submit-

ted to City Council for review. Changes in revenue estimates do not need City Council approval, but are submitted in support of testimony with regard to the appropriation adjustments. Revenue estimates are presented as originally passed and as amended.

III. DETAILED NOTES ON ALL FUNDS AND ACCOUNTS

1. DEPOSITS AND INVESTMENTS

Deposits

State statutes require banks to collateralize City deposits at amounts equal to or in excess of the City's balance. Such collateral is to be held by the Federal Reserve Bank or the trust department of a commercial bank other than the pledging bank. At year-end, the carrying amount (book balance) of deposits for the City and the bank balances were $404.2 million and $404.2 million respectively. All of the collateralized securities were held in the City's name except for $60.5 million which was collateralized but held in the pledging institutions name.

Investments

The City has established a comprehensive investment policy that covers all funds other than the Municipal Pension Fund and the Philadelphia Gas Works Retirement Reserve. Both of those funds have separate investment policies designed to meet the long-term goals of the fund. To minimize custodial credit risk, the city's policy is to select custodian banks that are members of the Federal Reserve System to hold its investments. Delivery of the applicable investment documents to the City's custodian is required for all investments.

As of June 30, 2012 the City's Investments consisted of:

(amounts in thousands of USD)

Classifications	Fair Value	% of Total
Corporate Equities	1,745,706	27.29%
Corporate Bonds	900,314	14.07%
U.S. Government Agency Securities	863,478	13.50%
Miscellaneous - Limited Partnership	739,073	11.55%
U.S. Government Securities	720,264	11.26%
Other Bonds and Investments	421,599	6.59%
Mutual Funds	361,789	5.66%
Commercial Paper	309,068	4.83%
Short-Term Investment Pools	257,360	4.02%
Collateralized Mortgage Obligations	52,973	0.83%
Financial Agreement	21,047	0.33%
Certificate of Deposit	5,000	0.08%
Grand Total	6,397,670	100.00%

City excluding Pension Trust Funds

Interest Rate Risk: The City's investment portfolio is managed to accomplish preservation of principal, maintenance of liquidity and maximize the return on the investments. To limit its exposure to fair value losses from rising interest rates, the city's investment policy limits investments to maturities of no longer than 2 years, except in Sinking Fund Reserve Portfolios.

(amount in thousands of USD)

Classifications	Less than 1 Year	1 - 3 Years	More than 3 Years
U.S. Government Securities	8,500	509,417	0
Corporate Bonds	13,310	283,226	0
U.S. Government Agency Securities	43,468	698,736	0
Commerical Papers	94,541	214,527	0
Total	159,819	1,705,906	0

Credit Risk: The City's policy to limit credit risks is to invest in US Government securities (11.26%) or US Government Agency obligations (13.50%). The US Government Agency obligations must be rated AAA by Standard & Poor's Corp or Aaa by Moody's Investor Services. All US Government Securities meet the criteria. The City's investment in Commercial paper (4.83%) must be rated A1 by Standard & Poor's Corp. (S&P) and/or M1G1 by Moody's Investor's Services, Inc (Moody's) and the senior long-term debt of the issuer must not be rated lower than A by S&P and/or Moody's. Commercial Paper is also limited to 25% of the portfolio. All commercial paper investments meet the criteria. Of the corporate bonds held by the City, 15.8% had a Standard & Poor's rating of AAA to AA. Cash accounts are swept nightly and idle cash invested in money market funds (short term investment pools). Short Term Investment Pools are rated AAA by Standard & Poor's Corp and Aaa by Moody's Investor Services. The Short Term Investment Pools' Fair Value is the same as the value of the pool shares. The City limits its foreign currency risk by investing in certificates of deposit and bankers acceptances issued or endorsed by non-domestic banks that are denominated in US dollars providing that the banking institution has assets of not less than $100 million and has a Thompson's Bank Watch Service "Peer Group Rating" not lower than II. At the end of the fiscal year, the City did not have any investments of that nature.

Municipal Pension Fund

Credit Risk: Credit Risk: Currently, the Municipal Pension Fund owns approximately 57.6% of all investments and is invested primarily in equity securities (44%). The fund's resources are put in the hands of investment managers with different investment styles who invest according to specific objectives developed for each manager. The Chief Investment Officer of the Municipal Pension fund is charged with reviewing the portfolios for compliance with those objectives and guidelines. Of the fixed income type investments held by the pension fund, 56% had Standard & Poor ratings of AAA to A; and 60% had Moody's rating of AAA to A1.

The investments are held by the managers in the Pension Fund's name. The investments are diversified with only the investment in the JP Morgan Chase Bank Index Fund exceeding 5% of the total investment (6.6%). The fair value of the investment in the JP Morgan Chase Bank Fund was $205.7 million at fiscal year end. The fund's exposure to foreign currency risk derives from its position in foreign currency-denominated equity securities and fixed income investments. The foreign currency investment in equity securities is 40% of the total investment in equities.

Municipal Pension Fund

Equity Securities subject to Foreign Currency Risk

Currency	(thousands of USD) Fair Value	
Euro Currency	135,856	22.14%
Japanese Yen	87,656	14.28%
Pound Sterling	97,963	15.96%
Austrailian Dollar	22,324	3.64%
All Others	269,861	43.98%
	613,660	100.00%

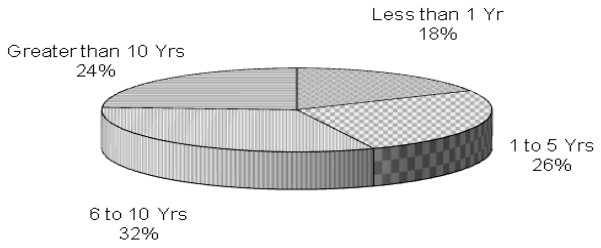
Fixed Income Securities and Other Investments subject to Foreign Currency Risk

	Currency	(thousands of USD) Fair Value
Currency	Euro Currency	5,104
Currency	Japanese Yen	(676)
Currency	All Others	4,291
Fixed Income	Euro	27,200
Fixed Income	Pound Sterling	37,378
Fixed Income	Mexican Pesso	11,712
Fixed Income	All Others	183,313
Real Estate and Private Equity	Euro	42,726
		311,048

Statutes permit the Municipal Pension Fund to lend its securities to broker-dealers and other entities with a simultaneous agreement to return the collateral for the same securities in the future. The Pension Fund has contracted with a third-party securities lending agent to lend the Pension fund's securities portfolio. The agent lends securities of the type on loan at June 30 for collateral in the form of cash or other securities at 102% of the leaned securities market value plus accrued interest. The collateral for the loans is maintained at greater than 100%. Securities on loan as of June 30 are unclassified with regards to custodial credit risk.

This chart details the exposure to interest rate changes based on maturity dates of the fixed income securities:

Municipal Pension Fund Exposure to Credit Risk



Philadelphia Gas Works Retirement Reserve (PGWRR)

Credit Risk: Currently, the **PGWRR** owns approximately 6.75% of all investments and is primarily invested in equity securities (63%). The long-term goals of the fund are to manage the assets to produce investment results which meet the Fund's actuarially assumed rate of return and protect the assets from any erosion of inflation adjusted value. The fund's resources are put in the hands of investment managers with different investment styles who invest according to specific objectives developed for each manager. The Chief Investment Officer of the **PGWRR** is charged with reviewing the portfolios for compliance with those objectives and guidelines. To protect against credit risk, the fund requires that all domestic bonds must be rated investment grade by at least two ratings agencies (Standard & Poor's, Moody's or Fitch). The portfolio managers' Average Credit Quality ranges from AAA to AA.

The **PGWRR's** fixed income investments are as follows:

(thousands of USD)	Maturity Length				
Investment Type	Less than 1 yr.	1-3 yrs	3-5 yrs	5-10 yrs	More than 10 yrs
Short-Term Investment Pools	10,447	-	-	-	-
U.S. Government Agency Securities	-	3,096	4,892	1,030	490
U.S. Government Securities	2,117	5,828	3,612	6,357	3,205
MTG Pass Thrus	-	-	-	292	2,719
Municipal Securities	-	-	810	1,003	1,581
Asset Backed Securities	-	-	185	5,543	30,484
Corporate bonds	2,794	9,224	12,615	37,377	10,305
	15,358	18,148	22,114	51,602	48,784

Blended Component Units

A. PICA

The Authority may deposit funds in any bank that is insured by federal deposit insurance. To the extent that the deposits exceed federal insurance, the depositories must deposit (with their trust department or other custodian) obligations of the US Government, the Commonwealth of Pennsylvania or any political subdivision of the Commonwealth. Investments must be made in accordance with a trust indenture that restricts investments to obligations of the City of Philadelphia, government obligations, repurchase agreements collateralized by direct obligations of or obligations the payments of principal and interest on which are unconditionally guaranteed as to full and timely payment by the United States of America, money market mutual fund shares issued by a fund having assets not less than $100,000,000 or guaranteed investment contracts (GIC) with a bank insurance company or other financial institution that is rated in one of the three highest rating categories by the rating agencies and which GICs are either insured by municipal bond insurance or fully collateralized at all times.

At June 30, 2012 the carrying amount of **PICA**'s deposits with financial institutions (including certificates of deposit and shares in US government money market funds) and other short-term investments was $91 million. Statement balances were insured or collateralized as follows:

	(thousands of USD)
Insured	3,691
Uninsured and uncollateralized	87,318
Total:	91,009

PICA's deposits include bank certificates of deposit with a remaining maturity of one year or less and shares in US government money market funds.

Investment Derivative Instruments

As of June 30, 2012, PICA's basis caps did not meet the criteria for effectiveness as a hedging instrument. Therefore, they are reported as investment derivative instruments.

(amounts in thousands of USD)

	Changes in Fair Value		Fair Value at June 30, 2012		
	Classification	Amount	Classification	Amount	Notional
Governmental Activities					
Investment Derivatives:					
Basis Caps	Investment Revenue	3,806	Investment	3,412	358,540

a. PICA Series of 2003 and 1999 Basis Cap Agreements

In June 2003 and 2004, the Authority entered into basis cap transactions with the counterparty as follows:

2003 Basis Cap

Beginning July 15, 2003, the counterparty pays the Authority a fixed rate each month of .40% per year and the Authority will pay to the counterparty a variable rate based on the greater of (a) the average of the BMA for the month divided by the one-month LIBOR, less 70%, multiplied by the one-month LIBOR, times the notional amount times the day count fraction or (b) zero. The agreement matures June 15, 2022.

1999 Basis Cap

Beginning July 15, 2009, the counterparty pays the Authority a fixed rate each month of .46% per year and the Authority will pay to the counterparty a variable rate based on the greater of (a) the average of the BMA for the month divided by the one-month LIBOR, less 70%, multiplied by the one-month LIBOR, times the notional amount times the day count fraction or (b) zero. The notional agreement matures June 15, 2023.

Fair Value: As of June 30, 2012, the 2003 Basis Cap had a positive fair value of $773,069. This means that **PICA** would receive this amount to terminate the 2003 basis cap. As of June 30, 2012, the 1999 Basis Cap had a positive fair value of $2,638,778. This means that PICA would receive this amount to terminate the 1999 basis cap.

B. PHILADELPHIA MUNICIPAL AUTHORITY

The authority does not have a formally adopted investment policy; however, the terms of their bond indentures limit the investments in which the trustee can deposit funds. These limited investments include US government obligations, repurchase agreements for government obligations, certificates of deposits and other time deposit arrangements with financial institutions. Investments at June 30 are summarized as follows:

(thousands of USD)

	Fair Value	Cost
Money Market Funds	40,514	40,514
U.S. Treasury & Agency obligation	4,400	4,399
U.S. Treasury bonds & notes	2,501	2,506
Certificates of Deposit	100	100
Corporate bond & debts	372	378
	47,887	47,897

All investments were uninsured and collateralized with securities held by the pledging financial institution's trust department but not in the Authority's name at June 30, 2012.

The Authority does not have a formally adopted investment policy related to credit risk, but generally follows the practices of the City. As of June 30, 2012 the Authority's investments in U.S. Government Securities were rated

AAA, and investments in corporate and foreign debt were rated AA+ or AAA, by Standard & Poor's. Investments in money market funds and certificates of deposit were not rated. Depository cash accounts consisted of $405,598 on deposit with two local banks. Amounts are insured by the FDIC up to $250,000. Deposits in excess of the FDIC limit are collateralized with securities held by the pledging financial institution's trust department or agent in the Authority's name.

Discretely Presented Component Units

a. Philadelphia Authority for Industrial Development Basis Swap

As of June 30, 2012, **PAID's** basis swap did not meet the criteria for effectiveness as a hedging instrument. Therefore, it is reported as an investment derivative instrument.

(amounts in thousands)

	Changes in Fair Value		Fair Value at June 30, 2012		
	Classification	Amount	Classification	Amount	Notional
Governmental Activities					
Investment Derivatives:					
Basis Swap	Investment Revenue	935	Investment	(4,750)	193,520

Objective: **PAID** entered into a basis swap that became effective on July 1, 2004, that provides **PAID** with ten equal payments of $1.2 million with the first payment due on July 1, 2004. **PAID** executed the basis swap to create a benefit similar to entering into a synthetic refunding, using a swap based on a percentage of LIBOR, without having to issue bonds or eliminate future advance refunding opportunities. In July, 2006, a portion of the existing basis swap was restructured such that the variable rate received by **PAID** was converted from a percentage of one month LIBOR to a percentage of the five year LIBOR swap rate, on a forward starting basis. This provides for potentially significant long-term savings while also providing for a diversification of the City's variable rate index on its entire swap portfolio.

Terms: The original swap was executed with Merrill Lynch Capital Service Inc. ("MLCS") with payments based on an amortization schedule and an initial notional amount of $298.5 million. The swap commenced on July 1, 2004 and matures on October 1, 2030. Under the swap, **PAID** pays a variable rate equal to the SIFMA Municipal Swap Index and receives a variable rate computed as 67% of one-month LIBOR + 20 basis points. **PAID,** also receives ten equal payments of $1.2 million from MLCS starting on July 1, 2004. Payments under this swap are a lease rental obligation of the City.

The transaction was amended to $105.0 million of the original notional amount with payments based on an amortization schedule. Under the amended portion of the swap, the variable payments received by **PAID** were computed as 62.89% of five year LIBOR + 20 basis points (replacing 67% of one month LIBOR + 20 basis points). The amended effective date was October 1, 2006, with variable payments made (as described above) through October 1, 2020. On December 1, 2009, **PAID** terminated that portion of the swap that was subject to the amendment and received a termination payment of $3,049,000.

As of June 30, 2012, the notional amount on the portion of the swap that was not amended was $193.5 million.

Fair Value: As of June 30, 2012, the swap had a negative fair value of ($4.8 million). This means that **PAID** would have to pay this amount to terminate the swap.

Risks: As of June 30, 2012, **PAID** is not exposed to credit risk because the swap had a negative fair value. Should interest rates change and the fair value of the swap become positive, **PAID** would be exposed to credit risk in the amount of the swaps' fair value. The swap includes an additional termination event based on credit ratings. The swap may be terminated by **PAID** if the ratings of MLCS's guarantor (Merrill Lynch & Co.) falls below Baa3 or BBB- or the swap may be terminated by MLCS if the City's rating falls below Baa3 or BBB-. There is a 3-day cure period to these termination events.

The swap exposes **PAID** to basis risk. The swap exposes **PAID** to the risk that the relationship between one month LIBOR and the SIFMA index may change from the historic pattern that existed when the swap was entered into. If SIFMA averages higher than 67% of one month LIBOR plus 20 bps, the anticipated savings of the swap will be reduced and may not materialize. This risk would be magnified in a flat or inverted yield curve environment

b. School District of Philadelphia Basis Swaps

The School District on November 21, 2006 entered into two qualified interest rate management agreement basis swaps initially related to its 2003 Bonds and subsequently its General Obligation Refunding Bonds, Series B of 2004 and Series C of 2004 for the purpose of managing interest costs. The School District refunded the Series B and C of 2004 Bonds through the issuance of General Obligation Refunding Bonds, Series A, B, C and D of 2008 (the "Series 2008 Bonds"). Simultaneously with the issuance of the Series 2008 Bonds, the School District related the existing qualified interest rate management agreements to the Series 2008 Bonds. This did not have an impact or cause a change of any kind to the existing swap documents, other than as described above, and only adjusted the related subseries.

In connection with the basis swap agreements, the School District received an upfront cash payment of $10 million.

As of June 30, 2012, the School District's basis swaps are considered to be investment derivative instruments with the following maturities (amounts in thousands):

		Investment Maturities (in years)			
Investment Type	Fair Value	Less Than 1	1-5	6-10	More Than 10
Investment Derivative Instruments	$ (22,087)				$ (22,087)

Interest rate risk - The School District's two pay variable interest rate basis swaps have a total notional amount of $500,000,000. The School District makes payments to the counterparty based on the SIFMA swap index and receives 67% of LIBOR plus .2788%. The basis swaps were executed November 30, 2006 and mature May 15, 2033. At June 30, 2012, the fair value of the swaps is $(22,086,780). The swap agreements contain varying collateral agreements with the counterparties. The swaps require collateralization of the fair value of the swap should the counterparty's credit rating fall below the applicable thresholds.

Credit risk - As of June 30, 2012, the School District was not exposed to credit risk on any of its outstanding basis swaps because the swaps had negative fair values of $22,086,780. The fair values take into consideration the prevailing interest rate environment and the specific terms and conditions of each swap. All fair values were estimated using the zero-coupon discounting method. This method calculates the future payments required by the swap, assuming that the current forward rates implied by the yield curve are the market's best estimate of future spot interest rates. These payments are then discounted using the spot rates implied by the current yield curve for a hypothetical zero-coupon rate bond due on the date of each future net settlement payment on the swaps.

The notional amounts and credit ratings of the bank counterparties on the outstanding swaps as of June 30, 2012 are as follows:

		Credit Rating		
Initial Notional	Bank Counterparty	Moody's	S&P	Fitch
$150,000,000	Wells Fargo	Aa3	AA-	AA-
$350,000,000	JP Morgan Chase Bank	Aa3	A+	A+

Basis risk - The basis risk on the basis swaps is the risk that benchmark tax-exempt interest rates paid by the School District on each basis swap differ from the variable swap rate received from the applicable counterparty on the related swap. The School District bears basis risk on each of its basis swaps since the School District receives a percentage of LIBOR and pays the tax-exempt benchmark SIFMA. The School District is exposed to basis risk should the floating rate that it receives on a swap plus the spread is less than SIFMA the School District pays on the swaps. Depending on the magnitude and duration of any basis risk shortfall, the expected cost savings from the basis swap may not be realized.

Termination risk - The School District can terminate a swap at any time at the fair market value; the counterparty to a swap may, as provided therein, only terminate the swap upon certain termination events under the terms thereof. If a basis swap is terminated, the associated expected savings on the fixed-rate bonds would no longer be recognized. If at the time of termination, the swap has a negative fair value, the School District would be liable to the counterparty for a payment equal to the swap's fair value.

2. SECURITIES LENDING

The Board of Directors of the Municipal Pension Fund (Pension Fund) and the Sinking Fund Commission (on behalf of the Philadelphia Gas Works Retirement Reserve Fund (PGWRR)) have each authorized management of the respective funds to participate in securities lending transactions. Each fund has entered into a Securities Lending Agreement with its custodian bank to lend its securities to broker-dealers.

- **The Pension Fund** lends US Government and US Government Agency securities, domestic and international equity securities and international fixed income securities and receives cash and securities issued or guaranteed by the federal government as collateral for these loans. Securities received as collateral can not be pledged or sold except in the case of a borrower default. The market value of collateral must be at least 102% (in some cases 105%) of the underlying value of loaned securities. The Pension fund has no restriction on the amount of securities that can be lent. The Pension Fund's custodian bank indemnifies the Fund by agreeing to purchase replacement securities or return cash collateral if a borrower fails to return securities or pay distributions thereon. The maturity of investments made with cash collateral generally did not match the maturity of securities loaned during the year or at year-end. The Pension Fund experienced $1.9 million in unrealized losses from securities transactions during the year and had no credit risk exposure at June 30.

- The **PGWRR** lends US Treasury, federal agency, and DTC-eligible corporate debt and equity securities and receives cash, US Treasury and federal agency securities and letters of credit as collateral for these loans. Securities received as collateral can not be pledged or sold except in the case of a borrower default. The market value of collateral must be 102% of the total of the market value of loaned securities plus any accrued interest. The **PGWRR** placed no restrictions on the amount of securities that could be lent. The **PGWRR's** custodian bank does not indemnify the **PGWRR** in the event of a borrower default except in cases involving gross negligence or willful misconduct on the custodian's part. Maturity of investments made with cash collateral is generally matched with maturity of loans. The **PGWRR** experienced no losses and had no credit risk exposure at June 30.

3. AMOUNTS HELD BY FISCAL AGENT

Two of the City's component units (**PAID** and **PRA**) have issued debt that, in accordance with GASB Interpretation #2, is considered conduit debt. Therefore, no asset related to the bond proceeds or liability related to the bonds is shown on their respective financial statements. However, since the City, through various agreements is responsible for the debt, the proceeds of the issuance are shown as assets of the City.

A. GOVERNMENTAL FUNDS

General Fund - Consists of cash and investment balances related to the net proceeds of **PAID's** Sports Stadium Financing Lease Revenue Bonds Series A & B of 2007, **PAID**'s Central Library Project Financing Lease Revenue Bonds Series 2005 and **PAID**'s Cultural and Commercial Corridor Lease Revenue Bonds Series 2006.

Grants Revenue Fund - Consists of cash and investment balances related to the net proceeds of the **PRA's** City of Philadelphia Neighborhood Transformation Initiative Bonds.

B. PROPRIETARY FUNDS

Aviation Fund consists of cash and investment balances related to the net proceeds of **PAID**'s Airport Revenue Bonds, Series 1998A and 2001A. The proceeds are held by a fiscal agent and disbursed at the City's direction to pay for airport related capital improvements.

4. INTERFUND RECEIVABLES AND PAYABLES

A. PRIMARY GOVERNMENT

Interfund receivable and payable balances among Primary Government funds at year-end are the result of the time lag between the dates that interfund goods and services are provided, the date the transactions are recorded in the accounting system and the date payments between funds are made. All balances are expected to be settled during the subsequent year. Interfund receivable and payable balances within the Primary Government at year-end are as follows:

(Amounts in Thousands of USD)	Interfund Receivables Due to:				
		Non major Governmental			
	General	Special Revenue	Debt Service	Other Funds	Total
Interfund Payables Due From:					
General	-	-	-	800	800
Non major Special Revenue Funds	7,531	-	-	487	8,018
Non major Debt Service Funds	-	-	-	-	-
Total	7,531	-	-	1,287	8,818

B. COMPONENT UNITS

Interfund receivables and payables between the Primary Government and its Component Units at year-end are the result of the time lag between the dates that interfund goods and services are provided, the date the transactions are recorded in the accounting system and the date payments between funds are made. All interfund balances are expected to be settled during the subsequent year. Interfund receivable and payable balances among the Primary Government and Component Units at year-end are as follows:

(Amounts in Thousands of USD)	Receivables Due to:					
	General	Aviation	CBH	PRA	Timing Difference	Total
Payables Due From:						
Behavioral Health	-	-	44,565	-	-	44,565
Grants Revenue	-	-	-	3,377	-	3,377
Non-major Funds	-	-	-	1,102	-	1,102
PPA	9,283	23,708	-	-	(2,218)	30,773
PAID	50,691	-	-	-	(39,464)	11,227
PRA	-	-	-	-	1,500	1,500
PGW	16,500				(16,500)	
School District of Phila	4,000				(4,000)	
Timing Difference	(11,227)	(23,708)	20,028	545	-	(14,362)
Total	69,247	-	64,593	5,024	(60,682)	78,182

5. CAPITAL ASSET ACTIVITY

A. PRIMARY GOVERNMENT

Capital Asset activity for the year ended June 30 was as follows:

(Amounts In Millions of USD)

Governmental Activities:	Beginning Balance	Increases	Decreases	Ending Balance
Capital assets not being depreciated:				
Land	762	17	-	779
Fine Arts	1	-	-	1
Construction In Process	47	53	(4)	96
Total capital assets not being depreciated	810	70	(4)	876
Capital assets being depreciated:				
Buildings	1,848	33	-	1,881
Other Improvements	304	9	-	313
Equipment	462	14	(16)	460
Infrastructure	1,342	66	-	1,408
Transit	292	-	-	292
Total capital assets being depreciated	4,248	122	(16)	4,354
Less accumulated depreciation for:				
Buildings	(1,144)	(58)	-	(1,202)
Other Improvements	(208)	(9)	-	(217)
Equipment	(370)	(25)	13	(382)
Infrastructure	(978)	(35)	-	(1,013)
Transit	(211)	(5)	-	(216)
Total accumulated depreciation	(2,911)	(132)	13	(3,030)
Total capital assets being depreciated, net	1,337	(10)	(3)	1,324
Governmental activities capital assets, net	2,147	60	(7)	2,200

(Amounts In Millions of USD)

Business-type activities:	Beginning Balance	Increases	Decreases	Ending Balance
Capital assets not being depreciated:				
Land	124	2	-	126
Intangible Assets	2	-	(2)	-
Construction In Process	406	278	(102)	582
Total capital assets not being depreciated	532	280	(104)	708
Capital assets being depreciated:				
Buildings	2,982	57	-	3,039
Other Improvements	241	3	-	244
Equipment	117	23	(18)	122
Intangible Assets	11	1	-	12
Infrastructure	2,926	43	(6)	2,963
Total capital assets being depreciated	6,277	127	(24)	6,380
Less accumulated depreciation for:				
Buildings	(1,414)	(92)	-	(1,506)
Other Improvements	(110)	(13)	-	(123)
Equipment	(93)	(6)	1	(98)
Intangible Assets	(4)	(1)	-	(5)
Infrastructure	(1,575)	(81)	7	(1,649)
Total accumulated depreciation	(3,196)	(193)	8	(3,381)
Total capital assets being depreciated, net	3,081	(66)	(16)	2,999
Business-type activities capital assets, net	3,613	214	(120)	3,707

Depreciation expense was charged to the programs of the primary government as follows:

	(Amounts in Millions of USD)
Governmental Activities:	
Economic Development	3
Transportation:	
Streets & Highways	37
Mass Transit	6
Judiciary and Law Enforcement:	
Police	9
Prisons	6
Conservation of Health:	
Health Services	2
Cultural and Recreational:	
Recreation	11
Parks	10
Libraries and Museums	10
Improvements to General Welfare:	
Social Services	1
Service to Property:	
Fire	6
General Management & Support	31
Total Governmental Activities	132
Business Type Activities:	
Water and Sewer	92
Aviation	101
Total Business Type Activities	193

B. DISCRETELY PRESENTED COMPONENT UNITS

The following schedule reflects the combined activity in capital assets for the discretely presented component units for the year ended June 30.

(Amounts In Millions of USD)

Governmental Activities:	Beginning Balance	Increases	Decreases	Ending Balance
Capital assets not being depreciated:				
Land	132	-	-	132
Art	8	-	-	8
Construction In Process	101	-	(43)	58
Total capital assets not being depreciated	241	-	(43)	198
Capital assets being depreciated:				
Buildings	1,690	63	-	1,753
Other Improvements	1,146	39	-	1,185
Intangible Assets	44	2	-	46
Equipment	293	24	(46)	271
Infrastructure	1	-	-	1
Total capital assets being depreciated	3,174	129	(46)	3,257
Less accumulated depreciation for:				
Buildings	(578)	(31)	-	(609)
Other Improvements	(615)	(56)	-	(671)
Intangible Property	(32)	(2)		(34)
Equipment	(197)	(28)	44	(181)
Infrastructure	(1)	-	-	(1)
Total accumulated depreciation	(1,423)	(117)	44	(1,496)
Total capital assets being depreciated, net	1,751	12	(2)	1,761
Capital assets, net	1,992	12	(45)	1,959
Business-type Activities:				
Capital assets not being depreciated:				
Land	36	3	-	39
Fine Arts	3	20	(32)	(9)
Construction In Process	98	73	(100)	71
Total capital assets not being depreciated	137	96	(132)	101
Capital assets being depreciated:				
Buildings	610	37	-	647
Other Improvements	38	4	(17)	25
Equipment	403	42	(4)	441
Infrastructure	1,443	51	(12)	1,482
Total capital assets being depreciated	2,494	134	(33)	2,595
Less accumulated depreciation for:				
Buildings	(252)	(17)	-	(269)
Other Improvements	(34)	(3)	9	(28)
Equipment	(124)	(29)	4	(149)
Infrastructure	(645)	(33)	4	(674)
Total accumulated depreciation	(1,055)	(82)	17	(1,120)
Total capital assets being depreciated, net	1,437	52	(16)	1,475
Capital assets, net	1,574	148	(148)	1,576

6. NOTES PAYABLE

PGW, pursuant to the provisions of certain ordinances and resolutions, may sell short-term notes in a principal amount which, together with the interest thereon, will not exceed $150 million outstanding at any one time. These notes are intended to provide additional working capital. They are supported by an irrevocable letter of credit and a subordinated security interest in the **PGW**'s revenues. There were no notes outstanding at year-end (August 31, 2011).

In prior years, **CCP** has entered into various loan agreements with the State Public School Building Authority and the Hospitals & Higher Education Facilities Authority for loans totaling approximately $90.2 million. The loans have interest rates ranging from 2.50% to 6.25%, mature through 2028 and will be used for various capital projects, the upgrading of network infrastructures and various deferred maintenance cost.

The combined principal balance outstanding at year-end is as follows:

Period		Amount
2013	$	8,257,274
2014		7,789,962
2015		5,557,893
2016		5,518,993
2017		5,491,851
2018-2022		27,115,000
2023-2027		25,035,000
2028		5,455,000
Total	$	90,220,973

PPA, in prior years, borrowed a total of $34 million in the form of bank notes ranging in maturity from 5-15 years and in interest rates from 4.06 to 6.5%. The proceeds of these loans were used to finance various capital projects, the acquisition of capital assets, building improvements, installation of Multi-Space parking meters and the development of a records department.

The total outstanding principal balance of these notes at March 31, 2012 was $10,986,436 subject to the following repayment schedule:

Fiscal Year		Amount
2013	$	5,092,722
2014		4,012,974
2015		484,569
2016		504,512
2017		525,584
2018-2022		366,075
Total	$	10,986,436

7. DEBT PAYABLE

A. PRIMARY GOVERNMENT LONG-TERM DEBT PAYABLE

(1) Governmental Debt Payable

The City is subject to a statutory limitation established by the Commonwealth of Pennsylvania for bonded indebtedness (General Obligation Bonds) payable principally from property taxes. As of June 30, 2012 the statutory limit for the City is $1.6 billion, the General Obligation Debt net of deductions authorized by law is $1.5 billion, leaving a legal debt borrowing capacity of $79.8 million. Termination Compensation costs and Worker's Compensation claims are paid by whichever governmental fund incurs them. Indemnity claims, Net Pension Obligation and OPEB are typically paid by the General Fund.

The following schedule reflects the changes in long-term liabilities for the fiscal year:

(Amounts In Millions of USD)

Governmental Activity	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
Bonds Payable					
Term Bonds	844.2	6.3	(41.8)	808.7	43.6
Refunding Bonds	831.6	21.3	(31.1)	821.8	31.7
Serial Bonds	447.5	6.3	(55.1)	398.7	39.6
Add: Bond Premium	100.8	16.1	(9.1)	107.8	-
Less: Deferred Amounts					
Unamortized Issuance Expenses	(55.2)	(1.4)	3.0	(53.6)	-
Unamortized Discount and Loss	(47.2)	(0.6)	3.9	(43.9)	-
Total Bonds Payable	2,121.7	48.0	(130.2)	2,039.5	114.9
Obligations Under Lease & Service Agreements					
Pension Service Agreement	1,407.3	62.0	(90.0)	1,379.3	95.0
Neighborhood Transformation	246.0	91.3	(109.7)	227.6	7.5
One Parkway	45.1	-	(1.6)	43.5	2.1
Sports Stadia	331.5	-	(5.9)	325.6	11.4
Library	8.6	-	(0.4)	8.2	0.5
Cultural Corridor Bonds	122.8	-	(3.4)	119.4	3.6
Arbitrage	-	-	-	-	-
Indemnity Claims	47.3	37.5	(33.2)	51.6	17.5
Worker's Compensation Claims	275.3	61.4	(57.3)	279.4	35.0
Termination Compensation Payable	201.2	28.9	(20.4)	209.7	28.9
Net Pension Obligation	69.4	147.0	-	216.4	-
OPEB Obligation	79.5	29.5	-	109.0	36.3
Leases	51.7	-	(11.1)	40.6	11.7
Governmental Activity Long-term Liabilities	5,007.4	505.6	(463.2)	5,049.8	364.4

In addition, both blended component units have debt that is classified on their respective balance sheets as General Obligation debt payable. The following schedule summarizes the General Obligation Bonds outstanding for the City, the **PMA** and **PICA**:

(Amounts In Millions of USD)

	Interest Rates					Principal		Due Dates		
Governmental Funds:										
City	2.00	%	to	7.125	%	1,326.1	Fiscal	2013	to	2042
PMA	2.00	%	to	7.50	%	250.2	Fiscal	2013	to	2039
PICA	3.00	%	to	5.00	%	452.9	Fiscal	2013	to	2023
						2,029.2				

- In May 2012, the City issued General Obligation Refunding Bonds, Series 2012A in the amount of $21.3 million. The bonds have a fixed interest rate of 5% and mature on September 15, 2014 ($1.4 million); September 15, 2019 ($9.9 million); and, September 15, 2021 ($10.0 million). Proceeds will be used to currently refund Series 1998 General Obligation Refunding Bonds maturing on May 15, 2020 in the amount of $10.7 million; currently refund Series 2001 General Obligation Bonds maturing on September 15, 2021 in the amount of $11.1 million; advance refund Series 2003A General Obligation Bonds maturing on February 15, 2015 in the amount of $2.4 million; and, pay the costs of issuing the 2012 bonds. Proceeds of the 2012 bonds will be applied, on the date of issuance, to the payment of the redemption price of the 1998 and 2001 bonds which are being optionally redeemed on such date.

- In May 2012, **PMA** issued $12.6 million of City Agreement Revenue Bonds, Series 2012 for the Government Building Energy Conservation Project. The bonds consist of: $6.4 million of Tax-Exempt Bonds, Series 2012A, and $6.3 million of Federally Taxable Qualified Energy Conservation Bonds Series 2012B. Interest will be paid semi-annually on March 15 and September 15 commencing on September 15, 2012. The Series 2012A serial bonds will mature on March 15, 2022, and the Series 2012B term bonds mature on March 15, 2024 ($2.1 million) and March 15, 2028 ($4.2 million). Proceeds will be used to finance the evaluation and implementation of energy conservation and efficiency measures at four (4) properties owned or leased, and operated by the city (City Hall, Criminal Justice Center, Municipal Services Building and One Parkway Building).

- Effective August 4, 2011 the city remarketed the General Obligation Multi-Modal Refunding Bonds, Series 2009B ($100.0 million), and entered into a letter of credit substitution with the Royal Bank of Canada (RBC). The 2009B Bonds are also payable from the proceeds of funds drawn by the U.S. Bank National Association, as fiscal agent, under an irrevocable, direct-pay letter of credit, issued by RBC. The Letter of Credit (LOC) will permit the fiscal agent to draw up to $101.8 million for principal and unpaid interest on the 2009B bonds and will expire on August 4, 2014, unless earlier cancelled, terminated or renewed. The LOC will constitute both a Credit Facility and Credit Provider and RBC a Liquidity Facility and Liquidity Provider for the 2009B bonds.

- In September 2011 to reduce costs associated with the Deferred Retirement Option Plan (DROP), City Council amended the options for retirement benefits. Options include, but are not limited to: changing eligibility requirements and the interest credited to Deferred Retirement Option Plan accounts; adding a new option for retirees to take a lump sum benefit at retirement, in exchange for an actuarial reduction of their regular monthly pension; and making conforming amendments to other provisions; under certain terms and conditions.

- As of June 30, 2012, **PMA**'s Statement of Net Assets disclosed $15.7 million of accretion to its bond principal payments for fiscal years 2013-2015. Capitalized interest rates entirely to MSB 1990 Series Capital Appreciation Bonds. Accretion value represents cumulative compounded interest due and payable at bond maturity.

City of Philadelphia
Notes to the Financial Statements
For the Fiscal Year Ended June 30, 2012 **Exhibit XIII**

The City has General Obligation Bonds authorized and un-issued at year-end of $267.0 million for Governmental Funds. The debt service through maturity for the Governmental GO Debt is as follows:

(Amounts In Millions of USD)

	City Fund		Blended Component Units			
Fiscal	General Fund		PMA		PICA	
Year	Principal	Interest	Principal	Interest	Principal	Interest
2013	48.5	68.2	22.7	14.1	43.6	22.5
2014	50.7	66.1	25.1	12.5	45.6	20.4
2015	52.5	63.4	26.6	11.0	47.7	18.1
2016	52.0	60.8	20.6	9.6	49.9	15.8
2017	54.6	58.2	21.6	8.6	52.2	13.3
2018-2022	290.2	246.6	50.5	30.3	191.9	32.7
2023-2027	320.5	168.9	19.8	24.1	22.0	1.1
2028-2032	296.7	90.5	21.5	17.7	-	-
2033-2037	93.3	36.8	27.9	10.2	-	-
2038-2042	67.1	9.1	13.9	1.4	-	-
Totals	1,326.1	868.6	250.2	139.5	452.9	123.9

The debt service through maturity for Lease and Service Agreements is as follows:

(Amounts In Millions of USD)

	Lease & Service Agreements											
Fiscal	Pension Service Agreement		Neighborhood Transformation		One Parkway		Sports Stadium		Central Library		Cultural Corridors	
Year	Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest
2013	90.3	34.4	7.6	10.9	2.1	2.0	11.5	13.8	0.5	0.3	3.6	5.6
2014	85.8	40.2	7.6	10.9	2.1	2.0	12.0	13.3	0.5	0.3	3.8	5.4
2015	84.6	46.4	7.9	10.6	2.3	1.8	12.4	12.7	0.5	0.3	3.9	5.3
2016	82.1	52.7	8.3	10.2	2.4	1.7	13.0	12.0	0.6	0.3	4.1	5.1
2017	76.9	57.9	8.7	9.8	2.5	1.6	13.6	11.3	0.6	0.3	4.4	4.8
2018-2022	316.5	356.9	50.7	41.9	14.2	6.3	76.9	45.3	3.2	0.9	25.5	20.7
2023-2027	304.2	370.6	66.1	28.0	17.9	2.6	94.8	27.9	2.3	0.2	32.7	13.5
2028-2032	338.9	29.3	70.7	9.1	-		91.4	7.4	-	-	41.4	4.8
Totals	1,379.3	988.4	227.6	131.4	43.5	18.0	325.6	143.7	8.2	2.6	119.4	65.2

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(2) Business Type Debt Payable

The following schedule reflects changes in long-term liabilities for Business-Type Activities for the fiscal year:

(Amounts In Millions of USD)

	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
Business-Type Activity					
Bonds Payable					
General Obligation Bonds	1.0	-	(1.0)	-	-
Revenue Bonds	3,254.3	462.4	(468.7)	3,248.0	173.2
Add: Bond Premium	9.9	6.3	-	16.2	-
Less: Deferred Amounts					
Unamortized Discounts and Loss	(75.2)	-	14.0	(61.2)	-
Total Bonds Payable	3,190.0	468.7	(455.7)	3,203.0	173.2
Indemnity Claims	10.2	1.1	(4.3)	7.0	-
Worker's Compensation Claims	20.7	4.1	(7.0)	17.8	-
Termination Compensation Payable	15.0	3.4	(2.6)	15.8	-
Net Pension Obligation	10.6	16.9	-	27.5	-
Arbitrage	0.3	-	-	0.3	-
Business-type Activity Long-term Liabilities	3,246.8	494.2	(469.6)	3,271.4	173.2

The Enterprise Funds have no debt that is classified on their respective balance sheets as General Obligation debt payable as of June 30, 2012.

Also, the City has General Obligation Bonds authorized and un-issued at year end of $303.6 million for the Enterprise Funds.

Several of the City's Enterprise Funds have issued debt payable from the revenues of the particular entity. The following schedule summarizes the Revenue Bonds outstanding at year end:

(Amounts In Millions of USD)

	Interest Rates				Principal	Due Dates			
Water Fund	0.17	%	to	6.25	%	1,881.1	Fiscal	2013	to	2041
Aviation Fund	2.00	%	to	5.375	%	1,366.9	Fiscal	2013	to	2040
Total Revenue Debt Payable						3,248.0				

- In November 2011, the City issued Water and Wastewater Revenue Bonds Series 2011A in the amount of $135.0 million, and Water and Wastewater Revenue Refunding Bonds Series 2011B in the amount of $49.9 million. Serial bonds were issued in the amount of $49.9 million with interest rates ranging from 4.0% to 5.0%, and have a maturity date of 2026. Term bonds were issued in the following amounts (1) $2.6 million with an interest rate of 4.5% and mature in 2036; (2) $50.2 million with an interest rate of 5.0% and mature in 2036; (3) $82.2 million with an interest rate of 5.0% and mature in 2041. The proceeds of the bonds together with other available funds of the water department will be used to fund capital improvements to the City's water and wastewater system, advance refunding of a portion of the 2001A and 2007A bonds, fund capitalized interest, the required deposit into the Debt Reserve account of the Sinking Fund and pay various bond issuance costs.

- In December 2011, the City issued Airport Revenue Bond Series 2011 in the amount of $233.8 million. The Series 2011A bonds (AMT) were issued as serial bonds in the amount of $199.0 million with interest rates ranging from 2% to 5% and mature in 2028. The Series 2011B bonds were issued as serial bonds in the amount of $34.8 million, with interest rates ranging from 2% to 5% and mature in 2031. The plan is to: (i) refund a portion of the International Terminal Bonds; (ii) refund all of the City's outstanding Airport Revenue Bonds, Series 2001B; and (iii) pay the issuance costs of the bonds. The proceeds from the 2011A bonds will be used to refund the entire principal amount of $149.3 million for the Airport Revenue Bond, Series 2001A. In addition, the 2011B bonds will be used to refund a portion of the Airport Revenue Bond Series 1998B (currently outstanding aggregate principal amount of $57.1 million).

- In July 2010, the City of Philadelphia Water Department received approval from the Pennsylvania State Infrastructure Financing Authority ("PENNVEST") for the Green Infrastructure Project (Series 2010B), bringing the total financing from PENNVEST to $214.9 million. During fiscal year 2012, PENNVEST drawdowns totaled $43.7 million, which represents an increase in bond issuances. The funding is through low interest loans of 1.193% during the construction period and for the first five years of amortization (interest only payment are due during the construction period up to three years) and 2.107% for the remaining fifteen years. Individual loan information is as follows:

Date	Series	Maximum Loan Amount	Estimated Project Costs	Amt Requested thru 6/30/2012	Amt Rec'd Yes/No	Purpose
Oct. 2009	2009B	42,886,030	42,339,199	22,827,986	Yes	Water Plant Improvements
Oct. 2009	2009C	57,268,193	56,264,382	35,666,542	Yes	Water Main Replacements
Mar. 2010	2009D	84,759,263	84,404,754	64,380,070	Yes	Sewer Projects
Jul. 2010	2010B	30,000,000	31,376,846	8,111,482	Yes	Green Infrastructure Project
	Totals:	214,913,486	214,385,181	130,986,080		

- Effective September 1, 2011 the city remarketed the Water and Wastewater Revenue Bonds, Variable Rate Series 1997B ($70.1 million), and entered into an irrevocable, direct-pay letter of credit (LOC) with TD Bank, N.A. The U.S. Bank National Association, as fiscal agent, will be entitled to draw up to an amount equal to the principal of and 48 day's accrued interest to pay the principal or redemption price of and interest on the 1997B bonds when due. The LOC will expire on September 1, 2015 unless earlier terminated or extended. Unless the LOC is extended or replaced, the 1997B bonds will be subject to mandatory tender for purchase prior to the termination of the LOC. The LOC will constitute both a Credit Facility and Liquidity Facility, and TD Bank a Credit Provider and Liquidity Provider for the 1997B bonds.

- Effective December 23, 2011 the city delivered Letters of Credit (LOC) from TD Bank and the Royal Bank of Canada (RBC) to the U.S. Bank National Association (fiscal agent) to provide credit enhancement and liquidity support for the Airport Revenue Refunding Bonds, Series 2005C bonds. With the delivery of each LOC, the 2005C bonds will become subject to mandatory tender for purchase. Each LOC constitutes both a Credit Facility and Liquidity Facility and the banks will be both Credit Provider's and Liquidity Provider's under the agreement. TD Bank issued a LOC effective December 23 2011 with a stated expiration date of December 23, 2016 unless extended or terminated, to pay the principal of, interest on and purchase price of the 2005 C-1 bonds (currently outstanding principal of $81.3 million) from the proceeds of an irrevocable direct pay letter of credit. In addition, the RBC issued a LOC effective December 23, 2011 with a stated expiration date of December 23, 2014 unless extended or terminated, to pay the principal of, interest on and purchase price of the 2005 C-2 bonds (currently outstanding principal of $81.3 million) from the proceeds of an irrevocable direct pay letter of credit.

The debt service through maturity for the Revenue Debt Payable is as follows:
(Amounts In Millions of USD)

Fiscal	Water Fund		Aviation Fund	
Year	Principal	Interest	Principal	Interest
2013	121.8	83.1	51.5	67.8
2014	129.0	76.4	59.2	65.2
2015	127.0	70.4	62.4	62.0
2016	132.1	65.6	60.2	58.6
2017	116.9	58.7	63.5	55.4
2018-2022	343.2	235.9	324.8	228.3
2023-2027	284.1	177.8	369.0	145.8
2028-2032	328.7	115.0	181.9	71.4
2033-2037	199.5	50.6	143.6	33.6
2038-2042	98.8	11.9	50.8	5.2
Totals	1,881.1	945.4	1,366.9	793.3

(3) Defeased Debt

As of the current fiscal year-end, the City had defeased certain bonds by placing the proceeds of new bonds in irrevocable trusts to provide for all future debt service payments on the old bonds. Accordingly, the trust account assets and the liability for the defeased bonds are not included in the City's financial statements. At year end, bonds outstanding pertaining to the following funds are considered defeased.

	(Amounts In Millions of USD)
Governmental Funds:	
General Obligation Bonds	2.4
Enterprise Funds:	
Water Fund Revenue Bonds	222.9
	225.3

(4) Short -Term Borrowings

The City has statutory authorizations to negotiate temporary loans for periods not to extend beyond the fiscal year. The City borrows funds to pay debt service and required pension contributions due before the receipt of the real estate taxes. The city borrowed and repaid $173.0 million in Tax Revenue Anticipation Notes by June 2012 plus interest. In accordance with statute, there are no temporary loans outstanding at year-end.

	(Amounts In Millions of USD)
Tax Revenue Anticipation Notes:	
Balance July 1, 2011	-
Additions	173.0
Deletions	(173.0)
Balance June 30, 2012	-

(5) Arbitrage Liability

The City has several series of General Obligation and Revenue Bonds subject to federal arbitrage requirements. Federal tax legislation requires that the accumulated net excess of interest income on the proceeds of these issues over interest expense paid on the bonds be paid to the federal government at the end of a five-year period. At June 30, 2012, the Aviation Fund and the Water Fund had recorded liabilities of $0.2 million and $0.1 million, respectively.

(6) Derivative Instruments

Beginning in FY 2010, the City of Philadelphia adopted the provisions of Governmental Accounting Standards Board (GASB) Statement No. 53, *Accounting and Financial Reporting for Derivative Instruments*. The fair value balances and notional amounts of derivative instruments outstanding at June 30, 2012, classified by type, and the changes in fair value of such derivatives are as follows:

(amounts in thousands)

	Changes in Fair Value		Fair Value at June 30, 2012		
	Classification	Amount	Classification	Amount	Notional
Governmental Activities					
Cash Flow Hedges:					
Pay fixed interest rate swaps	Deferred Outflow	(17,552)	Debt	(27,016)	100,000
	Deferred Outflow	(26,758)	Debt	(52,202)	217,275
	Deferred Outflow	(8,917)	Debt	(17,395)	72,400
Business Type Activities:					
Cash Flow Hedges:					
Pay fixed interest rate swaps	Deferred Outflow	(6,130)	Debt	(32,186)	155,900
	Deferred Outflow	501	Debt	(12,018)	82,445

The following table displays the objective and terms of the City's hedging derivative instruments outstanding at June 30, 2012, along with the credit rating of the associated counterparty.

(amounts in thousands)

Agency	Type	Objective	Notional Amount	Effective Date	Maturity Date	Terms	Counterparty Credit Rating
City GO (a)	Pay Fixed Interest Rate Swap	Hedge changes in cash flow on the 2009 Series B bonds	100,000	12/20/2007	8/1/2031	City pays 3.829%; receives SIFMA Municipal Swap Index	Aa3/AA-
City Lease PAID (b)	Pay Fixed Interest Rate Swap	Hedge changes in cash flow on the 2007 Series B bonds	217,275	10/25/2007	10/1/2030	City pays 3.9713%; receives SIFMA Municipal Swap Index	Aa3/A+
City Lease PAID (b)	Pay Fixed Interest Rate Swap	Hedge changes in cash flow on the 2007 Series B bonds	72,400	10/25/2007	10/1/2030	City pays 3.9713%; receives SIFMA Municipal Swap Index	Baa2/A-
Airport (c)	Pay Fixed Interest Rate Swap	Hedge changes in cash flow on the 2005 Series C bonds	155,900	6/15/2005	6/15/2025	Airport pays multiple fixed swap rates; receives SIFMA Municipal Swap Index	Aa3/A+
Water (d)	Pay Fixed Interest Rate Swap	Hedge changes in cash flow on the 2005 Series bonds	82,445	5/4/2005	8/1/2018	City pays 4.53%; receives bond rate/68.5% 1 Month LIBOR	Baa2/A-

a. City of Philadelphia 2009B General Obligation Bond Swap

Objective In December, 2007, the City entered into a swap to synthetically refund all or a portion of several series of outstanding bonds. The swap structure was used as a means to increase the City's savings when compared with fixed-rate bonds at the time of issuance. The intention of the swap was to create a synthetic fixed-rate structure. On July 23, 2009, the City terminated approximately $213.5 million of the swap, fixed out the bonds related to that portion and kept the remaining portion of the swap, as well as, the related bonds as variable rate bonds backed with a letter of credit. The City paid a swap termination payment of $15.5 million to RBC.

Terms: The swap was originally executed with Royal Bank of Canada (RBC), commenced on December 20, 2007, and will terminate on August 1, 2031. Under the swap, the City pays a fixed rate of 3.829% and receives the SIFMA Municipal Swap Index. The payments are based on an amortizing notional schedule (with an original notional amount of $ 313.5 million). The swap confirmation was amended and restated effective August 13, 2009 to reflect the principal amount of the 2009B bonds, with all other terms remaining the same. As of June 30, 2012, the swap had a notional amount of $100 million and the associated variable rate bonds had a $100 million principal amount. The bonds mature in August, 2031.

Fair Value: As of June 30, 2012, the swap had a negative fair value of ($27.02 million). This means that the City would have to pay this amount to terminate the swap.

Risk: As of June 30, 2012, the City was not exposed to credit risk because the swap has a negative fair value. Should interest rates change and the fair value of the swap become positive, the City would be exposed to credit risk in the amount of the swap's fair value. The City is exposed to traditional basis risk should the relationship between SIFMA and the bonds change; if SIFMA resets at a rate below the variable rate bond coupon payments, the synthetic interest rate on the bonds will increase.

The swap includes an additional termination event based on credit ratings. The swap may be terminated by the City if the rating of RBC falls below Baa3 or BBB- or by RBC if the rating of the City falls below Baa3 or BBB-. There are 30-day cure periods to these termination events. However, because the City's swap payments are insured by Assured Guaranty Municipal Corp. (formerly FSA), no termination event based on the City's ratings can occur as long as Assured is rated at least A3 and A-.

As of June 30, 2012, the rates were:

	Terms	Rates	
Interest Rate Swap			
Fixed payment to RBC under swap	Fixed	3.82900	%
Variable rate payment from RBC under swap	SIFMA	(0.18000)	%
Net interest rate swap payments		3.64900	%
Variable Rate bond coupon payments	Weekly reset	0.16000	%
Synthetic interest rate on bonds		3.80900	%

Swap payments and associated debt: As of June 30, 2012, debt service requirements of the variable-rate debt and net swap payments for their term, assuming current interest rates remain the same, were as follows:

Fiscal Year Ending	Variable Rate Bonds		Interest Rate	
June 30	Principal	Interest	Swaps Net	Total Interest
2013	$ -	$ 160,000	$ 3,649,000	$ 3,809,000
2014	-	160,000	3,649,000	3,809,000
2015	-	160,000	3,649,000	3,809,000
2016	-	160,000	3,649,000	3,809,000
2017	-	160,000	3,649,000	3,809,000
2018-2022	-	800,000	18,245,000	19,045,000
2023-2027	-	800,000	18,245,000	19,045,000
2028	100,000,000	443,392	10,112,109	10,555,501
Total:	$ 100,000,000	$ 2,843,392	$ 64,847,109	$ 67,690,501

b. Philadelphia Authority for Industrial Development (PAID) 2007B Swaps

Objective: In October, 2007, **PAID** entered into two swaps to synthetically refund **PAID**'s outstanding Series 2001B bonds. The swap structure was used as a means to increase **PAID's** savings when compared with fixed-rate bonds at the time of issuance. The intention of the swaps was to create a synthetic fixed-rate structure.

Terms: The total original notional amount of the two swaps was $289.7 million which matched the principal amount of the 2007B bonds issued ($289.7 million). One swap, with a notional amount of $217.3 million, was executed with JP Morgan Chase Bank. The other swap, with a notional amount of $72.4 million was executed with Merrill Lynch Capital Services, Inc. Both swaps commenced on October 25, 2007 and will terminate on October 1, 2030. Under the swaps, **PAID** pays a fixed rate of 3.9713% and receives the SIFMA Municipal Swap Index. The payments are based on an amortizing notional schedule. As of June 30, 2012, the swaps together had a notional amount of $289.7 million which matched the principal amount of the associated variable rate bond deal. Payments under these swaps are lease rental obligations of the City.

Fair Value: As of June 30, 2012, the swap with JP Morgan Chase Bank had a negative fair value of ($52.2 million) and the swap with Merrill Lynch Capital Services, Inc. has a negative fair value of ($17.4 million). This means that **PAID** would have to pay these amounts to terminate the swaps.

Risks: As of June 30, 2012, **PAID** was not exposed to credit risk because the swap had a negative fair value. Should interest rates change and the fair value of the swaps become positive, **PAID** would be exposed to credit risk in the amount of the swaps' fair value. The City is subject to traditional basis risk should the relationship between SIFMA and the bonds change; if SIFMA resets at a rate below the variable rate bond coupon payments, the synthetic interest rate on the bonds will increase.

The swaps include an additional termination event based on credit ratings. The swaps may be terminated by **PAID** if the rating of the respective counterparty on the swaps falls below Baa3 or BBB- or by the respective counterparties if the underlying rating on the associated bonds falls below Baa3 or BBB-. There are 30-day cure periods to these termination events. The City's swap payments are insured by FGIC.

As of June 30, 2012, the rates for the $217.3 million notional swap with JP Morgan Chase Bank were:

	Terms	Rates
Interest Rate Swap		
Fixed payment to JPMorgan under Swap	Fixed	3.97130 %
Variable rate payment from JPMorgan under Swap	SIFMA	(0.18000) %
Net interest rate swap payments		3.79130 %
Variable Rate bond coupon payments	Weighted Average Weekly resets	0.55283 %
Synthetic interest rate on bonds		4.34413 %

As of June 30, 2012, the rates for the $72.4 million notional swap with Merrill Lynch Capital Services, Inc. were:

	Terms	Rates
Interest Rate Swap		
Fixed payment to Merrill Lynch under Swap	Fixed	3.97130 %
Variable rate payment from Merrill Lynch under Swap	SIFMA	(0.18000) %
Net interest rate swap payments		3.79130 %
Variable Rate bond coupon payments	Weekly resets	0.15000 %
Synthetic interest rate on bonds		3.94130 %

Swap payments and associated debt: As of June 30, 2012, debt service requirements of the variable-rate debt and net swap payments for their term, assuming the current interest rates remain the same, were as follows:

Fiscal Year Ending June 30	Variable Rate Bonds Principal	Variable Rate Bonds Interest	Interest Rate Swaps Net	Total Interest
2013	$ -	$ 1,201,559	$ 8,247,784	$ 9,449,342
2014	-	1,201,559	8,247,784	9,449,342
2015	-	1,201,559	8,247,784	9,449,342
2016	12,990,000	1,201,559	8,247,784	9,449,342
2017	13,550,000	976,832	7,755,294	8,732,125
2018-2022	62,345,000	1,920,901	31,145,719	33,066,620
2023-2027	65,495,000	776,633	19,629,645	20,406,278
2028-2031	63,165,000	241,815	6,111,955	6,353,770
Total:	$ 217,545,000	$ 8,722,417	$ 97,633,749	$ 106,356,161

Swap payments and associated debt: As of June 30, 2012, debt service requirements of the variable-rate debt and net swap payments for their term, assuming the current interest rates remain the same, were as follows:

Fiscal Year Ending June 30	Variable Rate Bonds Principal	Variable Rate Bonds Interest	Interest Rate Swaps Net	Total Interest
2013	$ -	$ 108,195	$ 2,734,665	$ 2,842,860
2014	-	108,195	2,734,665	2,842,860
2015	-	108,195	2,734,665	2,842,860
2016	-	108,195	2,734,665	2,842,860
2017	-	108,195	2,734,665	2,842,860
2018-2022	14,575,000	520,133	13,146,522	13,666,655
2023-2027	29,285,000	347,505	8,783,305	9,130,810
2028-2031	28,270,000	108,225	2,735,423	2,843,648
Total:	$ 72,130,000	$ 1,516,838	$ 38,338,575	$ 39,855,413

c. Philadelphia Airport Swap

Objective: In April 2002, the City entered into a swaption that provided the City's Aviation Department (the Philadelphia Airport) with an up-front payment of $6.5 million. As a synthetic refunding of its 1995 Bonds, this payment approximated the present-value savings as of April, 2002, of refunding on June 15, 2005, based upon interest rates in effect at the time. The swaption gave JP Morgan Chase Bank the option to enter into an interest rate swap with the Airport whereby JP Morgan would receive fixed amounts and pay variable amounts.

Terms: JP Morgan exercised its option to enter into a swap on June 15, 2005, and the swap commenced on that date. Under the swap, the Airport pays multiple fixed swap rates (starting at 6.466% and decreasing over the life of the swap to 1.654%). The payments are based on an amortizing notional schedule (with an initial notional amount of $189.5 million) and when added to an assumption for remarketing, liquidity costs and cost of issuance were expected to approximate the debt service of the refunded bonds at the time the swaption was entered into. The swap's variable payments are based on the SIFMA Municipal Swap Index. If the rolling 180-day average of the SIFMA Municipal Swap Index exceeds 7.00%, JP Morgan Chase has the option to terminate the swap.

As of June 30, 2012, the swap had a notional amount of $155.9 million and the associated variable-rate bonds had a $155.9 million principal amount. The bonds' variable-rate coupons are not based on an index but on remarketing performance. The bonds mature on June 15, 2025. The swap will terminate on June 15, 2025 if not previously terminated by JP Morgan Chase.

Fair Value: As of June 30, 2012, the swap had a negative fair value of ($32.2 million). This means that if the swap terminated today, the Airport would have to pay this amount to JP Morgan Chase.

Risk: As of June 30, 2012, the Airport was not exposed to credit risk because the swap had a negative fair value. Should interest rates change and the fair value of the swap become positive, the Airport would be exposed to credit risk in the amount of the swap's fair value. In addition, the Airport is subject to basis risk should the rela-

tionship between SIFMA and the bonds change; if SIFMA resets at a rate below the variable bond rate, the synthetic interest rate will be greater than anticipated. The swap includes an additional termination event based on downgrades in credit ratings. The swap may be terminated by the Airport if JP Morgan's ratings fall below A- or A3, or by JP Morgan Chase if the Airport's ratings fall below BBB or Baa2. No termination event based on the Airport's ratings can occur as long as National Public Finance Guarantee Corporation (formerly MBIA) is rated at least A- or A3.
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As of June 30, 2012, the rates were:

	Terms	Rates	
Interest Rate Swap			
Fixed payment to JP Morgan under swap	Fixed	5.17750	%
Variable rate payment from JP Morgan under swap	SIFMA	(0.18000)	%
Net interest rate swap payments		4.99750	%
Variable Rate bond coupon payments	Weekly resets	0.16000	%
Synthetic interest rate on bonds		5.15750	%

Swap payments and associated debt: As of June 30, 2012, debt service requirements of the variable-rate debt and net swap payments for their term, assuming current interest rates remain the same, were as follows.

Fiscal Year Ending	Variable Rate Bonds		Interest Rate	
June 30	Principal	Interest	Swaps Net	Total Interest
2013	$ 7,500,000	$ 249,440	$ 7,791,103	$ 8,040,543
2014	8,200,000	237,440	7,416,290	7,653,730
2015	9,000,000	224,320	7,006,495	7,230,815
2016	9,800,000	209,920	6,556,720	6,766,640
2017	10,700,000	194,240	6,066,965	6,261,205
2018-2022	64,600,000	690,560	21,569,210	22,259,770
2023-2025	46,100,000	148,960	4,652,673	4,801,633
Total:	$ 155,900,000	$ 1,954,880	$ 61,059,456	$ 63,014,336

d. City of Philadelphia, 2005 Water & Sewer Swap

Objective: In December, 2002, the City entered into a swaption that provided the City with an up-front payment of $4.0 million. As a synthetic refunding of all or a portion of its 1995 Bonds, this payment approximated the present value savings, as of December 2002, of a refunding on May 4, 2005. The swaption gave Citigroup (formerly of Salomon Brothers Holding Company, Inc), the option to enter into an interest rate swap to receive fixed amounts and pay variable amounts.

Terms: Citigroup exercised its option to enter into a swap May 4, 2005, and the swap commenced on that date. Under the terms of the swap, the City pays a fixed rate of 4.53% and receives a variable payment computed as the actual bond rate or alternatively, 68.5% of one month LIBOR, in the event the average rate on the Bonds as a percentage of the average of one month LIBOR has exceeded 68.5% for a period of more than 180 days. Citigroup exercised its option during this fiscal year to pay 68.5% of one month LIBOR under the swap. The payments are based on an amortizing notional schedule (with an initial notional amount of $86.1 million), and when added to an assumption for remarketing, liquidity costs and cost of issuance were expected to approximate the debt service of the refunded bonds at the time the swaption was entered into.

As of June 30, 2012, the swap had a notional amount of $82.4 million and the associated variable-rate bond had an $82.4 million principal amount. The bonds' variable-rate coupons are not based on an index but on remarketing performance. The bonds mature on August 1, 2018 and the related swap agreement terminates on August 1, 2018.

Fair value: As of June 30, 2012, the swap had a negative fair value of ($12.0 million). This means that the Water Department would have to pay this amount if the swap terminated.

Risk: As of June 30, 2012 the City is not exposed to credit risk because the swap had a negative fair value. Should interest rates change and the fair value of the swap become positive, the City would be exposed to credit risk in the amount of the swap's fair value. Since the City is now receiving 68.5% of one month LIBOR, the City is exposed to (i) basis risk, as reflected by the relationship between the variable-rate bond coupon payments and 68.5% of one month LIBOR received on the swap, and (ii) tax risk, a form of basis risk, where the City is exposed to a potential additional interest cost in the event that changes in the federal tax system or in marginal tax rates cause the rate paid on the outstanding bonds to be greater than the 68.5% of LIBOR received on the swap. The swap includes an additional termination event based on credit ratings. The swap may be terminated by the City if the ratings of Citigroup or its Credit Support Provider fall below A3 and A-, or by Citigroup if the rating of the City's water and wastewater revenue bonds falls below A3 or A-.There are 30-day cure periods to these termination events. However, because the City's swap payments are insured by Assured Guaranty Municipal Corporation (formerly FSA), no termination event based on the City's water and wastewater revenue bond ratings can occur as long as Assured is rated at least A or A2.

As of June 30, 2012, the rates were:

	Terms	Rates	
Interest Rate Swap			
Fixed payment to Citi under swap	Fixed	4.53000	%
Variable rate payment from Citi under swap	68.5% of 1-month LIBOR	(0.16834)	%
Net interest rate swap payments		4.36166	%
Variable Rate bond coupon payments	Weekly resets	0.22000	%
Synthetic interest rate on bonds		4.58166	%

Swap payments and associated debt: As of June 30, 2012, debt service requirements of the variable-rate debt and net swap payments for their term, assuming current interest rates remain the same, were as follows:

Fiscal Year Ending June 30	Variable Rate Bonds Principal	Variable Rate Bonds Interest	Interest Rate Swaps Net	Total Interest
2013	$ 450,000	$ 181,379	$ 3,595,972	$ 3,777,351
2014	14,820,000	180,389	3,576,344	3,756,733
2015	15,535,000	147,785	2,929,946	3,077,731
2016	16,315,000	113,608	2,252,362	2,365,970
2017	17,145,000	77,715	1,540,757	1,618,472
2018-2019	18,180,000	40,359	800,147	840,506
Total:	$ 82,445,000	$ 741,235	$ 14,695,528	$ 15,436,763

(7) Pension Service Agreement

In Fiscal 1999, the Philadelphia Authority for Industrial Development issued $1.3 billion in Pension Funding Bonds. These bonds were issued pursuant to the provisions of the Pennsylvania Economic Development Financing Law and the Municipal Pension Plan Funding Standard and Recovery Act (Act 205). The bonds are special and limited obligations of **PAID**. The City entered into a Service Agreement with **PAID** agreeing to make yearly payments equal to the debt service on the bonds. **PAID** assigned its interest in the service agreement to the parties providing the financing and in accordance with GASB Interpretation #2, **PAID** treats this as conduit debt and does not include conduit debt transactions in its financial statements. The Pension Service Agreement of $1.4 billion is reflected in the City's financial statements in Other Long Term Obligations. The net proceeds of the bond sale of $1.3 billion were deposited with the Municipal Pension Fund. The deposit of the proceeds reduced

the Unfunded Actuarial Accrued Liability by that same amount. The deposit resulted in reductions to the City's actuarially determined pension plan payments. The fiscal year 2012 Pension Funding Bonds liability of $1,379.3 million is reflected in the City's financial statements as another Long Term Obligation.

(8) Neighborhood Transformation Initiative Service Agreement

In Fiscal 2004, **PRA** issued a $30.0 million City of Philadelphia NTI Taxable Revenue Bond. The **PRA** and the City plan to borrow a taxable bank line of credit (the 2003 Bond) to fund certain costs of the NTI related to the acquisition of property. The line of credit is being issued in anticipation of future long term financing. This will allow the City and **PRA** to better manage the carrying costs of unspent loan proceeds and to possibly issue a portion of the take out financing as tax exempt bonds after obtaining certain state approvals.

In March, 2005, **PRA** issued additional City of Philadelphia Neighborhood Transformation Initiative (NTI) bonds to finance a portion of the initiative previously undertaken by the Authority and the City. Taxable Revenue Bonds Series 2005A issued in the amount of $25.5 million are term bonds with interest rates ranging from 4.150% to 4.680% maturing through 2016. Qualified Revenue Bonds Series 2005B were issued in the amount of $ 44.0 million, with interest rates ranging from 4.75 through 5% and mature through 2027. Revenue Bonds Series 2005C with an interest rate of 5% were issued for $81.3 million and mature through 2031.

In Fiscal 2012, **PRA** issued $91.3 million City of Philadelphia Neighborhood Transformation Initiative (NTI) Revenue Refunding Series 2012 Bonds. These bonds were issued to refund the City of Philadelphia Revenue Bonds, Series 2002A, originally issued in the aggregate principal amount of $124 million. The bonds will be initially issued in the name of Cede & Co., as nominee for The Depository Trust Company (DTC), which will act as securities depository. The bonds are subject to optional redemption prior to maturity. Interest on the series bonds range from 2% to 5% and is payable on April 15 and October 15 each year until maturity in 2026. The fiscal year 2012 NTI Service Agreement liability of $227.6 million is reflected in the City's financial statements as another Long Term Obligation.

(9) Sports Stadium Financing Agreement

In FY 2002, **PAID** issued $346.8 million in Lease Revenue Bonds Series A and B of 2001 to be used to help finance the construction of two new sports stadiums. The bonds are special limited obligations of **PAID**. The City entered into a series of lease agreements as lessee to the Authority. The lease agreements are known as (1) the Veterans Stadium Sublease, (2) the Phillies' Prime Lease and (3) the Eagles Prime Lease. **PAID** assigned its interest in the lease agreements to the parties providing the financing and in accordance with GASB Interpretation #2, **PAID** treats this as conduit debt and therefore does not include these transactions on its financial statements.

In October, 2007 **PAID** issued Lease Revenue Refunding Bonds Series A and B of 2007. The proceeds from the bonds were used to refund the Series 2001B Stadium Bonds. **PAID** assigned its interest in the lease agreements to the parties providing the financing and in accordance with GASB Interpretation #2, **PAID** treats this as conduit debt and therefore does not include these transactions on its financial statements. In fiscal 2012, the Sports Stadium Financing Agreement liability of $325.6 million is reflected in the City's financial statements as Other Long Term Liabilities.

(10) Cultural and Commercial Corridors Program Financing Agreement

In December, 2006, **PAID** issued $135.5 million in Revenue Bonds, Series A and B. The proceeds from the bonds will be used to finance a portion of the cost of various commercial and cultural infrastructure programs and administrative and bond issuance cost. The City and **PAID** signed a service agreement, whereby **PAID** manages a portion of the funds and the City makes payments equal to the yearly debt service. **PAID** will distribute some of the proceeds and some will flow through the City's capital project fund. In accordance with GASB Interpretation #2, **PAID** treats this as conduit debt, and therefore, does not include these transactions in its statements. In fiscal 2012 the liability of $119.4 million is reflected in the City's financial statements as Other Long Term Liabilities.

(11) Forward Purchase Agreements

On June 6, 2000 PICA entered into a debt service reserve forward delivery agreement, which would begin on June 15, 2010 and expires on June 15, 2023. **PICA** received a premium of $1,970,000 on June 6, 2000 for the debt service reserve fund in exchange for future earnings from the debt service reserve fund investments. The premium amounts were deferred and are being recognized ratably as revenue over the term of respective agreements.

(12) Net Pension Liability

Net Pension Liabilities at June 30, 2011 was $69.4 million and $10.6 million for the Governmental and Business Type Activities, respectively. The increase in the Governmental Activities' Net Pension Obligations (NPO) during fiscal year 2012 of $147 million resulted in Net Pension Liabilities of $216.4 million. During FY 2012, the Business Type Activities' NPO increased by $16.9 million resulting in a Net Pension Liability of $27.5 million.

B. COMPONENT UNIT LONG-TERM DEBT PAYABLE

(1) Governmental Debt Payable

The School District has debt that is classified as General Obligation debt payable. The General Obligation Bonds outstanding at year end total $3,038.5 million in principal, with interest rates from 2.0% to 6.765% and have due dates from 2013 to 2040 The following schedule reflects the changes in long-term liabilities for the School District:

Governmental Activities	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
Bonds Payable	2,980.9	254.4	(91.1)	3,144.2	114.2
Add: Bond Premium	108.0	4.7	(11.8)	100.9	7.8
Less: Bond Refunding Losses	(182.3)	(7.0)	22.0	(167.3)	(13.2)
Less: Bond Discounts	(10.6)	(0.3)	0.6	(10.3)	(0.5)
Total Bonds Payable	2,896.0	251.8	(80.3)	3,067.5	108.3
Termination Compensation Payable	306.6	6.2	(59.3)	253.5	31.5
Severance Payable	188.5	1.1	(22.7)	166.9	13.7
Interfund Loan	9.1	-	(2.0)	7.1	-
Other Liabilities	117.7	67.1	(48.3)	136.5	37.8
Incurred But Not Reported (IBNR) Payable	13.5	-	(1.5)	12.0	12.0
Deferred Reimbursement	45.3	-	-	45.3	45.3
DHS Liability	-	4.0	-	4.0	0.5
OPEB Liability	-	0.1	-	0.1	0.1
Arbitrage Liability	3.7	-	(3.4)	0.3	0.3
Early Retirement Incentive	28.6	-	(17.2)	11.4	10.9
Total	3,609.0	330.3	(234.7)	3,704.6	260.4

Debt service to maturity on the School District's general obligation bonds and lease rental debt at year end is summarized as follows:

Fiscal Year	Principal	Interest
2013	114.2	143.7
2014	112.9	137.4
2015	109.7	133.4
2016	116.2	128.4
2017	119.9	123.3
2018-2022	642.3	534.4
2023-2027	694.5	395.4
2028-2032	754.2	249.8
2033-2037	401.3	70.8
2038-2040	79.0	7.9
Totals	3,144.2	1,924.5

Refunding Bonds:

On December 20, 2011, the School District issued General Obligation Refunding Bonds Series C of 2011 in the aggregate amount of $41,185,000 to refund General Obligation Refunding Notes, Series A of 2011 with a net premium of $3.6 million. Bond proceeds of $266,700 were utilized for underwriting fees, and other issuance costs.

Securities for the issue were deposited in a separate irrevocable trust with an escrow agent to provide for all future debt service payments for the refunded notes. The net proceeds were used by the escrow agent to purchase State Local Government Securities of $44.5 million which were used to retire the General Obligation Refunding Notes, Series A of 2011.

On December 20, 2011, the School District issued General Obligation Refunding Bonds Series D of 2011 in the aggregate amount of $16,330,000 with net premiums of $0.7 million to refund certain maturities of the outstanding General Obligation Refunding Notes, Series B of 2011. Bond proceeds of $116,900 were utilized for underwriting fees, and other issuance costs.

Securities for the issue were deposited in a separate irrevocable trust with an escrow agent to provide for all future debt service payments for the refunded bonds. The net proceeds were used by the escrow agent to purchase State Local Government Securities of $16.9 million which were used to retire the General Obligation Refunding Notes, Series B of 2011.

The cash flow required to service the new debt for the restructuring is $10.0 million more than the cash flow required to service the old debt. This restructuring was done to provide debt service savings of $61.1 million in Fiscal Year 2012. The final maturity was identical to the original maturity schedule. In addition, there was an economic gain (difference between the present value of the debt service payments on the old and new debt) of $0.4 million to the School District.

For accounting purposes, the advance refunding resulted in a difference between the reacquisition price and the net carrying amount of the old debt of $ 3.7 million. This difference is being amortized through the operations in the District-wide statements until the year 2022.

(2) Business Type Debt Payable

Several of the City's Proprietary Type Component Units have issued debt payable from the revenues of the particular entity. The following schedule summarizes the Revenue Bonds outstanding at year end:

(Amounts In Millions of USD)

	Interest Rates					Principal		Due Dates		
PGW	2.00	%	to	6.80	%	1,195.8	Fiscal	2012	to	2040
PPA	3.00	%	to	5.25	%	177.6	Fiscal	2013	to	2029
PRA	4.55	%	to	4.75	%	16.1	Fiscal	2013	to	2028
Total Revenue Debt Payable						1,389.5				

In May 2012 the city made an agreement with JP Morgan Chase Bank and National Association to issue a new direct pay letter of credit for the benefit of the Gas Works Variable Rate Demand Revenue Bonds, Fifth Series A-2 (1998 General Ordinance) pursuant to a Letter of Credit and Reimbursement Agreement dated as of June 1, 2012 in the amount of 30 million dollars. The Letter of Credit will expire December 31, 2014 unless terminated earlier or extended.

The debt service through maturity for the Revenue Debt Payable of Component Units is as follows:

(Amounts in Millions of USD)

Fiscal	Philadelphia Gas Works †		Philadelphia Parking Authority		Philadelphia Redevelopment Authority	
Year	Principal	Interest	Principal	Interest	Principal	Interest
2012	48.5	55.0	-	-	-	-
2013	48.0	53.3	10.5	8.6	-	0.8
2014	50.0	50.9	11.0	8.1	-	0.8
2015	51.3	48.3	11.4	7.5	-	0.8
2016	49.2	45.6	12.0	7.0	0.2	0.8
2017-2021	253.7	191.3	80.7	28.3	1.7	4.0
2022-2026	270.1	130.6	43.6	6.5	4.5	2.8
2027-2031	223.9	72.9	8.4	0.8	9.7	0.6
2032-2036	141.5	30.3	-	-	-	-
2037-2041	59.6	6.1	-	-	-	-
Totals	1,195.8	684.3	177.6	66.8	16.1	10.6

(3) Defeased Debt

At year end, defeased bonds are outstanding from the following Component Units of the City as shown below:

(Amounts In Millions of USD)

Philadelphia Gas Works †	70.0
School District of Philadelphia	648.9
Total	718.9

† - Gas Works amounts are presented as of August 31, 2011

The investments held by the trustee and the defeased bonds are not recognized on **PGW**'s balance sheets in accordance with the terms of the Indentures of Defeasance. The investments pledged for the redemption of the defeased debt have maturities and interest payments scheduled to coincide with the trustee cash requirements for debt service.

The assets pledged, primarily noncallable U.S. Government securities, had a market value of $74.9 million at August 31, 2011, bearing interest on face value from 0.0% to 6.7%.

As in prior years, the School District defeased certain general obligation bonds by placing the proceeds of the refunding bonds in an irrevocable trust to provide for all future debt service payments on the refunded debt. As such, the trust account assets and liability for the defeased bonds are not included in the School District's financial statements. As of June 30, 2012, $635.6 million of bonds outstanding are considered to be totally defeased and the liability has been removed from long-term liabilities.

In addition, the QZAB Bond Series 2004E of $19.3 million, issued September 2004, and due September 1, 2018 is considered partially defeased in substance for accounting and financial reporting purposes. The School District irrevocably places $1.4 million in trust with its fiscal agent each September 1st. These amounts are invested in a forward purchase agreement to be used solely for satisfying a scheduled payment of the defeased debt in 2018. As of June 30, 2012, $9.7 million is considered partially defeased in substance for accounting and financial reporting purposes.

The QZABs Bond Series 2007C and 2007D of $13.5 million and $28.2 million, respectively, were issued December 28, 2007, and are due December 28, 2022 and are considered partially defeased in substance for accounting and financial reporting purposes. The School District irrevocably places $0.9 million in trust with its fiscal agent

each December 15th for Series 2007C. These amounts are invested in a forward purchase agreement to be used solely for satisfying a scheduled payment of the defeased debt in 2022. As of June 30, 2012, $3.6 million is considered partially defeased in substance for accounting and financial reporting purposes.

(4) Arbitrage

Federal arbitrage regulations are applicable to any issuer of tax-exempt bonds. It is necessary to rebate arbitrage earnings when the investment earnings on the bond proceeds from the sale of tax-exempt securities exceed the bond yield paid to investors. As of June 30, 2012, the arbitrage rebate calculation indicates a liability totaling $286,173 related to the Series A and B Bonds of 2006 issued through the State Public School Building Authority. The School District has restricted this amount under the fund balance of the Capital Projects Fund. In addition, a contingent liability has been accounted for in the governmental activities column of the government-wide statement of net assets. This amount is required to be paid when the remaining project funds are expended. The actual amount payable may be less than the amount recorded as a liability as of June 30, 2012. Per IRS regulations, a payment of $3,144,929.38 was made on January 23, 2012 which is within 60 days of the fifth anniversary of issuance.

(5) Derivative Instruments

a. PGW Interest Rate Swap Agreement

Objective – In January 2006, the City entered into a fixed rate payer, floating rate receiver swap to create a synthetic fixed rate for the Sixth Series Bonds. The variable rate/swap structure was used as a means to increase the City's savings, when compared with fixed-rate refunding bonds at the time of issuance. The swaps are hedging interest rate risk.

Terms – The swap was originally executed with the counterparty on January 26, 2006 and will mature on August 1, 2031. Under the swap, the City pays a fixed rate of 3.6745% and receives a variable rate computed as the lesser of (i) the actual bond rate and (ii) the SIFMA Municipal Swap Index until September 1, 2011 on which date the variable interest rate received will switch to 70.0% of one month LIBOR until maturity.

In August 2009, the City terminated approximately $54,800,000 of the notional amount of the swap, issued fixed rate refunding bonds related to that portion and kept the remaining portion of the swap to hedge the Eight Series variable rate refunding bonds backed with letters of credit. The Company paid a swap termination payment of $3,791,000 to the counterparty to partially terminate the swap.

The original swap confirmation was amended and restated on August 12, 2009 to reflect the principal amount of the Eighth Series B Bonds, with all other terms remaining the same. The remainder of the notional amount was divided among separate trade confirmations with the same terms as the original swap that was executed with the counterparty for the Eighth Series C through E.

As of August 31, 2011, the swaps had a notional amount of $255,000,000 and the associated variable rate debt had a $255,000,000 principal amount, broken down by series as follows:

- The Series B swap had a notional amount of $105,000,000 and the associated variable rate bonds had a $105,000,000 principal amount.
- The Series C swap had a notional amount of $50,000,000 and the associated variable rate bonds had a $50,000,000 principal amount.
- The Series D swap had a notional amount of $50,000,000 and the associated variable rate bonds had a $50,000,000 principal amount.
- The Series E swap had a notional amount of $50,000,000 and the associated variable rate bonds had a $50,000,000 principal amount.

The final maturity date for all swaps is on August 1, 2031.

Fair value – As of August 31, 2011, the swaps had a combined negative fair value for all series of $51,671,000. The fair values of the interest rate swaps were estimated using the zero coupon method. That method calculates the future net settlement payments required by the swap, assuming current forward rates are implied by the current yield curve for hypothetical zero coupon bonds due on the date of each future net settlement on the swaps.

Risks – As of August 31, 2011, the City is not exposed to credit risk because the swaps had a negative fair value. Should interest rates change and the fair value of the swaps become positive, the City would be exposed to credit risk in the amount of the swaps' fair value. The swaps include a termination event additional to those in the standard ISDA master agreement based on credit ratings. The swaps may be terminated by the City if the rating

of the counterparty falls below A3 or A- (Moody's/S&P), unless the counterparty has: (i) assigned or transferred the swap to a party acceptable to the City; (ii) provided a credit support provider acceptable to the City whose obligations are pursuant to a credit support document acceptable to the City; or (iii) executed a credit support annex, in form and substance acceptable to the City, providing for the collateralization by the counterparty of its obligations under the swaps.

The swaps may be terminated by the counterparty if the rating on the Company's bonds falls below Baa2 or BBB (Moody's/S&P). However, because the City's swap payments are insured by Assured Guaranty Municipal Corporation, as long as Assured Guaranty Municipal Corporation is rated at or above A2 or A (Moody's/S&P), the termination event based on the City's ratings is stayed. At the present time, the rating for Assured Guaranty Municipal Corporation is at Aa3/AA+ (Moody's/S&P).

The City is exposed to (i) basis risk, as reflected by the relationship between the rate payable on the bonds and 70.0% of one month LIBOR received on the swap, and (ii) tax risk, a form of basis risk, where the City is exposed to a potential additional interest cost in the event that changes in the federal tax system or in marginal tax rates cause the rate paid on the outstanding bonds to be greater than the 70.0% of one month LIBOR received on the swap.

The impact of the interest rate swaps on the financial statements for the year ended August 31, 2011 and 2010 is as follows (thousands of dollars):

		Interest rate swap liability	Deferred outflow of resources
Balance August 31, 2010	$	52,217	25,906
Change in fair value through August 31, 2011		(546)	(546)
Balance August 31, 2011	$	51,671	25,360

		Interest rate swap liability	Deferred outflow of resources
Balance August 31, 2009	$	27,555	1,244
Change in fair value through August 20, 2010		24,662	24,662
Balance August 31, 2010	$	52,217	25,906

The interest rate swap liability is included in other liabilities and deferred credits and deferred outflow of resources is included in other assets and deferred debits on the balance sheet.

There are no collateral posting requirements associated with the swap agreements.

b. School District of Philadelphia Swap Agreements

The School District adopted, in Fiscal Year 2010, the provisions of Governmental Accounting Standards Board (GASB) Statement No. 53, *Accounting and Financial Reporting for Derivative Instruments.* The fair value balances and notional amounts of derivative instruments outstanding at June 30, 2012, classified by type, and the changes in fair value of such derivative instruments for the year then ended as reported in the 2012 financial statements are as follows (amounts in thousands; debit (credit)):

	Change in Fair Value		Fair Value at June 30, 2012		
	Classification	Amount	Classification	Amount	Notional
Governmental Activities					
Investment derivatives:					
Pays-variable Interest rate swaps	Investment revenue	$ 4,170	Investment	$ (22,087)	$ 500,000
				$ (22,087)	

As of June 30, 2012, the School District determined that the pay variable interest rate swaps listed as investment derivatives do not meet the criteria for effectiveness as a hedging instrument. It is therefore reported within the investment revenue classification. The basis swaps produced net positive receipts of $1,492,086.

Hedging Derivatives

Objectives and Terms

The School District did not have any hedging derivative instruments outstanding at June 30, 2012 due to the maturity and retirement of the bonds during Fiscal Year 2012 for the pay-fixed interest rate swaps. The pay-fixed interest rate swap that matured on September 1, 2011 is listed below.

Type	Objective	Notional Amount	Effective Date	Maturity Date	Terms	Credit Rating Moody's/S&P/Fitch
Pay-fixed interest rate swap	Hedge of cash flows on 2008 Series D-2 Bonds	$ 2,150	6/29/2004	9/1/2011	Pay 3.24%, receive 58.5% of LIBOR + .27%	A2/A/A+

When this swap-related variable rate debt matured on September 1, 2011, the net swap payments for the year ended June 30, 2012 were as follows:

Year Ending June 30	Variable Rate Bonds Principal	Variable Rate Bonds Interest (1)	Change In Fair Value	Total
2012	2,150,000	(844)	33,231	2,182,387

(1) Actual interest earned exceeded interest payments

Discussion of Risks:

Credit Risk -In compliance with the applicable requirements of the Local Government Unit Debt Act (53 Pa. Cons. Stat. §8281) (the "Debt Act"), amended in September of 2003, the School District adopted a written interest rate management plan pursuant to a resolution of the School Reform Commission, authorized on February 2, 2004, to monitor the credit rating of each counterparty and credit enhancer, if any, insuring qualified interest rate management agreement payments. The School District previously entered into the fixed-to-floating swaps with counterparties having at least one rating of "AA" or higher from Standard & Poor's or "Aa" or higher from Moody's at the time of execution.

As of June 30, 2012, the School District was no longer exposed to credit risk because all of its pay-fixed interest rate swaps either matured or were terminated. The fair values take into consideration the prevailing interest rate environment and the specific terms and conditions of each swap. Fair values are estimated using the zero-coupon discounting method. This method calculates the future payments required by the swap, assuming that the current forward rates implied by the yield curve are the market's best estimate of future spot interest rates. These payments are then discounted using the spot rates implied by the current yield curve for a hypothetical zero-coupon rate bond due on the date of each future net settlement payment on the swaps.

The swap agreements contain varying collateral agreements with the counterparties. The swaps require collateralization of the fair value of the swap should the counterparty's credit rating fall below the applicable thresholds.

Interest rate risk - The School District is no longer exposed to interest rate risk on its interest rate swaps since they matured.

Basis risk - The basis risk on the fixed-to-floating swaps is the risk that the interest rate paid by the School District on a series of related variable rate bonds to bondholders differs from the variable swap rate received from the applicable counterparty on the related swap. The School District no longer bears basis risk on its fixed-to-floating swaps since they matured.

Termination risk - The School District no longer bears termination risk on its fixed-to-floating swaps since they matured. The School District can terminate a swap at any time at the fair market value; the counterparty to a swap may, as provided therein, only terminate the swap upon certain termination events under the terms thereof. If a fixed-to-floating swap is terminated, the related variable-rate bonds would no longer be hedged to a fixed rate. If at the time of termination, the swap has a negative fair value, the School District would be liable to the counterparty for a payment equal to the swap's fair value.

Other Risks - The School District is no longer exposed to any rollover risk, market-access risk, or foreign currency risk.

8. LEASE COMMITMENTS AND LEASED ASSETS

A. CITY AS LESSOR

The City's operating leases consist of leases of airport facilities, recreation facilities, certain transit facilities and various other real estate and building sites. Rental income for all operating leases for the year was:

(Amounts In Thousands of USD)	Primary Government		Component Units
	Governmental Funds	Proprietary Funds	
Minimum Rentals	6,390	27,030	3,619
Additional Rentals	-	148,058	180
Sublease	12,646	-	1,446
Total Rental Income	19,036	175,088	5,245

Future minimum rentals receivable under non-cancelable operating leases are as follows:

(Amounts In Thousands of USD)

Fiscal Year Ending June 30	Primary Government		Component Units
	Governmental Funds	Proprietary Funds	
2013	4,208	14,495	3,733
2014	4,288	7,496	3,044
2015	4,319	7,413	2,661
2016	4,411	6,682	2,477
2017	4,506	6,196	1,503
2018-2022	24,042	25,921	3,117
2023-2027	26,826	15,973	1,751
2028-2032	30,007	12,066	1,039
2033-2037	33,641	5,877	717
2038-2042	-	-	717
2043-2047	-	-	717
2048-2052	-	-	717
2053-2057	-	-	717
2058-2062	-	-	717
2063-2067	-	-	717
2068-2072	-	-	717
2073-2077	-	-	717
2078-2082	-	-	717
2083-2087	-	-	630
2088-2092	-	-	249
Total	136,248	102,119	27,374

B. CITY AS LESSEE

1) OPERATING LEASES

The City's operating leases consist principally of leases for office space, data processing equipment, duplicating equipment and various other items of property and equipment to fulfill temporary needs. Rental expense for all operating leases for the year was as follows:

(Amounts In Thousands of USD)	Primary Government		Component Units
	Governmental Funds	Proprietary Funds	
Minimum Rentals	170,424	27,945	15,624
Additional	-	-	68
Sublease	489	-	1,446
Total Rental Expense	170,913	27,945	17,138

At year end, the future minimum rental commitments for operating leases having an initial or remaining non-cancelable lease term in excess of one year are as follows:

(Amounts In Thousands of USD)

Fiscal Year Ending June 30	Primary Government		Component Units
	Governmental Funds	Proprietary Funds	
2013	31,269	516	13,520
2014	26,635	97	9,355
2015	25,057	49	5,024
2016	24,228	-	4,747
2017	22,023	-	2,312
2018-2022	94,425	-	3,376
2023-2027	39,993	-	-
2028-2032	18,488	-	-
2033-2037	18,277	-	-
Total	300,395	662	38,334

2) CAPITAL LEASES

Capital leases consist of leased real estate and equipment from various component units. Future minimum rental commitments are as follows:

(Amounts In Thousands of USD)

Fiscal Year Ending June 30	Component Units
2013	2,142
2014	2,036
2015	1,457
2016	1,242
2017	1,052
2018-2022	3,059
2023	249
Future Minimum Rental Payments	11,237
Interest Portion of Payments	(1,190)
Obligation Under Capital Leases	10,047

9. DEFERRED COMPENSATION PLANS

A. PRIMARY GOVERNMENT

The City offers its employees a deferred compensation plan in accordance with Internal Revenue Code section 457. As required by the Code and Pennsylvania laws in effect at June 30, 2012, the assets of the plan are held in trust for the exclusive benefit of the participants and their beneficiaries. In accordance with GASB Statement No.32, *Accounting and Financial Reporting for Internal Revenue Code Section 457 Deferred Compensation Plans*, the City does not include the assets or activity of the plan in its financial statements.

B. COMPONENT UNITS

PGW offers its employees a deferred compensation plan in accordance with Internal Revenue Code section 457. As of the Gas Works' fiscal year ended August 31, 1999 the Plan was amended to comply with subsection (g) of the code through the creation of a trust in which all assets and income of the Plan are to be held for the exclusive benefit of participants and their beneficiaries. As a result, the company no longer owns the assets of the Plan nor has a contractual liability to Plan participants.

10. FUND BALANCE PRESENTATION

The City adopted GASB Statement No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions (GASB 54)*, which became effective during FY2011. GASB 54 provides more clearly defined fund balance categories to make the nature and extent of the constraints placed on a government's fund balance more transparent. The following classifications describe the relative strength of the spending constraints placed on the purpose for which resources can be used:

1. Non-Spendable Fund Balance — Includes amounts that cannot be spent because they are either (a) not in spendable form, or (b) legally or contractually required to be maintained intact. The Departmental Funds ($.2M) and Permanent Funds ($2.4M) were non-spendable.

2. Restricted Fund Balance — Includes amounts for which constraints have been placed on the use of resources which are either (a) externally imposed by creditors, grantors, contributors or laws or regulations of other governments, or (b) imposed by law through constitutional provisions or enabling legislation. The General Fund had a restricted fund balance of $18.1M at June 30, 2012. The fund balances in the following Special Revenue Funds were restricted: HealthChoices Behavioral Health ($230.7M); Grants Revenue ($81.1M); County Liquid Fuels ($2.6M); Special Gasoline Tax ($20.6M); Hotel Room Rental Tax ($10.3M); Car Rental Tax ($6.4M); Housing Trust ($10.5M); Acute Care Hospital Assessment ($9.5M); Departmental ($5.7M); Municipal Authority Administrative ($.3M); PICA Administrative ($40.2M). The entire fund balances of the Debt Service ($82.4M) and Capital Improvement ($128.5M) funds were restricted. The Permanent Fund had a restricted fund balance of $3M at June 30, 2012.

3. Committed Fund Balance – Includes amounts that can only be used for specific purposes pursuant to constraints imposed by an ordinance passed by Philadelphia's City Council. These amounts cannot be used for any other purpose unless the City Council removes or changes the ordinance that was employed when the funds were initially committed. The fund balances in the following Special Revenue Funds were committed: Philadelphia Prisons ($4.2M) and Departmental ($.9M).

4. Assigned Fund Balance — Includes amounts that are constrained by management's intent to be used for a specific purpose but are neither restricted nor committed. The intent may be expressed by the Director of Finance, or other authorized department heads. The General fund reported an assigned fund balance of $70.5M at June 30, 2012 that was arrived at by netting a negative $11.1 million unassigned fund balance against encumbrances of $81.6 million.

5. Unassigned Fund Balance – This classification is the residual fund balance for the General Fund. It also represents fund balance that has not been classified as assigned, committed or restricted or nonspendable. The General Fund had a negative $11.1 million unassigned fund balance at June 30, 2012. Within the Special Revenue Funds the Grants Revenue fund had a negative fund balance of $175.1M and the Community Development fund had a negative fund balance of $6.5M at June 30, 2012.

To the extent that funds are available for expenditure in both the restricted and the other fund balance categories, except for the nonspendable category, funds shall be expended first from restricted amounts and then from the other fund balance categories amounts excluding nonspendable. To the extent that funds are available for expenditure in these other categories, except for the nonspendable fund balance, the order of use shall be: committed balances, assigned amounts, and lastly, unassigned amounts.

Table below presents a more detailed breakdown of the City's fund balances at June 30, 2012:

(Amounts In Thousands of USD)	General Fund	HealthChoices Behavioral Health Fund	Grants Revenue Fund	Other Governmental Funds	Total Governmental Funds
Nonspendable:					
Permanent Fund (Principal)	0	0	0	2,614	2,614
Subtotal Nonspendable:	0	0	0	2,614	2,614
Restricted for:					
Neighborhood Revitalization	0	0	51,564	0	51,564
Economic Development	0	0	0	10,301	10,301
Public Safety Emergency Phone System	0	0	29,565	0	29,565
Streets & Highways	0	0	0	23,166	23,166
Housing & Neighborhood Dev	0	0	0	10,529	10,529
Health Services	0	0	0	9,471	9,471
Behavioral Health	0	230,681	0	0	230,681
Parks & Recreation	0	0	0	355	355
Libraries & Museums	0	0	0	108	108
Intergovernmental Financing (PICA)	0	0	0	21,662	21,662
Intergovernmentally Financed Programs	0	0	0	18,880	18,880
Central Library Project	2,331	0	0	0	2,331
Stadium Financing	500	0	0	6,436	6,936
Cultural & Commercial Corridor Project	15,273	0	0	0	15,273
Debt Service Reserve	0	0	0	82,446	82,446
Capital Projects	0	0	0	128,484	128,484
Trust Purposes	0	0	0	8,307	8,307
Subtotal Restricted	18,104	230,681	81,129	320,145	650,059
Committed, reported in:					
Social Services	0	0	0	34	34
Prisons	0	0	0	4,200	4,200
Parks & Recreation	0	0	0	856	856
Subtotal Committed	0	0	0	5,090	5,090
Assigned, reported in:					
General Fund	70,506	0	0	0	70,506
Subtotal Assigned:	70,506	0	0	0	70,506
Unassigned Fund Balance:	0	0	(175,082)	(6,485)	(181,567)
Total Fund Balances	88,610	230,681	(93,953)	321,364	546,702

11. INTERFUND TRANSACTIONS

During the course of normal operations the City has numerous transactions between funds. These transactions are recorded as operating transfers and are reported as other financial sources (uses) in the Governmental Funds and as transfers in the Proprietary Funds. Some of the more significant transfers are: the PICA administrative fund collects a portion of the wage tax paid by City residents and transfers funds that are not needed for debt service and administrative costs to the general fund. Also, the general fund and the PICA administrative fund make transfers to the debt service funds for principal and interest payments.

Transfers between fund types during the year were:

(Amounts in Thousands of USD)	Governmental	Transfers To: Non major Governmental				
Transfers From:	General	PMA	Special Revenue	Debt Service	Capital Improvement	Total
General	-	-	12,609	140,027	1,029	153,665
Grants	29,936	-	2,167	-	28	32,131
Non major Special Revenue Funds	302,672	-	-	63,736	9,114	375,522
City Capital Improvement	-	12,000	-	-	-	12,000
Water Fund	1,086	1,928	24,445	-	-	27,459
Total	333,694	13,928	39,221	203,763	10,171	600,777

12. RECONCILIATION OF GOVERNMENT-WIDE AND FUND FINANCIAL STATEMENTS

The governmental fund balance sheet (Exhibit III) includes reconciliation to the Net Assets of Governmental Activities. One element of that reconciliation states that "Long Term Liabilities, including bonds payable, are not reported in the funds". The details of this difference are as follows:

(Amounts in Millions of USD)

Bonds Payable	2,039.5
Service Agreements	2,103.6
Employee Related Obligations	598.1
Indemnities	51.6
Arbitrage	-
Leases	40.6
Net Pension Obligation	216.4
Total Adjustment	5,049.8

13. PRIOR PERIOD ADJUSTMENTS

COMPONENT UNITS

- The **SDP** net assets beginning balances were decreased by $6,391,188.This decrease was a result of adjustments for capital assets and deferred charges. Capital asset beginning balances were decreased by $7,270,311. This adjustment involved a correction of Capital Asset Balances for an understatement of $1,579,332 in accumulated depreciation for buildings and $5,690,979 in accumulated depreciation for improvements. The net asset balance for deferred charges was increased by $879,123. This adjustment consisted of an understatement of $901,851 for the beginning refunding charge balance and an overstatement of $22,728 for beginning bond issuance cost balance.

- In addition, the **SDP** processed two reclassifications that netted to zero. The first was a reclassification of $44,078,437of improvement assets and $32,371,675 of related accumulated depreciation to the intangible asset classification due to GASB 51 requirements. The second reclassification involved specific identification of $48,663,069 of construction in progress assets to $16,747,089 of building assets and $31,915,980 of improvement asset.

14. NET ASSETS RESTRICTED BY ENABLING LEGISLATION

The government-wide statement of net assets reports $1,213.7 million of restricted net assets, of which $59.9 million is restricted by enabling legislation as follows:

(Amounts in Thousands of USD)	Restricted Net Assets	Restricted by Enabling Legislation
Capital Projects	306,166	-
Debt Service	330,082	-
Behavioral Health	230,681	-
Neighborhood Revitalization	51,565	-
Stadium Financing	500	-
Central Library Project	2,331	-
CCC Project	15,273	-
Grant Programs	56,323	10,529
Rate Stabilization	165,907	-
Libraries & Parks:		
Expendable	3,027	-
Non-Expendable	2,414	-
Other	49,382	49,374
Total	1,213,651	59,903

15. FUND DEFICITS

- The Grants Revenue fund, which is a Special Revenue Fund, has a Fund Balance Deficit at year end of $94.0 million. The deficit was primarily caused due to the recording of reimbursed costs and corresponding revenues for services provided by the Department of Human Services to the grants fund, and the delay of billing and receiving reimbursements from the state.

- The Community Development Fund, which is a Special Revenue fund, has a Fund Balance Deficit at year end of $6.5 million.

16. ADVANCE SERVICE CHARGE

The City's Water Fund Regulations provide for the assessment of an "Advance Service Charge" (ASC) at the time a property is initially connected to the system. The initial charge is calculated to be the equivalent of three (3) monthly service charges. This long-standing practice of assessing an initial charge equivalent to the average of three monthly service charges has been consistent whether the billing period was semi-annually (through 1979), quarterly (1979-1994) or monthly (1994-current). The Fund includes these charges in current revenues at the time they are received. Fund regulations also provide for a refund of any advance service charges upon payment of a $100 fee and permanent disconnection from the system.

During the current fiscal year 353 disconnection permits were issued resulting in a refund or final credit of approximately $201,674 and 2,530 new connection permits were issued resulting in additional advance service charges of approximately $894,865.

IV. OTHER INFORMATION

1. PENSION PLANS

The City maintains two single employer defined benefit plans for its employees and several of its component units. The City is required by the Philadelphia Home Rule Charter to maintain an actuarially sound pension and retirement system (PERS). The fund covers all officers and employees of the city and the officers and employees of certain other governmental and quasi-governmental organizations.

A. SINGLE EMPLOYER PLANS

The two plans maintained by the City are the Municipal Pension Plan (City Plan) and the Gas Works Plan (PGW Plan). Financial statements for the City and PGW pension plans are prepared using the accrual basis of accounting. Employee and employer contributions are recognized as revenues when due, pursuant to formal commitments, as well as statutory or contractual requirements.

Required Supplementary Information calculated in accordance with GASB Statement No. 25 is presented in audited financial statements of the respective pension plans. Copies of these financial statements may be obtained by contacting the Director of Finance of the City of Philadelphia.

(1) City Plan

a. Plan Description

The Philadelphia Home Rule Charter (the Charter) mandates that the City maintain an actuarially sound pension and retirement system. To satisfy that mandate, the City's Board of Pensions and Retirement maintains the single-employer Municipal Pension Plan (the Plan). The plan covers all officers and employees of the City and officers and employees of five other governmental and quasi-governmental organizations. By authority of two Ordinances and related amendments passed by City Council, the Plan provides retirement benefits as well as death and disability benefits. Benefits vary by the class of employee. The plan has two major classes of members - those covered under the 1967 Plan and those covered under the 1987 Plan. Each of these two plans has multiple divisions. In addition to the two major classes of members, a third class of members was enacted in fiscal year 2011 that features a defined benefit and a defined contribution component.

Retirement Benefits

An employee who meets the age and service requirements of the particular division in which he participates is entitled to an annual benefit, payable monthly for life, equal to the employee's average final compensation multiplied by a percentage that is determined by the employee's years of credited service. The formula for determining the percentage is different for each division. If fund earnings exceed the actuarial assumed rate by a sufficient amount, an enhanced benefit distribution to retirees, their beneficiaries, and their survivors shall be considered. A deferred vested benefit is available to an employee who has 10 years of credited service, has not withdrawn contributions to the system and has attained the appropriate service retirement age. Members of both plans may opt for early retirement with a reduced benefit. The **Deferred Retirement Option Plan** (DROP) was initiated on October 1, 1999. Under this plan employees that reach retirement age may accumulate their monthly service retirement benefit in an interest bearing account at the Board of Pensions for up to four (4) years and continue to be employed by the City of Philadelphia.

Death Benefits

If an employee dies from the performance of duties, his/her spouse, children or dependent parents may be eligible for an annual benefit ranging from 15% to 80% of the employee's final average compensation. Depending on age and years of service, the beneficiary of an employee who dies other than from the performance of duties will be eligible for either a lump sum benefit only or a choice between a lump sum or an annual pension.

Disability Benefits

Employees disabled during the performance of duties are eligible for an immediate benefit equal to contributions plus a yearly benefit. If the employee subsequently becomes employed, the benefit is reduced by a percentage of the amount earned. Certain employees who are disabled other than during the performance of duties are eligible for an ordinary disability payment if they apply for the benefit within one

year of termination. If the employee subsequently becomes employed, the benefit is reduced by a percentage of the amount earned.

Membership

Membership in the plan as of July 1, 2011 was as follows:

Retirees and beneficiaries currently receiving benefits	36,354
Terminated members entitled to benefits but not yet receiving them	1,324
Active members	26,671
Total Members	64,349

The Municipal Pension Fund issues a separate annual financial report. To obtain a copy, contact the Director of Finance of the City of Philadelphia.

b. Funding Policy

Employee contributions are required by City Ordinance. For Plan 67 members, employees contribute 3¾% of their total compensation that is subject to FICA and 6% of compensation not subject to FICA. Plan 87 contribution rates are defined for the membership as a whole by Council ordinance. Rates for individuals are then determined annually by the actuary so that total individual contributions satisfy the overall rate set by Council.

The City is required to contribute the remaining amounts necessary to fund the Plan, using an acceptable actuarial basis as specified by the Home Rule Charter, City Ordinance and State Statute. Court decisions require that the City's annual employer contributions are sufficient to fund:

- The accrued actuarially determined normal costs
- Amortization in level dollar payments of the changes to the July 1, 1985 liability due to the following causes over the stated period:
  - non active member's benefit modifications (10 years)
  - experience gains and losses (15 years)
  - changes in actuarial assumptions (20 years)
  - active members' benefit modifications (20 years)

Under the City's current funding policy, the total required employer contribution for the current year amounted to $706.3 million or 50.9% of the covered payroll of $1,387.1 million. The City's actual contribution was $539.5 million. The City's contribution did meet the Minimum Municipal Obligation (MMO) as required by the Commonwealth of Pennsylvania's Acts 205 and 189.

In Fiscal Year 2011 the City made several changes to the pension plan based on Act 44, which provided a new method of determining municipal distress levels and alternative funding relief in response to the 2008/2009 market decline. The City adopted fresh start amortization, alternating to 30 years and lowered the assumed rate of interest from 8.15% to 8.10% assuming a partial deferral of the pension payments in fiscal years 2010 and 2011 of $150 million and $80 million respectively, which must be repaid by fiscal year 2014. The change in amortization period and the partial deferral were approved by the Commonwealth of Pennsylvania General Assembly's Act 44. Act 44 also allowed the City to temporarily impose an additional local sales tax of 1.0% to fund future MMO Payments.

The Annual Pension Cost and related percentage contributed for the three most recent fiscal years are as follows:

(Millions of USD)

Fiscal Year Ended June 30	Annual Pension Cost	Percentage Contributed	Net Pension Obligation
2010	597.0	52.36%	(171.6)
2011	721.7	65.14%	80.0
2012	719.6	77.22%	243.9

The actuarial valuation used to compute the current year's required contribution was performed as of July 1, 2011. Methods and assumptions used for that valuation include:

- the individual entry age actuarial cost method
- a ten-year smoothed market value method for valuing investments
- a level percentage closed method for amortizing the unfunded liability
- an annual investment rate of return of 8.10%
- projected annual salary increases based on new age based scale
- payroll growth rate is 3.5%
- no post-retirement benefit increases

Administrative costs of the Plan are paid out of the Plan's assets.

c. Funding Status

The following schedule shows the funding status based on the latest actuary report. The schedule of funding progress, which presents multiyear trend information about whether the actuarial value of plan assets is decreasing over time relative to the actuarial accrued liability for benefits, can be found in the Required Supplementary Information section immediately following the Notes to the Financial Statements.

(Amounts in Millions of USD)

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) (b)	Unfunded AAL (UAAL) (b - a)	Funded Ratio (a / b)	Covered Payroll (c)	UAAL as a Percent of Covered Payroll (b - a) / c
07/01/2009	4,042.1	8,975.0	4,932.9	45.04%	1,463.3	337.11%
07/01/2010	4,380.9	9,317.0	4,936.1	47.02%	1,421.2	347.32%
07/01/2011	4,489.1	9,487.5	4,998.4	47.32%	1,371.3	364.50%

d. Net Pension Obligation

The City and other employers' annual pension cost and net pension obligation (NPO) for the Municipal Pension Plan for the current year were as follows:

(Amounts in Thousands of USD)

Annual Required Contribution (ARC)	722,491
Interest on Net Pension Obligation (NPO)	6,521
Adjustment to ARC	(9,435)
Annual Pension Cost	719,577
Contributions Made	(555,690)
Increase in NPO	163,887
NPO at beginning of year	80,011
NPO at end of year	243,898
Interest Rate	8.15%
15 Year amortization Factor (EOY)	8.48%

e. Derivative Instruments

In 2010 the City of Philadelphia adopted GASB Statement No. 53 which addresses the recognition, measurement, and disclosure of information regarding derivative instruments entered into by state and local governments. Derivative instruments such as swaps, options, futures and forwards are often complex financial ar-

rangements used by governments to manage specific risks or to make investments. By entering into these arrangements, governments receive and make payments based on market prices without actually entering into the related financial or commodity transactions. Derivative instruments associated with changing financial and commodity prices result in changing cash flows and fair values that can be used as effective risk management or investment tools. Derivative instruments, however, also can expose governments to significant risks and liabilities.

The City of Philadelphia Municipal Pension Fund (Pension Fund) enters into a variety of financial contracts which include options, futures, forwards and swap agreements to gain exposure to certain sectors of the equity and fixed income markets; collateralized mortgage obligations (CMO's); other forward contracts, and U.S. Treasury strips. The contracts are used primarily to enhance performance and reduce volatility of the portfolio. The Pension Fund is exposed to credit risk in the event of non performance by counterparties to financial instruments. The Pension Fund generally enters into transactions only with high quality institutions. Legal risk is mitigated through selection of executing brokers and review of all documentation. The Pension Fund is exposed to market risk, the risk that future changes in market conditions may make an instrument less valuable. Exposure to market risk is managed in accordance with risk limits set by Board approved guidelines, through buying or selling instruments or entering into offsetting positions. The notional or contractual amounts of derivatives indicate the extent of the Pension Fund's involvement in the various types and uses of derivative financial instruments and do not measure the Pension Fund's exposure to credit or market risks and do not necessarily represent amounts exchanged by the parties. The amounts exchanged are determined by reference to the notional amounts and the other terms of the derivatives. The following table summarizes the aggregate notional or contractual amounts for the Pension Fund's derivative financial instruments at June 30, 2012:

List of Derivatives Aggregated by Investment Type

	Changes in Fair Value		Fair Value at June 30, 2012		
	Classification	Amount	Classification	Amount	Notional
Investment Derivatives					
Forward Currency Contracts	Net appreciation/(depreciation) in investments	$ 2,362,305	Accrued expenses and other liabilities	$ (293,483)	$ 469,518,219
Futures	Net appreciation/(depreciation) in investments	(3,341,717)	Accrued interest and other receivables	125,230	117
Swaps	Net appreciation/(depreciation) in investments	331,407	Accrued expenses and other liabilities	(284,636)	9,363,000
Grand Totals		**$(648,005)**		**$(452,889)**	

A Derivatives Policy Statement identifies and allows common derivative investments and strategies, which are consistent with the Investment Policy Statement of the Pension Fund. The guidelines identify transaction-level and portfolio-level risk control procedures and documentation requirements. Managers are required to measure and monitor exposure to counterparty credit risk. All counterparties must have credit ratings available from nationally recognized rating institutions such as Moody, Fitch and S&P.

The details of other risks and financial instruments in which the municipal pension fund of Philadelphia is involved are described below:

Concentration of Credit Risk: Currently, the Fund is invested primarily in equity securities (44%). The Fund's resources are put in the hands of investment managers with different investment styles who invest according to specific objectives developed for each manager. The Chief Investment Officer of the Fund is charged with reviewing the portfolios for compliance with those objectives and guidelines. Of the fixed income type investments held by the pension fund, 56% had Standard & Poors ratings of AAA to A and 60% had Moody's rating of AAA to A1.

***Credit Risk*:** The Pension Fund is exposed to credit risk on hedging derivative instruments that are in asset positions. To minimize its exposure to loss related to credit risk, it is the Pension Fund's policy to require counterparty collateral posting provisions in its non-exchange-traded hedging derivative instruments. These terms re-

quire full collateralization of the fair value of hedging derivative instruments in asset positions (net of the effect of applicable netting arrangements) should the counterparty's credit rating fall below AA as issued by Fitch Ratings and Standard & Poor's or Aa as issued by Moody's Investors Service. Collateral posted is to be in the form of U.S. Treasury securities held by a third-party custodian. The city has never failed to access collateral when required.

It is the Pension Fund's policy to enter into netting arrangements whenever it has entered into more than one derivative instrument transaction with counterparty. Under the terms of these arrangements, should one party become insolvent or otherwise default on its obligations, close-out netting provisions permit the non-defaulting party to accelerate and terminate all outstanding transactions and net the transactions' fair values so that a single sum will be owed by, or owed to, the non-defaulting party.

The aggregate fair value of hedging derivative instruments in asset positions at June 30, 2012, was $125,230. This represents the maximum loss that would be recognized at the reporting date if all counterparties failed to perform as contracted. This maximum exposure is reduced by ($578,119) of collateral or liabilities included in netting arrangements with those counterparties, resulting in a net exposure to credit risk of $452,889.

Interest Rate Swap Agreements. provide for periodic payments at predetermined future dates between parties based on the change in value of underlying securities, indexes or interest rates. During the year ended June 30, 2012 the Fund entered into interest rate swaps. Under the receive fixed interest rate type swap arrangements, the Fund receives the fixed interest rate on certain equity or debt securities or indexes in exchange for a fixed charge. There were not any total receive fixed interest Swaps this year. On its pay-variable, received-fixed interest rate swap, as LIBOR increases, the Fund's net payment on the swap increases. Alternatively, on its pay-fixed, receive-variable interest rate swap, as LIBOR or the SIFMA swap index decreases, the Fund's net payment on the swap increases. The net payment on the swap increases.

Future Contracts are types of contracts in which the buyer agrees to purchase and the seller agrees to make delivery of a specific financial instrument at a predetermined date and price. Gains and losses on futures contracts are settled daily based on a notional (underlying) principal value and do not involve an actual transfer of the specific instrument. Futures contracts are standardized and are traded on exchanges. The exchange assumes the risk that counterparty will not pay and generally requires margin payments to minimize such risk. In addition, the Fund enters into short sales, sales of securities it does not presently own, to neutralize the market risk of certain equity positions. Initial margin requirements on futures contracts and collateral for short sales are provided by investment securities pledged as collateral and by cash held by various brokers. Although the Fund has the right to access individual pledged securities, it must maintain the amount pledged by substituting other securities for those accessed.

Forward contracts The Fund is exposed to basis risk on its forward contract because the expected funds purchase being hedged will price based on a pricing point different than the pricing point at which the forward contract is expected to settle.

Termination risk: The Fund or its counterparties may terminate a derivative instrument if the other party fails to perform under the terms of the contract. In addition, the Fund is exposed to termination risk on its receive-fixed interest rate swap. The Fund is exposed to termination risk on its rate cap because the counterparty has the option to terminate the contract if the SIFMA swap index exceeds 12 percent. If at the time of termination, a hedging derivative instrument is in a liability position, the city would be liable to the counterparty for a payment equal to the liability, subject to netting arrangements.

Rollover Risk: The Fund is exposed to rollover risk on hedging derivative instruments that are hedges of debt that mature or may be terminated prior to the maturity of the hedged debt. When these hedging derivative instruments terminate, or in the case of a termination option, if the counterparty exercises its option, the Fund will be re-exposed to the risks being hedged by the hedging derivative instrument.

In addition, the Pension Fund also was involved in other financial instruments such as rights that were worth $3,993 and warrants that were $19,626,337.

f. Summary of Significant Accounting Policies

Financial statements of the Plan are prepared using the accrual basis of accounting. Contributions are recognized as revenues when due, pursuant to formal commitments, as well as statutory or contractual requirements. Benefits and refunds paid are recognized when due and payable in accordance with the terms of the plan. Investments are valued as described in Footnote I.4.

(2) Gas Works Plan

a. Plan Description

PGW sponsors a public employee retirement system (PERS), a single-employer defined benefit plan to provide benefits for all its employees. The **PGW** Pension Plan provides retirement benefits as well as death and disability benefits. Retirement benefits vest after 5 years of credited service. Employees who retire at or after age 65 are entitled to receive an annual retirement benefit, payable monthly, in an amount equal to the greater of:

• 1.25% of the first $6,600 of Final Average Earnings plus 1.75% of the excess of Final Average Earnings over $6,600, times years of credited service, with a maximum of 60% of the highest annual earnings during the last 10 years of credited service, applicable to all participants, or

• 2% of total earnings received during the period of credited service plus 22.5% of the first $1,200 of such amount, applicable only to participants who were employees on or prior to March 24, 1967.

Final-average earnings is the employees' average pay, over the highest 5 years of the last 10 years of credited service. Employees with 15 years of credited service may retire at or after age 55 and receive a reduced retirement benefit. Employees with 30 years of service may retire without penalty for reduced age.

At September 1, 2009 the beginning of the Plan Year of the last actuarial valuation, the Pension Plan membership consisted of:

Retirees and beneficiaries currently receiving benefits and terminated members entitled to benefits but not yet receiving them	2,232
Current Employees	1,653
Total Members	3,885

b. Funding Policy

Benefit and contribution provisions are established by City ordinance and may be amended only as allowed by City ordinance. Covered employees are not required to contribute to the PGW Pension Plan. The Gas Works is required by statute to contribute the amounts necessary to finance the Plan.

The funding policy of the **PGW** Plan provides for periodic employer contributions at actuarially determined rates that, expressed as percentages of annual covered payroll, are sufficient to accumulate assets to pay benefits when due. Level percentage of employer contribution rates are based on the actuarial accrued liability as determined by using the Projected Unit Credit actuarial funding method. The actuarial asset value is equal to the value of fund assets. The unfunded actuarial accrued liability is being amortized using the open method. Contributions of $22.6 million (approximately 21% of covered payroll) were made to the PGW Plan during the year.

Beneficiary payments in FY 2011 were made from operating funds. Instead, the Company set up a receivable to draw the FY 2010 funds of $11.1 million in FY 2011, which is recorded in other current assets and deferred debits on the balance sheet. The withdrawals from the pension assets in FY 2010 of $15.4 million were utilized to meet beneficiary payment obligations.

c. Funding Status

The funded status of the **PGW** plan as of September 1, 2010 the most recent actuarial valuation is as follows (amounts in thousands):

(Amounts In Thousands)

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL)-Entry Age (b)	Unfunded/ (Over Funded) AAL (UAAL) (b - a)	Funded Ratio (a / b)	Covered Payroll (c)	UAAL as a Percent of Covered Payroll (b - a) / c
09/01/2010	$381,975	$533,630	$151,655	71.6%	$106,125	142.9%
09/01/2009	$355,499	$519,773	$164,274	68.4%	$106,003	155.0%
09/01/2008	$430,390	$495,155	$64,765	86.9%	$107,918	60.0%
09/01/2007	$416,183	$482,380	$66,197	86.3%	$105,596	62.7%

The analysis of pension funding progress presented as required supplementary information (RSI) following the notes to the financial statements, present multiyear trend information about whether the actuarial values of plan assets are increasing or decreasing over time relative to the AALs for benefits.

Amortization Method	Level percent open
Remaining Amortization Period	20 years

d. Annual Pension Cost

PGW's annual pension cost for the current year of $22.6 million is equal to its required contribution. The annual required contribution for the current year was determined based on an actuarial study or updates thereto, using the projected unit credit method. Significant actuarial assumptions used include an annual rate of return on investments of 8.25%, compounded annually, projected salary increases of 3.00% of the salary at the beginning of the next three years, then 4.25% of the salary at the beginning of the fourth and subsequent year, and retirements that are assumed to occur prior to age 62, at a rate of 10% at 55 to 61 and 100% at age 62. The assumptions did not include post retirement benefit increases.

The Annual Pension Cost and related percentage contributed for the three most recent fiscal years is as follows:

(Amounts in Millions of USD)

Fiscal Year Ended August 31	Annual Required Contribution	Percentage Contributed
2011	22.6	100%
2010	24.6	100%
2009	15.4	100%

e. Summary of Significant Accounting Policies

The financial statements of the Plan are prepared on the accrual basis of accounting. Employer contributions are recognized as revenues when due, pursuant to formal commitments, as well as statutory or contractual requirements. Investment income is recognized as earned. Gains and losses on sales and exchanges are recognized on the transaction date. Plan investments are reported at fair value based on quoted market price for those similar investments.

2. ACCUMULATED UNPAID SICK LEAVE

City and certain component unit employees are credited with varying amounts of sick leave according to type of employee and/or length of service. City employees may accumulate unused sick leave to predetermined balances. **SDP** employees have an unlimited maximum accumulation, and Gas Works' employees' sick leave is non-cumulative. Non-uniformed employees (upon retirement only) and uniformed employees (upon retirement or in case of death while on active duty) are paid varying amounts ranging from 25% to 50% of unused sick time, not to exceed predetermined amounts. Employees, who separate for any reason other than indicated above, forfeit their entire sick leave. The City budgets for and charges the cost of sick leave as it is taken.

3. OTHER POST EMPLOYMENT BENEFITS (OPEB)

A. PRIMARY GOVERNMENT

***Plan description*:** The City of Philadelphia self-administers a single employer, defined benefit plan and provides health care for five years subsequent to separation for eligible retirees. Certain union represented employees may defer their coverage until a later date, but the amount that the City pays for their health care is limited to the amount that the City would have paid at the date of their retirement. The City also provides lifetime insurance coverage for all eligible retirees. Firefighters are entitled to $7,500 coverage and all other employees receive $6,000 in coverage. The plan does not issue stand alone financial statements, and the accounting for the plan is reported within the financial statements of the City of Philadelphia.

Funding Policy: The City funds its retiree benefits on a pay-as-you-go basis. To provide health care coverage, the City pays a negotiated monthly premium for retirees covered by union contracts and is self insured for non-union employees. For fiscal year 2012, the City paid $76.3 million for retiree healthcare.

Annual OPEB Cost and Net OPEB Obligation: The City's annual other post employment benefit (OPEB) expense is calculated based on the annual required contribution of the employer (ARC), an amount actuarially determined in accordance with the parameters of GASB Statement No. 45. The ARC represents a level of funding, which if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial liabilities over a period not to exceed thirty (30) years. The following table shows the components of the City's annual OPEB cost for the year, the amount actually contributed to the plan and changes in the net OPEB obligation (dollar amount in thousands)

City of Philadelphia OPEB

	(Amounts in Thousands of USD)
Annual required contribution	105,369
Interest on net OPEB obligation	3,577
Adjustment to ARC	(3,064)
Annual OPEB cost	105,882
Payments made	(76,344)
Increase/(Decrease) in net OPEB Obligation	29,538
Net OPEB obligation - beginning of year	79,481
Net OPEB obligation - end of year	109,019

The City of Philadelphia's annual OPEB cost, the percentage of annual OPEB cost contributed to the Plan, and the net OPEB obligation for the fiscal year ended June 30, 2012 was as follows:

(amounts in thousands USD)

Fiscal Year Ended		Annual OPEB Cost	Percentage of Annual OPEB Contributed		Net OPEB Obligation
6/30/2012	$	105,369	72%	$	109,019
6/30/2011	$	101,713	64%	$	79,481
6/30/2010	$	93,844	76%	$	43,301

Funded Status and Funding Progress: As of July 1, 2011, the most recent actuarial valuation date, the City is funding OPEB on a pay as you go basis and accordingly, the unfunded actuarial accrued liability for benefits was $1.2 billion. The covered annual payroll was $ 1.469 billion and the ratio of the UAAL to the covered payroll was 82.5 percent.

The required schedule of funding progress immediately following the notes to the financial statements presents multi-year trend information about whether the actuarial value of the plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

The projections of future benefit payments for an ongoing plan obligation involves estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Amounts determined regarding the funded status of the obligation and the contributions of the employer are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future.

Actuarial Methods and Assumptions: Projections of costs for financial reporting purposes are based on the types of benefits provided under the terms of the substantive plan at the time of each valuation and on the pattern of sharing costs between the employer and plan members to that point.

Costs were determined according to the individual entry age actuarial cost method with the attribution period ending at each decrement age. This is consistent with the cost method used for the City of Philadelphia Municipal Retirement System. The city uses a level percent open approach as its method of amortization. Unfunded liabilities are funded over a 30 year period as a level percentage of payroll, which is assumed to increase at a compound annual rate of 4% per year. The actuarial assumption included a 5.0% compound annual interest rate on the City's general investments. The current plan incorporates the following assumptions: no post-retirement benefit increases since last year; a 5% Investment Rate of Return, a 4% Rate of Salary increases; and, a 5% Ultimate Rate of Medical Inflation.

B. COMPONENT UNITS

School District of Philadelphia (SDP) OPEB

From an accrual accounting perspective, the cost of postemployment life insurance benefits, like the cost of pension benefits, generally should be associated with the periods in which the costs occur, rather than in the future when they will be paid. In adopting the requirements of GASB Statement No. 45 during the year ended June 30, 2008, the **SDP** recognizes the costs of postemployment life insurance in the year when the employee services are received, reports the accumulated liability from prior years, and provides information useful in assessing potential demands on the **SDP**'s future cash flows. Recognition of the liability accumulated from prior years is amortized over no more than 30 years.

Plan Description:

The **SDP** provides up to $2,000 of life insurance coverage for retired and disabled employees in a single-employer plan. A retired employee is eligible for this benefit if covered for ten years as an active employee and retired at age 60 with 30 years of service or age 62 with 10 years of service or 35 years of service regardless of age. A disabled employee's eligibility is determined by the insurance company providing the coverage. An unaudited copy of the life insurance benefit plan can be obtained by writing to The **SDP** of Philadelphia, 440 North Broad Street, Philadelphia, PA 19130; Attention: Employee Benefits Management.

Funding Policy:

The **SDP** is not required by law or contractual agreement to provide funding for the life insurance benefits other than the pay-as-you-go amount necessary to provide current benefits to retirees and eligible disabled employees. The number of eligible participants enrolled to receive such benefits as of June 30, 2012, the effective date of the most recent biennial OPEB valuation, is below. There have been no significant changes in the number covered or the type of coverage since that date.

	Number of Employees	Average Age
Active:		
Represented	13,907	45.9
Non-represented	848	48.4
Retirees	9,758	76.3
Disabled	120	58.6
Total	24,633	55.9

Annual OPEB Cost and Net OPEB Obligation:

The **SDP**'s annual OPEB cost (expense) is calculated based on the annual required contribution of the employer (ARC), and amount that was actuarially determined by the Entry Age Normal Actuarial Cost Method (one of the actuarial cost methods in accordance with the parameters of GASB Statement No. 45). Under this method, a contribution is determined that consists of the normal cost and the unfunded actuarial liability payment. The normal cost for each employee is derived as a level contribution from entry age to assumed retirement age. The accumulation of normal costs for service already completed is the actuarial accrued liability (AAL), which under GASB Statement No. 45, may be amortized over no more than 30 years. The District has elected to amortize the OPEB obligation as an open amortization period, which is recalculated at each biennial actuarial valuation date, up to 30 years, using the level percentage of payroll method. The following table shows the elements of the **SDP**'s annual OPEB cost for the year, the amount paid on behalf of the plan, and changes in the **SDP**'s net OPEB obligation to the plan:

Year Ended June 30	Annual OPEB Cost (APC)	Percentage of APC Contributed	Net OPEB Obligation
2010	$659,317	100%	$0
2011	673,167	100%	0
2012	810,749	83.9%	130,344

Basis of Accounting:

As defined by GASB Statement No. 45, if the amount of expenditures recognized during the current year is not equal to the annual OPEB cost, the difference is added or subtracted to the net obligation. The **SDP**'s policy is to recognize an expense equal to what is contributed as long as it satisfies the requirement for GASB Statement No. 45.

Funded Status and Funding Progress:

As of June 30, 2012, the most recent actuarial valuation date, the plan was 0.0% funded. The actuarial accrued liability of $18.1 million and the actuarial value of assets was $0, resulting in an unfunded actuarial accrued liability (UAAL) of $18.1 million.

Active	$4,088,289
Inactive	$14,026,106
Total	$18,114,395

Actuarial Methods and Assumptions:

The actuarial assumptions used in the June 30, 2012 OPEB actuarial valuations are those specific to the OPEB valuations. Actuarial valuations involve estimates of the values of reported amounts, assumptions about the probability of events far into the future, and are subject to continual revision. Actuarial calculations reflect a long-term perspective.

- Discount Rate: 3.25% per year, compounded annually.
- Payroll Growth: Payroll is assumed to increase at an average rate of 3.25% per year considering inflation.
- Mortality: Pre-termination and post-termination healthy annuitant rates are projected on a generational basis using Scale AA. As generational tables, they reflect mortality improvements both before and after the measurement date.

  Pre-termination: RP-2000 Employee Mortality Table for Males and Females.

  Post-termination Healthy Lives: RP-2000 Healthy Annuitant mortality table for males and females.

Post-termination Disabled Lives: RP-2000 Disabled Annuitant mortality table for males and females. No provision was made for future mortality improvements for disabled lives.

- Termination: Rates which vary by age and years of services were used. Sample rates are shown below:

If less than 5 years of Service		If 5 or more Years of Service	
Years of Service	Rate	Age	Rate
Less than one year	24.49%	25	24.75%
1 - 2	25.23%	30	18.01%
2 - 3	16.54%	35	10.98%
3 - 4	14.07%	40	7.91%
4 - 5	10.88%	45	6.71%
		50	4.03%
		55	3.81%
		60	6.40%

- Retirement: Retirement rates are the rates utilized in the June 30, 2011 Actuarial Valuation for the Pennsylvania Public School Employees' Retirement System and vary by age, service, and gender. Members are eligible for early retirement at age 55 with 25 years of service. Class T-C and T-D members are eligible for superannuation retirement at the earlier of (1) age 62 with 3 years of service, (2) age 60 with 30 years of service, or (3) any age with 35 years of service. Class T-E and T-F members are eligible for superannuation retirement at the earlier of (1) age 65 with 3 years of service or (2) any combination of age and service that totals 92 with at least 35 years of service. Sample rates are shown below.

Sample Early Retirement Rates

Age	Male	Female
55	15%	15%
60	12	15

Sample Superannuation Retirement Rates

Age	Male	Female
55	30%	30%
60	28	30
65	20	25
74	100	100

- Disability: Disability rates are the rates utilized in the June 30, 2011 Actuarial Valuation for the Pennsylvania Public School Employees' Retirement System and vary by age and gender. In addition, no disabilities are assumed to occur at age 60 or later. Sample rates are shown below

Attained	**Percentage Disability Incidence**	
Age	**Male**	**Female**
25	0.024%	0.030%
30	0.024%	0.040%
35	0.100%	0.060%
40	0.180%	0.100%
45	0.180%	0.150%
50	0.280%	0.200%
55	0.430%	0.380%

- Life Insurance Benefits Claimed: All life insurance benefits are assumed to be claimed upon the retiree's death.
- Life Insurance Coverage while Disabled: The maximum amount of life insurance of $45,000 for non-represented employees or $25,000 for represented employees was assumed to be in effect for future disabled retirees prior to age 65. Actual amounts were used for current disabled retirees prior to age 65.
- Life Insurance Coverage while Employed: Only active employees who have life insurance coverage as of June 30, 2012 are included in this valuation. This valuation assumes they will continue to have life insurance coverage until retirement or disability and be eligible for the postretirement life insurance coverage upon retirement or disability. Any current active employee without life insurance coverage is assumed not to elect to have life insurance coverage prior to retirement or disability.
- Benefits Not Valued: The accelerated death benefit was not valued as the estimated liability impact was de minimus as only disabled retirees prior to age 65 can elect this benefit.
- Special Data Adjustments: Male was assumed for 555 retirees for whom gender was not provided. Active members hired after June 30, 2011 were assumed to be in Class T-E or T-F in PSERS; otherwise Class T-C or T-D was assumed.

Philadelphia Gas Works (PGW) OPEB

Plan description: **PGW** provides certain health care and life insurance benefits for approximately 2,002 retired employees and their dependents. **PGW** recognizes the cost of providing these benefits by charging the annual insurance premiums to expense.

Funding Policy: **PGW** pays 100% of premiums for basic medical, hospitalization, and prescription drugs incurred by retirees and their dependents. The company also pays a portion of the premium for life insurance for each eligible retiree. **PGW** currently provides for the cost of healthcare and life insurance benefits for retirees and their beneficiaries on a pay-as-you-go basis. Additionally, in FY2011 the company began funding an OPEB Trust. Total expenses incurred for health care amounted to $42.3 million, of which approximately 47.2% relates to retirees and their dependents. Total premiums for group life insurance amounted to $1.98 million of which approximately 77.8% relates to retirees.

Actuarial Valuation and Assumptions: **PGW** engaged an actuarial consulting firm to provide an actuarial valuation of its OPEB obligations as of August 31, 2011. The actuarial valuations involve estimates of the value of reported amounts and the assumptions about the probability of events far into the future. Actuarially determined amounts are subject to continual revision, as actual results are compared to past expectations, and new estimates are made about the future. The calculations were based on the types of benefits provided under the terms of the substantive plan at the time of the valuation.

PGW's annual other post employment benefit (OPEB) expense is calculated based on the projected unit cost method. Under this method of calculation the present value of benefits is allocated uniformly over the employee's expected working lifetime. The actuarial accrued liability is that portion of the present value of projected benefits, which has been accrued during the employees' working lifetime from hire to valuation date. The normal cost represents the amount charged for services earned during the current reporting period. The normal cost is calculated by dividing the present value of projected benefits for an employee by the total service.

The valuation was prepared utilizing certain assumptions, including the following:

- Economic Assumptions – the discount rate and healthcare cost trends rates

The report utilized an 8.0% discount rate for purposes of developing the liabilities and ARC on the Plan for FY 2011. This rate is based on the expected return of investments of the OPEB Trust.

	Healthcare cost trend rates			
	Medical (pre-65)	Medical (post-65)	Prescription	Dental
Year:				
1	11.0%	9.0%	9.0%	4.5%
2	10.0	8.0	8.0	4.5
3	9.0	7.0	7.0	4.5
4	8.0	6.0	6.0	4.5
5	7.0	5.0	5.0	4.5
6	6.5	4.5	4.5	4.5
7	6.0	4.5	4.5	4.5
8	5.5	4.5	4.5	4.5
9	5.0	4.5	4.5	4.5
10 and beyond	4.5	4.5	4.5	4.5

- Benefit Assumption – the initial per capita rates for medical coverage, and the face amount of PGW paid life insurance.

- Demographic Assumptions – including the probabilities of retiring, dying, terminating (without a benefit), becoming disabled, recovery from disability, election (participation rates), and coverage levels.

Annual OPEB Cost and Net OPEB Obligation: In FY2011 **PGW** paid retiree benefits in the amount of $41.7 million, which consisted of $21.8 million in healthcare expenses and $1.4 million in life insurance expenses and $18.5 million contributed to the OPEB trust. The difference between the ARC and the expenses paid resulted in an increase in the OPEB liability of $3.97 million. As of August 2011, the actuarial accrued liability for benefits was $485.72 million and the ratio of the unfunded actuarial accrued liability to the covered payroll was 457.7%

The following table shows the calculation of **PGW's** OPEB liability for FY2011. The difference between the annual OPEB cost and contributions made is recorded as other postemployment benefits expense on the statement of revenues and expenses. Contributions made are allocated to operating expense line items along with salaries and other employee benefit costs.

	(Amounts in Thousands)
Annual required contribution	46,622
Interest on net OPEB obligation	8,438
Adj to annual required contribution	(9,369)
Annual OPEB cost	45,691
Payments made	(41,719)
Increase/(Decrease) in net OPEB obligation	3,972
Net OPEB obligation - beginning of year	105,476
Net OPEB obligation - end of year	109,448

PGW's annual OPEB cost, the percentage of annual OPEB cost contributed to the plan, and the net OPEB obligation for FY2011 and the preceding years is as follows:

(Amounts in Thousands of USD)

Fiscal Year Ended	Annual OPEB Cost	Percentage of Annual OPEB Contributed	Net OPEB Obligation
8/31/2011	$ 45,691	91.31%	$ 109,448
8/31/2010	48,975	44.32%	105,476
8/31/2009	46,009	43.59%	78,207

Projections of benefits for financial reporting purposes are based on the substantive plan (the plan as understood by the employer and the plan members) and include the types of benefits provided at the time of each valuation and the historical pattern of sharing of benefit costs between the employer and plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce the effects of short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations.

4. PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY

PICA, a body corporate and politic, was organized in June 1991 and exists under and by virtue of the Pennsylvania Intergovernmental Cooperation Authority Act for Cities of the First Class (the Act). Pursuant to the Act, **PICA** was established to provide financial assistance to cities of the first class. The City currently is the only city of the first class in the Commonwealth of Pennsylvania. Under the Act, **PICA** is administered by a governing Board consisting of five voting members and two ex officio non voting members. The Governor of Pennsylvania, the President Pro Tempore of the Pennsylvania Senate, the Minority Leader of the Pennsylvania Senate, the Speaker of the Pennsylvania House of Representatives and the Minority Leader of the Pennsylvania House of Representatives each appoints one voting member to the Board.

The Act provides that, upon **PICA's** approval of a request of the City to **PICA** for financial assistance, **PICA** shall have certain financial and oversight functions. First, **PICA** shall have the power to issue bonds and grant or lend the proceeds thereof to the City. Second, **PICA** also shall have the power, in its oversight capacity, to exercise certain advisory and review powers with respect to the City's financial affairs, including the power to review and approve five-year financial plans prepared at least annually by the City and to certify noncompliance by the City with its current five-year financial plan (which certification would require the Secretary of the Budget of the Commonwealth of Pennsylvania to cause certain Commonwealth payments due to the City to be withheld).

PICA bonds are payable from the proceeds of a **PICA** tax on the wages and income earned by City residents. The City has reduced the amount of wage and earnings tax that it levies on City residents by an amount equal to the **PICA** tax so that the total tax remains the same. **PICA** returns to the City any portion of the tax not required to meet their debt service and operating expenses. In Fiscal 2012 this transfer amounted to $295.2 million.

5. RELATED PARTY TRANSACTIONS

The City is associated, through representation on the respective Board of Directors, with several local governmental organizations and certain quasi-governmental organizations created under the laws of the Commonwealth of Pennsylvania. These organizations are separate legal entities having governmental character and sufficient autonomy in the management of their own affairs to distinguish them as separate independent governmental entities. A list of such related party organizations and a description of significant transactions with the City, where applicable, is as follows:

A. SOUTHEASTERN PENNSYLVANIA TRANSPORTATION AUTHORITY (SEPTA)

During the year the City provided an operating subsidy of $66.4 million to SEPTA.

B. OTHER ORGANIZATIONS

The City provides varying levels of subsidy and other support payments (which totaled $112.6 million during the year) to the following organizations:

- Philadelphia Commercial Development Corporation
- Philadelphia Health Management Corporation
- Philadelphia Industrial Development Corporation
- Fund For Philadelphia Incorporated
- Philadelphia Housing Authority

6. RISK MANAGEMENT

A. PRIMARY GOVERNMENT

The City is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. The City (except for Aviation Fund operations, the Municipal Authority and PICA) is self-insured for fire damage, casualty losses, public liability, Workers' Compensation and Unemployment Compensation. The Aviation Fund is self-insured for Workers' Compensation and Unemployment Compensation and insured through insurance carriers for other coverage.

The City covers all claim settlements and judgments, except for those discussed above, out of the resources of the fund associated with the claim. Claims expenditures and liabilities are reported when it is probable that a loss has occurred and the amount of the loss can be reasonably estimated. These losses include: an estimate of claims that have been incurred but not reported; the effects of specific, incremental claims adjustment expenditures, salvage, and subrogation; and unallocated claims adjustment expenditures.

At June 30, the amount of these liabilities was $355.8 million for the Primary Government. This liability is the City's best estimate based on available information. Changes in the reported liability since June 30, 2010 resulted from the following:

(Amounts in Millions of USD)

	Beginning Liability	Current Year Claims and Changes In Estimates	Claim Payments	Ending Liability
Fiscal 2010	309.3	156.5	(94.5)	371.3
Fiscal 2011	371.3	82.0	(99.8)	353.5
Fiscal 2012	353.5	102.1	(99.8)	355.8

The City's Unemployment Compensation and Workers' Compensation coverages are provided through its General Fund. Unemployment Compensation and Workers' Compensation coverages are funded by a pro rata charge to the various funds. Payments for the year were $5.8 million for Unemployment Compensation claims and $62.2 million for Workers' Compensation claims.

The City's estimated outstanding workers' compensation liabilities are $297.2 million discounted at 3.5%. On an undiscounted basis, these liabilities total $395.6 million. These liabilities include provisions for indemnity, medical and allocated loss adjustment expense (ALAE). Excluding the ALAE, the respective liabilities for indemnity and medical payments relating to workers' compensation total $270.4 million (discounted) and $359.5 million (undiscounted).

During the last four (4) fiscal years, no claim settlements have exceeded the level of insurance coverage for operations using third party carriers. None of the City's insured losses have been settled with the purchase of annuity contracts.

B. COMPONENT UNITS

The City's Component Units are exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. The **SDP** is self-insured for most of its risks including casualty losses, public liability, unemployment and weekly indemnity. Workers' Compensation is covered by excess insurance over a $5.0 million self-insured retention. **SDP** does purchase certain other insurance. Most Component Units are principally insured through insurance carriers. Each entity has coverage considered by management to be sufficient to satisfy loss claims. These losses include: an estimate of claims that have been incurred but not reported; the effects of specific, incremental claims adjustment expenditures, salvage, and subrogation; and unallocated claims adjustment expenditures.
At June 30, the combined amount of these liabilities was $199.8 million for the City's Component Units. This liability is the best estimate based on available information. Changes in the reported liability since June 30, 2011 resulted from the following:

(Amounts in Millions of USD)

	Beginning Liability	Current Year Claims and Changes In Estimates	Claim Payments	Ending Liability
Fiscal 2011	157.0	253.6	(225.8)	184.8
Fiscal 2012	184.8	283.0	(268.0)	199.8

The **SDP** is exposed to various risks related to torts, theft of, damage to and destruction of assets, errors and omissions, injuries to employees and natural disasters. As previously noted, the SDP is self-insured for casualty losses, public liability, Workers' Compensation, Unemployment Compensation, Weekly Indemnity (salary continuation during employee illness) and employee medical benefits.

The **SDP** maintains additional property (real and personal, valuable papers and records, fine arts, vehicles on premises and property under construction) insurance to cover losses with a deductible of $500,000 and a limit of $250.0 million. Also, certain insurance coverages including employee performance bonds and fire insurance are obtained.

7. COMMITMENTS

COMPONENT UNITS

- The **SDP's** outstanding contractual commitments at year end for construction of new facilities, purchase of new equipment, and various alterations and improvements to facilities totaled $45.4 million.

- **SDP** is also an Intermediate Unit (IU) established by the Commonwealth to provide programs for special education and certain non-public school services. Conceptually, the cost of operating an IU for a fiscal year is partially financed by Commonwealth appropriation. In certain instances (transportation) **SDP** reimburses the Commonwealth for the funds advanced in the previous year. The amount advanced for transportation of special education students is reimbursed in full less the Commonwealth's share of such cost as determined by a formula based on the number of students transported, route distances, and efficiency of vehicle utilization.

8. CONTINGENCIES

A. PRIMARY GOVERNMENT

1) Claims and Litigation

Generally, claims against the City are payable out of the General Fund, except claims against the City Water Department, City Aviation Division, or Component Units which are paid out of their respective funds and only secondarily out of the General Fund which is then reimbursed for the expenditure. Unless specifically noted otherwise, all claims hereinafter discussed are payable out of the General Fund or the individual Enterprise Fund. The Act of October 5, 1980, P.L. 693, No. 142, known as the "Political Subdivision Tort Claims Act", established a $500,000 aggregate limitation on damages arising from the same cause of action or transac-

tion or occurrence or series of causes of action, transactions or occurrences with respect to governmental units in the Commonwealth such as the City. The constitutionality of that aggregate limitation has been upheld by the United States Supreme Court. There is no such limitation under federal law.

Various claims have been asserted against the City and in some cases lawsuits have been instituted. Many of these claims are reduced to judgment or otherwise settled in a manner requiring payment by the City. The aggregate estimate of loss deemed to be probable is approximately $354.1 million. Of this amount, $24.8 million is charged to current operations of the Enterprise Funds. The remaining $329.3 million pertaining to the General Fund is reflected in the Government Wide Statements.

In addition to the above, there are certain lawsuits against the City for which an additional loss is reasonably possible. These lawsuits relate to General Fund and Enterprise Fund operations. The aggregate estimates of the loss which could result if unfavorable legal determinations were rendered against the City with respect to those lawsuits is approximately $68.3 million to the General Fund and $6.9 million to the Enterprise Funds.

Significant cases included in the current litigation against the City are as follows:

- **Waterfront Renaissance Associates (WRA) v. City, et. al., E. D. Pa. No. 07 cv 1045**

WRA, proposed developer of a "World Trade Center" project at 400-456 Christopher Columbus Boulevard, sued the City, City Council, City Planning Commission, Brian Abernathy (then legislative aide to Councilman DiCicco), and certain civic associations and their officers. In short, WRA alleged that the zoning overlay amendment to the Old City Residential Area Special District Controls, through a 65 foot maximum height restriction, effectively prevented or rendered impossible completion of its project.

WRA further alleged a nearly 20 year history of support, encouragement, assistance, and other favorable representations for the project by the City, its officials and representatives, and others. WRA complained that it had spent nearly $20 million in reliance upon City's "supportive" actions for site-acquisitions and predevelopment, promotional, and other soft and hard costs.

WRA sought declaratory and injunctive relief and damages in excess of $20 million. WRA claimed that the Ordinance facially violated its constitutional rights to procedural and substantive due process and equal protection of laws by depriving it of property through wholly arbitrary action and/or without reasonable notice and that the Court should enjoin and declare the Ordinance as unenforceable based on state law claims of promissory estoppel, detrimental reliance, or unjust enrichment.

City Defendants filed motions to dismiss. The Court dismissed all City defendants except the City. The Court also dismissed the procedural due process and as-applied substantive due process claims. The following claims against City survived: promissory estoppel, detrimental reliance; unjust enrichment; facial violation of equal protection; and facial violation of substantive due process.

In addition, Plaintiffs were granted leave (despite the City's opposition) to amend the Complaint. WRA added a count for violation of substantive due process seeking injunctive relief. WRA alleged that the Ordinance delegated land use and planning powers to neighborhood associations allowing for ad hoc changes and concessions regarding high-rise development through a compulsory variance process, contrary to the master planning concept of Pennsylvania zoning law and the Philadelphia zoning code. The Court denied the City's Motion to Dismiss Count XV of the Second Amended Complaint.

The City moved to dismiss WRA's constitutional claims on mootness grounds on the basis that adoption of an amendment to the City's zoning laws removed the challenged height restriction from WRA's property. WRA also moved to supplement its Complaint to add new claims concerning the Central Delaware Riverfront Ordinance (CDRO). WRA requested another six months of fact discovery followed by new dates for completion of expert discovery, filing of dispositive motions, and ultimately scheduling of trial if necessary.

The Court granted the motion to dismiss and dismissed WRA's constitutional claims relating to the height restriction. As part of its ruling, the Court allowed WRA to file an amended claim to add a facial claim against the Central Delaware Riverfront Ordinance, and to supplement its existing state law claims to include allegations pertaining to the CDRO.

WRA filed its Third Amended Complaint. The City filed a motion for summary judgment seeking dismissal of WRA's remaining claims, and WRA filed motion for summary judgment on its supplemental claim against CDRO.

The Court granted the City's motion and entered summary judgment for City on Plaintiff's remaining claims and Plaintiffs have appealed. The Third Circuit affirmed in January 2013. The case is over, unless plaintiffs seek U.S. Supreme Court review.

- **In re: Condemnation of Tract of Land k/a Parcel C (within Eastwick Urban Renewal Area): CCP Phila. Co., Consolidated Case No. 091104734**

In November 2003, the City filed a declaration of taking condemning certain property known as Parcel C within the Eastwick Urban Renewal Area Plan of 1958 for the benefit of Philadelphia International Airport. The Philadelphia Redevelopment Authority ("PRA") was the record title holder of the property. The City deposited in Court in April 2006 estimated just compensation in the amount of $7,714,000. November Term, 2003, No. 2285 (C.C.P. Phila.).

In 2007, Eastwick Development Joint Venture IX, L.P. and New Eastwick Corporation ("Eastwick Development") petitioned the Court for appointment of a Board of Viewers and the Court appointed a Board of View to ascertain and award just compensation. Eastwick Development alleged they owned or held equitable interests in and certain development rights to the condemned property and had not received just compensation.

After a view of the premises and a hearing in July 2009, the Board of View filed a report with the Court in October 2009. BV #3421. The Board made an award of just compensation for the property of $13,500,500 (including attorney fee), subject to credit for the $7,714,000 million already paid and distributed. In addition, the Board awarded delay damages from the date of taking (11/18/03) until July 31, 2009 in the amount of $3,298,200, and accruing thereafter until payment. BV #3421.

The City filed its appeal to the Court of Common Pleas in November 2009, requesting a jury trial de novo. CCP Phila. Co., No. 0911-02397. The City objected, among other things, to the award of any compensation amount beyond that amount already paid into court, to evidentiary, procedural and substantive errors in the Board of View proceeding and award, and to the delay damage computation and award. Eastwick Development filed a separate appeal from the Board of View Report to the Court of Common Pleas in November 2009. CCP Phila. Co., No. 0911-04734. Eastwick Development sought a jury trial de novo and objected to the sufficiency of the amount of compensation awarded.

The parties completed discovery. At a final pretrial conference, the Court issued an order consolidating the two separate appeals from the Board of View report and scheduled the case for trial. Subsequently, at the request of the parties, the Court adjourned the start of trial on the basis of a settlement in principle.

The parties signed as of December 13, 2011 a binding settlement term sheet providing for, among other things, discontinuance of the lawsuit, payment by City in the total sum of $9.6 million, an amended redevelopment agreement, and release or transfer of property interests to City, all upon certain terms and conditions, and to take effect or occur on or before an Effective Date. If the conditions precedent and Effective Date do not occur, the settlement will expire and the parties will be restored to their previous litigation positions (with some modification to any accrual of delay damages). The Court, at a recent status conference, ordered the case to remain in deferred status through December 31, 2012 to allow for implementation of the settlement.

The parties agreed to extend the Effective Date of the settlement to June 30, 2013. The case was marked settled by the Court. Should the settlement not be consummated on account of a failure of condition, the case may be restored, on the request of either party, as if the case had not been marked settled.

The City will vigorously contest the award if the settlement is not consummated. At this time, the City's attorneys are unable in their professional judgment to evaluate the likelihood of an unfavorable outcome in terms of probability and the range or amount of any loss assuming an unfavorable outcome. Any ultimate judgment would be paid from the Aviation Fund.

- **G&T Conveyor Co., Inc. v. Ernest Bock & Sons, Inc et al v. City et al., CCP Phila. No. 091103117**

G&T commenced a civil action for declaratory and monetary relief against Bock, Liberty Mutual Insurance Company ("Liberty") and Fidelity and Deposit Company of Maryland ("Fidelity"), issuers of a payment bond on behalf of Bock. G&T sued Bock for, among other things, about $1.3 million in damages for work performed but unpaid by Bock; and for nearly $7 million in additional costs incurred as a result of construction delays G&T attributed to Bock.

Bock successfully bid to perform general contractor work on the Airport's Terminal D&E expansion and modernization project for baggage system (Bid #6851; Contract #084002). G&T subcontracted with Bock to supply all necessary labor, supervision, material and equipment to furnish the baggage handling equipment. Bock's Purchase Order (subcontract) with G&T required that G&T perform and complete work in strict accordance with the Plans and Specifications, and eleven addenda and other terms and conditions prepared by Daroff Design Inc. ("DDI"), and in compliance with certain milestones and deadlines. G&T alleged that, by early 2010, the project was over 660 days behind schedule and its attempts to address and resolve delay and other problems with Bock had failed.

Bock answered the Complaint, denying responsibility, asserting affirmative defenses and counterclaiming against G&T for damages caused by G&T's alleged breach of its contract obligations. Bock also filed a third-party complaint against City and others, particularly Chisom Electrical (reportedly a defunct entity).

Bock contended City was solely liable or liable with Bock to G&T on the "delay damages" claims made by G&T, pursuant to common law theories of indemnification and contribution. Bock also claimed City was liable to Bock for damages caused by City's material breaches of its contract with Bock. Bock alleges that these damages are approximately $1.7 million in addition to the G&T damages for which Bock seeks recovery from City.

City filed preliminary objections to the Third Party Complaint, challenging its propriety and sufficiency. The Court overruled the objections and ordered the filing of an Answer. The City filed an Answer to Bock's third-party complaint, asserting its defenses, counterclaims against Bock for indemnity and breach of contract and the bonding companies for indemnity, and added a fourth party claim against the designer of the project, DDI. The City thereafter made a tolling agreement with DDI. The Court dismissed DDI from the case pursuant to a voluntary discontinuance of claims against DDI.

The parties completed the initially scheduled discovery and submitted expert reports. The Court denied City's petition to dismiss the claims against it for lack of subject-matter jurisdiction (City claimed in essence the absence of a justiciable controversy due to the incomplete status of the project and the absence of required inspection, testing and approval of the system). City filed a motion to amend its Answer to add a more specific defense of release. The Court granted that motion and City filed an Amended Answer.

In addition, the City has asserted a liquidated damages claim against Bock, on account of the incomplete work, and has received delay claims from two other contractors, due to the unfinished work on the BHS project. G&T filed a motion for partial summary judgment, opposed by Bock and City. After oral argument, the Court granted the motion solely as to legal interpretation of particular contract terms, and denied the balance. City and Bock filed motions for summary judgment that were opposed by G&T and both were denied.

The Court agreed with the City and Bock that the case cannot be tried until at least the baggage handling system has successfully completed the integrated site acceptance testing ("ISAT"). Both the City and Bock filed Motions for Extraordinary Relief requesting that the Court reopen discovery and move the trial date to a later date, based primarily on the fact that the system had not passed ISAT. The Court, on August 28, 2012, after an on-the-record conference, granted the Motions for Extraordinary Relief over G&T's opposition. As a result, The Court has reopened discovery to conclude in March 2013 and rescheduled trial to begin in September 2013, although it is expected that these dates will be extended.

Bock filed a Motion for Summary Judgment to preclude the City from assessing liquidated damages until the Court made a determination that such damages were allowed. The City opposed that Motion and cross-moved ,arguing that Bock's failure to provide any contractually-mandated analysis justifying delays warranted award of judgment to the City on the delays incurred to date. These Motions have not yet been decided.

TSA conducted another round of ISAT in August 2012. On September 5, 2012, the TSA issued a quick look report ("QLR") which noted that the BHS had failed ISAT. On September 7, 2012, the City issued a Notice of Default to Bock based on the QLR.

Subsequently, G&T filed a Motion asking the Court to declare that TSA conducted the ISAT according to the wrong standards and that future ISAT testing should be conducted differently. The City responded to that Motion with affidavits from TSA's testing agent, Battelle Memorial Institute, and from the City's security consultant noting that they had personally witnessed the testing, the testing conformed to the applicable standards, and ISAT demonstrated that the BHS fails to meet the contract standards. This Motion is currently pending.

The City also filed a Motion for Declaratory Judgment requesting the Court to determine that the BHS failed to meet the applicable standards and failed to pass ISAT. Therefore, Bock is in default of its contract. The City also requested that the Court determine that the City is entitled to get the source code for the BHS pur-

suant to the terms of the contract between the City and Bock. Bock and G&T responded and the Motion is currently pending.

On January 17, 2013, the City issued a Notice of Termination to Bock for cause based on the failure of Bock to provide a working BHS that could pass ISAT. Bock brought a Motion for Special Injunction to enjoin the Notice of Termination. On January 23, 2013, the Court stayed the "legal effect" of the Notice on Bock only, and not Bock's surety, until January 28, 2013 (due to judge's availability). On January 28, Bock withdrew the Motion for Special Injunction, and the Termination became effective as to Bock on January 28. Bock has also issued a Notice of Termination to G&T on January 28 for failure to perform.

The City intends to mount vigorous defenses to defeat Bock's claims (both Bock's delay claims and the G&T pass-through claims). The City's lawyers reasonably believe that the third-party plaintiffs will not likely succeed on their claims or for the amount of damages sought and that the City's defenses have merit.

- **Pingitore v. John Green et al, CCP Phila. Co., No. 1103-01141**
  O'Hara, et al. v. City et al., CCP Phila. Co., No. 1105-00387

Two sets of plaintiffs, Michelle Pingitore and Joseph O'Hara and Finn Land Corporation, filed a now consolidated putative class action on behalf of classes of former property owners whose property was subject to a sheriff's sale. They claim for themselves and the class an entitlement to excess funds from Sheriff's sales of their properties.

In the consolidated action, Joseph O'Hara and Finn Land Corporation, the sole remaining named plaintiffs, claim that they are owed a total of approximately $15,000 in excess proceeds from the sheriff's sale of two properties. O'Hara and Finn Land Corporation assert claims in unjust enrichment, equitable conversion, fraudulent concealment, violation of the Pennsylvania Constitution, mandamus, and restitution, and seek an award of damages to the plaintiffs and the class of the excess proceeds due them, interest, attorney fees and costs and all such other relief that the Court deems proper. The alleged basis for the liability asserted by the plaintiffs are that Sheriff failed to inform plaintiffs of excess sale proceeds and that the Sheriff failed to distribute the proceeds. Plaintiffs claim that these failures violate a mandatory duty to prepare a schedule of proposed distribution of proceeds and to distribute in accordance with the schedule under Pa. R.C.P. 3136. The Court allowed the State Treasurer to intervene in the consolidated lawsuit, but also denied preliminary objections filed by Treasurer. Defendants have filed answers and have conducted class discovery. At this stage, it is unclear whether the class will be certified, the number of class members entitled to relief, whether if certified the plaintiffs will succeed on the merits and the City will be found liable and finally whether plaintiffs will recover from City monetary damages in excess of $8,000,000. The City intends to contest class certification, liability and damages vigorously. The City's lawyers reasonably believe that the plaintiffs are not likely to succeed on their claims or for the amount of damages sought and that the City's defenses have merit. The class certification hearing/oral argument took place on February 13, 2013. We reasonably anticipate that the Court's decision will be issued within the next several weeks.

- **Lower Darby Creek Area Superfund Site**

In 2001, the U.S. Environmental Protection Agency (EPA) added the Lower Darby Creek Area (Site) to the National Priority List, EPA's list of the most serious uncontrolled or abandoned hazardous waste sites. The Site includes two former municipal landfills: the Folcroft Landfill and the Clearview Landfill. In 2002, EPA sent the City a letter alleging that the City is a Potentially Responsible Party (PRP) at the Clearview Landfill site. Designation as a PRP means the City may be jointly and severally liable with other PRPs for the site's clean-up costs. EPA has concluded that the City owns the Recreational Property and streets adjacent to the Clearview Landfill and alleges that there is a reasonable basis to believe there may be or has been a release or threat of release of hazardous substances, pollutants or contaminants at or from the City's property. Additionally, EPA alleges that the City "arranged" for the disposal of hazardous substances at the Clearview Landfill. The City received and responded to two separate requests from EPA for additional information. EPA completed the Remedial Investigation for the Clearview Landfill in May 2011 and a feasibility study of remedial options in October 2012. It is now in the process of selecting a preferred remedy and proposed cleanup plan. Once EPA issues the proposed cleanup plan it will announce a public comment period and then issue a Record of Decision documenting the selected cleanup option. Because of the broad liability scheme under the federal Superfund law, Superfund litigation generally focuses not on avoiding a finding of liability, but rather on ensuring that the remediation is cost-effective and the allocation of costs among all parties identified as bearing some degree of liability is fair and reasonable. The total costs of the viable remedial alternatives currently being considered by EPA range from approximately $30 million to $50 million. Insufficient information is available to the City at this time to determine the exact amount of those costs that

will be allocated to the City, but based on existing information the City's allocated share may exceed 20% of the total cleanup costs.

- **Fraternal Order of Police grievance of deplorable conditions**

The police union, the Fraternal Order of Police, has filed a grievance against the City protesting the conditions at police facilities, including district stations, the Police Academy, headquarters and a number of other places. Because many of the facilities are old upgrading them could potentially cost millions. However, the arbitrator's power to order remedies is limited. About two more days of hearings will be held, briefs will be submitted before the arbitrator reaches a decision.

- **Appeals related to the State Tax Equalization Board assessment of real estate**

In July 2011 the State Tax Equalization Board (STEB) published a Common Level Ratio (CLR) of 18.1% for Philadelphia, significantly lower than the City's Established Predetermined Ratio (EPR) of 32% used to calculate assessed values for real estate tax purposes. If the CLR varies from the EPR by more than 15% (i.e., if it is not between 27.2% and 36.8%), then in any assessment appeals, the Board of Revision of Taxes (BRT) is directed by statute to calculate the assessed value using the CLR rather than the EPR as a percentage of the property's market value. In April 2012, in response to informal objections filed by the City and the Philadelphia School District, STEB raised the CLR to 25.2; that is not enough to avoid the use of CLR in calculating assessed value for real estate tax purposes, but it effectively halves the City's potential losses. The appeal period from STEB's increase to the CLR passed without any appeal being filed, so that number is now final.

For tax year 2012, about 2,000 taxpayers with property collectively valued at about $2 billion filed assessment appeals with the BRT. The School District filed cross-appealed, seeking higher market values in all of those cases. Roughly 1400 of those cases now have been resolved at a total estimated cost of $6.3 million. We believe a prudent yet reasonable (as opposed to worst case) estimate if the City were to lose the remaining 600 cases would be around $8 million for both the City and the School District.

- **Gerald S. Kaufman Corp. v. City of Philadelphia et al.**

An action has been filed in Commonwealth Court on behalf of the owners of approximately 1,240 parcels of real property in the City (the "Taxpayers") and purportedly as a class action on behalf of all property owners in the City against the City, among others, challenging the Pennsylvania and federal constitutionality of Act 131, which, among other things, suspended the use of CLR in tax assessment appeals in Philadelphia for 2013; and delayed the implementation of the Actual Value Initiative by one year. The City believes the action is not appropriately filed in the Commonwealth Court and has moved to transfer it to Common Pleas Court. The Taxpayers also have filed objections with the State Tax Equalization Board to that Board's determination that Philadelphia's CLR applicable in 2013 is 30.6%. If Taxpayers were both to persuade the Board to lower the Common Level Ratio and to succeed in getting Act 131 invalidated, the impact on real estate tax revenue could be complex and dramatic, but highly uncertain. We do not anticipate that Taxpayers will be successful.

- **Grubel et al. v. City of Philadelphia**

This is a class action lawsuit in the Court of Common Pleas by a class of Election Day workers who worked in one or more elections in Philadelphia from November 2005 to the present. They claim they should have been paid at least the "minimum wage" per the Philadelphia 21st Century Minimum Wage Standard, Chapter 17-1300 of the Philadelphia Code. The Ordinance requires covered employers to pay each employee an hourly wage of at least 150% of the federal minimum wage. Plaintiffs contend that they are "employees" of the City for purposes of the Ordinance. Employers who violate the Ordinance are liable for back pay plus attorneys' fees and costs.

Philadelphia minimum wage is $10.88 for covered employees. The plaintiffs contend they should have been paid at least $152.25 per day or $137.55 per day, depending on the year, if the Ordinance applies to them. The City paid these workers, in compliance with the State Election Code, on a per diem, rather than hourly, basis. Judges of Election (one at each polling place) were paid $100 per day; the remaining workers received $95 per day. We estimate the total back pay that would be payable to the plaintiff class is approximately $6.6 million. Prejudgment interest (at 6%) and attorneys' fees raises the total potential liability to about $8.4 million.

Alternatively, the plaintiffs' attorneys have proposed a settlement, which would have the City create a fund in the amount of about $7,113,292, which is 85% of full value of back pay plus interest plus fees claimed by

class. Full value of back pay plus interest plus fees is now about $8,368,579. All components of settlement (back pay, interest, attorney's fees, costs, and incentive awards) will be paid out of the fund. Defendants' liability will be limited to the value of the fund plus whatever costs the City incurs in carrying out administrative functions of processing claims and disbursing the funds. In addition, the settlement calls for the City Commissioners to increase the pay for the election workers to the amount they claim they are entitled to under the City's minimum wage ordinance (increase pay for Judges of Election to $163.13 (Ordinance Minimum Wage times 15 hours), and raise pay of all other election workers to $152.32 (Ordinance Minimum Wage times 14 hours)). This would increase the City's cost for payment of the election workers in all future citywide elections by approximately $492,418 per election. We have not yet responded to this proposal, either by rejecting it outright or making a counter-proposal.

It is likely that the legal issues in this case will be decided via cross-motions for summary judgment, rather than at trial. The plaintiffs have filed a motion for summary judgment, to which the City has responded, opposing the motion. We are finalizing the City's motion for summary judgment; it will be filed early next week. The Court of Common Pleas has set a trial date of June 3, 2013, in the event the case is not decided on the parties' cross motions for summary judgment. If the assigned judge rules in favor of the plaintiffs, the City will likely appeal the ruling. The City's attorneys believe that an appeal to Commonwealth Court has a reasonable chance of success.

- **Richard Lawrence v. City of Philadelphia, et al., No. 06-345 (E.D.Pa.) (J. Paul Diamond)**

Plaintiff's suit is brought under the Fair Labor Standards Act. Lawrence and a class of proposed opt-in plaintiffs were Philadelphia firefighters or fire service paramedics. The gravamen of the complaint is that "the City violated the FLSA by failing to pay [Plaintiffs] their overtime in a timely manner as a result of the City's overtime processing policy and practice." The case has been in stay for an extended period time (several years) until the resolution of a long standing related matter. The instant case recently became active again and the assigned Judge ruled on class certification in an Order dated January 15, 2013. After substantial briefing on the issue, the Judge granted in part Lawrence's Motion for Conditional Certification. The class has been identified as all those who were firefighters and/or paramedics of ranks up to and including Captain between October 1, 2007, and September 1, 2009. Potential opt-in plaintiffs have until May 10, 2013, to opt in to the lawsuit.

The City's lawyers believe that the likelihood of an unfavorable outcome in this case is reasonably possible as to some of the damages sought. However, the City has meritorious defenses and intends to vigorously defend against plaintiff's claims. Nevertheless, it is not clear at this time what range of damages will be available.

- **Keystone**

Keystone seeks a refund of approximately $6 million in overpaid business privilege taxes. Keystone filed its refund request after the expiration of the statute of limitations, but claims an equitable exception to the statute based on a re-statement of their income issued by the IRS after the expiration of the City's statute of limitations. The Tax Revision Board disagreed, finding no exception to the statute of limitation for refunds, but instead granted them a credit, though in an indeterminate amount. The City has appealed from the grant of the credit. Keystone has appealed from the denial of the refund. Common Pleas affirmed in December 2012 and both parties have appealed to Commonwealth Court.

2) Guaranteed Debt

The City has guaranteed certain debt payments of two of its component units. As such, the City's General Fund has a potential financial obligation toward the extinguishment of this debt, either by replacing the various reserve funds, if used, or the actual payment of principal or interest. At June 30, principal balances outstanding were as follows:

(Amounts In Thousands of USD)

Philadelphia Authority for Industrial Development	1,190
HUD Section 108 Loans	120,165
Philadelphia Parking Authority	14,820
Total:	136,175

3) Single Audit

The City receives significant financial assistance from numerous federal, state and local governmental agencies in the form of grants and entitlements. The disbursement of funds received under these programs generally requires compliance with terms and conditions as specified in the grant agreements, and is subject to audit. Any disallowed claims resulting from such audits and relating to the City or its component units could become a liability of the General Fund or other applicable funds. In the opinion of City officials the only significant contingent liabilities related to matters of compliance are the unresolved and questioned costs in the City's Schedule of Financial Assistance to be issued for the fiscal year ended June 30, 2011, which accounted for $975.9 million for all open program years as of December 10, 2012. Of this amount, $522.0 million represents unresolved cost due to the inability to obtain audit reports from sub-recipients for the year ended June 30, 2011 due to timing differences in audit requirements, $26.9 million represents questioned costs due to the inability to obtain sub recipient audit reports for the fiscal years June 30, 2011 and prior and $427.0 million represents questioned costs related to specific compliance requirements which have yet to be resolved.

4) HUD Section 108 Loans

As of the end of the fiscal year, the Federal Department of Housing and Urban Development (HUD) had disbursed $248.1 million in loans to the Philadelphia Industrial Development Corporation (PIDC). The funds, which were used to establish a loan pool pursuant to a contract between the City and HUD, are being accounted for and administered by PIDC on behalf of the City. Pool funds are loaned to businesses for economic development purposes. Loan repayments and investment proceeds from un-loaned funds are used to repay HUD. Collateral for repayment of the funds includes future Community Development Block Grant entitlements due to the City from HUD. The total remaining principal to be repaid to HUD for all loans at the end of the year was $120.2 million.

5) Act 148 Children and Youth Program Activities Moved to Grants Revenue Fund

In previous fiscal years the Act 148 Children and Youth Program, reimbursed by the Commonwealth of Pennsylvania, was accounted for in the General Fund. Starting in fiscal year 2012, the reimbursable portion of this program was accounted for in the Grants Revenue fund, and the non-reimbursable portion continues to be accounted for in the General Fund. At June 30, 2012 the Grants Revenue Fund had a $132.5 million receivable for the Children and Youth program. Due to the nature of the program's billing policies, the city has 24 months after the current fiscal yearend date to submit a final reimbursement request. If receivables for program costs submitted for reimbursement are subsequently deemed as ineligible, such non-reimbursable costs will be charged to the General Fund.

B. COMPONENT UNITS

1) Claims and Litigation

Special Education and Civil Rights Claims – There are two hundred fifty-six (256) various claims against the School District, by or on behalf of students, which aggregate to a total potential liability of $2.3 million.

Of those, two hundred forty-four (244) are administrative due process hearings and appeals to the state appeals panel pending against the School District. These appeals are based on alleged violations by the School District to provide a free, appropriate public education to students under federal and state civil rights, special education or the Rehabilitation Act and anti-discrimination laws. In the opinion of the General Counsel of the School District, one hundred and nine (109) unfavorable outcomes are deemed probable and one hundred and seven (107) are considered reasonably possible, in the aggregate of $0.7 million and $0.6 million respectively.

There are six (6) lawsuits pending against the School District asserting claims in violation of §1983 of the Civil Rights Act. In the opinion of the General Counsel of the School District, unfavorable outcomes of five (5) are deemed probable and reasonably possible in the aggregate amounts of approximately $0.14 million and $0.52 million respectively.

There are six (6) suits in federal court by parents of special education students for reimbursement for attorneys' fees and costs in administrative proceedings and appeals to court in which the parents were prevailing parties. In the opinion of the General Counsel of the School District, unfavorable outcomes are deemed probable and reasonably possible in the aggregate amounts of approximately $0.2 million and $0.07 million respectively.

Other Matters - The School District is a party to various claims, legal actions, arbitrations and complaints in the ordinary course of business, which aggregate to a total potential liability of $20.1 million. In the opinion of the General Counsel of the School District, it is unlikely that final judgments or compromised settlements will approach the total potential liability, however. Nevertheless, the School District annually budgets an amount that management believes is adequate, based on past experience, to provide for these claims when they become fixed and determinable in amount. More particularly, compromised settlements or unfavorable outcomes are deemed probable or reasonably possible in the amounts of $0.5 million and $2.1 million, respectively, in connection with disputed contracts and labor and employment matters. Likewise, compromised settlements or unfavorable verdicts are deemed probable or reasonably possible in the aggregate amounts of $2.5 million and $2.2 million, respectively, arising from personal injury and property damage claims and lawsuits.

Education Audits - In the early 1990s, the School District received basic education subsidies from the Commonwealth of Pennsylvania based primarily on student enrollment. In July of 1995, the Department of Education notified the School District that an audit conducted by the Auditor General for fiscal years ending in 1991, 1992 and 1993 indicated over-reporting of student enrollment in fiscal year 1991, the year established by the Commonwealth as the base year calculation for all subsidies through fiscal year 1999. Consequently, a claim for reimbursement due was initially estimated at approximately $40 million through fiscal year 1999, and subsequently reduced by half, to approximately $20 million, as a result of additional reviews of School District documentation. In May 1999, the School District appealed the adverse determination to the Secretary of Education, as provided by law. The Secretary was to appoint a hearing officer to consider the matter further. During the pendency of the dispute over the adequacy of documentation to support 1991 student enrollment figures, an audit of reported enrollment in school years 1994-95 through 1996-97 was also undertaken. The Department of Education asserted a claim for an additional $20 million for the alleged over-reporting of enrollment during those periods. The School District has denied this additional claim and has produced supporting documentation to the Secretary of Education. As part of an agreement with the School District, the Commonwealth postponed all potential collection actions in this category while both matters remain pending. Discussions with Commonwealth representatives regarding relief from this potential liability are ongoing.

The Commonwealth of Pennsylvania's Bureau of Audits conducted a performance audit of the School District's pupil membership and attendance reporting procedures for the 2009-2010 school year and issued a draft report on October 26, 2011. The School District's response to the draft report was filed on December 16, 2011. The final audit report was issued on February 14, 2012, including the School District's corrective action plan. Because no final determination of forgiveness has been made, however, there remains a reasonably possible loss in this category in the amount of $40 million.

Federal Audit - The School District is the subject of an audit by the National Science Foundation ("NSF") Office of Inspector General ("OIG") of two grant awards from the NSF covering the period from July 1, 1999 through August 31, 2005. The NSF OIG auditors issued a final audit report in May 2008 questioning $3,346,652 in costs incurred under the two awards. The NSF Cost Analysis and Audit Resolution branch requested additional information and documentation from the School District to aid in its determination of whether to seek repayment of any funds from the School District based upon the auditor's final conclusions. On April 14, 2009, NSF issued its decision eliminating $834,406 from the recommended disallowance, leaving $2,512,246 that NSF would seek to recover. On November 30, 2012, NSF sent a letter demanding payment in the amount of $2,512,246. The School District requested a review of the debt. By letter dated January 25, 2013, NSF denied the School District's request. The School District will review its legal options, including filing suit against NSF in federal court. In the opinion of outside counsel, the loss to the School District is probable.

The U.S. Department of Education Office of the Inspector General (OIG) conducted an audit of the School District's controls over Federal expenditures for the period July 1, 2005 through June 30, 2006. A preliminary draft audit report was issued by the OIG in May, 2009. In accordance with applicable audit standards, the School District responded to the draft audit findings in August, 2009, supporting the vast majority of the expenditures questioned. A final report was issued by the OIG on January 15, 2010. The final report questioned $138.8 million of costs with $121.1 million considered inadequately supported with documentation and $17.7 million considered unallowable costs. On March 30, 2011, the Pennsylvania Department of Education (PDE) received a program determination letter (March PDL) from the U.S. Department of Education (USDE) seeking a recovery of approximately $9.9 million based on finding 2 and portions of findings 4 and 5 of the OIG final audit report on the School District. PDE filed an application for review of the PDL on May 20, 2011. The Office of Administrative Law Judges accepted jurisdiction of the case on August 10, 2011. On September 7, 2011 PDE and the Department filed a joint motion to stay the proceedings to pursue settlement negotiations.

USDE's counsel stipulated that $2.8 million is barred by the statute of limitations, leaving a balance of $7.2 million. To extinguish this remaining liability, in late April 2012, the School District submitted documentation for equitable offset for non federal expenditures by Philadelphia for the Education Assistance Program and Bullying Prevention program. On June 8, 2012, counsel advised USDE's counsel that unless the School District heard back from them on the equitable offset documentation by July 1, 2012, the School District would ask the Administrative Law Judge (ALJ) to reinstate the briefing schedule. On August 1, 2012, the tribunal granted PDE's motion to reinstate the briefing schedule. PDE filed its initial brief on September 28, 2012. USDE's counsel filed its brief on October 27, 2012. PDE then filed the reply brief on November 21, 2012. The Administrative Law Judge (ALJ) may issue the decision entirely on the basis of the briefs, or may schedule an evidentiary hearing or oral argument. To date, no oral argument or evidentiary hearing has been requested or scheduled. Once the initial decision is rendered by the ALJ, either party may request a review of that initial decision by the Secretary. The Secretary may affirm, remand or set aside the ALJ decision. The Secretary's final decision may be appealed to the U.S. Court of Appeals for the Third Circuit.

On September 29, 2011, USDE issued a second PDL ("September PDL") seeking a recovery of approximately $2.5 million based on finding 1. The September PDL was not timely appealed by PDE. However, the September PDL invited PDE to present evidence of the amount barred by the statute of limitations. With regard to the September PDL, PDE and the School District have assembled documentation demonstrating the application of the statute of limitations. USDE will then review the documentation and indicate what costs USDE agrees are barred by the statute of limitations.

In August 2012, a third PDL was issued ("August PDL"). The August PDL addressed portions of findings 4 and 5, but did not seek a recovery of funds.

On December 19, 2012, USDE, by Program Review letter, requested the School District provide additional documentation in support of questioned expenditures, totaling $341,693, charged to the GEAR UP grant. The School District is gathering these materials to provide to USDE by January 30, 2013. To date, USDE has not issued a formal determination regarding these expenditures.

Therefore, no assurance can be given as to the final resolution of the audit, the amounts, if any, which may be required to be repaid by the School District or whether such repayments could have a material adverse effect on the financial condition of the School District. In the opinion of the outside counsel, with regard to the March PDL and the September PDL, the likelihood of a recovery by the U.S. Government in the amount of $9.6 million is remote.

The School District of Philadelphia 403(b) Plan and 457(b) Deferred Compensation Plan

Pursuant to resolutions of the School Reform Commission, the School District implemented a new 403(b) Plan and a 457(b) Deferred Compensation Plan (collectively, the "Plans") in fiscal years 2005 and 2006. The School District obtained advice from outside legal counsel on the creation of the Plans and on the appropriate tax treatment of automatic and mandatory employer contributions of termination pay to the Plans for employees resigning or retiring during or after the calendar year in which they attain age 55. Termination pay is the accrued and unpaid amounts of vacation, personal and sick leave for a resigning or retiring employee. Prior to July 1, 2005, the School District would pay termination pay owed to a resigning or retiring employee in cash or, at the direction of the employee, would deposit such termination pay into the retiring or resigning employee's 403(b) account up to the annual contribution limit for section 403(b) accounts. For employees resigning or retiring on and after June 1, 2005, the School District eliminated payment of termination pay in cash and replaced it with an automatic and mandatory employer contribution of termination pay to the Plans up to the annual contribution limits for such Plans for employees who resign or retire during or after the calendar year in which they attain age 55. Based on the advice of legal counsel, the School District has treated its termination pay contributions to the 403(b) Plan as employer contributions to a retirement plan, which are not included in employee wages and are not subject to Federal income tax, FICA, Pennsylvania Personal Income Tax or Philadelphia Wage Tax when contributed to the 403(b) Plan. Since employer contributions to a 457(b) Plan are considered wages for FICA purposes, the School District has withheld those taxes from its termination payments made to the 457(b) Plan. Employer contributions to 457(b) Plan are not subject to Federal income tax, Pennsylvania Personal Income Tax or Philadelphia Wage Tax. For that reason, the School District has not withheld those taxes from its termination pay contributions to the 457(b) Plan. Outside legal counsel advised on the contribution of termination pay to the 403(b) and 457(b) Plans, and has provided an opinion as to its proper tax treatment. By letter dated October 16, 2012, the IRS stated that "the School District is in fact following the policy [relating to the employer contribution of termination pay to the 403(b) Plan] as it was revised in 2005, [and] therefore no Federal employment tax liability exists." The School District management believes that if it were finally determined that any liability for State or City taxes (including interest and penalties) relating to these plans existed at June 30, 2012, such liability would not be material to the School District's financial position or results of operations for the fiscal year ended June 30, 2012.

9. SUBSEQUENT EVENTS

A. PRIMARY GOVERNMENT

1) Effective October 1, 2012, the city offered an employee compensation package to employees in the following classes: exempts, non-represented and DC 47 - Local 2186 offering a 2.5% wage increase and reinstatement of steps and longevity. In addition, medical co-payments will be increased for HMO plan participants while the Point of Service plan will no longer be offered. The wage increase and reinstatement of steps and longevity have been approved by the Civil Service Commission. An ordinance has been sent to City Council that would do the following: (1) mandate all new hires in the covered groups (exempts, non-reps and Local 2186, courts and elected officials) go into Plan 10; (2) give existing employees a window to elect to move from their current plan to Plan 10; (3) increase the employee contribution to pension for current employees in Plan 87 from 30% of normal cost to 50% of normal cost; (4) increase the employee contribution to pension for current employees in Plan 67 to the greater of 6% or 50% of the normal cost; and (5) implement the pension changes in the interest arbitration awards for Local 810 (Courts) and Local 159 (Prisons). Plan 10 is a hybrid pension combining the defined benefit and combined contribution components.

2) Through January 11, 2013 drawdowns totaling $14.4 million represent new loans from the Pennsylvania State Infrastructure Financing Authority ("PENNVEST") for: Water Treatment Plant ($3.08 million); Sewer Piping Replacement ($6.5 million); Water Main Replacement ($4.7 million); Green Infrastructure ($.1 million).

3) In December 2012 the city issued $127 million of Tax and Revenue Anticipation Notes (TRAN), Series A of 2012-2013 to provide cash to supplement the receipts of the City in the General Fund for the purpose of paying the general expenses if the city prior to receipt of taxes and other revenues to be received in the current fiscal year and pay the costs of issuance of the Notes. The proceeds will be invested and repaid by June 30, 2013.

4) In November 2012, the City issued Water and Wastewater Revenue Refunding Bonds, Series 2012. The bonds were issued in the amount of $70.4 million with interest rates ranging from 1% to 5% and have a maturity date of 2028. The plan is to refund all of the City's outstanding Water and Wastewater Bonds, Series 2001A and Series 2001B maturing after November 1, 2012 and pay the costs of issuance related to the Bonds.

5) The City is in the process of completing the Actual Valuation (AVI) which involves reassessing every property in the City and setting assessed values at market rates to create a fair assessment system upon which to base property taxation. This will be the City's first full reassessment in decades and will ensure that every property owner has fair, accurate and understandable assessments. As properties are now assessed at only a fraction (32%) of their actual value, and assessments have often not kept up with changes in value, this process will result in substantial increases in properties' assessed values. The Administration proposes several changes to ensure that property owners tax burdens will not be significantly impacted. The Administration proposes to reduce millage rate when AVI is complete. The new rate will generate at least the amount of revenues needed to meet the property tax revenue projections in the Five Year Plan and will capture the net increase in property values that occurred during the years when the city was not doing comprehensive reassessments.

6) In May 2012, City Council introduced Ordinance #120177 and Resolution #120188 that would require a ballot referendum that will appear on the November ballot, which would amend the Charter to allow City Council to establish an independent ratemaking body to be responsible for fixing and regulating rates and charges for water and sewer services; and establish open and transparent processes and procedures for fixing and regulating said rates and charges. This Ordinance was enacted and the Resolution was adopted in May 2012, and the referendum question was included on the ballot for consideration by the voters in November 2012. The amendment of the Charter was approved by referendum and City Council is now authorized to adopt an ordinance to implement a new ratemaking agency. Prospective rates established by a new ratemaking agency would be subject to the Act and the covenants and requirements of the General Ordinance, including the Rate Covenant. Any revisions to the rate process are planned for future rate proceedings applicable to Fiscal Year 2016 and future years.

7) DC 47 filed a grievance challenging the City's failure to provide step increases and longevity pay increases after the collective bargaining agreement expired, while negotiations over a new agreement continue. The arbitrator denied the grievance, Common Pleas affirmed, and DC 47 has appealed to Commonwealth Court. The Commonwealth Court affirmed the Common Pleas Court and, so far, no action has been taken.

B. COMPONENT UNITS

1) In October 2012, PAID issued City Service Agreement Revenue Bonds, Series 2012 in the amount of $231.2 million. The bonds mature on April 1, 2013 ($106.9 million) and April 1, 2014 ($124.3 million). PAID issued the bonds at the request of the City of Philadelphia and the proceeds will be used to finance the repayment of the city's minimum municipal funding obligation deferred under 53 P.S. section 895.1002 in the amount of $230 million and payment of the costs of issuance of the Bonds.

2) In December 2012, PAID issued City Service Agreement Refunding Revenue Bonds, Series 2012 in the amount of 299.8 million. The Series 2012 bonds were issued as Term Bonds with interest rates of 3.664% ($42.2 million) and 3.964% ($257.6 million). The term bonds have a maturity date of April 15, 2026. The plan is to (i) refund outstanding Pension Funding Bonds Series 1999B, (ii) fund capitalized interest on the Bonds through April 15, 2020, (iii) make a deposit to the City Retirement System and (iv) pay the cost of issuance of the Bonds.

3) In August 2012, Philadelphia Gas Works deposited funds into an escrow account to defease a portion of their outstanding bonds. The amounts deposited into the escrow account will be held as cash or used to purchase U.S. Government obligations which would mature on the payment dates of the bonds being defeased. The total escrow cost came to $20.9 million. The principal payments that were defeased and their related bond issues are listed below:

   - $3,090,000 of Fourth series principal maturing on August 1, 2013.
   - $2,865,000 of Fifth Series A-1 principal due on September 1, 2012.
   - $6,105,000 of Seventh Series principal maturing on October 1, 2012.
   - $5,315,000 of Eighth Series principal maturing on August 1, 2013.
   - $2,855,000 of Ninth Series principal maturing on August 1, 2013.

4) Tax and Revenue Anticipation Notes

   On July 3, 2012 the School District issued annual tax and revenue anticipation notes for cyclical cash flow purposes for Fiscal Year 2013 in the aggregate principal amount of $500.0 million (the "FY 2013 Notes'). The FY2013 Notes mature on June 28, 2013.

5) Tax Bills for Fiscal Year 2013

   On June 30, 2012, City Council enacted Ordinance (Bill No.) 120175-AA and on July 5, 2012, the Commonwealth enacted Act 131 both of which provide that assessed values for tax year 2011 are to be used for determining real estate and use and occupancy tax bills for tax year 2013, using a predetermined ratio of 32%.

6) Five-Year Financial Plan

   On September 10, 2012, the School Reform Commission approved a five-year financial plan ("Financial Plan") designed to bring the School District's Operating Budget into structural balance over the five-year period. The Financial Plan assumes a borrowing of $300 million in Fiscal Year 2013 to provide revenues to balance the Fiscal Year 2013 budget.

7) School Lease Revenue Bonds

   On November 28, 2012, the State Public School Building Authority (SPSBA) issued $264,995,000 aggregate principal amount of fixed rate school lease revenue bonds for the benefit of the School District. The bonds mature in serial installments over a 20-year period. The proceeds, including a premium of $36,908,311, are to be used to fund District operations in FY2013 as well as pay the costs of issuance. It is expected that a portion of the proceeds will be available to fund certain operating expenses in FY2014.

8) Actual Value Initiative ("AVI")

The City has begun the work of reassessing approximately 577,000 parcels to more nearly approximate the market values of such properties for assessing taxes in Fiscal Year 2014, and thereafter.

On October 24, 2012, Act 160 was enacted by the Commonwealth at the City's request, to permit downward adjustments to the School District millage rates in the face of higher assessments which would have been otherwise prohibited by state law absent the amendment contained in Act 160. Act 160 provides, among other things, that for the year in which the City first certifies the total assessed value of all real property in the City at its full market value (the "reassessment year") and the two years thereafter, the rate of any real estate based tax authorized by City Council for the School District would be set to yield an amount equal to or greater than the highest yield of the taxes authorized by City Council during any of the three full preceding years prior to the reassessment year.

Act 160 also limits the amount of millage that the School District may levy directly through legislative authorization by the General Assembly (currently at 16.75 mills) once the full value assessments are in use. In the third and fourth years following the reassessment year, the rate of any real estate based tax authorized by City Council to be levied by the School District shall not be less than the rate authorized in the immediately preceding year.

City of Philadelphia

PENNSYLVANIA

Required Supplementary Information

(Other than Management's Discussion and Analysis)

City of Philadelphia
Required Supplementary Information
Budgetary Comparison Schedule
General Fund
For the Fiscal Year Ended June 30, 2012

Exhibit XIV

Amounts in thousands of USD

	Budgeted Amounts			Final Budget to Actual Positive (Negative)
	Original	Final	Actual*	
Revenues				
Tax Revenue	2,539,452	2,537,147	2,570,445	33,298
Locally Generated Non-Tax Revenue	259,959	251,544	256,694	5,150
Revenue from Other Governments	651,800	704,879	715,873	10,994
Revenue from Other Funds	51,510	53,028	48,341	(4,687)
Total Revenues	3,502,721	3,546,598	3,591,353	44,755
Expenditures and Encumbrances				
Personal Services	1,330,088	1,328,959	1,318,984	9,975
Pension Contributions	554,431	547,804	547,804	-
Other Employee Benefits	468,272	518,353	518,446	(93)
Sub-Total Employee Compensation	2,352,791	2,395,116	2,385,234	9,882
Purchase of Services	758,994	764,214	760,819	3,395
Materials and Supplies	64,864	68,916	68,588	328
Equipment	14,096	11,445	11,329	116
Contributions, Indemnities and Taxes	117,544	118,365	118,048	317
Debt Service	130,739	111,524	111,334	190
Payments to Other Funds	27,066	29,550	29,523	27
Advances, Subsidies, Miscellaneous	4,000	-	-	-
Total Expenditures and Encumbrances	3,470,094	3,499,130	3,484,875	14,255
Operating Surplus (Deficit) for the Year	32,627	47,468	106,478	59,010
Fund Balance Available for Appropriation, July 1, 2011	3,454	92	92	-
Operations in Respect to Prior Fiscal Years				
Commitments Cancelled - Net	24,500	24,500	40,265	15,765
Revenue Adjustments - Net	-	-	(76)	(76)
Prior Period Adjustments	-	-	(5)	(5)
Other Adjustments	-	(1,850)	-	1,850
Adjusted Fund Balance, July 1, 2011	27,954	22,742	40,276	17,534
Fund Balance Available for Appropriation, June 30, 2012	60,581	70,210	146,754	76,544

* Refer to the notes to required supplementary information.

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City of Philadelphia
Required Supplementary Information
Budgetary Comparison Schedule
HealthChoices Behavioral Health Fund
For the Fiscal Year Ended June 30, 2012

Exhibit XV

Amounts in thousands of USD

	Budgeted Amounts			Final Budget to Actual Positive (Negative)
	Original	Final	Actual*	
Revenues				
Locally Generated Non-Tax Revenue	5,000	1,500	812	(688)
Revenue from Other Governments	840,154	822,980	799,872	(23,108)
Total Revenues	845,154	824,480	800,684	(23,796)
Other Sources				
Decrease in Unreimbursed Committments	-	-	(15,828)	(15,828)
Increase in Financed Reserves	-	-	(1,653)	(1,653)
Total Revenues and Other Sources	845,154	824,480	783,203	(41,277)
Expenditures and Encumbrances				
Purchase of Services	917,828	917,023	825,356	91,667
Equipment	100	100	-	100
Payments to Other Funds	1,226	2,031	2,030	1
Total Expenditures and Encumbrances	919,154	919,154	827,386	91,768
Operating Surplus (Deficit) for the Year	(74,000)	(94,674)	(44,183)	50,491
Fund Balance Available for Appropriation, July 1, 2011	-	46,252	46,252	-
Operations in Respect to Prior Fiscal Years				
Commitments Cancelled - Net	-	-	23,095	23,095
Other Adjustments	74,000	10,748	-	(10,748)
Adjusted Fund Balance, July 1, 2011	74,000	57,000	69,347	12,347
Fund Balance Available for Appropriation, June 30, 2012	-	(37,674)	25,164	62,838

* Refer to the notes to required supplementary information.

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City of Philadelphia
Required Supplementary Information
Budgetary Comparison Schedule
Grants Revenue Fund
For the Fiscal Year Ended June 30, 2012

Exhibit XVI

Amounts in thousands of USD

	Budgeted Amounts			Final Budget to Actual Positive (Negative)
	Original	Final	Actual*	
Revenues				
Locally Generated Non-Tax Revenue	74,761	77,951	42,676	(35,275)
Revenue from Other Governments	1,458,407	1,232,808	834,007	(398,801)
Total Revenues	1,533,168	1,310,759	876,683	(434,076)
Other Sources				
Decrease in Unreimbursed Committments	-	-	(6,543)	(6,543)
Decrease in Financed Reserves	-	-	17,050	17,050
Total Revenues and Other Sources	1,533,168	1,310,759	887,190	(423,569)
Expenditures and Encumbrances				
Personal Services	172,316	196,993	145,159	51,834
Pension Contributions	19,903	34,044	27,231	6,813
Other Employee Benefits	56,330	44,062	30,964	13,098
Sub-Total Employee Compensation	248,549	275,099	203,354	71,745
Purchase of Services	1,092,486	1,067,218	816,265	250,953
Materials and Supplies	38,474	22,128	13,755	8,373
Equipment	-	15,559	4,846	10,713
Contributions, Indemnities and Taxes	-	10	10	-
Payments to Other Funds	33,658	40,016	33,940	6,076
Advances, Subsidies, Miscellaneous	120,001	79,601	-	79,601
Total Expenditures and Encumbrances	1,533,168	1,499,631	1,072,170	427,461
Operating Surplus (Deficit) for the Year	-	(188,872)	(184,980)	3,892
Fund Balance Available for Appropriation, July 1, 2011	-	(34,270)	(34,270)	-
Operations in Respect to Prior Fiscal Years				
Commitments Cancelled - Net	-	-	52,631	52,631
Revenue Adjustments - Net	-	-	(8,463)	(8,463)
Prior Period Adjustments	-	34,270	-	(34,270)
Adjusted Fund Balance, July 1, 2011	-	-	9,898	9,898
Fund Balance Available for Appropriation, June 30, 2012	-	(188,872)	(175,082)	13,790

* Refer to the notes to required supplementary information.

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City of Philadelphia **Exhibit XVII**

Required Supplementary Information

Pension Plans and Other Post Employment Benefits - Schedule of Funding Progress *Amounts in millions of USD*

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) (b)	Unfunded AAL (UAAL) (b - a)	Funded Ratio (a / b)	Covered Payroll (c)	UAAL as a Percent of Covered Payroll (b - a) / c
City of Philadelphia Municipal Pension Plan						
07/01/2006	4,168.5	8,083.7	3,915.2	51.57%	1,319.4	296.74%
07/01/2007	4,421.7	8,197.2	3,775.5	53.94%	1,351.8	279.29%
07/01/2008	4,623.6	8,402.2	3,778.6	55.03%	1,456.5	259.43%
07/01/2009	4,042.1	8,975.0	4,932.9	45.04%	1,463.3	337.11%
07/01/2010	4,380.9	9,317.0	4,936.1	47.02%	1,421.2	347.32%
07/01/2011	4,489.1	9,487.5	4,998.4	47.32%	1,371.3	364.50%
City of Philadelphia Other Post Employment Benefits						
07/01/2007	-	1,136.7	1,136.7	0.00%	1,351.8	84.09%
07/01/2008	-	1,156.0	1,156.0	0.00%	1,456.5	79.37%
07/01/2009	-	1,119.6	1,119.6	0.00%	1,461.7	76.60%
07/01/2010	-	1,169.5	1,169.5	0.00%	1,419.5	82.39%
07/01/2011	-	1,212.5	1,212.5	0.00%	1,469.2	82.53%
Philadelphia Gas Works Pension Plan						
09/01/2005	383.5	450.8	67.3	85.07%	102.5	65.66%
09/01/2006	411.9	474.3	62.4	86.84%	106.0	58.87%
09/01/2007	416.2	482.4	66.2	86.28%	105.6	62.69%
09/01/2008	430.4	495.2	64.8	86.92%	107.9	60.01%
09/01/2009	355.5	519.8	164.3	68.39%	106.0	155.00%
09/01/2010	382.0	533.7	151.7	71.58%	106.1	142.98%

I. BASIS OF BUDGETING

The budgetary comparison schedules presented differ from the GAAP basis statements in that both expenditures and encumbrances are applied against the current budget, adjustments affecting activity budgeted in prior years are accounted for through fund balance or as reduction of expenditures and certain interfund transfers and reimbursements are budgeted as revenues and expenditures. In accordance with the Philadelphia Home Rule Charter, the City has formally established budgetary accounting control for its operating and capital improvement funds.

The major funds presented as Required Supplementary Information are subject to annual operating budgets adopted by City Council. These budgets appropriate funds by major class of expenditure within each department. Major classes are defined as: personal services; purchase of services; materials and supplies & equipment; contributions, indemnities & taxes; debt service; payments to other funds; and advances & other miscellaneous payments. The appropriation amounts for each fund are supported by revenue estimates and take into account the elimination of accumulated deficits and the re-appropriation of accumulated surpluses to the extent necessary. All transfers between major classes must have council approval.

Appropriations that are not expended or encumbered at year end are lapsed. Comparisons of budget to actual activity at the legal level of compliance are reported in the City's "Supplemental Report of Revenues & Obligations", a separately published report.

During the year, classification adjustments and supplementary appropriations were necessary for City funds. Therefore, budgeted appropriation amounts presented are as originally passed and as amended by the City Council. As part of the amendment process, budget estimates of City related revenues are adjusted and submitted to City Council for review. Changes in revenue estimates do not need City Council approval, but are submitted in support of testimony with regard to the appropriation adjustments. Revenue estimates are presented as originally passed and as amended.

II. BASIS OF BUDGETING TO GAAP BASIS RECONCILIATION

	General Fund	HealthChoices Behavioral Health Fund	Grants Revenue Fund
Revenues			
Budgetary Comparison Schedule	3,591,352	800,684	876,683
Transfers	(333,694)	-	-
Program Income	-	-	69,479
Adjustments applicable to Prior Years Activity	-	-	(5)
Change in Amount Held by Fiscal Agent	285	-	-
Change in BPT Adjustment	(8,261)	-	-
Other	(76)	-	(685)
Statement of Revenues, Expenditures & Changes in Fund Balance	3,249,606	800,684	945,472
Expenditures and Encumbrances			
Budgetary Comparison Schedule	3,484,874	827,386	1,072,170
Transfers	(153,665)	-	(32,130)
Bond Issuance Costs	1,090	-	-
Expenditures applicable to Prior Years Budgets	41,144	(6,467)	31,886
Program Income	-	-	69,479
Other	5	-	9,326
Change in Amount Held by Fiscal Agent	3,966	-	-
Current Year Encumbrances	(59,199)	(799)	(77,974)
Statement of Revenues, Expenditures & Changes in Fund Balance	3,318,215	820,120	1,072,757

City of Philadelphia
PENNSYLVANIA

Other Supplementary Information

NON-MAJOR GOVERNMENTAL FUNDS

SPECIAL REVENUE FUNDS

Special Revenue Funds are used to account for and report the proceeds of specific revenue sources that are restricted or committed to expenditure for specified purposes other than debt service or capital projects.

COUNTY LIQUID FUELS TAX - Established to account for funds made available by Public Law No. 149.

SPECIAL GASOLINE TAX - Established to account for funds made available by Public Law No. 588.

HOTEL ROOM RENTAL TAX - Established to account for the tax levied to promote tourism.

COMMUNITY DEVELOPMENT - Established to account for revenues received from the Department of Housing and Urban Development, restricted to accomplishing the objectives of the CDBG Program, within specific target areas.

CAR RENTAL TAX - Established to account for the tax levied to retire new municipal stadium debt.

HOUSING TRUST - Established to account for the funds to be used under Chapter 1600 of Title 21 of the Philadelphia Code to assist low income homeowners.

ACUTE CARE HOSPITAL ASSESSMENT - Established in FY 2009 to account for the assessment of certain net operating revenues of certain acute care hospitals.

RIVERVIEW RESIDENTS - Established to maintain a commissary and provide other benefits for the residents.

PHILADELPHIA PRISONS - Established to operate a workshop and to provide benefits for the prison inmates.

ARBITRATION APPEALS - Established to account for certain court fees and provide funds for the arbitration board.

DEPARTMENTAL - Established to account for various activities of the Free Library and Parks and Recreation.

MUNICIPAL AUTHORITY ADMINISTRATIVE - Established to account for all financial transactions of the Municipal Authority not accounted for in other funds.

PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY ADMINISTRATIVE - Established to account for PICA revenues from taxes and deficit financing transactions.

NON-MAJOR GOVERNMENTAL FUNDS (Cont'd)

DEBT SERVICE FUNDS

Debt Service Funds are used to account for and report financial resources that are restricted, committed, or assigned to expenditure for principal and interest.

CITY - Established to account for the debt service activities of the City not reflected in proprietary funds operations.

MUNICIPAL AUTHORITY - Established to account for the debt service activities related to the equipment and facilities financed through the Philadelphia Municipal Authority.

PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY DEBT SERVICE - Established to account for the debt service activities related to the deficit financing provided by PICA.

CAPITAL IMPROVEMENT FUNDS

Capital Improvement Funds are used to account for and report financial resources that are restricted, committed, or assigned to expenditure for capital outlays, including the acquisition or construction of capital facilities and other capital assets .

CITY - Established to account for capital additions and improvements to the City's facilities and infrastructure and financed through general obligation bond issues and grants from federal, state and local agencies.

MUNICIPAL AUTHORITY - Established to account for the acquisition of vehicles and the construction of major facilities for the city.

PERMANENT FUNDS

Permanent Funds are used to account for and report resources that are restricted to the extent that only earnings, and not principal, may be used for purposes that support the government's programs.

LIBRARIES & PARKS - Established to account for trust of the Free Library and Parks and Recreation.

City of Philadelphia
Combining Balance Sheet
Non-Major Governmental Funds
June 30, 2012

Schedule I

Amounts in thousands of USD

	Special Revenue													
	County Liquid Fuels Tax	Special Gasoline Tax	Hotel Room Rental Tax	Community Development	Car Rental Tax	Housing Trust	Acute Care Hospital Assessment	Riverview Residents	Philadelphia Prisons	Arbitration Appeals	Departmental	Municipal Authority Administrative	PICA Administrative	Total
Assets														
Cash on Deposit and on Hand	-	-	-	-	-	-	-	-	-	-	5,513	405	32,186	38,104
Equity in Treasurer's Account	3,149	22,428	7,165	-	5,929	11,612	10,294	34	4,747	-	1,438	-	-	66,796
Investments	-	-	-	-	-	-	-	-	-	-	1,034	100	8,172	9,306
Due from Other Funds	-	-	-	-	-	-	-	-	-	-	460	-	-	460
Taxes Receivable	-	-	5,189	-	511	-	2,317	-	-	-	-	-	4,665	12,682
Accounts Receivable	-	-	-	3,193	-	-	-	-	-	-	-	6,147	-	9,340
Due from Other Governmental Units	-	-	-	6,040	-	-	-	-	-	-	-	-	-	6,040
Allowance for Doubtful Accounts	-	-	(266)	-	(5)	-	(1,816)	-	-	-	-	-	-	(2,087)
Interest and Dividends Receivable	-	-	-	-	1	-	-	-	-	-	-	-	8	9
Other Assets	-	-	-	-	-	-	-	-	-	-	547	-	20	567
Total Assets	3,149	22,428	12,088	9,233	6,436	11,612	10,795	34	4,747	-	8,992	6,652	45,051	141,217
Liabilities and Fund Balances														
Liabilities:														
Notes Payable	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Vouchers Payable	-	212	-	805	-	197	66	-	73	-	147	-	-	1,500
Accounts Payable	570	1,629	1,787	4,934	-	313	1,186	-	-	-	896	6,346	124	17,785
Salaries and Wages Payable	-	-	-	142	-	-	64	-	-	-	-	-	25	231
Due to Other Funds	-	-	-	2,864	-	-	-	-	27	-	388	-	4,666	7,945
Due to Component Units	-	-	-	529	-	573	-	-	-	-	-	-	-	1,102
Funds Held in Escrow	-	-	-	-	-	-	-	-	447	-	762	-	-	1,209
Deferred Revenue	-	-	-	6,444	-	-	8	-	-	-	-	-	-	6,452
Total Liabilities	570	1,841	1,787	15,718	-	1,083	1,324	-	547	-	2,193	6,346	4,815	36,224
Fund Balances:														
Nonspendable	-	-	-	-	-	-	-	-	-	-	200	-	-	200
Restricted	2,579	20,587	10,301	-	6,436	10,529	9,471	-	-	-	5,743	306	40,236	106,188
Committed	-	-	-	-	-	-	-	34	4,200	-	856	-	-	5,090
Unassigned	-	-	-	(6,485)	-	-	-	-	-	-	-	-	-	(6,485)
Total Fund Balances	2,579	20,587	10,301	(6,485)	6,436	10,529	9,471	34	4,200	-	6,799	306	40,236	104,993
Total Liabilities and Fund Balances	3,149	22,428	12,088	9,233	6,436	11,612	10,795	34	4,747	-	8,992	6,652	45,051	141,217

City of Philadelphia
Combining Balance Sheet
Non-Major Governmental Funds(Continued)
June 30, 2012

Schedule I

Amounts in thousands of USD

	Debt Service				Capital Improvement			Permanent	Total
	City	Municipal Authority	PICA	Total	City	Municipal Authority	Total	Libraries & Parks	Non-Major Governmental Funds
Assets									
Cash on Deposit and on Hand	-	-	31,520	31,520	-	-	-	2,831	72,455
Equity in Treasurer's Account	1,322	-	-	1,322	110,623	-	110,623	-	178,741
Investments	-	11	49,588	49,599	-	47,777	47,777	2,695	109,377
Due from Other Funds	-	-	-	-	-	-	-	-	460
Taxes Receivable	-	-	-	-	-	-	-	-	12,682
Accounts Receivable	-	-	-	-	-	-	-	-	9,340
Due from Other Governmental Units	-	-	-	-	31,063	-	31,063	-	37,103
Allowance for Doubtful Accounts	-	-	-	-	-	-	-	-	(2,087)
Interest and Dividends Receivable	-	-	5	5	33	8	41	-	55
Other Assets	-	-	-	-	-	-	-	1	568
Total Assets	1,322	11	81,113	82,446	141,719	47,785	189,504	5,527	418,694
Liabilities and Fund Balances									
Liabilities:									
Notes Payable	-	-	-	-	-	-	-	-	-
Vouchers Payable	-	-	-	-	5,665	-	5,665	-	7,165
Accounts Payable	-	-	-	-	22,177	5,441	27,618	14	45,417
Salaries and Wages Payable	-	-	-	-	81	-	81	-	312
Due to Other Funds	-	-		-	-	-	-	72	8,017
Due to Component Units	-	-	-	-	-	-	-	-	1,102
Funds Held in Escrow	-	-	-	-	1,845	-	1,845	-	3,054
Deferred Revenue	-	-	-	-	25,811	-	25,811	-	32,263
Total Liabilities	-	-	-	-	55,579	5,441	61,020	86	97,330
Fund Balances:									
Nonspendable	-	-		-	-	-	-	2,414	2,614
Restricted	1,322	11	81,113	82,446	86,140	42,344	128,484	3,027	320,145
Committed	-	-	-	-	-	-	-	-	5,090
Unassigned	-	-	-	-	-	-	-	-	(6,485)
Total Fund Balances	1,322	11	81,113	82,446	86,140	42,344	128,484	5,441	321,364
Total Liabilities and Fund Balances	1,322	11	81,113	82,446	141,719	47,785	189,504	5,527	418,694

City of Philadelphia
Combining Statement of Revenues, Expenditures and Changes in Fund Balances
Non-Major Governmental Funds
For the Fiscal Year Ended June 30, 2012

Schedule II

Amounts in thousands of USD

	Special Revenue													
	County Liquid Fuels Tax	Special Gasoline Tax	Hotel Room Rental Tax	Community Development	Car Rental Tax	Housing Trust	Acute Care Hospital Assessment	Riverview Residents	Philadelphia Prisons	Arbitration Appeals	Departmental	Municipal Authority Administrative	PICA Administrative	Total
Revenues														
Tax Revenue	-	-	47,651	-	5,166	-	139,531	-	-	-	-	-	357,725	550,073
Locally Generated Non-Tax Revenue	-	3	2	12,477	7	8,569	-	-	2,958	364	6,515	584	943	32,422
Revenue from Other Governments	5,186	24,601	-	43,332	-	-	-	-	-	-	-	-	-	73,119
Other Revenues	-	-	-	-	-	-	-	-	-	-	-	-	9,164	9,164
Total Revenues	5,186	24,604	47,653	55,809	5,173	8,569	139,531	-	2,958	364	6,515	584	367,832	664,778
Expenditures														
Current Operating:														
Economic Development	-	-	43,914	-	-	-	-	-	-	-	-	-	-	43,914
Transportation:														
Streets & Highways	4,755	20,145	-	-	-	-	-	-	-	-	-	-	-	24,900
Judiciary and Law Enforcement:														
Prisons	-	-	-	-	-	-	-	-	1,388	-	-	-	-	1,388
Conservation of Health:														
Health Services	-	-	-	-	-	-	135,330	-	-	-	-	-	-	135,330
Housing and Neighborhood														
Development	-	-	-	58,249	-	8,497	-	-	-	-	-	-	-	66,746
Cultural and Recreational:														
Parks & Recreation	-	-	-	-	-	-	-	-	-	-	5,149	-	-	5,149
Libraries and Museums	-	-	-	-	-	-	-	-	-	-	182	-	-	182
Improvements to General Welfare:														
Service to Property:														
General Management and Support	-	-	-	-	5,000	-	-	4	944	364	1,691	37,045	947	45,995
Capital Outlay	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Debt Service:														
Principal	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Bond Issuance Cost	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Expenditures	4,755	20,145	43,914	58,249	5,000	8,497	135,330	4	2,332	364	7,022	37,045	947	323,604
Excess (Deficiency) of Revenues Over (Under) Expenditures	431	4,459	3,739	(2,440)	173	72	4,201	(4)	626	-	(507)	(36,461)	366,885	341,174
Other Financing Sources (Uses)														
Issuance of Debt	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Issuance of Refunding Bonds	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Bond Issuance Premium	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Bond Defeasance	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfers In	-	-	-	-	-	-	-	-	-	-	1,150	36,519		37,669
Transfers Out	-	-	-	-	-	-	(3,500)	-	-	-	-	-	(372,022)	(375,522)
Total Other Financing Sources (Uses)	-	-	-	-	-	-	(3,500)	-	-	-	1,150	36,519	(372,022)	(337,853)
Net Change in Fund Balances	431	4,459	3,739	(2,440)	173	72	701	(4)	626	-	643	58	(5,137)	3,321
Fund Balance - July 1, 2011	2,148	16,128	6,562	(4,045)	6,263	10,457	8,770	38	3,574	-	6,156	248	45,373	101,672
Adjustment	-	-	-	-	-	-	-	-	-	-	-			-
Fund Balance Adjusted - July 1, 2011	2,148	16,128	6,562	(4,045)	6,263	10,457	8,770	38	3,574	-	6,156	248	45,373	101,672
Fund Balance - June 30, 2012	2,579	20,587	10,301	(6,485)	6,436	10,529	9,471	34	4,200	-	6,799	306	40,236	104,993

City of Philadelphia
Combining Statement of Revenues, Expenditures and Changes in Fund Balances
Non-Major Governmental Funds(Continued)
For the Fiscal Year Ended June 30, 2012

Schedule II

Amounts in thousands of USD

	Debt Service				Capital Improvement			Permanent	Total
	City	Municipal Authority	PICA	Total	City	Municipal Authority	Total	Libraries & Parks	Non-Major Governmental Funds
Revenues									
Tax Revenue	-	-	-	-	-	-	-	-	550,073
Locally Generated Non-Tax Revenue	-	715	3,489	4,204	-	1,705	1,705	98	38,429
Revenue from Other Governments	-	-	-	-	35,087	-	35,087	-	108,206
Other Revenues	-	-	-	-	989	-	989	-	10,153
Total Revenues	-	715	3,489	4,204	36,076	1,705	37,781	98	706,861
Expenditures									
Current Operating:									
Economic Development	-	-	-	-	-	-	-	-	43,914
Transportation:									
Streets & Highways	-	-	-	-	-	-	-	-	24,900
Judiciary and Law Enforcement:									
Prisons	-	-	-	-	-	-	-	-	1,388
Conservation of Health:									
Health Services	-	-	-	-	-	-	-	-	135,330
Housing and Neighborhood									
Development	-	-	-	-	-	-	-	-	66,746
Cultural and Recreational:									
Parks & Recreation	-	-	-	-	-	-	-	97	5,246
Libraries and Museums	-	-	-	-	-	-	-	54	236
Improvements to General Welfare:									
Service to Property:									
General Management and Support	-		-	-	-	10	10	-	46,005
Capital Outlay	-	-	-	-	133,554	68,430	201,984	-	201,984
Debt Service:									
Principal	40,745	20,587	41,775	103,107	-	-	-	-	103,107
Interest	67,134	13,477	24,609	105,220	-	-	-	-	105,220
Bond Issuance Cost	381	-	-	381	-	168	168	-	549
Total Expenditures	108,260	34,064	66,384	208,708	133,554	68,608	202,162	151	734,625
Excess (Deficiency) of Revenues Over (Under) Expenditures	(108,260)	(33,349)	(62,895)	(204,504)	(97,478)	(66,903)	(164,381)	(53)	(27,764)
Other Financing Sources (Uses)									
Issuance of Debt	-	-	-	-	-	12,605	12,605	-	12,605
Issuance of Refunding Bonds	21,295	-	-	21,295	-	-	-	-	21,295
Bond Issuance Premium	3,758	-	-	3,758	-	442	442	-	4,200
Bond Defeasance	(24,670)	-	-	(24,670)	-	-	-	-	(24,670)
Transfers In	106,678	33,349	63,736	203,763	10,170	13,929	24,099	-	265,531
Transfers Out	-	-	-	-	(12,000)	-	(12,000)	-	(387,522)
Total Other Financing Sources (Uses)	107,061	33,349	63,736	204,146	(1,830)	26,976	25,146	-	(108,561)
Net Change in Fund Balances	(1,199)	-	841	(358)	(99,308)	(39,927)	(139,235)	(53)	(136,325)
Fund Balance - July 1, 2011	2,521	11	80,272	82,804	185,448	82,271	267,719	5,494	457,689
Adjustment	-	-	-	-	-	-	-	-	-
Fund Balance Adjusted - July 1, 2011	2,521	11	80,272	82,804	185,448	82,271	267,719	5,494	457,689
Fund Balance - June 30, 2012	1,322	11	81,113	82,446	86,140	42,344	128,484	5,441	321,364

City of Philadelphia **Schedule III**

Combining Statement of Fiduciary Net Assets
Pension Trust Funds
June 30, 2012

Amounts in thousands of USD

	Gas Works Retirement Reserve Fund	Municipal Pension Fund	Total
Assets			
Equity in Treasurer's Account	430,004	3,919,072	4,349,076
Securities Lending Collective Investment Pool	9,476	407,008	416,484
Allowance for Unrealized Loss	-	(1,860)	(1,860)
Accounts Receivable	-	3,052	3,052
Due from Brokers for Securities Sold	4,819	243,295	248,114
Interest and Dividends Receivable	1,569	17,868	19,437
Due from Other Governmental Units	-	2,442	2,442
Total Assets	445,868	4,590,877	5,036,745
Liabilities			
Vouchers Payable	-	9	9
Accounts Payable	514	4,315	4,829
Salaries and Wages Payable	-	57	57
Funds Held in Escrow	-	9	9
Due on Return of Securities Loaned	9,476	407,008	416,484
Due to Brokers for Securities Purchased	4,306	251,978	256,284
Accrued Expenses	11,299	2,224	13,523
Deferred Revenue	-	2,004	2,004
Other Liabilities	-	456	456
Total Liabilities	25,595	668,060	693,655
Net Assets Held in Trust for Pension Benefits	420,273	3,922,817	4,343,090

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City of Philadelphia **Schedule IV**

Combining Statement of Changes in Fiduciary Net Assets
Pension Trust Funds
For the Fiscal Year Ended June 30, 2012

Amounts in thousands of USD

	Gas Works Retirement Reserve Fund	Municipal Pension Fund	Total
Additions			
Contributions:			
Employer's Contributions	23,802	556,031	579,833
Employees' Contributions	35	49,979	50,014
Total Contributions	23,837	606,010	629,847
Investment Income:			
Interest and Dividends	12,799	86,168	98,967
Net Decline in Fair Value of Investments	(10,807)	(57,720)	(68,527)
(Less) Investments Expenses	(2,147)	(13,291)	(15,438)
Securities Lending Revenue	-	2,076	2,076
Securities Lending Unrealized Loss	-	(1,860)	(1,860)
(Less) Securities Lending Expenses	-	(852)	(852)
Net Investment Gain (Loss)	(155)	14,521	14,366
Miscellaneous Operating Revenues	-	-	-
Total Additions	23,682	620,531	644,213
Deductions			
Pension Benefits	39,844	706,184	746,028
Refunds of Members' Contributions	-	6,500	6,500
Administrative Expenses Paid	1,007	-	1,007
Other Operating Expenses	-	15,246	15,246
Total Deductions	40,851	727,930	768,781
Change in Net Assets	(17,169)	(107,399)	(124,568)
Net Assets - July 1, 2011	437,442	4,030,216	4,467,658
Net Assets - June 30, 2012	420,273	3,922,817	4,343,090

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City of Philadelphia **Schedule V**

Combining Statement of Fiduciary Net Assets
Agency Funds
June 30, 2012

Amounts in thousands of USD

	Escrow Fund	Employee Health & Welfare Fund	Departmental Custodial Accounts	Total
Assets				
Cash on Deposit and on Hand	-	-	104,934	104,934
Equity in Treasurer's Account	17,494	24,741	-	42,235
Investments	-	-	9,676	9,676
Due from Other Funds	-	-	826	826
Total Assets	17,494	24,741	115,436	157,671
Liabilities				
Vouchers Payable	3,042	90	-	3,132
Payroll Taxes Payable	-	14,589	-	14,589
Funds Held in Escrow	14,452	10,062	115,436	139,950
Total Liabilities	17,494	24,741	115,436	157,671
Net Assets	-	-	-	-

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City of Philadelphia **Schedule VI**
Statement of Changes in Fiduciary Net Assets
Agency Funds
For the Fiscal Year Ended June 30, 2012

Amounts in thousands of USD

	Balance 7-1-2011	Additions	Deductions	Balance 6-30-2012
Escrow Fund				
Assets				
Equity in Treasurer's Account	30,744	394,056	407,306	17,494
Liabilities				
Funds Held in Escrow	30,742	394,056	410,346	14,452
Vouchers Payable	2	26,345	23,305	3,042
Total Liabilities	30,744	420,401	433,651	17,494
Employee Health and Welfare Fund				
Assets				
Equity in Treasurer's Account	14,921	866,555	856,735	24,741
Liabilities				
Vouchers Payable	604	10,751	11,265	90
Accounts Payable	246	-	246	-
Payroll Taxes Payable	3,234	767,982	756,627	14,589
Funds Held in Escrow	10,837	119,871	120,646	10,062
Total Liabilities	14,921	898,604	888,784	24,741
Departmental Custodial Accounts				
Assets				
Cash on Deposit and on Hand	136,099	152,495	183,660	104,934
Investments	11,910	9,676	11,910	9,676
Due from Other Funds	866	-	40	826
Total Assets	148,875	162,171	195,610	115,436
Liabilities				
Funds Held in Escrow	148,875	162,171	195,610	115,436
Totals - Agency Funds				
Assets				
Cash on Deposit and on Hand	136,099	152,495	183,660	104,934
Equity in Treasurer's Account	45,665	1,260,611	1,264,041	42,235
Investments	11,910	9,676	11,910	9,676
Due from Other Funds	866	-	40	826
Total Assets	194,540	1,422,782	1,459,651	157,671
Liabilities				
Vouchers Payable	606	37,096	34,570	3,132
Accounts Payable	246	-	246	-
Payroll Taxes Payable	3,234	767,982	756,627	14,589
Funds Held in Escrow	190,454	676,098	726,602	139,950
Total Liabilities	194,540	1,481,176	1,518,045	157,671

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City of Philadelphia
City Related Schedule of Bonded Debt Outstanding
June 30, 2012

Schedule VII

Amounts in USD

	Original Authorization	Date of Issuance	Issued	Fiscal 2012 Outstanding	Maturities	Interest Rates	FY 2013 Debt Service Requirements Interest	Principal
General Obligation Bonds:								
Term Bonds	97,493,541	07/27/2006	531,988	531,988	8/2030 to 8/2031	5	26,599	-
	7,222,518	07/27/2006	7,222,518	7,222,518	8/2030 to 8/2031	5	361,126	-
	11,024,437	07/27/2006	11,024,437	11,024,437	8/2030 to 8/2031	5	551,222	-
	10,131,057	07/27/2006	10,131,057	10,131,057	8/2030 to 8/2031	5	506,553	-
	113,608,890	01/06/2009	113,608,890	113,608,890	7/2013 to 7/2038	5.25 to 7.125	7,865,987	-
	30,926,110	01/06/2009	30,926,110	30,926,110	7/2013 to 7/2038	5.25 to 7.125	2,141,244	-
	13,834,573	04/19/2011	13,834,573	13,834,573	8/2027 to 8/2041	5.875 to 6.50	856,361	-
	37,647,372	04/19/2011	37,647,372	37,647,372	8/2027 to 8/2041	5.875 to 6.50	2,330,377	-
	45,818,055	04/19/2011	45,818,055	45,818,055	8/2027 to 8/2041	5.875 to 6.50	2,836,143	-
Total Term Bonds	367,706,553		270,745,000	270,745,000			17,475,612	-
Refunding Issues	188,910,000	12/20/2007	188,910,000	170,290,000	08/2012 to 08/2019	5.00 to 5.25	8,369,338	10,770,000
	195,170,000	5/01/2008	195,170,000	192,985,000	12/2012 to 12/2032	4.00 to 5.25	10,022,537	100,000
	237,025,000	8/13/2009	237,025,000	237,025,000	08/2019 to 08/2031	4.25 to 5.50	12,030,260	-
	100,000,000	8/13/2009	100,000,000	100,000,000	08/2027 to 08/2031	variable	3,829,000	-
	114,570,000	4/19/2011	114,570,000	100,205,000	08/2012 to 08/2020	2.00 to 5.25	4,069,323	20,795,000
	21,295,000	5/8/2012	21,295,000	21,295,000	9/2014 to 9/2021	5	907,995	-
Total Refunding Bonds	856,970,000		856,970,000	821,800,000			39,228,453	31,665,000
Serial Bonds	99,400,449 [1]	07/27/2006	3,472,002	3,013,251	8/2012 to 8/2029	4.50 to 5.125	146,790	106,085
	12,165,000	12/02/2003	12,165,000	3,324,694	02/2013 to 02/2014	5.25	174,547	1,662,955
	84,972,482	12/02/2003	37,835,000	10,340,306	02/2013 to 02/2014	5.25	542,866	5,172,045
	[1]	07/27/2006	47,137,482	40,909,278	8/2012 to 8/2029	4.50 to 5.125	1,992,891	1,440,256
	71,950,563 [1]	07/27/2006	71,950,563	62,443,846	8/2012 to 8/2029	4.50 to 5.125	3,041,945	2,198,405
	66,119,953 [1]	07/27/2006	66,119,953	57,383,625	8/2012 to 8/2029	4.50 to 5.125	2,795,437	2,020,254
	16,086,110 [1]	01/06/2009	16,086,110	11,236,303	7/2012 to 7/2018	4.50 to 6	561,412	1,831,451
	4,378,890 [1]	01/06/2009	4,378,890	3,058,697	7/2012 to 7/2018	4.50 to 6	152,825	498,549
	5,950,427 [1]	04/19/2011	5,950,427	5,950,427	8/2012 to 8/2026	4.00 to 5.375	292,637	275,838
	16,192,628 [1]	04/19/2011	16,192,628	16,192,628	8/2012 to 8/2026	4.00 to 5.375	796,338	750,626
	19,706,945 [1]	04/19/2011	19,706,945	19,706,945	8/2012 to 8/2026	4.00 to 5.375	969,169	913,536
Total Serial Bonds	396,923,447		300,995,000	233,560,000			11,466,857	16,870,000
Total General Obligation Bonds	1,621,600,000		1,428,710,000	1,326,105,000			68,170,922	48,535,000

City of Philadelphia
City Related Schedule of Bonded Debt Outstanding
June 30, 2012

Schedule VII

Amounts in USD

	Original Authorization	Date of Issuance	Issued	Fiscal 2012 Outstanding	Maturities	Interest Rates	FY 2013 Debt Service Requirements Interest	Principal
Revenue Bonds:								
Water and Sewer Revenue Bonds:								
Series 1995	221,630,000	04/15/1995	221,630,000	13,550,000	08/2012 to 08/2018	6.25	423,438	13,550,000
Series 1997 B	100,000,000 [2]	11/25/1997	100,000,000	70,100,000	08/2012 to 08/2027	Variable rates	114,191	3,100,000
Series 1998	135,185,000	12/25/1998	135,185,000	108,335,000	12/2012 to 12/2014	5.25	4,788,919	34,235,000
Series 1999 A	6,700,000	N.A.	6,700,000	564,623	07/2012 to 04/2019	2.73	14,460	76,205
Series 2001 A and B	285,920,000	11/15/2001	285,920,000	90,445,000	11/2012 to 11/2028	3.8 to 5.50	4,385,100	8,030,000
Series 2005 A	250,000,000	05/04/2005	250,000,000	225,595,000	07/2012 to 07/2035	3.00 to 5.25	11,248,663	5,015,000
Series 2005 B	86,105,000 [2]	05/04/2005	86,105,000	82,445,000	08/2012 to 08/2018	Variable rates	3,724,566	450,000
Series 2007 A	191,440,000	05/09/2007	191,440,000	152,865,000	8/2012 to 8/2027	4.5 to 5	7,150,700	7,730,000
Series 2007 B	153,595,000	05/09/2007	153,595,000	152,680,000	11/2012 to 11/2031	4.00 to 5.00	6,941,875	225,000
Series 2009 A	325,000,000	05/21/2009	140,000,000	140,000,000	01/2017 to 01/2033	4.00 to 5.75	7,294,037	-
Series 2010C		08/05/2010	185,000,000	185,000,000	8/2016 to 8/2040	3.00 to 5.00	9,022,250	-
Series 2010A	396,460,000	4/15/2010	396,460,000	343,645,000	06/2013 to 6/2019	3.00 to 5.00	16,409,385	44,860,000
Series 2009B	42,886,030	10/14/2009	22,827,986	22,827,986	07/2013 to 07/2033	1.193	269,315	761,427
Series 2009C	57,268,193	10/14/2009	35,666,542	35,666,542	07/2013 to 07/2033	1.193	416,834	1,588,578
Series 2009D	84,759,263	3/31/2010	64,380,070	64,380,071	07/2013 to 07/2033	1.193	759,529	2,147,395
Series 2010B	30,000,000	2/16/2011	8,111,482	8,111,482	07/2014 to 07/2034	1.193	96,770	-
Series 2011A	135,000,000	11/16/2011	135,000,000	135,000,000	1/2036 to 1/2041	4.5 to 5	7,579,125	
Series 2011B	49,855,000	11/16/2011	49,855,000	49,855,000	11/2016 to 11/2026	4.5 to 5	2,460,500	
Total Water Revenue Bonds	2,551,803,486		2,467,876,080	1,881,065,704			83,099,657	121,768,605
Aviation Revenue Bonds:								
Series 1998 B	443,700,000	07/01/1998	443,700,000	5,000	07/2028	5.125	256	-
Series 2005 C	189,500,000 [2]	06/02/2005	189,500,000	155,900,000	06/2013 to 06/2025	Variable rates	8,071,726	7,500,000
Series 2005 A	124,985,000	08/04/2005	117,605,000	114,900,000	06/2013 to 06/2035	4.20 to 5.50	5,475,455	2,840,000
Series 2007 A	172,470,000	08/16/2008	172,470,000	166,000,000	06/2013 to 06/2037	5	8,300,000	3,480,000
Series 2007 B	82,915,000	08/16/2008	82,915,000	66,660,000	06/2013 to 06/2027	5	3,333,000	3,595,000
Series 2009 A	45,715,000	04/14/2009	45,715,000	42,350,000	06/2013 to 06/2029	3.00 to 5.375	1,993,666	1,755,000
Series 2010A	273,065,000	11/15/2010	273,065,000	273,055,000	06/2013 to 06/2040	2.00 to 5.25	13,599,613	5,000
Series 2010B	24,395,000	11/15/2010	24,395,000	15,175,000	06/2013 to 06/2015	5.00	758,750	4,815,000
Series 2010C	54,730,000	11/15/2010	54,730,000	47,945,000	06/2013 to 06/2018	5.00	2,397,250	7,050,000
Series 2010D	272,475,000	11/15/2010	272,475,000	259,035,000	06/2013 to 06/2028	4.00 to 5.25	12,941,850	13,450,000
Series 2011A	199,040,000	12/14/2011	199,040,000	192,975,000	06/2013 to 06/2028	4.00 to 5.00	9,535,406	5,775,000
Series 2011B	34,790,000	12/14/2011	34,790,000	32,920,000	06/2013 to 06/2031	2.00 to 5.00	1,391,019	1,200,000
Total Aviation Revenue Bonds	1,917,780,000		1,910,400,000	1,366,920,000			67,797,991	51,465,000
Total Revenue Bonds	4,469,583,486		4,378,276,080	3,247,985,704			150,897,648	173,233,605
Total All Bonds	6,091,183,486		5,806,986,080	4,574,090,704 [3]			219,068,570	221,768,605

NOTES:

[1] These General Obligation Authorizations were issued as both Term and Serial Bonds.

[2] Based on latest available estimated rates.

[3] A summary of all Bonds Outstanding is as follows:

	General Obligation Bonds	Revenue Bonds	Total
General Fund Types:			
General Fund	1,326,105,000	-	1,326,105,000
Proprietary Fund Types:			
Water Fund	-	1,881,065,704	1,881,065,704
Aviation Fund	-	1,366,920,000	1,366,920,000
Total Proprietary Funds	-	3,247,985,704	3,247,985,704
Total All Funds	1,326,105,000	3,247,985,704	4,574,090,704

City of Philadelphia
Budgetary Comparison Schedule
Water Operating Fund
For the Fiscal Year Ended June 30, 2012

Schedule VIII

Amounts in thousands of USD

	Budgeted Amounts			Final Budget to Actual Positive (Negative)
	Original	Final	Actual	
Revenues				
Locally Generated Non-Tax Revenue	567,080	563,661	560,312	(3,349)
Revenue from Other Governments	3,000	2,600	3,192	592
Revenue from Other Funds	70,160	57,675	28,985	(28,690)
Total Revenues	640,240	623,936	592,489	(31,447)
Expenditures and Encumbrances				
Personal Services	113,259	113,259	100,907	12,352
Pension Contributions	52,672	52,809	48,613	4,196
Other Employee Benefits	43,130	42,993	38,395	4,598
Sub-Total Employee Compensation	209,061	209,061	187,915	21,146
Purchase of Services	144,339	144,339	129,135	15,204
Materials and Supplies	46,993	45,740	42,726	3,014
Equipment	5,263	6,516	3,187	3,329
Contributions, Indemnities and Taxes	6,603	6,603	3,047	3,556
Debt Service	196,177	196,177	192,423	3,754
Payments to Other Funds	51,804	51,804	54,858	(3,054)
Total Expenditures and Encumbrances	660,240	660,240	613,291	46,949
Operating Surplus (Deficit) for the Year	(20,000)	(36,304)	(20,802)	15,502
Fund Balance Available for Appropriation, July 1, 2011	-	-	-	-
Operations in Respect to Prior Fiscal Years				
Commitments Cancelled - Net	20,000	20,000	20,802	802
Adjusted Fund Balance, July 1, 2011	20,000	20,000	20,802	802
Fund Balance Available for Appropriation, June 30, 2012	-	(16,304)	-	16,304

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City of Philadelphia
Budgetary Comparison Schedule
Water Residual Fund
For the Fiscal Year Ended June 30, 2012

Schedule IX

Amounts in thousands of USD

	Budgeted Amounts			Final Budget to Actual Positive (Negative)
	Original	Final	Actual	
Revenues				
Locally Generated Non-Tax Revenue	-	-	123	123
Revenue from Other Funds	22,893	23,108	18,390	(4,718)
Total Revenues	22,893	23,108	18,513	(4,595)
Expenditures and Encumbrances				
Payments to Other Funds	32,538	32,538	8,782	23,756
Total Expenditures and Encumbrances	32,538	32,538	8,782	23,756
Operating Surplus (Deficit) for the Year	(9,645)	(9,430)	9,731	19,161
Fund Balance Available for Appropriation, July 1, 2011	15,383	34,913	34,913	-
Fund Balance Available for Appropriation, June 30, 2012	5,738	25,483	44,644	19,161

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City of Philadelphia
Budgetary Comparison Schedule
County Liquid Fuels Tax Fund
For the Fiscal Year Ended June 30, 2012

Schedule X

Amounts in thousands of USD

	Budgeted Amounts			Final Budget to Actual Positive (Negative)
	Original	Final	Actual	
Revenues				
Revenue from Other Governments	4,950	4,950	5,186	236
Total Revenues	4,950	4,950	5,186	236
Expenditures and Encumbrances				
Personal Services	3,734	3,734	3,734	-
Purchase of Services	861	861	856	5
Materials and Supplies	256	256	255	1
Equipment	80	80	78	2
Payments to Other Funds	19	19	19	-
Total Expenditures and Encumbrances	4,950	4,950	4,942	8
Operating Surplus (Deficit) for the Year	-	-	244	244
Fund Balance Available for Appropriation, July 1, 2011	2,013	2,035	2,035	-
Operations in Respect to Prior Fiscal Years				
Commitments Cancelled - Net	25	25	73	48
Adjusted Fund Balance, July 1, 2011	2,038	2,060	2,108	48
Fund Balance Available for Appropriation, June 30, 2012	2,038	2,060	2,352	292

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City of Philadelphia
Budgetary Comparison Schedule
Special Gasoline Tax Fund
For the Fiscal Year Ended June 30, 2012

Schedule XI

Amounts in thousands of USD

	Budgeted Amounts			Final Budget to Actual Positive (Negative)
	Original	Final	Actual	
Revenues				
Locally Generated Non-Tax Revenue	32	20	3	(17)
Revenue from Other Governments	23,673	24,579	24,601	22
Total Revenues	23,705	24,599	24,604	5
Expenditures and Encumbrances				
Personal Services	3,000	3,000	3,000	-
Pension Contributions	500	500	500	-
Other Employee Benefits	500	500	500	-
Sub-Total Employee Compensation	4,000	4,000	4,000	-
Purchase of Services	15,458	15,185	15,185	-
Materials and Supplies	3,801	3,468	3,445	23
Equipment	590	1,196	1,196	-
Contributions, Indemnities and Taxes	15	15	15	-
Total Expenditures and Encumbrances	23,864	23,864	23,841	23
Operating Surplus (Deficit) for the Year	(159)	735	763	28
Fund Balance Available for Appropriation, July 1, 2011	14,074	15,575	15,575	-
Operations in Respect to Prior Fiscal Years				
Commitments Cancelled - Net	150	150	169	19
Adjusted Fund Balance, July 1, 2011	14,224	15,725	15,744	19
Fund Balance Available for Appropriation, June 30, 2012	14,065	16,460	16,507	47

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City of Philadelphia
Budgetary Comparison Schedule
Hotel Room Rental Tax Fund
For the Fiscal Year Ended June 30, 2012

Schedule XII

Amounts in thousands of USD

	Budgeted Amounts			Final Budget to Actual Positive (Negative)
	Original	Final	Actual	
Revenues				
Taxes	42,500	47,000	47,651	651
Locally Generated Non-Tax Revenue	2	2	2	-
Total Revenues	42,502	47,002	47,653	651
Expenditures and Encumbrances				
Contributions, Indemnities and Taxes	42,502	47,002	46,863	139
Total Expenditures and Encumbrances	42,502	47,002	46,863	139
Operating Surplus (Deficit) for the Year	-	-	790	790
Fund Balance Available for Appropriation, July 1, 2011	5,218	6,562	6,562	-
Fund Balance Available for Appropriation, June 30, 2012	5,218	6,562	7,352	790

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City of Philadelphia
Budgetary Comparison Schedule
Aviation Operating Fund
For the Fiscal Year Ended June 30, 2012

Schedule XIII

Amounts in thousands of USD

	Budgeted Amounts			Final Budget to Actual Positive (Negative)
	Original	Final	Actual	
Revenues				
Locally Generated Non-Tax Revenue	381,134	293,482	293,763	281
Revenue from Other Governments	3,000	4,493	4,493	-
Revenue from Other Funds	2,000	2,059	947	(1,112)
Total Revenues	386,134	300,034	299,203	(831)
Expenditures and Encumbrances				
Personal Services	65,561	65,561	57,719	7,842
Pension Contributions	25,595	25,777	25,440	337
Other Employee Benefits	17,264	18,082	16,271	1,811
Sub-Total Employee Compensation	108,420	109,420	99,430	9,990
Purchase of Services	115,274	115,274	95,429	19,845
Materials and Supplies	8,757	8,957	7,836	1,121
Equipment	9,290	9,090	1,337	7,753
Contributions, Indemnities and Taxes	5,167	5,167	1,899	3,268
Debt Service	130,853	129,853	103,178	26,675
Payments to Other Funds	21,373	21,373	20,135	1,238
Total Expenditures and Encumbrances	399,134	399,134	329,244	69,890
Operating Surplus (Deficit) for the Year	(13,000)	(99,100)	(30,041)	69,059
Fund Balance Available for Appropriation, July 1, 2011	10,341	80,140	80,140	-
Operations in Respect to Prior Fiscal Years				
Commitments Cancelled - Net	15,000	10,000	14,581	4,581
Adjusted Fund Balance, July 1, 2011	25,341	90,140	94,721	4,581
Fund Balance Available for Appropriation, June 30, 2012	12,341	(8,960)	64,680	73,640

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City of Philadelphia
Budgetary Comparison Schedule
Community Development Fund
For the Fiscal Year Ended June 30, 2012

Schedule XIV

Amounts in thousands of USD

	Budgeted Amounts			Final Budget to Actual Positive (Negative)
	Original	Final	Actual	
Revenues				
Locally Generated Non-Tax Revenue	250	250	12,477	12,227
Revenue from Other Governments	107,762	87,207	35,955	(51,252)
Total Revenues	108,012	87,457	48,432	(39,025)
Other Sources				
Decrease in Financed Reserves	-	-	1,029	1,029
Total Revenues and Other Sources	108,012	87,457	49,461	(37,996)
Expenditures and Encumbrances				
Personal Services	7,525	7,525	4,718	2,807
Pension Contributions	2,608	3,085	1,838	1,247
Other Employee Benefits	2,381	1,904	1,214	690
Sub-Total Employee Compensation	12,514	12,514	7,770	4,744
Purchase of Services	74,928	74,928	53,578	21,350
Materials and Supplies	206	245	169	76
Equipment	334	295	74	221
Payments to Other Funds	30	30	25	5
Advances, Subsidies, Miscellaneous	20,000	20,000	-	20,000
Total Expenditures and Encumbrances	108,012	108,012	61,616	46,396
Operating Surplus (Deficit) for the Year	-	(20,555)	(12,155)	8,400
Fund Balance Available for Appropriation, July 1, 2011	-	(4,045)	(4,045)	-
Operations in Respect to Prior Fiscal Years				
Commitments Cancelled - Net	-	-	9,715	9,715
Prior Period Adjustments	-	4,045		(4,045)
Adjusted Fund Balance, July 1, 2011	-	-	5,670	5,670
Fund Balance Available for Appropriation, June 30, 2012	-	(20,555)	(6,485)	14,070

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City of Philadelphia
Budgetary Comparison Schedule
Car Rental Tax Fund
For the Fiscal Year Ended June 30, 2012

Schedule XV

Amounts in thousands of USD

	Budgeted Amounts			Final Budget to Actual Positive (Negative)
	Original	Final	Actual	
Revenues				
Taxes	5,000	5,200	5,166	(34)
Locally Generated Non-Tax Revenue	5	3	7	4
Total Revenues	5,005	5,203	5,173	(30)
Expenditures and Encumbrances				
Purchase of Services	5,000	5,000	5,000	-
Total Expenditures and Encumbrances	5,000	5,000	5,000	-
Operating Surplus (Deficit) for the Year	5	203	173	(30)
Fund Balance Available for Appropriation, July 1, 2011	5,211	6,263	6,263	-
Fund Balance Available for Appropriation, June 30, 2012	5,216	6,466	6,436	(30)

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City of Philadelphia
Budgetary Comparison Schedule
Housing Trust Fund
For the Fiscal Year Ended June 30, 2012

Schedule XVI

Amounts in thousands of USD

	Budgeted Amounts			Final Budget to Actual Positive (Negative)
	Original	Final	Actual	
Revenues				
Locally Generated Non-Tax Revenue	7,905	8,385	8,569	184
Revenue from Other Funds	-	-	-	-
Total Revenues	7,905	8,385	8,569	184
Expenditures and Encumbrances				
Personal Services	600	600	413	187
Purchase of Services	15,400	15,400	14,862	538
Total Expenditures and Encumbrances	16,000	16,000	15,275	725
Operating Surplus (Deficit) for the Year	(8,095)	(7,615)	(6,706)	909
Fund Balance Available for Appropriation, July 1, 2011	4,249	7,099	7,100	1
Operations in Respect to Prior Fiscal Years				
Commitments Cancelled - Net	6,000	4,000	1,535	(2,465)
Adjusted Fund Balance, July 1, 2011	10,249	11,099	8,635	(2,464)
Fund Balance Available for Appropriation, June 30, 2012	2,154	3,484	1,929	(1,554)

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City of Philadelphia
Budgetary Comparison Schedule
General Capital Improvement Funds
For the Fiscal Year Ended June 30, 2012

Schedule XVII

Amounts in thousands of USD

	Budgeted Amounts			Final Budget to Actual Positive (Negative)
	Original	Final	Actual	
Revenues				
Locally Generated Non-Tax Revenue	402,486	405,329	1,205	(404,124)
Revenue from Other Governments	267,483	280,640	40,700	(239,940)
Revenue from Other Funds	-	-	4,340	4,340
Total Revenues	669,969	685,969	46,245	(639,724)
Other Sources (Uses)				
Increase in Unreimbursed Committments	-	-	4,920	4,920
Total Revenues and Other Sources	669,969	685,969	51,165	(634,804)
Expenditures and Encumbrances				
Capital Outlay	669,969	685,969	149,807	536,162
Operating Surplus (Deficit) for the Year	-	-	(98,642)	(98,642)
Fund Balance Available for Appropriation, July 1, 2011	-	-	128,626	128,626
Operations in Respect to Prior Fiscal Years				
Commitments Cancelled - Net	-	-	1,091	1,091
Revenue Adjustments - Net	-	-	218	218
Adjusted Fund Balance, July 1, 2011	-	-	129,935	129,935
Fund Balance Available for Appropriation, June 30, 2012	-	-	31,293	31,293

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City of Philadelphia
Budgetary Comparison Schedule
Acute Care Hospital Assessment Fund
For the Fiscal Year Ended June 30, 2012

Schedule XVIII

Amounts in thousands of USD

	Budgeted Amounts			Final Budget to Actual Positive (Negative)
	Original	Final	Actual	
Revenues				
Tax Revenue	142,000	142,000	139,531	(2,469)
Total Revenues	142,000	142,000	139,531	(2,469)
Other Sources				
Decrease in Unreimbursed Committments	-	-	(74)	(74)
Total Revenues and Other Sources	142,000	142,000	139,457	(2,543)
Expenditures and Encumbrances				
Personal Services	4,110	4,110	2,508	1,602
Pension Contributions	116	116	110	6
Other Employee Benefits	71	71	64	7
Sub-Total Employee Compensation	4,297	4,297	2,682	1,615
Purchase of Services	137,548	137,548	132,574	4,974
Equipment	5	5	-	5
Payments to Other Funds	3,500	3,500	3,500	-
Total Expenditures and Encumbrances	145,350	145,350	138,756	6,594
Operating Surplus (Deficit) for the Year	(3,350)	(3,350)	701	4,051
Fund Balance Available for Appropriation, July 1, 2011	5,435	8,770	8,770	-
Fund Balance Available for Appropriation, June 30, 2012	2,085	5,420	9,471	4,051

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City of Philadelphia
Budgetary Comparison Schedule
Parks & Recreation Program Facilities Fund
For the Fiscal Year Ended June 30, 2012

Schedule XIX

Amounts in thousands of USD

	Budgeted Amounts			Final Budget to Actual Positive (Negative)
	Original	Final	Actual	
Revenues				
Locally Generated Non-Tax Revenue	136	136	-	(136)
Total Revenues	136	136	-	(136)
Expenditures and Encumbrances				
Purchase of Services	136	136	-	136
Total Expenditures and Encumbrances	136	136	-	136
Operating Surplus (Deficit) for the Year	-	-	-	-
Fund Balance Available for Appropriation, July 1, 2011	-	-	-	-
Fund Balance Available for Appropriation, June 30, 2012	-	-	-	-

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City of Philadelphia **Schedule XX**

Schedule of Budgetary Actual and Estimated Revenues and Obligations

General Fund *Amounts in thousands of USD*

For the Fiscal Year Ended June 30, 2012 (with comparative actual amounts for the Fiscal Year Ended June 30, 2011)

	Budgeted Amounts			Final Budget to Actual		
	Original	Final	FY 2012 Actual	Positive (Negative)	FY 2011 Actual	Increase (Decrease)
Revenue						
Taxes						
Real Property Tax:						
Current	449,243	463,456	464,420	964	454,747	9,673
Prior Years	37,500	35,000	36,301	1,301	27,978	8,323
Total Real Property Tax	486,743	498,456	500,721	2,265	482,725	17,996
Wage and Earnings Taxes:						
Current	1,176,577	1,158,428	1,192,221	33,793	1,127,455	64,766
Prior Years	12,000	10,000	4,102	(5,898)	6,862	(2,760)
Total Wage and Earnings Taxes	1,188,577	1,168,428	1,196,323	27,895	1,134,317	62,006
Business Taxes:						
Business Privilege Taxes:						
Current	349,320	356,370	370,189	13,819	334,996	35,193
Prior Years	20,000	35,000	19,197	(15,803)	41,950	(22,753)
Total Business Privilege Tax	369,320	391,370	389,386	(1,984)	376,946	12,440
Net Profits Tax:						
Current	14,968	9,552	12,193	2,641	5,740	6,453
Prior Years	2,500	2,500	2,928	428	3,086	(158)
Total Net Profits Tax	17,468	12,052	15,121	3,069	8,826	6,295
Total Business Taxes	386,788	403,422	404,507	1,085	385,772	18,735
Other Taxes:						
Sales Tax	256,450	250,175	253,523	3,348	244,585	8,938
Amusement Tax	21,631	21,631	21,911	280	20,767	1,144
Real Property Transfer Tax	120,852	118,352	119,364	1,012	116,644	2,720
Parking Lot Tax	74,305	73,305	70,930	(2,375)	71,596	(666)
Smokeless Tobacco	1,000	628	628	-	286	342
Miscellaneous Taxes	3,106	2,750	2,538	(212)	2,454	84
Total Other Taxes	477,344	466,841	468,894	2,053	456,332	12,562
Total Taxes	2,539,452	2,537,147	2,570,445	33,298	2,459,146	111,299
Locally Generated Non-Tax Revenue						
Rentals from Leased City Properties	5,333	5,507	5,507	-	4,357	1,150
Licenses and Permits	46,839	49,868	47,993	(1,875)	46,295	1,698
Fines, Forfeits, Penalties, Confiscated Money and Property	21,180	21,726	21,716	(10)	25,790	(4,074)
Interest Income	10,526	7,565	7,727	162	5,300	2,427
Service Charges and Fees	128,040	116,609	120,762	4,153	124,553	(3,791)
Other	48,041	50,269	52,989	2,720	73,732	(20,743)
Total Locally Generated Non-Tax Revenue	259,959	251,544	256,694	5,150	280,027	(23,333)
Revenue from Other Governments						
United States Government:						
Grants and Reimbursements	99,338	93,730	96,998	3,268	170,094	(73,096)
Commonwealth of Pennsylvania:						
Grants and Other Payments	494,741	533,938	536,806	2,868	833,676	(296,870)
Other Governmental Units	57,721	77,211	82,069	4,858	62,731	19,338
Total Revenue from Other Governments	651,800	704,879	715,873	10,994	1,066,501	(350,628)
Revenue from Other Funds	51,510	53,028	48,341	(4,687)	54,620	(6,279)
Total Revenues	3,502,721	3,546,598	3,591,353	44,755	3,860,294	(268,941)

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City of Philadelphia **Schedule XX**

Schedule of Budgetary Actual and Estimated Revenues and Obligations

General Fund *Amounts in thousands of USD*

For the Fiscal Year Ended June 30, 2012 (with comparative actual amounts for the Fiscal Year Ended June 30, 2011)

	Budgeted Amounts			Final Budget to Actual		
	Original	Final	FY 2012 Actual	Positive (Negative)	FY 2011 Actual	Increase (Decrease)
Obligations						
General Government						
City Council	15,049	15,049	13,758	1,291	13,772	(14)
Mayor's Office:						
Mayor's Office	3,787	3,764	3,514	250	3,598	(84)
Scholarships	200	200	196	4	200	(4)
Mural Arts Program	1,060	1,060	996	64	961	35
Labor Relations	552	552	517	35	457	60
MDO Office of Technology	63,944	63,248	63,272	(24)	61,348	1,924
Office of Property Assessment	11,741	9,741	7,967	1,774	5,730	2,237
Transportation	480	514	498	16	419	79
Law	13,119	15,122	14,501	621	17,114	(2,613)
Board of Ethics	810	810	683	127	681	2
Youth Commission	96	96	42	54	78	(36)
Inspector General	1,281	1,281	1,239	42	1,171	68
City Planning Commission	2,257	2,257	2,209	48	2,248	(39)
Commission on Human Relations	2,039	2,039	1,830	209	1,942	(112)
Zoning Code Commisssion	225	225	216	9	465	(249)
Arts & Culture	2,670	2,670	2,662	8	2,550	112
Board of Revision of Taxes	723	759	576	183	1,893	(1,317)
Total General Government	120,033	119,387	114,676	4,711	114,627	49
Operation of Service Departments						
Housing	3,020	4,213	4,213	-	2,251	1,962
Managing Director	22,972	23,066	21,732	1,334	15,954	5,778
Police	550,686	568,921	568,922	(1)	551,450	17,472
Streets	121,353	123,661	123,523	138	131,004	(7,481)
Fire	190,032	195,583	195,532	51	198,042	(2,510)
Public Health	110,426	107,782	107,770	12	108,923	(1,153)
Office-Behavioral Health/Mental Retardation	14,272	14,272	14,240	32	14,272	(32)
Parks and Recreation	46,326	48,381	47,344	1,037	47,084	260
Atwater Kent Museum	269	268	266	2	267	(1)
Public Property	168,833	170,496	169,143	1,353	171,142	(1,999)
Department of Human Services	111,935	103,581	103,761	(180)	543,584	(439,823)
Philadelphia Prisons	227,173	232,237	232,232	5	232,219	13
Office of Supportive Housing	36,466	38,502	38,384	118	36,368	2,016
Office of Fleet Management	53,652	56,645	55,944	701	52,173	3,771
Licenses and Inspections	21,781	22,022	21,429	593	18,381	3,048
Board of L & I Review	156	156	124	32	136	(12)
Board of Building Standards	72	72	58	14	61	(3)
Zoning Board of Adjustment	363	375	366	9	330	36
Records	4,009	4,009	3,841	168	3,982	(141)
Philadelphia Historical Commission	388	388	359	29	377	(18)
Art Museum	2,300	2,315	2,315	-	2,350	(35)
Philadelphia Free Library	33,863	33,994	33,399	595	32,549	850
Total Operations of Service Departments	1,720,347	1,750,939	1,744,897	6,042	2,162,899	(418,002)
Financial Management						
Office of Director of Finance	9,685	12,547	12,469	78	10,431	2,038
Department of Revenue	19,900	19,929	18,850	1,079	14,160	4,690
Sinking Fund Commission	223,906	201,236	201,046	190	197,918	3,128
Procurement	4,152	4,664	4,461	203	4,819	(358)
City Treasurer	905	905	825	80	761	64
Audit of City Operations	7,556	7,556	7,289	267	7,840	(551)
Total Financial Management	266,104	246,837	244,940	1,897	235,929	9,011

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City of Philadelphia **Schedule XX**

Schedule of Budgetary Actual and Estimated Revenues and Obligations

General Fund *Amounts in thousands of USD*

For the Fiscal Year Ended June 30, 2012 (with comparative actual amounts for the Fiscal Year Ended June 30, 2011)

	Budgeted Amounts			Final Budget to Actual		
	Original	Final	FY 2012 Actual	Positive (Negative)	FY 2011 Actual	Increase (Decrease)
Obligations (Continued)						
City-Wide Appropriations Under the Director of Finance						
Fringe Benefits	1,022,703	1,066,156	1,066,251	(95)	968,957	97,294
PGW Rental Reimbursement	-	-	-	-	1,700	(1,700)
Community College of Philadelphia	25,409	25,409	25,409	-	25,409	-
Legal Services	37,566	37,066	37,066	-	36,616	450
Hero Award	25	28	28	-	35	(7)
Refunds	250	-	-	-	-	-
Indemnities	33,120	14	14	-	-	14
Office of Risk Management	3,018	2,926	2,925	1	4,079	(1,154)
Witness Fees	172	141	140	1	84	56
Contribution to School District	48,930	48,930	48,930	-	38,600	10,330
Total City-Wide Under Director of Finance	1,171,193	1,180,670	1,180,763	(93)	1,075,480	105,283
Promotion and Public Relations						
City Representative	908	908	879	29	904	(25)
Commerce	18,647	18,647	18,361	286	18,323	38
Total Promotion and Public Relations	19,555	19,555	19,240	315	19,227	13
Personnel						
Civic Service Commission	170	170	167	3	168	(1)
Personnel Director	5,228	5,228	4,945	283	4,591	354
Total Personnel	5,398	5,398	5,112	286	4,759	353
Administration of Justice						
Register of Wills	3,399	3,399	3,312	87	3,239	73
District Attorney	31,055	31,310	30,888	422	30,505	383
Sheriff	13,089	15,463	15,462	1	14,230	1,232
First Judicial District	109,275	115,581	115,562	19	115,412	150
Total Administration of Justice	156,818	165,753	165,224	529	163,386	1,838
City-Wide Appropriations Under the First Judicial District						
Juror Fees	1,542	1,412	1,412	-	-	1,412
Conduct of Elections						
City Commissioners	9,104	9,179	8,611	568	8,987	(376)
Total Obligations	3,470,094	3,499,130	3,484,875	14,255	3,785,294	(300,419)
Operating Surplus (Deficit) for the Year	32,627	47,468	106,478	59,010	75,000	31,478

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City of Philadelphia **Schedule XXI**

Schedule of Budgetary Actual and Estimated Revenues and Obligations

Water Operating Fund *Amounts in thousands of USD*

For the Fiscal Year Ended June 30, 2012 (with comparative actual amounts for the Fiscal Year Ended June 30, 2011)

	Budgeted Amounts			Final Budget to Actual		
	Original	Final	FY 2012 Actual	Positive (Negative)	FY 2011 Actual	Increase (Decrease)
Revenue						
Locally Generated Non-Tax Revenue						
Sales and Charges - Current	473,606	471,594	474,478	2,884	462,404	12,074
Sales and Charges - Prior Years	42,666	42,538	34,224	(8,314)	26,883	7,341
Fire Service Connections	1,844	1,910	2,097	187	1,846	251
Surcharges	5,604	5,578	5,110	(468)	5,481	(371)
Fines and Penalties	870	735	838	103	769	69
Miscellaneous Charges	1,131	1,201	1,223	22	1,101	122
Charges to Other Municipalities	34,800	34,000	35,160	1,160	32,020	3,140
Licenses and Permits	2,185	2,201	2,398	197	2,232	166
Interest Income	850	850	246	(604)	1,530	(1,284)
Fleet Management - Sale of Vehicles & Equipment	195	185	108	(77)	92	16
Contributions from Sinking Fund Reserve	-	-	1,086	1,086	-	1,086
Reimbursement of Expenditures	173	153	438	285	88	350
Repair Loan Program	2,410	1,980	2,489	509	2,237	252
Other	746	736	417	(319)	780	(363)
Total Locally Generated Non-Tax Revenue	567,080	563,661	560,312	(3,349)	537,463	22,849
Revenue from Other Governments						
State	500	100	327	227	27	300
Federal	2,500	2,500	2,865	365	2,842	23
Total Revenue from Other Governments	3,000	2,600	3,192	592	2,869	323
Revenue from Other Funds	70,160	57,675	28,985	(28,690)	27,138	1,847
Total Revenues	640,240	623,936	592,489	(31,447)	567,470	25,019
Obligations						
Mayor's Office of Information Services	16,862	16,862	11,530	5,332	10,910	620
Public Property	3,739	3,739	3,726	13	2,500	1,226
Office of Fleet Management	8,510	8,510	7,603	907	8,255	(652)
Water Department	313,635	316,682	292,887	23,795	281,214	11,673
City-Wide Appropriation Under the Director of Finance:						
Pension Contributions	52,672	52,809	48,613	4,196	-	48,613
Other Employee Benefits	43,130	42,993	38,395	4,598	42,169	(3,774)
Contributions, Indemnities and Taxes	6,500	3,453	-	3,453	42,279	(42,279)
Department of Revenue	15,851	15,851	13,933	1,918	13,579	354
Sinking Fund Commission	196,176	196,176	193,509	2,667	185,543	7,966
Procurement Department	69	69	46	23	69	(23)
Law	3,040	3,040	2,993	47	3,177	(184)
Mayor's Office of Transportation	56	56	56	-	-	56
Total Obligations	660,240	660,240	613,291	46,949	589,695	23,596
Operating Surplus (Deficit) for the Year	(20,000)	(36,304)	(20,802)	15,502	(22,225)	1,423

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City of Philadelphia **Schedule XXII**

Schedule of Budgetary Actual and Estimated Revenues and Obligations

Aviation Operating Fund *Amounts in thousands of USD*

For the Fiscal Year Ended June 30, 2012 (with comparative actual amounts for the Fiscal Year Ended June 30, 2011)

	Budgeted Amounts			Final Budget to Actual		
	Original	Final	FY 2012 Actual	Positive (Negative)	FY 2011 Actual	Increase (Decrease)
Revenue						
Locally Generated Non-Tax Revenue						
Concessions	25,000	35,284	35,284	-	32,010	3,274
Space Rentals	142,389	97,488	97,483	(5)	104,585	(7,102)
Landing Fees	75,000	57,740	57,669	(71)	60,421	(2,752)
Parking	27,000	25,035	25,035	-	28,009	(2,974)
Car Rentals	22,000	18,273	18,274	1	17,862	412
Interest Earnings	1,200	600	666	66	352	314
Sale of Utilities	6,500	4,113	4,119	6	3,365	754
Passenger Facility Charge	35,000	31,573	31,573	-	32,353	(780)
Overseas Terminal Facility Charges	-	13	13	-	8	5
International Terminal Charge	28,000	16,274	16,349	75	17,700	(1,351)
Other	19,045	7,089	7,298	209	6,054	1,244
Total Locally Generated Non-Tax Revenue	381,134	293,482	293,763	281	302,719	(8,956)
Revenue from Other Governments						
State	-	-	-	-	102	(102)
Federal	3,000	4,493	4,493	-	1,333	3,160
Total Revenue from Other Governments	3,000	4,493	4,493	-	1,435	3,058
Revenue from Other Funds	2,000	2,059	947	(1,112)	653	294
Total Revenue	386,134	300,034	299,203	(831)	304,807	(5,604)
Obligations						
Mayor's Office of Information Services	6,295	6,295	5,684	611	5,987	(303)
Police	14,148	14,429	13,738	691	13,218	520
Fire	6,203	6,203	5,641	562	5,437	204
Public Property	26,900	26,900	26,894	6	18,400	8,494
Office of Fleet Management	8,109	8,109	3,255	4,854	3,532	(277)
City-Wide Appropriation Under the Director of Finance:						
Pension Contributions	25,595	25,777	25,441	336	21,683	3,758
Other Employee Benefits	17,264	18,082	16,271	1,811	17,979	(1,708)
Purchase of Services	4,146	4,146	2,641	1,505	2,469	172
Contributions, Indemnities and Taxes	2,512	1,148	-	1,148	-	-
Sinking Fund Commission	130,853	129,853	103,178	26,675	102,448	730
Commerce	155,144	156,227	124,759	31,468	114,241	10,518
Law	1,878	1,878	1,686	192	1,658	28
Mayor's Office of Transportation	87	87	56	31	-	56
Total Obligations	399,134	399,134	329,244	69,890	307,052	22,192
Operating Surplus (Deficit) for the Year	(13,000)	(99,100)	(30,041)	69,059	(2,245)	(27,796)

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City of Philadelphia
PENNSYLVANIA

Statistical Section

Financial Trends

These tables contain trend information to help the reader understand how the City's financial performance and well-being have changed over time.

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City of Philadelphia
Net Assets by Component
For the Fiscal Years 2003 Through 2012

Table 1

Amounts in millions of USD

(full accrual basis of accounting)

	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Governmental Activities										
Invested in Capital Assets, Net of Related Debt	286.4	175.0	241.3	248.6	161.4	206.4	(5.8)	(59.3)	(47.5)	83.9
Restricted	426.8	484.1	516.5	471.5	689.7	641.0	833.8	705.1	789.5	621.8
Unrestricted	(453.8)	(707.0)	(1,028.6)	(1,010.9)	(1,220.5)	(1,567.1)	(2,120.6)	(2,421.9)	(2,495.5)	(2,478.2)
Total Governmental Activities Net Assets	259.4	(47.9)	(270.8)	(290.8)	(369.4)	(719.7)	(1,292.6)	(1,776.1)	(1,753.5)	(1,772.5)
Business-Type Activities										
Invested in Capital Assets, Net of Related Debt	478.6	541.0	548.4	537.4	544.0	591.8	750.6	831.8	845.1	887.8
Restricted	642.1	504.0	472.0	551.9	635.1	644.1	511.2	489.3	550.6	591.8
Unrestricted	(12.7)	91.3	269.7	273.9	257.3	266.2	269.8	257.3	234.3	257.9
Total Business-Type Activities Net Assets	1,108.0	1,136.3	1,290.1	1,363.2	1,436.4	1,502.1	1,531.6	1,578.4	1,630.0	1,737.5
Primary Government										
Invested in Capital Assets, Net of Related Debt	765.0	716.0	789.7	786.0	705.4	798.2	744.8	772.5	797.6	971.7
Restricted	1,068.9	988.1	988.5	1,023.4	1,324.8	1,285.1	1,345.0	1,194.4	1,340.1	1,213.6
Unrestricted	(466.5)	(615.7)	(758.9)	(737.0)	(963.2)	(1,300.9)	(1,850.8)	(2,164.6)	(2,261.2)	(2,220.3)
Total Primary Government Net Assets	1,367.4	1,088.4	1,019.3	1,072.4	1,067.0	782.4	239.0	(197.7)	(123.5)	(35.0)

City of Philadelphia
Changes in Net Assets
For the Fiscal Years 2003 Through 2012

Table 2

Amounts in millions of USD

(full accrual basis of accounting)

	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Expenses										
Governmental Activities:										
Economic Development	127.9	127.4	89.5	89.8	92.6	116.4	116.0	145.0	92.2	96.5
Transportation:										
Streets & Highways	99.8	109.9	119.0	116.0	116.6	117.7	119.1	129.4	136.3	115.6
Mass Transit	85.9	81.3	84.9	84.5	85.1	88.3	90.5	82.7	75.2	74.0
Judiciary and Law Enforcement:										
Police	755.2	793.8	817.1	836.0	921.4	1,002.9	985.6	990.5	1,048.1	1,094.2
Prisons	223.4	237.1	250.2	268.7	293.2	311.4	339.1	343.8	340.4	336.7
Courts	253.8	277.2	284.9	287.1	304.1	321.6	318.7	312.0	315.0	326.2
Conservation of Health:										
Emergency Medical Services	29.0	30.6	34.2	35.6	36.0	37.2	36.9	47.8	53.3	48.4
Health Services	1,196.5	1,174.6	1,275.0	1,411.9	1,442.6	1,572.6	1,701.5	1,446.7	1,524.6	1,500.1
Housing and Neighborhood Development	125.2	119.0	123.0	149.5	111.2	142.1	149.1	131.3	126.1	137.7
Cultural and Recreational										
Recreation	109.5	118.4	68.3	73.3	73.4	86.2	77.3	77.0	98.7	97.3
Parks	26.2	32.6	30.2	28.9	32.6	36.6	37.7	37.9	14.0	9.0
Libraries and Museums	63.0	67.5	80.7	68.6	90.3	87.0	92.8	79.0	75.7	80.8
Improvements to General Welfare:										
Social Services	641.5	691.2	697.6	702.0	765.5	794.1	756.3	718.8	718.4	675.5
Education	57.1	58.6	61.6	59.9	64.0	65.5	67.2	65.4	64.0	74.3
Inspections and Demolitions	44.3	81.3	79.0	55.3	64.3	47.3	27.8	23.4	30.1	26.5
Service to Property:										
Sanitation	114.8	121.0	126.0	128.8	134.4	138.0	137.8	142.7	143.0	153.2
Fire	190.2	215.4	229.6	236.1	285.3	284.8	278.6	266.0	285.9	292.2
General Management and Support	524.8	576.9	519.9	574.8	568.7	636.9	684.1	683.3	561.0	678.4
Interest on Long Term Debt	130.2	98.3	138.2	136.9	149.5	95.1	214.6	174.9	136.3	112.1
Total Governmental Activities Expenses	4,798.3	5,012.1	5,108.9	5,343.7	5,630.8	5,981.7	6,230.7	5,897.6	5,838.3	5,928.7
Business-Type Activities:										
Water and Sewer	412.9	416.9	442.3	455.4	476.2	504.3	530.8	502.5	520.2	490.8
Aviation	244.5	261.0	269.5	303.1	314.3	323.1	326.2	330.1	336.0	343.1
Industrial and Commercial Development	2.2	2.5	4.7	2.1	3.7	2.1	3.0	0.1	1.9	-
Total Business-Type Activities Expenses	659.6	680.4	716.5	760.6	794.2	829.5	860.0	832.7	858.1	833.9
Total Primary Government Expenses	5,457.9	5,692.5	5,825.4	6,104.3	6,425.0	6,811.2	7,090.7	6,730.3	6,696.4	6,762.6
Program Revenues										
Governmental Activities:										
Charges for Services:										
Economic Development	0.2	6.9	0.1	-	-	-	0.3	0.1	-	1.1
Transportation:										
Streets & Highways	1.1	1.5	1.9	2.2	3.5	3.9	2.8	4.4	5.1	5.2
Mass Transit	0.6	0.5	0.5	0.6	0.6	0.5	0.4	0.5	0.6	1.3
Judiciary and Law Enforcement:										
Police	2.2	2.4	2.2	7.2	1.7	4.3	5.0	3.3	3.5	5.5
Prisons	0.4	0.5	0.4	0.4	0.3	0.3	0.4	0.5	0.5	0.9
Courts	50.9	52.5	48.4	51.5	51.5	52.7	51.8	53.4	45.6	60.6
Conservation of Health:										
Emergency Medical Services	20.1	20.7	23.1	25.0	27.7	27.6	37.5	36.8	34.7	27.5
Health Services	10.2	11.6	13.5	14.0	12.6	15.3	14.4	16.2	16.7	14.8
Housing and Neighborhood Development	18.9	12.0	10.0	22.3	45.2	25.2	31.3	20.8	23.1	28.6
Cultural and Recreational:										
Recreation	14.3	13.0	0.8	0.4	0.2	0.3	3.2	(0.1)	2.8	2.2
Parks	1.9	1.7	0.9	0.4	0.5	1.5	0.6	0.9	5.0	4.8
Libraries and Museums	0.3	0.4	0.5	0.9	0.9	0.8	1.3	0.9	1.8	1.2
Improvements to General Welfare:										
Social Services	8.8	6.9	7.6	7.4	7.3	6.4	7.6	14.4	6.8	5.2
Education	-	-	-	-	-	-	1.1	-	-	-
Inspections and Demolitions	0.5	0.8	0.7	0.7	44.4	44.9	40.3	43.9	45.5	50.0
Service to Property:										
Sanitation	1.8	2.0	2.1	1.8	-	3.1	2.9	2.0	11.6	15.9
Fire	0.1	0.1	0.5	0.4	0.7	0.2	0.7	0.3	0.5	0.3
General Management and Support	150.7	138.2	130.8	179.1	107.5	110.6	131.9	127.9	136.6	139.7
Interest on Long Term Debt	-	-	-	-	-	-	-	-	9.2	0.3
Operating Grants and Contributions	1,907.2	1,958.7	2,067.2	2,142.1	2,204.9	2,339.9	2,438.1	2,050.4	2,223.5	2,102.1
Capital Grants and Contributions	17.3	19.6	9.1	21.4	15.8	10.0	35.0	46.9	32.1	43.2
Total Governmental Activities Program Revenues	2,207.5	2,250.0	2,320.3	2,477.8	2,525.3	2,647.5	2,806.6	2,423.5	2,605.2	2,510.4

City of Philadelphia
Changes in Net Assets
For the Fiscal Years 2003 Through 2012

Table 2

Amounts in millions of USD

(full accrual basis of accounting)

	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Business-Type Activities:										
Charges for Services:										
Water and Sewer	385.4	401.6	450.6	470.8	493.6	503.3	499.7	552.4	558.5	598.3
Aviation	230.5	251.9	278.4	295.0	309.2	303.2	251.7	240.0	258.1	263.2
Industrial and Commercial Development	1.2	1.2	1.1	1.2	1.5	1.5	0.5	0.3	0.5	0.4
Operating Grants and Contributions	8.9	4.8	2.0	2.5	2.8	5.4	2.6	6.1	4.8	3.5
Capital Grants and Contributions	17.8	21.0	20.7	25.3	22.4	36.6	109.4	90.5	105.9	91.6
Total Business-Type Activities Program Revenues	643.8	680.5	752.8	794.8	829.5	850.0	863.9	889.3	927.8	957.0
Total Primary Government Revenues	2,851.3	2,930.5	3,073.1	3,272.6	3,354.8	3,497.5	3,670.5	3,312.8	3,533.0	3,467.4
Net (Expense)/Revenue										
Governmental Activities	(2,590.8)	(2,762.1)	(2,788.6)	(2,865.9)	(3,105.5)	(3,334.2)	(3,424.1)	(3,474.1)	(3,233.1)	(3,418.3)
Business-Type Activities	(15.8)	0.1	36.3	34.2	35.3	20.5	3.9	56.6	69.7	123.1
Total Primary Government Net Expense	(2,606.6)	(2,762.0)	(2,752.3)	(2,831.7)	(3,070.2)	(3,313.7)	(3,420.2)	(3,417.5)	(3,163.4)	(3,295.2)
General Revenues and Other Changes in Net Assets										
Governmental Activities:										
Taxes:										
Property Taxes	362.7	374.4	381.8	386.3	399.2	401.3	409.2	400.8	506.6	500.8
Wage & Earnings Taxes	1,301.9	1,345.9	1,373.0	1,424.9	1,498.5	1,524.5	1,465.5	1,448.5	1,504.6	1,551.7
Business Taxes	306.9	319.2	367.9	430.2	453.7	414.5	407.6	385.2	364.2	399.2
Other Taxes	294.7	342.1	406.4	457.7	460.3	457.0	435.0	578.3	645.8	663.6
Unrestricted Grants & Contributions	61.2	47.1	84.3	81.7	104.1	104.7	107.8	171.4	173.8	223.2
Interest & Investment Earnings	57.5	26.0	32.9	60.2	81.8	65.3	46.1	25.5	35.8	33.3
Special Items	(99.3)	-	-	-	-	-	-	-	-	-
Transfers	4.1	-	4.4	5.0	4.9	4.9	4.2	28.3	24.9	27.5
Total Governmental Activities	2,289.7	2,454.7	2,650.7	2,846.0	3,002.5	2,972.2	2,875.4	3,038.0	3,255.7	3,399.3
Business-Type Activities:										
Interest & Investment Earnings	33.5	6.6	15.8	43.8	45.7	48.7	22.9	7.7	6.9	9.0
Unrestricted Grants & Contributions	-	-	-	-	-	-	-	-	-	2.9
Transfers	(4.1)	-	(4.4)	(4.9)	(4.9)	(4.9)	(4.2)	(28.3)	(24.9)	(27.5)
Total Business-Type Activities	29.4	6.6	11.4	38.9	40.8	43.8	18.7	(20.6)	(18.0)	(15.6)
Total Primary Government	2,319.1	2,461.3	2,662.1	2,884.9	3,043.3	3,016.0	2,894.1	3,017.4	3,237.7	3,383.7
Change in Net Assets										
Governmental Activities	(301.1)	(307.4)	(137.9)	(19.9)	(103.0)	(362.0)	(548.7)	(436.1)	22.6	(19.0)
Business-Type Activities	13.6	6.7	47.7	73.1	76.1	64.3	22.6	36.0	51.7	107.5
Total Primary Government	(287.5)	(300.7)	(90.2)	53.2	(26.9)	(297.7)	(526.1)	(400.1)	74.3	88.5

City of Philadelphia
Fund Balances
Governmental Funds
For the Fiscal Years 2003 Through 2012

Table 3

Amounts in millions of USD

(modified accrual basis of accounting)

	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
General Fund										
Non-spendable:	-	-	-	-	-	-	-	-	-	-
Restricted for:										
Central Library Project	-	-	-	10.0	4.8	4.9	4.7	2.3	2.3	2.3
Stadium Financing	102.8	18.7	4.3	6.0	6.4	0.1	1.7	0.6	0.3	0.5
Cultural & Commercial Corridor Project	-	-	-	-	143.3	122.5	89.8	30.8	19.2	15.3
Long Term Loan	45.0	45.0	45.0	45.0	45.0	22.5	-	-	-	-
Committed to:										
Encumbrances	93.1	88.5	141.5	132.4	135.6	108.8	102.8	-	-	-
General Fund	-	-	-	-	-	-	-	87.9	-	-
Assigned to:	-	-	-	-	-	-	-	-	-	70.5
Unassigned:	(7.9)	(148.1)	(36.4)	111.2	152.7	(24.3)	(274.6)	(251.8)	(45.7)	-
Total General Fund:	233.0	4.1	154.3	304.5	487.8	234.4	(75.6)	(130.2)	(23.9)	88.6
All Other Governmental Funds										
Non-spendable:										
Permanent Fund (Principal)	-	-	-	-	-	-	-	-	2.6	2.6
Restricted for:										
Behavioral Health	30.8	36.9	61.5	196.0	192.9	177.8	188.7	171.0	250.1	230.7
Neighborhood Revitalization	139.1	87.4	173.6	130.1	99.9	77.8	74.6	73.1	61.3	51.6
Public Safety Emergency Phone System	6.3	8.4	6.8	16.7	21.7	28.7	38.8	40.4	36.9	29.6
Economic Development	-	-	-	-	-	-	-	-	6.6	10.3
Intergovernmental Financing	28.7	30.6	31.7	26.8	24.5	18.6	12.1	7.9	21.1	21.7
Intergovernmentally Financed Pgms	-								24.5	18.9
Streets & Highways	0.9	2.2	2.8	4.0	7.5	12.8	16.8	16.8	18.3	23.2
Housing & Neighborhood Development	-	-	-	-	-	-	-	-	10.5	10.5
Health Services	-	-	-	-	-	-	4.0	10.8	8.8	9.5
Debt Service	93.3	88.3	88.1	84.3	92.3	80.9	79.1	76.6	82.8	82.4
Capital Improvements	-	80.9	-	-	103.0	21.0	196.1	152.2	267.7	128.5
Trust Purposes	6.8	7.1	7.4	7.8	8.9	8.3	6.4	4.7	8.1	8.3
Parks & Recreation	-	-	-	-	-	-	-	-	0.3	0.4
Libraries & Museums	-	-	-	-	-	-	-	-	0.1	0.1
Stadium Financing	-	-	-	-	-	-	-	-	6.3	6.4
Committed to:										
Capital Improvements	101.5	77.8	76.5	76.0	56.7	61.7	62.5	37.9	-	-
Economic Development	-	-	-	-	-	-	-	6.5	-	-
Housing & Neighborhood Development	-	-	-	9.6	15.9	17.4	18.6	15.2	-	-
Debt Service	6.1	5.7	6.5	4.9	5.2	5.7	5.6	7.9	-	-
Trust Purposes	3.4	5.0	5.6	6.9	9.2	9.1	8.0	7.7	-	-
Intergovernmental Financing	53.1	44.9	43.6	50.1	53.3	52.2	62.6	36.2	-	-
Social Services	-	-	-	-	-	-	-	-	-	0.0
Prisons	-	-	-	-	-	-	-	-	3.6	4.2
Parks & Recreation	-	-	-	-	-	-	-	-	0.5	0.9
Assigned to:										
Behavioral Health	-	144.0	134.7	-	28.4	40.5	-	42.5	-	-
PICA Rebate Fund	3.2	3.9	5.7	6.5	7.0	7.4	8.0	7.5	-	-
PMA	0.1	0.1	0.2	0.2	0.2	0.2	0.2	0.2	-	-
Unassigned:										
Community Behavioral Health	116.1	-	-	(24.8)	-	-	(5.4)	-	-	-
Housing & Neighborhood Dev	(8.8)	(6.6)	(8.0)	(5.5)	(3.9)	(3.2)	(5.0)	(4.0)	(4.0)	(6.5)
Parks & Recreation	-	-	-	-	-	-	-	-	-	-
Grants Revenue Fund	(55.3)	(53.9)	(43.3)	(51.2)	(26.2)	(23.0)	(36.7)	(39.0)	(34.3)	(175.1)
Capital Improvement	(98.1)	-	(6.3)	(67.1)	-	-	-	-	-	-
Total All Other Governmental Funds	427.2	562.6	587.1	471.3	696.3	594.2	734.9	672.1	771.7	458.1

[1] Effective April 15, 2003, the City implemented a change to the basis on which the Business Privilege Tax is collected requiring an estimated payment applicable to the next year's tax liability.
A portion of these estimated tax payments are deferred in the general fund beginning in FY2003 because the underlying events had not occured.

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City of Philadelphia
Changes in Fund Balances
Governmental Funds
For the Fiscal Years 2003 Through 2012

Table 4

Amounts in millions of USD

(modified accrual basis of accounting)

	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Revenues										
Tax Revenue	2,253.8	2,379.0	2,535.2	2,708.5	2,805.1	2,781.8	2,705.2	2,812.3	2,995.0	3,112.5
Locally Generated Non-Tax Revenue	339.8	280.0	265.2	354.5	381.7	349.7	349.3	302.7	370.6	336.5
Revenue from Other Governments	2,049.5	1,922.3	2,242.0	2,223.2	2,376.6	2,468.4	2,564.9	2,323.4	2,366.4	2,226.1
Other Revenues	17.3	18.5	16.7	15.3	17.1	17.9	49.6	33.1	25.8	27.5
Total Revenues	4,660.4	4,599.8	5,059.1	5,301.5	5,580.5	5,617.8	5,669.0	5,471.5	5,757.8	5,702.6
Expenditures										
Current Operating:										
Economic Development	170.4	157.0	92.7	81.5	85.5	112.3	107.0	135.1	82.6	88.9
Transportation:										
Streets & Highways	78.1	75.9	77.7	78.8	89.2	89.7	89.9	91.1	87.4	75.6
Mass Transit	57.5	52.9	56.6	56.7	58.1	61.7	63.7	65.2	67.1	67.7
Judiciary and Law Enforcement:										
Police	727.3	752.0	770.9	798.0	860.2	951.9	933.9	882.7	955.9	1,020.0
Prisons	214.3	224.5	241.3	256.6	278.1	298.2	326.9	315.2	315.9	318.2
Courts	246.5	267.8	276.9	278.2	292.3	311.1	310.5	288.1	294.9	312.3
Conservation of Health:										
Emergency Medical Services	28.4	29.7	33.3	34.8	34.9	36.0	36.2	45.0	50.7	46.7
Health Services	1,192.7	1,170.3	1,271.1	1,407.7	1,436.8	1,567.6	1,695.0	1,436.5	1,514.8	1,492.7
Housing and Neighborhood Development	120.7	119.0	122.9	147.9	109.2	141.9	148.4	131.2	126.1	133.8
Cultural and Recreational:										
Recreation	94.0	65.7	58.3	59.8	62.2	74.3	65.1	58.4	82.9	85.9
Parks	24.2	23.8	23.7	23.4	26.3	28.9	31.8	26.9	5.8	6.1
Libraries and Museums	64.4	61.1	68.2	70.2	83.2	84.2	81.0	68.8	68.7	71.9
Improvements to General Welfare:										
Social Services	636.1	683.4	689.1	695.9	756.7	778.2	743.1	699.7	701.8	674.3
Education	57.1	58.6	61.5	59.9	64.0	65.5	67.2	65.4	64.0	74.3
Inspections and Demolitions	46.6	83.6	81.2	59.8	63.0	46.3	33.1	27.3	34.8	32.2
Service to Property:										
Sanitation	111.5	117.8	122.0	125.6	129.5	132.9	134.6	130.6	133.9	146.2
Fire	188.0	203.0	217.8	225.8	267.6	276.4	266.9	237.6	258.1	267.8
General Management and Support	450.9	472.4	477.1	537.5	563.7	618.4	693.8	615.0	568.5	619.1
Capital Outlay	162.2	126.0	103.1	97.9	92.3	105.8	126.9	148.9	134.9	202.0
Debt Service:										
Principal	106.8	105.7	95.8	86.2	91.5	94.1	87.6	89.7	91.4	103.2
Interest	112.3	101.6	101.0	99.9	103.4	100.0	105.7	96.7	105.6	105.2
Bond Issuance Cost	-	9.2	3.9	-	5.0	24.2	8.5	23.5	2.2	1.6
Capital Lease Principal	-	-	-	-	-	-	-	-	-	-
Capital Lease Interest	-	-	-	-	-	-	-	-	-	-
Total Expenditures	4,890.0	4,961.0	5,046.1	5,282.1	5,552.7	5,999.6	6,156.8	5,678.6	5,748.0	5,945.7
Excess of Revenues Over (Under) Expenditures	(229.6)	(361.2)	13.0	19.4	27.8	(381.8)	(487.8)	(207.1)	9.8	(243.1)
Other Financing Sources (Uses)										
Issuance of Debt	165.5	487.7	157.3	10.0	353.1	1,303.8	262.9	207.0	139.1	12.6
Issuance of Refunding Debt	-	-	-	-	-	-	354.9	337.0	114.6	112.6
Bond Issuance Premium	-	4.8	-	-	13.8	31.1	26.7	24.3	5.0	16.6
Proceeds from Lease & Service Agreements	-	10.9	-	-	-	-	(3.1)	(1.0)	28.1	-
Bond Defeasance	(165.4)	(233.1)	-	-	-	(1,313.7)	(326.9)	(504.0)	(117.6)	(127.3)
Transfers In	449.4	442.9	581.4	433.1	460.1	465.2	574.5	558.1	583.1	600.8
Transfers Out	(445.2)	(442.9)	(577.0)	(428.1)	(455.1)	(460.2)	(570.3)	(529.7)	(558.1)	(573.3)
Total Other Financing Sources (Uses)	4.3	270.3	161.7	15.0	371.9	26.2	318.7	91.7	194.2	42.0
Special Items										
Business Privilage Tax Adjustment	(99.3)	-	-	-	-	-	-	-	-	-
Net Change in Fund Balances	(324.6)	(90.9)	174.7	34.4	399.7	(355.6)	(169.1)	(115.4)	204.0	(201.1)
Debt Service as a Percentage of Non-capital Expenditures	4.7%	4.3%	4.0%	3.6%	3.6%	3.3%	3.2%	3.4%	3.5%	3.6%

[1] Effective April 15, 2003, the City implemented a change to the basis on which the Business Privilege Tax is collected requiring an estimated payment applicable to the next year's tax liability. $157.9 million of these estimated tax payments were deferred in the general fund in FY2012 because the underlying events had not occured.

City of Philadelphia
Comparative Schedule of Operations
Municipal Pension Fund
For the Fiscal Years 2003 through 2012

Table 5

Amounts in millions of USD

	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Additions:										
Contributions:										
Employee Contributions	52.5	50.5	49.3	48.9	49.2	51.7	54.0	51.6	52.7	50.0
Employer's:										
City of Philadelphia	174.6	196.6	290.6	321.3	419.2	412.4	440.0	297.4	455.8	539.8
Quasi-Governmental Agencies	5.2	6.2	8.6	10.4	13.1	14.5	15.4	15.1	14.2	16.2
Total Employer's Contributions	179.8	202.8	299.2	331.7	432.3	426.9	455.4	312.5	470.1	556.0
Total Contributions	232.3	253.3	348.5	380.6	481.5	478.6	509.4	364.1	522.8	606.0
Interest & Dividends	74.4	68.4	74.6	65.1	80.3	97.1	75.6	70.5	79.5	86.2
Net Gain (Decline) in Fair Value of Investments	(3.9)	526.6	306.2	386.4	684.7	(322.0)	(945.6)	381.2	618.5	(57.7)
(Less) Investment Expenses	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	(13.3)
Net Securities Lending Revenue	1.0	0.8	0.9	0.7	1.1	7.4	5.7	1.9	1.5	2.1
Securities Lending Unrealized Loss	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	(1.9)
(Less) Securities Lending Expenses	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	(0.9)
Net Investment Income (Loss)	71.5	595.8	381.7	452.2	766.1	(217.5)	(864.3)	453.6	699.5	14.5
Miscellaneous Operating Revenue	2.4	1.3	0.4	2.1	2.1	1.1	1.0	0.7	1.4	0.0
Total Additions	306.2	850.4	730.6	834.9	1,249.7	262.2	(353.9)	818.4	1,223.7	620.5
Deductions:										
Pension Benefits	462.3	657.5	590.6	608.6	655.8	725.7	681.1	680.1	681.9	706.2
Refunds to Members	4.9	4.1	4.6	4.8	4.5	4.2	4.8	4.5	5.1	6.5
Administrative Costs	6.6	6.4	6.8	6.7	6.7	7.6	8.4	8.1	8.0	0.0
Other Operating Expenses	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	15.2
Total Deductions	473.8	668.0	602.0	620.1	667.0	737.5	694.3	692.7	695.0	727.9
Net Increase (Decrease)	(167.6)	182.4	128.6	214.8	582.7	(475.3)	(1,048.2)	125.7	528.7	(107.4)
Net Assets: Adjusted Opening	3,958.5	3,790.8	3,973.2	4,101.8	4,316.6	4,899.3	4,424.0	3,375.9	3,501.6	4,030.2
Closing	3,790.8	3,973.2	4,101.8	4,316.6	4,899.3	4,424.0	3,375.9	3,501.6	4,030.2	3,922.8
Ratios:										
Pension Benefits Paid as a Percent of:										
Net Members Contributions	971.22%	1417.03%	1321.25%	1380.05%	1467.11%	1527.79%	1383.30%	1443.95%	1432.56%	1623.45%
Closing Net Assets	12.20%	16.55%	14.40%	14.10%	13.39%	16.40%	20.18%	19.42%	16.92%	18.00%
Coverage of Additions over Deductions	64.63%	127.31%	121.36%	134.64%	187.36%	35.55%	-50.97%	118.15%	176.07%	85.25%
Investment Earnings as % of Pension Benefits	15.47%	90.62%	64.63%	74.30%	116.82%	-29.97%	-126.90%	66.70%	102.58%	2.05%

City of Philadelphia
Wage and Earnings Tax Taxable Income
For the Calendar Years 2002 Through 2011

Table 6

Amounts in millions of USD

	City Residents			Non-City Residents				
Year	Taxable Income	% of Total	Direct Rate [1,2]	Taxable Income	% of Total	Direct Rate [1, 2]	Total Taxable Income	Total Direct Rate
2002	17,615.6	59.54%	4.51930%	11,969.4	40.46%	3.92950%	29,585.0	4.28068%
2003	18,073.7	58.86%	4.48130%	12,635.0	41.14%	3.89640%	30,708.7	4.24064%
2004	18,428.5	58.31%	4.46250%	13,175.0	41.69%	3.88010%	31,603.5	4.21971%
2005	19,177.8	58.14%	4.33100%	13,805.0	41.86%	3.81970%	32,982.8	4.11699%
2006	20,194.0	57.85%	4.30100%	14,715.3	42.15%	3.77160%	34,909.3	4.07784%
2007	21,051.3	57.33%	4.26000%	15,670.2	42.67%	3.75570%	36,721.5	4.04480%
2008	22,013.7	57.19%	4.09950%	16,479.4	42.81%	3.63170%	38,493.1	3.89923%
2009	21,805.5	57.38%	3.92980%	16,197.3	42.62%	3.49985%	38,002.8	3.74655%
2010	22,163.9	57.02%	3.92980%	16,708.3	42.98%	3.49910%	38,872.2	3.74467%
2011	22,673.5	56.95%	3.92880%	17,141.1	43.05%	3.49985%	39,814.6	3.74413%

Note:
The Wage and Earnings Tax is a tax on salaries, wages and commissions and other compensation paid to an employee who is employed by or renders services to an employer. All Philadelphia residents owe this tax regardless of where they perform services. Non-residents who perform services in Philadelphia must also pay this tax.

[1] For the years 2000 through 2003 the rate changed on July 1st. For those years the direct rate is an average of the two rates involved during the calendar year.

[2] In 2008 and 2009, the rate changed on January 1st and July 1st. The direct rate is an average of the two rates involved during that calendar year.

City of Philadelphia
Direct and Overlapping Tax Rates
For the Ten Fiscal Years 2003 through 2012

Table 7

Tax Classification	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Wage and Earnings Tax:										
a City Residents	4.5000%	4.4625%	4.3310% [b]	4.3010% [b]	4.2600% [b]	4.2190% [b]	3.9300% [b]	3.9296% [b]	3.9280% [b]	3.9280%
Non-City Residents	3.9127%	3.8801%	3.8197% [b]	3.7716% [b]	3.7557% [b]	3.7242% [b]	3.5000% [b]	3.4997% [b]	3.4985% [b]	3.4985%
Wage and Earnings Tax is a tax on salaries, wages and commissions and other compensation paid to an employee who is employed by or renders services to an employer. All Philadelphia residents owe this tax regardless of where they perform services. Non-residents who perform services in Philadelphia must also pay this tax										
[d] **Real Property: (% on Assessed Valuation)**										
City	3.474%	3.474%	3.474%	3.474%	3.474%	3.305%	3.305%	3.305%	4.123%	4.123%
School District of Philadelphia	4.790%	4.790%	4.790%	4.790%	4.790%	4.959%	4.959%	4.959%	4.959%	5.309%
Total Real Property Tax	8.264%	8.264%	8.264%	8.264%	8.264%	8.264%	8.264%	8.264%	9.082%	9.432%
[e] Assessment Ratio	30.12%	30.02%	29.70%	29.69%	29.24%	29.22%	28.86%	28.46%	26.73%	28.05%
Effective Tax Rate (Real Property Rate x Assessment Ratio)	2.489%	2.481%	2.454%	2.454%	2.416%	2.415%	2.385%	2.352%	2.428%	2.646%
The City and the School District impose a tax on all real estate in the City. Real Estate Tax bills are sent out in December and are due and payable March 31st without penalty or interest. If you pay your bill on or before the last day of February, you receive a 1% discount.										
Real Property Transfer Tax										
City	3.0%	3.0%	3.0%	3.0%	3.0%	3.0%	3.0%	3.0%	3.0%	3.0%
Commonwealth of Pennsylvania	1.0%	1.0%	1.0%	1.0%	1.0%	1.0%	1.0%	1.0%	1.0%	1.0%
Total Real Property Transfer Tax	4.0%	4.0%	4.0%	4.0%	4.0%	4.0%	4.0%	4.0%	4.0%	4.0%
Realty Transfer Tax is levied on the sale or transfer of real estate located in Philadelphia. The tax also applies to the sale or transfer of an interest in a corporation or partnership that owns real estate. Certain long term leases are also subject to this tax.										
Business Privilege Taxes										
(% on Gross Receipts)	0.2400% [c]	0.2300% [c]	0.2100% [c]	0.1900% [c]	0.1665% [c]	0.1540% [c]	0.1415% [c]	0.1415% [c]	0.1415% [c]	0.1415% [c]
[f] (% on Net Income)	6.5000% [c]	6.5000% [c]	6.5000% [c]	6.5000% [c]	6.5000% [c]	6.5000% [c]	6.4500% [c]	6.4500% [c]	6.4500% [c]	6.4500% [c]
Every individual, partnership, association and corporation engaged in a business, profession or other activity for profit within the City of Philadelphia must file a BPT Return.										
[c] **Net Profits Tax:**										
[a] City Residents	4.5000%	4.4625%	4.4625%	4.3310%	4.3010%	4.2600%	3.9800%	3.9296%	3.9280%	3.9280%
Non-City Residents	3.9127%	3.8801%	3.8801%	3.8197%	3.7716%	3.7557%	3.5392%	3.4997%	3.4985%	3.4985%
Net Profits Tax is levied on the net profits from the operation of a trade, business, profession, enterprise or other activity conducted by individuals, partnerships, associations or estates and trusts.										

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City of Philadelphia
Direct and Overlapping Tax Rates
For the Ten Fiscal Years 2003 through 2012

Table 7

Tax Classification	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Sales Tax										
City	1.0%	1.0%	1.0%	1.0%	1.0%	1.0%	1.0%	2.0%	2.0%	2.0%
Commonwealth of Pennsylvania	6.0%	6.0%	6.0%	6.0%	6.0%	6.0%	6.0%	6.0%	6.0%	6.0%
Total Sales Tax	7.0%	7.0%	7.0%	7.0%	7.0%	7.0%	7.0%	8.0%	8.0%	8.0%
Amusement Tax	5.0%	5.0%	5.0%	5.0%	5.0%	5.0%	5.0%	5.0%	5.0%	5.0%
Imposed on the admission fee charged for attending any amusement in the City. Included are concerts, movies, athletic contests, night clubs and convention shows for which admission is charged.										
Parking Lot Tax	15.0%	15.0%	15.0%	15.0%	15.0%	15.0%	20.0%	20.0%	20.0%	20.0%
Parking Tax is levied on the gross receipts from all financial transactions involving the parking or storing of automobiles or other motor vehicles in outdoor or indoor parking lots and garages in the City.										
Hotel Room Rental Tax	6.0%	6.0%	6.0%	6.0%	6.0%	6.0%	7.2%	8.2%	8.2%	8.2%
Rate of Tourism & Marketing Tax	1.0%	1.0%	1.0%	1.0%	1.0%	1.0%	1.0%	1.0%	1.0%	1.0%
	7.0%	7.0%	7.0%	7.0%	7.0%	7.0%	8.2%	9.2%	9.2%	9.2%
Imposed on the rental of a hotel room to accommodate paying guests. The term "hotel" includes an apartment, hotel, motel, inn, guest house, bed and breakfast or other building located within the City which is available to rent for overnight lodging or use of facility space to persons seeking temporary accommodations.										
Vehicle Rental Tax	2.0%	2.0%	2.0%	2.0%	2.0%	2.0%	2.0%	2.0%	2.0%	2.0%
Imposed on any person acquiring the custody or possession of a rental vehicle in the City under a rental contract for money or other consideration.										

[a] Pursuant to an agreement with the Pennsylvania Intergovernmental Cooperation Authority (PICA), PICA's share of the Wage, Earnings and Net Profits Tax is 1.5% of City residents portion only.

[b] Effective January 1 of the fiscal year cited, the previous fiscal year's rate was in effect from July 1 through December 31. For FY 2011, from July 1 through December 31, 2010 the rates were 3.928 % and 3.4985%.

[c] Rates apply to the tax year (previous calendar year) and the tax is due April 15th in the fiscal year cited.

[d] Rates apply to the tax year (current calendar year) and the tax is due March 31st in the fiscal year cited.

[e] The State Tax Equalization Board (STEB) annually determines a ratio of assessed valuation to true value for each municipality in the Commonwealth of Pennsylvania. The ratio is used for the purpose of equalizing certain state school aid distribution.

[f] 60% of the Net Income portion of the Business Privilege Tax is allowed to be credited against the Net Profits Tax

City of Philadelphia
Principal Wage and Earnings Tax Remitters [1]
Current Calendar Year and Nine Years Ago

Table 8

Amounts in millions of USD

	2011			2002		
Remittance Range	# of Remitters (Employers)	Total Amount Remitted	Percentage of Total Remitted	# of Remitters (Employers)	Total Amount Remitted	Percentage of Total Remitted
Greater then $10 million	17	$410.2	27.53%	14	$299.3	23.63%
Between $1 million & $10 million	152	350.0	23.49%	115	288.2	22.76%
Between $100,000 & $1 million	1,542	393.7	26.42%	1,354	358.3	28.29%
Between $10,000 & $100,000	8,533	253.2	16.99%	8,089	237.9	18.79%
Less then $10,000	36,527	83.1	5.57%	36,190	82.7	6.53%
Total	46,771	$1,490.2	100.00%	45,762	$1,266.4	100.00%

[1] Wage & Earnings information for individual remitters is confidential

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City of Philadelphia
Assessed Value and Estimated Value of Taxable Property
For the Calendar Years 2003 through 2012

Table 9

Amounts in millions of USD

Calendar Year of Levy [1]	Assessed Value [3]	Less: Tax-Exempt Property [2, 3]	Total Taxable Assessed Value	Total Direct Tax Rate [4]	STEB Ratio [5]	Estimated Actual Taxable Value (STEB)	Sales Ratio [6]	Estimated Actual Taxable Value (Sales)
2003	14,326	3,705	10,621	3.474%	30.12%	35,262	22.58%	47,037
2004	14,813	3,867	10,946	3.474%	30.02%	36,462	24.21%	45,213
2005	15,072	4,040	11,032	3.474%	29.70%	37,145	23.73%	46,490
2006	15,803	4,372	11,431	3.474%	29.69%	38,501	17.42%	65,620
2007	16,243	4,628	11,615	3.474%	29.24%	39,723	17.94%	64,744
2008	16,974	4,799	12,175	3.305%	29.22%	41,667	16.44%	74,057
2009	17,352	5,146	12,206	3.305%	28.86%	42,294	24.64%	49,537
2010	17,615	5,339	12,276	3.305%	28.46%	43,134	13.35%	91,955
2011	17,940	5,593	12,347	4.123%	26.73%	46,192	13.13%	94,037
2012	18,022	5,685	12,337	4.123%	28.05%	43,982	NA	NA

[1] Real property tax bills are sent out in November and are payable at one percent (1%) discount until February 28th, otherwise the face amount is due by March 31 without penalty or interest.

[2] Bill #1130, approved February 8, 1978, provides relief from real estate taxes on improvements to deteriorated industrial, commercial or other business property for a period of five years. Bill #982, approved July 9, 1990, changed the exemption period from five years to three years. Bill #225, approved October 4, 2000, extended the exemption period from three years to ten years.

Bill #1456A, approved January 28, 1983, provides for a maximum three year tax abatement for owner-occupants of newly constructed residential property. Bill #226, approved September 12, 2000, extended the exemption period from three years to ten years.

Legislative Act #5020-205 as amended, approved October 11, 1984, provides for a maximum thirty month tax abatement to developers of residential property.

Bill #274, approved July 1, 1997, provides a maximum ten year tax abatement for conversion of eligible deteriorated commercial or other business property to commercial non-owner occupied residential property.

Bill #788A, approved December 30, 1998, provides a maximum twelve year tax exemption, abatement or credit of certain taxes within the geographical area designated as the Philadelphia Keystone Opportunity Zone.

[3] Source: Board of Revison of Taxes

[4] per $1,000.00 of assessed value

[5] The State Tax Equalization Board (STEB) annually determines a ratio of assessed valuation to true value for each municipality in the Commonwealth of Pennsvlvania. See Table 13.

[6] This ratio is compiled by the Board of Revision of Taxes based on sales of property during the year.

City of Philadelphia
Principal Property Tax Payers
Current Year and Nine Years Ago

Table 10

Amounts in millions of USD

	2012			2003		
Taxpayer	Assessment [1]	Rank	Percentage of Total Assessments	Assessment [1]	Rank	Percentage of Total Assessments
Franklin Mills Associates	57.6	1	0.47	48.4	5	0.46
Phila Liberty Pla E Lp	54.4	2	0.44	64.3	1	0.61
Nine Penn Center Associates	54.1	3	0.44	54.1	4	0.51
HUB Properties Trust	43.8	4	0.36	59.5	2	0.56
Brandywine Operating Part (Bell Atlantic)	40.6	5	0.33	45.1	6	0.42
PRU 1901 Market LLC	35.2	6	0.29	32.9	7	0.31
Maguire/Thomas	33.9	7	0.27	32.0	9	0.30
Commerce Square Partners	33.3	8	0.27	32.3	8	0.30
Phila Shipyard Development Corp	30.3	9	0.25	-	0	-
Philadelphia Market Street	28.8	10	0.23	30.4	10	0.29
Two Liberty Place			-	56.0	3	0.53
	412.0		3.34	455.0		4.28
Total Taxable Assessments	12,337.0		100.00	10,621.0		100.00

[1] Source: Board of Revison of Taxes

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City of Philadelphia
Real Property Taxes Levied and Collected
For the Calendar Years 2003 through 2012

Table 11

Amounts in millions of USD

Calendar Year of Levy [1]	Taxes Levied for the Year	Collected within the Year of the Levy		Collected in Subsequent Years	Total Collections to Date	
		Amount	Percentage of Levy		Amount [2]	Percentage of Levy
2003	359.4	326.8	90.9%	27.6	354.4	98.6%
2004	372.5	340.9	91.5%	26.3	367.2	98.6%
2005	373.5	350.3	93.8%	22.1	372.4	99.7%
2006	385.6	339.6	88.1%	23.1	362.7	94.1%
2007	391.7	347.5	88.7%	23.6	371.1	94.7%
2008	390.2	346.4	88.8%	24.9	371.3	95.2%
2009	396.5	315.4	79.6%	41.8	357.2	90.1%
2010	405.8	353.7	87.2%	32.7	386.4	95.2%
2011	509.1	440.9	86.6%	29.8	470.7	92.5%
2012	508.6	444.5 [3]	87.4%	n/a	444.5	87.4%

[1] Real property tax bills are sent out in November and are payable at one percent (1%) discount until February 28th, otherwise the face amount is due by March 31 without penalty or interest.

[2] Includes collections through June 30, 2012

[3] Includes collections through June 30, 2012. It is estimated that approximately 91% of the amount levied for 2012 will be collected within the year of levy.

City of Philadelphia
Ratios of Outstanding Debt by Type
For the Fiscal Years 2003 through 2012

Table 12

Amounts in millions of USD (except per capita)

	Governmental Activities								Business-Type Activities						
Fiscal Year	General Obligation Bonds	Pension Service Agreement	Neighborhood Transformation Initiative	One Parkway Agreement	Sports Stadia Agreement	Central Library Project	Cultural & Commercial Corridor	Total Governmental Activities	General Obligation Bonds	Water Revenue Bonds	Airport Revenue Bonds	Total Business-Type Activities	Total Primary Government	% of Personal Income [1]	Per Capita
2003	1,903.3	1,394.6	139.2	54.7	342.0	-	-	3,833.8	15.5	1,670.8	1,104.8	2,791.1	6,624.9	0.2	4,384.5
2004	2,047.1	1,416.4	146.5	53.5	341.9	-	-	4,005.4	11.6	1,614.7	1,073.1	2,699.4	6,704.8	0.2	4,440.3
2005	1,950.8	1,429.7	285.3	52.2	341.1	-	-	4,059.1	8.1	1,815.4	1,077.4	2,900.9	6,960.0	0.2	4,597.1
2006	1,863.8	1,439.2	279.8	50.9	339.6	10.1	-	3,983.4	7.0	1,747.3	1,168.8	2,923.1	6,906.5	0.2	4,549.7
2007	1,993.7	1,444.9	273.9	49.6	334.0	9.7	139.6	4,245.4	5.8	1,674.3	1,141.0	2,821.1	7,066.5	0.1	4,649.0
2008	1,899.1	1,446.6	267.8	47.7	328.8	9.3	136.6	4,135.9	4.6	1,590.0	1,282.2	2,876.8	7,012.7	0.1	4,583.5
2009	2,093.8	1,443.8	261.5	46.3	323.6	8.9	133.3	4,311.2	3.4	1,648.7	1,250.4	2,902.5	7,213.7	0.1	4,684.2
2010	2,085.1	1,428.3	254.8	44.9	319.6	8.5	129.9	4,271.1	2.2	1,574.9	1,213.9	2,791.0	7,062.1	0.1	4,565.0
2011	2,135.0	1,407.3	247.8	43.4	314.9	8.1	126.4	4,282.9	1.0	1,738.2	1,450.8	3,190.0	7,472.9	0.1	4,897.1
2012	2,041.1	1,379.3	240.3	41.9	310.0	7.7	122.8	4,143.1	-	1,819.9	1,383.1	3,203.0	7,346.1	0.1	4,782.6

Note: Details regarding the City's outstanding debt can be found in the notes to the financial statements.

[1] See Table 17 for Personal Income and Population Amounts

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City of Philadelphia **Table 13**
Ratios of General Bonded Debt Outstanding
For the Fiscal Years 2003 through 2012
Amounts in millions of USD (except per capita)

Fiscal Year	General Obligation Bonds	Assessed Taxable Value of Property [1]	Assessed Ratio [2]	Actual Taxable Value of Property	% of Actual Taxable Value of Property	Per Capita [3]
2003	1,903.3	10,621.1	30.12%	35,262.6	5.40%	1,256.59
2004	2,047.1	10,945.9	30.02%	36,462.0	5.61%	1,348.88
2005	1,950.8	11,031.8	29.70%	37,144.1	5.25%	1,283.21
2006	1,863.8	11,430.6	29.69%	38,499.8	4.84%	1,218.15
2007	1,993.7	11,615.0	29.24%	39,723.0	5.02%	1,294.32
2008	1,899.1	12,175.2	29.22%	41,667.4	4.56%	1,227.37
2009	2,093.8	12,205.6	28.86%	42,292.4	4.95%	1,372.08
2010	2,085.1	12,276.3	28.46%	43,135.3	4.83%	1,357.07
2011	2,135.0	12,347.1	26.73%	46,191.9	4.62%	1,365.09
2012	2,041.1	12,337.0	28.05%	43,982.2	4.64%	1,328.84

Note: Details regarding the City's outstanding debt can be found in the notes to the financial statement.

[1] Source: Board of Revison of Taxes

[2] The State Tax Equalization Board (STEB) annually determines a ratio of assessed valuation to true value for each municipality in the Commonwealth of Pennsylvania. The ratio is used for the purpose of equalizing certain state school aid distribution.

[3] See Table 17 for Population Amounts

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City of Philadelphia
Direct and Overlapping Governmental Activities Debt
June 30, 2012

Table 14

Amounts in millions of USD

	Debt Outstanding	Estimated Percentage Applicable	Estimated Share of Direct and Overlapping Debt
Governmental Unit			
School District of Philadelphia	3,067.5	100.00%	3,067.5
[1] **City Direct Debt**			4,143.1
Total Direct and Overlapping Debt			7,210.6

Note:

Overlapping governments are those that coincide, in least in part, with the geographic boundries of the City. The outstanding debt of the School District of Philadelphia is supported by property taxes levied on properties within the City boundries. This schedule attempts to show the entire debt burden borne by City residents and businesses.

[1] Refer to Table 12

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City of Philadelphia
Legal Debt Margin Information
For the Fiscal Years 2003 through 2012

Table 15

Amounts in Millions of USD

Legal Debt Margin Calculation for FY2012

[1]	Assessed Value	12,017.1
[2]	Debt Limit	1,622.3
[3]	Debt Applicable to Limit:	
	Tax Supported General Obligation Debt:	
	Issued & Outstanding	1,324.5
	Authorized but Unissued	218.0
	Total	1,542.5
	Less: Amount set aside for repayment of general obligation debt	-
	Total Net Debt Applicable to Limit	1,542.5
	Legal Debt Margin	79.8

	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Debt Limit	1,261.3	1,280.3	1,304.8	1,335.6	1,374.7	1,418.0	1,469.4	1,523.4	1,571.9	1,622.3
Total Net Debt Applicable to Limit	1,202.2	1,159.1	1,205.5	1,185.8	1,293.4	1,329.3	1,352.3	1,407.0	1,474.6	1,542.5
Legal Debt Margin	59.1	121.2	99.3	149.8	81.3	88.7	117.1	116.4	97.3	79.8
Total Net Debt Applicable to the Limit as a Percent of Total Debt	95.31%	90.53%	92.39%	88.78%	94.09%	93.74%	92.03%	92.36%	93.81%	95.08%

[1] Average of the annual assessed valuation of taxable realty during the ten year period immediately preceding.

[2] Thirteen and one-half percent (13.5%) of the average of the annual assessed valuation of taxable realty during the ten year period immediately preceding.

[3] Refer to Purdon's Statutes 53 P.S. Section 15721

City of Philadelphia
Pledged Revenue Coverage
For the Fiscal Years 2003 through 2012

Table 16

Amounts in millions of USD

No.		2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
	Water and Sewer Revenue Bonds										
1	Total Revenue and Beginning Fund Balance	454.2	421.6	463.5	504.0	536.2	597.8	527.5	566.7	589.7	613.3
2	Net Operating Expenses	250.2	262.0	277.7	284.2	303.2	334.7	342.6	334.0	357.7	375.1
3	Transfer To (From) Rate Stabilization Fund	16.8	(28.8)	(0.6)	21.6	26.0	(9.8)	(34.7)	(2.7)	10.9	8.5
4	Net Revenues	187.2	188.4	186.4	198.2	207.0	272.9	219.6	235.4	221.1	229.7
	Debt Service:										
5	Revenue Bonds Outstanding	156.1	157.0	155.4	165.2	172.7	173.8	183.0	195.7	184.3	191.4
6	General Obligation Bonds Outstanding	-	-	-	-	-	-	-			
7	Pennvest Loan	1.2	1.2	1.2	1.2	1.2	1.2	1.2	1.2	1.2	1.0
8	Total Debt Service	157.3	158.2	156.6	166.4	173.9	175.0	184.2	196.9	185.5	192.4
9	Net Revenue after Debt Service	29.9	30.2	29.8	31.8	33.1	97.9	35.4	38.5	35.6	37.3
10	Transfer to General Fund	4.1	-	4.4	5.0	5.0	5.0	4.2	2.3	-	1.1
11	Transfer to Capital Fund	16.0	16.4	16.7	16.9	16.9	16.9	17.1	17.3	18.1	18.9
12	Transfer to Residual Fund	9.8	13.8	8.7	9.9	11.2	76.0	14.1	18.9	17.5	17.3
13	Ending Fund Balance	-	-	-	-	-	-	-	-	-	-
	Debt Service Coverage:										
	Coverage A (Line 4/Line 5)	1.20	1.20	1.20	1.20	1.20	1.57	1.20	1.20	1.20	1.20
	Coverage B (Line 4/(Line 8 + Line 11))	1.08	1.08	1.08	1.08	1.08	1.42	1.09	1.10	1.09	1.09
	Airport Revenue Bonds										
1	Fund Balance	-	-	-	-	10.2	42.6	61.4	55.1	77.6	65.9
2	Project Revenues	168.4	183.3	185.1	200.8	211.3	250.5	255.3	246.9	260.8	269.6
3	Passenger Facility Charges	31.2	32.8	32.9	32.6	32.9	32.9	32.9	33.1	32.4	31.6
4	Total Fund Balance and Revenue	199.6	216.1	218.0	233.4	254.4	326.0	349.6	335.1	370.8	367.1
5	Net Operating Expenses	67.0	71.9	71.3	77.2	87.1	99.8	99.5	102.9	98.1	99.0
6	Interdepartmental Charges	46.1	52.2	57.6	57.9	70.6	89.1	89.0	80.7	88.6	92.7
7	Total Expenses	113.1	124.1	128.9	135.1	157.7	188.9	188.5	183.6	186.7	191.7
	Available for Debt Service:										
8	Revenue Bonds (Line 4-Line 5)	132.6	144.2	146.7	156.2	167.3	226.2	250.1	232.2	272.7	268.1
9	All Bonds (Line 4-Line 7)	86.5	92.0	89.1	98.3	96.7	137.1	161.1	151.5	184.1	175.4
	Debt Service:										
10	Revenue Bonds	83.2	89.7	88.1	88.1	85.5	84.4	95.6	94.3	102.4	103.0
11	General Obligation Bonds	1.4	1.0	1.1	-	-	-	-	-	-	-
12	Total Debt Service	84.6	90.7	89.2	88.1	85.5	84.4	95.6	94.3	102.4	103.0
	Debt Service Coverage:										
	Revenue Bonds Only - Test "A" (Line 8/Line 10)	1.59	1.61	1.67	1.77	1.96	2.68	2.62	2.46	2.66	2.60
	Total Debt Service - Test "B" (Line 9/Line 12)	1.02	1.01	1.00	1.12	1.13	1.62	1.69	1.61	1.80	1.70

Note:

The rate covenant of the Aviation issues permit inclusion of Fund Balance at the beginning of the period with project revenues for the period to determine adequacy of coverage.

Coverage "A" requires that Net Revenues equal at least 120% of the Debt Service Requirements while Coverage "B" requires that Net Revenues equal at least 100% of the Debt Service Requirements plus Required Capital Account Transfers. Test "A" requires that Project Resources be equal to Net Operating Expenses plus 150% of Revenue Bond Debt Service for the year. Test "B" requires Project Resources be equal to Operating Expenses for the year plus all debt service requirements for the year except any General Obligation Debt Service not applicable to the project.

Amounts in the above statement have been extracted from reports submitted to the respective Fiscal Agents in accordance with the reporting requirements of the General Ordinance and Supplemental Ordinance relative to rate covenants. Water and Sewer Coverage is calculated on the modified accrual basis; Aviation Fund on the accrual basis. Prior to FY2008 Airport Revenues and Expenses were reduced by amounts applicable to the Outside Terminal Area and the Overseas Terminal as prescribed by the indenture.

City of Philadelphia
Demographic and Economic Statistics
For the Calendar Years 2002 through 2011

Table 17

Calendar Year	Population [1]	Personal Income [2] (thousands of USD)	Per Capita Personal Income (USD)	Unemployment Rate [3]
2002	1,510,550	40,731,865	26,965	7.3%
2003	1,510,068	42,198,628	27,945	7.5%
2004	1,514,658	43,463,015	28,695	7.3%
2005	1,517,628	44,944,207	29,615	6.7%
2006	1,520,251	47,566,075	31,288	6.2%
2007	1,530,031	50,672,227	33,118	6.0%
2008	1,540,351	54,262,716	35,228	7.1%
2009	1,547,297	54,061,223	34,939	9.6%
2010	1,526,006	56,970,074	37,333	10.8%
2011	1,536,471	60,035,440 [4]	39,074	10.8%

[1] US Census Bureau
[2] US Department of Commerce, Bureau of Economic Analysis
[3] US Department of Labor, Bureau of Labor Statistics
[4] Estimated using the rate of growth for the previous year

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City of Philadelphia
Principal Employers
Current Calendar Year and Nine Years Ago

Table 18

Listed Alphabetically

2012	2003
Albert Einstein Medical	Albert Einstein Medical
Children's Hospital of Philadelphia	City of Philadelphia
City of Philadelphia	First Union Services, Inc.
Comcast Corporation	School District of Philadelphia
Hospital of the University of Pennsylvania	SEPTA
School District of Philadelphia	Temple University
SEPTA	Tenet Healthsystem
Temple University	United States Postal Service
Thomas Jefferson University Hospitals	University Of Pennsylvania
University Of Pennsylvania	Verizon Corporation

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City of Philadelphia
Full Time Employees by Function
For the Fiscal Years 2003 through 2012

Table 19

	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Governmental Activities:										
Economic Development	9	9	6	6	6	6	23	25	27	28
Transportation:										
Streets & Highways	667	597	564	579	585	584	568	515	499	524
Mass Transit	1	1	1	1	1	1	8	7	9	13
Judiciary and Law Enforcement										
Police	8,036	7,888	7,578	7,522	7,639	7,754	7,685	7,503	7,439	7,292
Prisons	1,991	2,002	2,227	2,228	2,183	2,153	2,309	2,268	2,173	2,150
Courts	3,500	3,471	3,450	3,403	3,361	3,386	3,310	3,215	3,225	3,249
Conservation of Health:										
Emergency Medical Services	311	300	289	255	249	237	256	329	341	338
Health Services	1,236	1,210	1,163	1,133	1,148	1,140	1,163	1,135	1,139	1,143
Housing and Neighborhooc										
Development	120	110	105	97	111	108	99	96	94	83
Cultural and Recreational										
Recreation	589	556	511	495	482	483	462	453	601	605
Parks	217	200	182	158	156	156	152	158	1	-
Libraries and Museums	829	774	726	812	816	808	723	687	682	658
Improvements to General Welfare:										
Social Services	2,218	2,220	2,196	2,140	2,164	2,232	2,107	2,079	1,989	1,924
Inspections and Demolitions	450	417	380	248	243	246	221	223	214	230
Service to Property:										
Sanitation	1,338	1,340	1,233	1,272	1,229	1,239	1,169	1,157	1,185	1,154
Fire	2,121	2,004	1,925	1,974	2,109	2,052	2,019	1,820	1,838	1,700
General Management and Support	2,494	2,369	2,253	2,347	2,331	2,414	2,393	2,276	2,225	2,454
Total Governmental Activities	26,127	25,468	24,789	24,670	24,813	24,999	24,667	23,946	23,681	23,545
Business Type Activities:										
Water and Sewer	2,415	2,342	2,326	2,239	2,229	2,291	2,256	2,196	2,116	2,228
Aviation	915	1,021	967	1,004	1,010	1,057	1,033	1,001	1,010	1,021
Total Business-Type Activities	3,330	3,363	3,293	3,243	3,239	3,348	3,289	3,197	3,126	3,249
Fiduciary Activities:										
Pension Trust	62	64	64	65	65	59	69	66	65	61
Total Primary Government	29,519	28,895	28,146	27,978	28,117	28,406	28,025	27,209	26,872	26,855

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City of Philadelphia
Operating Indicators by Function
For the Fiscal Years 2003 through 2012

Table 20

	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Governmental Activities:										
Transportation:										
Streets & Highways										
Street Resurfacing (miles)	93	117	105	102	107	74	119	69	36	37
Potholes Repaired	24,182	23,179	20,862	18,203	12,721	12,326	11,976	23,049	24,406	14,451
Judiciary and Law Enforcement:										
Police										
Arrests	66,083	68,486	67,795	69,166	73,606	75,805	68,922	64,465	73,310	70,971
Calls to 911	3,269,276	3,290,786	3,270,114	3,321,896	3,398,985	3,164,454	3,084,261	3,064,973	2,949,231	3,118,648
Prisons										
Average Inmate Population	7,631	7,738	8,141	8,613	8,796	9,133	9,554	8,806	7,935	8,240
Inmate Beds (city owned)	7,382	8,283	8,405	8,605	8,443	9,005	9,137	9,137	8,200	8,417
Conservation of Health:										
Emergency Medical Services										
Medic Unit Runs	NA	NA	NA	209,654	216,606	215,305	217,505	222,882	227,147	273,557
First Responder Runs	NA	NA	NA	69,740	68,203	60,756	53,610	54,960	66,763	60,972
Health										
Patient Visits	320,833	317,184	337,770	324,014	323,121	334,139	349,078	350,695	339,032	348,472
Children Screened for Lead Poisoning	39,293	37,863	38,013	43,038	43,501	41,590	50,525	47,713	45,844	28,244
Cultural and Recreational:										
Parks										
Athletic Field Permits Issued	NA	NA	NA	2,878	2,227	1,389	1,420	1,388	2,714	1,978
Libraries										
Items borrowed	7,056,608	6,963,935	6,294,315	6,188,637	6,328,706	7,037,694	7,419,466	6,530,662	7,210,217	7,503,031
Visitors to all libraries	6,440,990	6,216,973	5,517,569	6,103,354	6,422,857	6,648,998	6,396,633	5,615,201	6,103,528	6,020,321
Visitors to library website	1,353,626	1,661,794	2,044,518	2,594,527	3,285,380	4,912,405	4,613,496	5,256,928	6,131,726	6,886,339
Improvements to General Welfare:										
Social Services										
Children Receiving Services	26,388	28,039	28,926	28,086	28,898	25,893	35,685	31,416	28,572	28,939
Children in Placement	9,190	9,037	8,548	7,999	8,070	7,739	7,993	8,792	7,122	7,839
Emergency Shelter Beds (average)	2,109	2,412	2,539	2,781	2,677	2,747	2,689	2,617	2,520	2,987
Transitional Housing Units (new placements)	458	489	597	448	543	435	476	487	510	558
Service to Property:										
Sanitation										
Refuse Collected (tons per day)	2,894	3,006	3,008	3,006	2,922	2,798	2,532	2,412	2,254	2,299
Recyclables Collected (tons per day)	175	169	157	155	179	197	288	381	441	461
Fire										
Fires Handled	NA	NA	NA	9,523	8,080	7,444	6,850	4,927	7,945	7,319
Fire Marshall Investigations	NA	NA	NA	2,734	3,153	3,097	3,031	2,726	2,711	2,387
Business Type Activities:										
Water and Sewer										
New Connections	110	106	137	207	125	295	281	704	121	125
Water Main Breaks	988	794	706	660	825	687	802	646	954	557
Avg. Daily Treated Water Delivered (x 1000 gallons)	183,700	175,600	174,100	175,800	169,400	167,000	163,660	242,900	250,000	239,200
Peak Daily Treated Water Delivered (x 1000 gallons)	208,600	201,700	210,000	207,400	179,100	170,500	167,090	272,200	282,000	254,500
Avg. Daily Water Sewage Treatment (x 1000 gallons)	478,130	476,110	478,670	430,170	463,080	411,830	417,330	468,200	410,000	443,500
[1] **Aviation**										
Passengers Handled (PIA)	24,232,804	26,190,976	31,074,454	31,341,459	31,885,333	32,287,035	30,819,348	30,469,899	31,225,470	30,612,150
Air Cargo Tons (PIA)	565,653	568,898	599,758	591,815	571,452	575,640	475,365	440,495	449,683	416,731
Aircraft Movements (PIA and NPA)	654,758	584,214	629,885	625,692	614,720	593,757	551,191	543,462	458,832	517,842

[1] PIA (Philadelphia International Airport)-passenger aircraft and cargo. NPA (Northeast Philadelphia Airport)-private aircraft and cargo

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City of Philadelphia
Capital Assets Statistics by Function
For the Fiscal Years 2003 through 2012

Table 21

	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Governmental Activities:										
Transportation:										
Streets & Highways										
[1] Total Miles of Streets	2,400	2,400	2,400	2,400	2,575	2,575	2,575	2,575	2,575	2,575
Streetlights	101,224	101,836	102,000	102,219	102,840	102,949	103,982	104,219	104,219	104,600
Judiciary and Law Enforcement:										
Police										
Stations and Other Facilities	33	33	33	33	34	36	35	35	31	32
Prisons										
Major Correctional Facilities	5	6	6	6	6	6	6	6	6	6
Conservation of Health:										
Health Services										
Health Care Centers	9	9	9	9	9	9	9	9	9	9
Cultural and Recreational:										
Recreation										
Recreation Centers	164	164	165	165	171	171	171	171	153	184
[2] Athletic Venues	1,121	1,121	1,121	1,117	1,117	919	915	914	1,148	1,102
[4] Neighborhood Parks and Squares	232	232	232	232	232	79	79	79	-	-
Parks										
Parks	62	62	62	62	63	63	63	63	150	177
Baseball/Softball Fields	106	106	106	106	109	77	79	79	407	404
Libraries										
Branch & Regional Libraries	55	54	53	54	54	54	54	54	54	54
Service to Property:										
Fire										
Stations and Other Facilities	63	63	63	64	64	64	63	63	63	68
Business Type Activities:										
Water and Sewer:										
Water System Piping (miles)	3,169	3,169	3,169	3,169	3,133	3,137	3,145	3,236	3,164	3,172
Fire Hydrants	27,846	27,987	26,080	26,080	25,195	25,181	25,208	25,234	25,353	25,321
Treated Water Storage Capacity (x 1000 gallons)	1,065,500	1,065,500	1,065,500	1,065,500	1,065,500	1,065,500	1,065,500	1,065,400	1,065,400	1,065,400
Sanitary Sewers (miles)	595	596	596	596	768	750	749	751	758	759
Stormwater Conduits (miles)	622	623	623	623	784	713	720	721	731	734
Sewage Treatment Capacity (x 1000 gallons)	1,044,000	1,044,000	1,044,000	1,044,000	1,044,000	1,044,000	1,044,000	1,044,000	1,044,000	1,044,000
[3] **Aviation**										
Passenger Gates (PIA)	120	120	120	120	120	120	120	120	126	126
Terminal Buildings (square footage) (PIA)	2,415,000	2,415,000	2,415,000	2,415,000	2,415,000	2,415,000	2,415,000	3,144,000	3,144,000	3,144,000
Runways (length in feet) (PIA & NPA)	42,460	42,460	42,460	42,460	42,460	42,460	43,500	43,500	43,500	43,500

[1] Street System-83% city streets, 2% park streets, 15% state highways
[2] Includes baseball fields, football/soccer fields, tennis, basketball and hockey courts, skating rinks and indoor and outdoor pools
[3] PIA (Philadelphia International Airport)-passenger aircraft and cargo. NPA (Northeast Philadelphia Airport)-private aircraft and cargo.
[4] FPC and Recreation Dept were merged in FY2011, hence the category of Neighborhood Parks and Squares was eliminated.

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APPENDIX D

SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE AND THE LEASE AGREEMENT

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APPENDIX D

SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE AND THE LEASE AGREEMENT

The following sets forth the definitions of certain terms used in the Indenture and Lease Agreement and elsewhere in this Official Statement, and a summary of certain provisions of the Indenture and the Lease Agreement. Reference should be made to the full texts of the Indenture and the Lease Agreement for a complete statement of all of these provisions and other provisions. Copies of the Indenture and the Lease Agreement may be obtained as described in the forepart of this Official Statement. Capitalized terms used but not defined herein shall have the meanings set forth in the forepart of this Official Statement.

DEFINITION OF CERTAIN TERMS

"Additional Bonds" means Bonds other than the 2013 Bonds, issued pursuant to the Indenture.

"Administrative Expenses" means those expenses incurred by the Authority which are properly chargeable as administrative expenses necessary for the Project, or any Capital Addition or in connection with the Lease Agreement or the Indenture and any other transaction or event contemplated by the Lease Agreement or Indenture and include, without limiting the generality of the foregoing, the following: (a) fees and expenses of the Trustee, including reasonable fees and expenses of counsel, and any Paying Agent under the Indenture, and rating agency fees; (b) fees and expenses of the Authority's professional advisors required by the Indenture or the Lease Agreement or reasonably necessary and fairly attributable to the Project or any Capital Addition and/or the Leased Premises, including, without limiting the generality of the foregoing, fees and expenses of the Authority's Consulting Engineer, Consultants, Insurance Consultant, Certified Public Accountant and Counsel; (c) costs and premiums for insurance policies and renewals thereof; and (d) all rebate payments required to be made to the United States Treasury by the Authority pursuant to the Code and the Indenture.

"Bond" or "Bonds" means any bonds authenticated and delivered under the Indenture.

"Business Day" means any day other than a Saturday, Sunday or a day on which the Trustee or any Paying Agent is authorized by law to remain closed.

"Capital Additions" means real and personal property of any kind and any and all additions and improvements to the Leased Premises, acquired or constructed by the Authority, after the date of the Indenture, which have been approved by ordinance of the City Council, and which are used in or useful to the functioning of the Leased Premises, and which are subject to the Lease Agreement, and the Costs of which are properly chargeable to plant or property account under Generally Accepted Accounting Principles, including, without limiting the generality of the foregoing, land, easements, rights of way, leaseholds, other interests in real property, replacements of property retired, improvements and permanent additions and betterments.

"Certified Public Accountant" means a Person who shall be Independent, appointed by the City or the Authority, as the case may be, actively engaged in the business of public accounting and duly certified as a certified public accountant under the laws of the Commonwealth.

"Certified Resolution of the Authority" means a copy of one or more resolutions certified by the Secretary or an Assistant Secretary of the Authority, under its seal, to have been duly adopted by the Board of the Authority and to be in effect on the date of such certification.

"Code" means the Internal Revenue Code of 1986, as amended, and with respect to a specific section thereof, such reference shall be deemed to include (i) the regulations prescribed under such section, (ii) any successor provision of similar impact subsequently enacted, (iii) any corresponding provisions of any prior or subsequent federal internal revenue code, and (iv) the regulations prescribed under the provisions described in (ii) and (iii).

"Consultant" means an Independent Person who has been appointed in accordance with and for the purposes contemplated by the provisions of the Indenture or the Lease Agreement, other than a Consulting Engineer.

"Consulting Engineer" means an engineer or architect (or firm or corporation thereof) registered in the Commonwealth, or another state to the extent permitted by law, and qualified to pass upon construction questions, who has been appointed by the City or the Authority, as the case may be, and not unsatisfactory to the other party or the Trustee and who is, in fact, Independent.

"Cost" or "Costs," in connection with the Project, or any Capital Additions, means all costs, charges and expenses which are properly chargeable thereto or which are incidental to the financing, acquisition, and construction of the Project or such Capital Additions, including, without limiting the generality of the foregoing: (a) amounts payable to contractors and costs incident to the award of contracts; (b) cost of labor, facilities and services furnished by the Authority, the City and their employees or others, materials and supplies purchased by the City or the Authority or others, and permits and licenses obtained by the Authority, the City or others; (c) engineering, architectural, legal, accounting and other professional and advisory fees; (d) premiums for contract performance bonds and insurance during construction and costs incurred on account of personal injuries and property damage in the course of construction and insurance against the same; (e) interest during construction; (f) printing, engraving, underwriting costs and other expenses of financing; (g) costs, fees and expenses in connection with the acquisition of real and personal property or rights therein; (h) costs of equipment purchased by the Authority or the City and necessary to the completion and proper operation of the Project or Capital Additions or property in question; (i) amounts required to repay temporary or bond anticipation loans or advances from other funds of the City made to finance the Costs of the Project or Capital Additions; (j) cost of prior site improvements, including demolition of buildings, incurred by the City in anticipation of the Project or Capital Additions; and (k) moneys necessary to fund the Funds created under the Indenture and under the Lease Agreement. In the case of Projects for refunding or redeeming any Bonds, "Cost" or "Costs" includes, without limiting the generality of the foregoing, the items listed in (c) and (f) above, advertising and other expenses related to the redemption of the Bonds to be redeemed and the Redemption Price of such Bonds (and the accrued interest payable on redemption to the extent not otherwise provided for). Whenever Costs are required to be itemized, such itemization shall, to the extent practicable, correspond with the items listed above. Whenever Costs are to be paid under the Indenture, such payment may be made by way of reimbursement to the Authority, the City or others who have paid the same.

"Counsel" means an attorney-at-law or law firm (who may be counsel for the City or for the Authority) selected by the Authority.

"Facilities" means the buildings, furniture and equipment comprising the Project.

"Fiduciary" means the Trustee or any Paying Agent.

"Fiscal Year" means the period of twelve months beginning July 1 of each year.

"Fitch" means Fitch Ratings, its successors and their assigns, and, if such division shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, "Fitch" shall be deemed to refer to any other nationally recognized securities rating agency designated by the Authority with the approval of the City, by notice to the Trustee.

"Generally Accepted Accounting Principles" means those accounting principles applicable in the preparation of financial statements of municipality authorities as promulgated by the Governmental Accounting Standards Board or such other body recognized as authoritative by the American Institute of Certified Public Accountants or any successor body.

"Government Obligations" means direct noncallable obligations of, or obligations the timely payment of principal of and interest on which when due has been guaranteed by, the United States of America.

"Independent" means a Person: (i) who is not a member of the Board of the Authority; (ii) who is not an officer or employee of the Authority or the City; or (iii) which is not a partnership, corporation or association having a partner, director, officer, or member who is a member of the Board of the Authority, or an officer or employee of the Authority or the City; provided, however, that the fact that such Person is retained regularly by or transacts business with the Authority or the City shall not make such Person an employee within the meaning of this definition.

"Insurance Consultant" shall mean a Consultant appointed by the Authority in accordance with the Lease Agreement or the provisions of the Indenture, who is qualified to survey risks and recommend coverages for equipment and facilities used for judicial proceedings and incarceration, detention, correction and rehabilitation of prisoners or like operations who is, in fact, Independent. Such Consultant may be a broker or agent with whom the Authority or the City regularly transacts business.

"Investment Securities" means and includes any of the following securities, if and to the extent the same are at the time legal for investment of Authority funds:

(a) Government Obligations;

(b) direct obligations and fully guaranteed certificates of beneficial interest of the Export-Import Bank of the United States; senior debt obligations of the Federal Home Loan Banks; debentures of the Federal Housing

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Administration; guaranteed mortgage- backed bonds and guaranteed pass-through obligations of the Government National Mortgage Association; bonds or notes of the U.S. Maritime Administration guaranteed under Title XI of the United States Code; mortgage-backed securities and senior debt obligations of the Federal National Mortgage Association; and participation certificates and senior debt obligations of the Federal Home Loan Mortgage Corporation (collectively, "Agency Obligations");

(c) direct obligations of any state of the United States of America or any subdivision or agency thereof whose unsecured general obligation debt is rated "A3" or better by Moody's and "A-" or better by S&P or any obligation fully and unconditionally guaranteed by any state, subdivision or agency whose unsecured general obligation debt is rated "A3" or better by Moody's and "A-" or better by S&P;

(d) commercial paper rated "Prime-1" by Moody's and "A-1" or better by S&P;

(e) obligations rated "A3" or better by Moody's and "A-" or better by S&P;

(f) deposits or bankers' acceptances of any domestic bank, including a branch office of a foreign bank which branch office is located in the United States, provided legal opinions are received by the Trustee to the effect that full and timely payment of such deposit or similar obligation is enforceable against the principal office or any branch of such bank, which: (i) has an unsecured, uninsured and unguaranteed obligation rated "Prime-1" or "A3" or better by Moody's and "A-1" or "A-" or better by S&P, or (ii) is the lead bank of a parent bank holding company with an uninsured, unsecured and unguaranteed obligation meeting the rating requirements in (i) above;

(g) deposits of any bank or savings and loan association which has combined capital, surplus and undivided profits of not less than $3 million, provided such deposits are fully insured by the Federal Deposit Insurance Corporation;

(h) investments in a money-market fund rated "Am" or "Am-G" or better by S&P;

(i) repurchase agreements collateralized by Government Obligations or Agency Obligations with any registered broker/dealer subject to the Securities Investors' Protection Corporation jurisdiction or any commercial bank, if such broker/dealer or bank has an uninsured, unsecured and unguaranteed obligation rated "Prime-1" or "A3" or better by Moody's and "A-1" or "A-" or better by S&P, provided: (i) a master repurchase agreement or specific written repurchase agreement governs the transaction; (ii) the securities are held free and clear of any lien by the Trustee or an independent third party acting solely as agent for the Trustee, and such third party is (a) a Federal Reserve Bank, or (b) a bank which is a member of the Federal Deposit Insurance Corporation and which has combined capital, surplus and undivided profits of not less than $25 million, and the Trustee shall have received written confirmation from such third party that it holds such securities, free and clear of any lien, as agent for the Trustee; (iii) a perfected first security interest under the Uniform Commercial Code, or book entry procedures prescribed at 31 C.F.R. 306.1 et seq. or 31 C.F.R. 350.0 et seq. in such securities is created for the benefit of the Trustee; (iv) the repurchase agreement has a term of 30 days or less, or the Trustee will value the collateral securities no less frequently than every 30 days, and if any deficiency in the required collateral percentage is not restored within two business days of such valuation will liquidate the collateral securities; (v) if the repurchase agreement is for amounts held in the Bond Fund, the repurchase agreement provides for the payment of amounts invested thereunder at least two days prior to the related debt service payment date; and (vi) the fair market value of the securities in relation to the amount of the repurchase obligation, including principal and interest, is equal to at least 100%; and

(j) investment agreements with a bank or insurance company which has an unsecured, uninsured and unguaranteed obligation (or claims-paying ability) rated "A3" or better by Moody's and "A-3" or better by S&P, or is the lead bank of a parent bank holding company with an uninsured, unsecured and unguaranteed obligation meeting such rating requirements, provided: (i) interest is paid at least semiannually at a fixed rate during the entire term of the agreement, consistent with bond payment dates; (ii) moneys invested thereunder may be withdrawn without any penalty, premium, or charge upon not more than one day's notice (provided, such notice may be amended or cancelled at any time prior to the withdrawal date); (iii) the agreement is not subordinated to any other obligations of such insurance company or bank; (iv) the same guaranteed interest rate will be paid on any future deposits made to restore the applicable fund to its required amounts; and (v) the Trustee receives an opinion of counsel that such agreement is an enforceable obligation of such insurance company or bank.

"Leased Premises" means certain real property more particularly described in the Lease Agreement, together with all buildings, equipment and improvements, and other tenements, hereditaments and appurtenant facilities and property, real, personal or mixed, located thereon or appurtenant thereto and all future equipment, improvements, additions or betterments subject from time to time to the Lease Agreement.

"Moody's" means Moody's Investors Service, a corporation organized and existing under the laws of the State of Delaware, its successors and their assigns, and, if such corporation shall be dissolved or liquidated or shall no longer

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perform the functions of a securities rating agency, "Moody's" shall be deemed to refer to any other nationally recognized securities rating agency designated by the Authority, with the approval of the City, by notice to the Trustee.

"Operating Budget" means the operating budget adopted by the City.

"Opinion of Counsel" means a written opinion of Counsel (who may be counsel for the Authority) selected by the Authority.

"Outstanding," in connection with Bonds, means as of the time in question, all Bonds which have been authenticated and delivered under the Indenture, except: (a) Bonds theretofore cancelled or required to be cancelled under the Indenture; (b) Bonds for the payment or redemption of which moneys or Government Obligations, the principal of and interest on which when due will provide sufficient moneys to fully pay such Bonds in accordance with the provisions of the Indenture relating to defeasance, shall have been or shall concurrently be deposited with the Trustee; provided that, if such Bonds are being redeemed, the required notice of redemption shall have been given or provision satisfactory to the Trustee shall have been made therefor; and (c) Bonds in substitution for which other Bonds have been authenticated and delivered pursuant to the Indenture.

"Paying Agent" means any paying agent for the Bonds appointed pursuant to the Indenture, and its successor or successors or other corporation or association which may at any time be substituted in its place pursuant to the Indenture.

"Payment Date" means a scheduled Interest Payment Date or principal payment date.

"Permitted Encumbrances" means, with respect to the Leased Premises, as of any particular time, (i) the Indenture, the Lease Agreement, and liens or encumbrances arising therefrom; (ii) liens for ad valorem taxes, special assessments and other governmental charges not then delinquent; (iii) utility, access or other easements and rights-of-way, mineral rights, restrictions and exceptions, all of which will not materially interfere with or impair the operations being conducted on the Leased Premises; (iv) "transfers" and liens permitted under the Lease Agreement; (v) liens or security interests existing on the date of the Lease Agreement; and (vi) such minor defects, encroachments, irregularities, easements, rights-of-way and clouds on title as normally exist with respect to properties similar in character to the Leased Premises and do not in the aggregate, in the opinion of Counsel, materially impair the use of the property affected thereby or interfere with its use for the purpose for which it was acquired or is held.

"Person" means an individual, a corporation, a partnership, an association, a joint stock company, a trust, any unincorporated organization, a governmental body, any other political subdivision, municipality or municipality authority or any other group or entity.

"Pledged Revenues" means the revenues received or receivable by the Authority from the City pursuant to the Lease Agreement (except the Administrative Expenses and the sums payable in connection with the Authority's rights with respect to indemnity), and any and all amounts payable to the Authority on account of the Leased Premises and all funds and income and receipts on the funds held by the Trustee under the Indenture.

"Qualified Majority of the Registered Owners" means an amount of Registered Owners aggregating 66%% or greater in principal amount of the 2013 Bonds then Outstanding.

"Rating Agency" means each nationally recognized rating service that shall have assigned a rating to any of the Bonds.

"Redemption Price," where used with respect to a Bond, means the principal amount of such Bond plus the applicable premium, if any, payable upon redemption thereof pursuant to the Indenture.

"Registered Owner" or "Owner," in connection with a Bond, means the person or persons in whose name or names the Bond shall be registered on the books of the Authority wherever kept for that purpose in accordance with the Indenture and the Bonds.

"S&P" means Standard & Poor's Ratings Service, a division of The McGraw Hill Companies, Inc., its successors and their assigns, and, if such division shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, "S&P" shall be deemed to refer to any other nationally recognized securities rating agency designated by the Authority, with the approval of the City, by notice to the Trustee.

"Supplemental Indenture" means any indenture amending or supplementing the Indenture which may be entered into in accordance with the provisions of the Indenture.

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"Verification" means a report of a Certified Public Accountant verifying the sufficiency of the escrow established to pay such Bonds in full on the maturity or redemption date.

THE INDENTURE

Limited Obligations

The Bonds will not be general obligations of the Authority, but will be limited obligations payable as to principal or Redemption Price and interest thereon solely from certain moneys received by the Trustee pledged therefor as set forth in the Indenture, and will be a valid claim of the Holders thereof only against the Trust Estate. The Bonds will not constitute an indebtedness or a pledge of the faith and credit or the taxing power of the City or the Commonwealth or any political subdivision thereof. Neither the City or the Commonwealth, nor any political subdivision of either thereof, will be obligated to pay the principal or Redemption Price of the Bonds, the interest thereon or other costs incident thereto. The Authority will be obligated to make such payments only from the Trust Estate.

Pledged Revenues to be Paid Over to Trustee

The Authority will pledge to the Trustee the Pledged Revenues as security for the performance of any obligation of the Authority under the Indenture. The Pledged Revenues will immediately be subject to the lien of the pledge without any physical delivery thereof or further act. Pursuant to the assignment of the Authority's rights under the Lease Agreement, the Pledged Revenues will be paid directly to the Trustee by the City. Upon receipt of any Pledged Revenues or other payments under the Indenture (except proceeds of Additional Bonds) the Trustee will deposit the same in the Bond Fund.

Additional Obligations

The Authority may issue Additional Bonds under the Indenture from time to time pursuant to a Supplemental Indenture to pay the Cost of Capital Additions or to reimburse expenditures of the Authority or the City for any such Costs; and to pay the Cost of refunding through redemption all or any portion of the Outstanding Bonds issued under the Indenture. The Authority expressly reserves the right to issue, to the extent permitted by law, obligations under another indenture or indentures to provide additional funds to pay the Costs of the Project or any Capital Addition or to refund all or any principal amount of the Bonds, or any combination thereof.

Construction Fund

The Trustee will establish a Construction Fund for the payment of Costs and within such Fund will establish a Costs of Issuance Account and, if applicable, a Capitalized Interest Account for each series of Bonds. The Construction Fund will consist of the amounts required or permitted to be deposited therein pursuant to the Indenture and the Lease Agreement, which amounts will be held for the security of all Outstanding Bonds.

Bond Fund

There will be created and established with the Trustee a Bond Fund that will be used to pay the principal or Redemption Price of and interest on the Bonds, and there will be created within the Bond Fund an Interest Account, a Special Account, a Bond Redemption Account and a Sinking Fund Account for the 2013 Bonds. The Trustee shall promptly deposit the following receipts into the Bond Fund:

(a) The sum, if any, required by the Indenture to be deposited from the proceeds of the 2013 Bonds to the credit of the Interest Account.

(b) Amounts in the Construction Fund not required for the completion of any Capital Addition, which shall be deposited in the Special Account of the Bond Fund.

(c) All amounts required to be deposited in the Bond Fund by the Indenture, which shall be paid from an account established by the Trustee therefor.

(d) Payments received by the Trustee pursuant to the Lease Agreement in the appropriate accounts.

(e) Net income or gain received and collected from investments of moneys in the Bond Fund, to be retained in the respective accounts thereof except as otherwise provided in the Indenture with respect to interest and income received during the period of construction of any Capital Addition.

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(f) All other receipts when and if required by the Lease Agreement or by the Indenture to be paid into the Bond Fund as instructed in writing by the Authority.

(g) All insurance and condemnation proceeds which shall be deposited in the Special Account.

(h) All moneys required for the payment of any premium due upon the redemption of the Bonds pursuant to the Indenture, which shall be deposited in the Bond Redemption Account.

Except as otherwise provided in the Indenture, moneys in the Bond Fund shall be used solely for the payment of the principal or Redemption Price of and interest on the Bonds as the same shall become due and payable upon an Interest Payment Date, at maturity, upon redemption or otherwise. Funds for such payments of the principal or Redemption Price of and interest on the Bonds shall be derived from, and paid by the Trustee from, the following sources in the order of priority indicated: (a) moneys paid into the Interest Account of the Bond Fund for interest and moneys transferred from the Capitalized Interest Account of the Construction Fund for payment of interest shall be applied to the payment of interest next due on the Bonds; (b) amounts deposited into the Bond Fund pursuant to the provisions described in the last paragraph of this section; and (c) any other moneys furnished by the Authority to the Trustee, including moneys received by the Trustee pursuant to the Lease Agreement.

Moneys deposited into the Special Account, and any income or other gain from the investment thereof, shall be held in trust for and applied by the Trustee to the payment of the principal and interest on the 2013 Bonds on the next due date. Moneys deposited into the Special Account upon completion of any Capital Addition for which Additional Bonds were issued shall be applied as set forth in a Supplemental Indenture.

Sinking Fund Account

The Trustee will establish as a part of the Bond Fund a Sinking Fund Account for the 2013 Bonds and such other sinking fund accounts for series of Additional Bonds as may be directed in the Certified Resolution of the Authority or Supplemental Indenture establishing such series and shall transfer funds into such sinking fund accounts from the Bond Fund as required to pay the principal of Bonds when due and to redeem Bonds on the dates specified in the Indenture or in the form of the Bond. The Trustee shall use the sinking fund account for each series to purchase or redeem Bonds of such series. If at any time all the Bonds of any series have been purchased, redeemed or paid, the Trustee will make no further transfers to the sinking fund account for such series and will transfer any balance then in such account to the Interest Account in the Bond Fund.

The Trustee shall apply the amounts required to be transferred to the Sinking Fund Account for each series of Bonds (less any moneys applied to the purchase of each series of Bonds pursuant to the provision described in the next sentence) on the applicable Sinking Fund Installment Date set forth in the Indenture to the redemption by lot, in the amounts and the manner and on the dates set forth in the Bond Form and in the Indenture, of the applicable series of Bonds at a Redemption Price of 100% of the principal amount thereof. Upon direction of the Authority, the Trustee may apply moneys in the Sinking Fund Account to the purchase of the applicable series of Bonds at prices exclusive of accrued interest not higher than the principal amount thereof, in lieu of redemption as aforesaid, provided that firm purchase commitments can be made at least 15 days before the notice of redemption would otherwise be required to be given. In the event of purchases at less than the principal amount thereof, the difference between the amount in said account representing the principal amount of the Bonds purchased and the purchase price shall be transferred to the Interest Account in the Bond Fund. Moneys and investments in the Sinking Fund Account for each series of Bonds, until applied as provided in the Indenture, shall be held in trust for the benefit of the Holders of such series of Bonds only.

Moneys to Be Held for All Bondholders, with Certain Exceptions

Moneys and investments in the various funds and accounts created under or pursuant to the Indenture will, until applied as provided with respect to the fund or account in question, be held in trust by the Trustee and pledged to the Trustee for the benefit of the Owners of all Outstanding Bonds, except that the amounts deposited in the Sinking Fund Account and Bond Redemption Account will be held for the benefit of the Registered Owners of designated Bonds only and any other sinking fund account established for any additional series of Bonds will be held for the benefit of the Registered Owners of Bonds of that series only.

Deposits and Security Therefor

All moneys received by the Trustee under the Indenture for deposit in any fund or account established under the Indenture will be considered trust funds, will not be subject to lien or attachment and will, except as otherwise provided in the Indenture, be deposited in the commercial department of the Trustee, until or unless invested or deposited as provided in "Investment of Deposit or Funds." All deposits in the commercial department of the

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Trustee (whether original deposits or deposits or re-deposits in time accounts under "Investment or Deposit of Funds") will, to the extent not insured, be fully secured as to principal by the securities listed in subsections (a), (b) and (c) of the definition of Investment Securities. If at any time the commercial department of the Trustee is unwilling to accept such deposits or unable to secure them as provided above, the Trustee may deposit such moneys with any other depository which is authorized to receive them and the deposits of which are insured by the Federal Deposit Insurance Corporation. All deposits in any other depository in excess of the amount covered by insurance will, to the extent permitted by law, be fully secured as to principal by the securities listed in subsections (a), (b) and (c) of the definition of Investment Securities. Such security will be deposited with a Federal Reserve Bank, with the trust department of the Trustee as authorized by law with respect to trust funds in the Commonwealth, or with a bank or trust company having a combined net capital and surplus of not less than $100,000,000.

Investment or Deposit of Funds

The Trustee will, at the written direction of the Authority, as specifically directed in writing by the City, invest moneys held in the Construction Fund and in all other funds and accounts in moneys and Investment Securities. All investments made pursuant to the Indenture will mature or be subject to redemption by the holder at not less than the principal amount thereof or the cost of acquisition, whichever is lower, and all deposits in time accounts will be subject to withdrawal and without penalty not later than the date when the amounts foreseeably will be needed for purposes of the Indenture. All securities securing investments under the Indenture will be deposited with a Federal Reserve Bank, with the trust department of the Trustee as authorized by law with respect to trust funds in Pennsylvania, or with a bank or trust company having a combined net capital and surplus of not less than $100,000,000. Except during the period of construction of any Capital Addition, the interest and income received upon such investments and any interest paid by the Trustee or any other depository with respect to moneys in any fund or account established under the Indenture and any profit (net of losses) resulting from the sale of securities will be added or charged to the respective Fund and Account established under the Indenture; subject, however, to the provisions of the Indenture in the case of defeasance. Interest and income received during the period of construction of any Capital Addition shall be treated in accordance with the Certified Resolution or Supplemental Indenture authorizing Additional Bonds for such Capital Addition. Upon written request of the Authority, or on its own initiative whenever payment is to be made out of the Bond Fund to pay principal of and interest on the Bonds, the Trustee will sell such securities as may be requested or required to make the payment and restore the proceeds to the Fund in which the securities were held. Neither the Trustee nor the Authority will be accountable for any depreciation in the value of any such security or for any loss resulting from the sale thereof.

Events of Default and Remedies

Defaults. Each of the following is an "Event of Default" under the Indenture:

(a) If payment of any installment of interest on the Bonds is not made by the Authority when it becomes due and payable; or

(b) If payment of the principal or Redemption Price of any Bond by the Authority is not made when it becomes due and payable at maturity or upon call for redemption or if any required transfer is not made into any sinking fund or sinking fund account established under the Indenture at the time and in the amounts required; or

(c) If an "Event of Default" occurs and is continuing under the Lease Agreement relating to a failure to make a payment required thereunder, except payments due the Authority as Administrative Expenses thereunder; or

(d) If an "Event of Default" occurs and is continuing under the Lease Agreement, other than a failure to make a payment, or a default occurs and is continuing in the payment of the rentals or other payments under any other lease or operating agreement or any amendment or supplement thereto relating to the Leased Premises or any other default occurs and is continuing thereunder which would give the Authority the right to terminate such lease or agreement; or

(e) If the Authority fails to comply with any provision of the Act or for any reason is rendered incapable of fulfilling its obligations under the Indenture or the Act; or

(f) If the Authority defaults in the due and punctual performance of any other covenant in the Bonds or in the Indenture and such default continues for 45 days after written notice requiring the same to be remedied shall have been given to the Authority and the City by the Trustee, which may give such notice in its discretion and shall give such notice at the written request of the Holders of not less than 25% in principal amount of the Bonds then Outstanding; provided, however, that if such performance requires work to be done, actions to be taken, or conditions to be remedied, which by their nature cannot reasonably be done, taken or remedied, as the case may be,

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within such 45-day period, no Event of Default shall be deemed to have occurred or to exist if, and so long as, the Authority shall commence or cause the City to commence such performance within such 45-day period, and the Authority or the City shall diligently and continuously prosecute the same to completion; or

(g) If the Authority files or has filed against it a petition of bankruptcy or for arrangement or for reorganization pursuant to the United States Bankruptcy Code or other similar laws, federal or state, or if, by the decree of a court of competent jurisdiction, the Authority is adjudicated bankrupt or declared insolvent, or makes an assignment for the benefit of creditors, or admits in writing its inability to pay its debts generally when or as they become due, or consents to the appointment of a trustee, receiver or liquidator of all or any part of the Leased Premises, provided that, if any such proceeding is commenced by a person other than the Authority, there will be no Event of Default if such proceedings are dismissed within 90 days of the filing of initial pleadings therein.

Notwithstanding any provision in the Indenture to the contrary, any default by the Authority under the Indenture shall not result in the termination of the Lease Agreement, so long as the City shall continue to perform all of its obligations under the Lease Agreement and the failure to act on behalf of the Trustee will not affect the tax exempt status of the Bonds or affect any priority rights in any legal proceeding or prejudice any other rights the Trustee may have against the Authority. The Trustee may rely on an Opinion of Counsel as to the matters set forth in this paragraph.

Except as to Events of Default under paragraphs (a), (b) and (c) of this section, the Trustee shall not be required to take notice or be deemed to have knowledge of any Event of Default under the Indenture unless and until specifically notified in writing of such Event of Default by the Authority, or by Registered Owners of at least 25% in aggregate principal amount of the Bonds then Outstanding.

Remedies. If any Event of Default has occurred and is continuing, the Trustee by notice in writing to the Authority may, and upon written request of a Qualified Majority of the Registered Owners shall declare the principal of all Bonds then Outstanding to be immediately due and payable. Upon such declaration the principal of the Bonds then Outstanding, together with interest accrued thereon, shall become due and payable immediately at the place of payment provided therein, anything in the Indenture or in the Bonds to the contrary notwithstanding.

If after the principal of the Bonds has been so declared to be due and payable, all arrears of interest upon the Bonds are paid by the Authority, and the Authority also performs all other things in respect to which it may have been in default under the Indenture and pays the reasonable charges of the Trustee, the Bondholders, and any trustee appointed under the Act, including reasonable attorney's fees, then, and in every such case, a Qualified Majority of the Registered Owners may annul such declaration and its consequences and such annulment shall be binding upon the Trustee and upon all Registered Owners of Bonds issued under the Indenture; but no such annulment shall extend to or affect any subsequent default or impair any right or remedy consequent thereon.

If any Event of Default has occurred and is continuing, the Trustee may enforce each and every right granted to the Authority under the Lease Agreement, and all other leases, agreements and contracts entered into with third parties and any supplements or amendments thereto executed as provided in the Indenture. The Authority, and Trustee if provided with indemnification of costs to its satisfaction, covenant to exercise their rights under the Lease Agreement upon an Event of Default thereunder if requested in writing by a Qualified Majority of the Registered Owners.

If any Event of Default has occurred and is continuing, the Trustee in its discretion may, and upon the written request of a Qualified Majority of the Registered Owners, and upon receipt of indemnity to the Trustee's satisfaction, shall, in its own name:

(a) By mandamus, or other suit, action or proceeding at law or in equity, enforce all rights of the Bondholders, including the right to require the Authority to charge and collect rates, rentals and other charges adequate to carry out the terms of the Indenture and to require the Authority to carry out any other agreements with, or for the benefit of, the Bondholders and to perform its or their duties under the Act;

(b) Bring suit upon the Bonds or the Lease Agreement;

(c) By action or suit in equity require the Authority to account as if it were the Trustee of an express trust for the Bondholders;

(d) By action or suit in equity enjoin any acts or things which may be unlawful or in violation of the rights of the Bondholders;

(e) Exercise any or all other rights and remedies provided for by the Act or by any other law; and

(f) Exercise all rights and remedies granted under the Lease Agreement.

If any proceeding taken by the Trustee on account of any default is discontinued or is determined adversely to the Trustee, the Authority, the Trustee and the Bondholders shall be restored to their former positions and rights under the Indenture as though no such proceeding had been taken.

A Qualified Majority of the Registered Owners, after furnishing indemnity satisfactory to the Trustee, shall have the right to direct the method and place in Pennsylvania of conducting all remedial proceedings by the Trustee under the Indenture, provided such directions shall not be otherwise than in accordance with law or the provisions of the Indenture, and that the Trustee shall have the right to decline to follow any such direction which in the opinion of the Trustee would be unjustly prejudicial to the Registered Owners not parties to such direction.

No Bondholder shall have any right to pursue any remedy under the Indenture unless (a) the Trustee shall have been given written notice of an Event of Default, (b) a Qualified Majority of the Registered Owners shall have requested the Trustee, in writing, to exercise the powers granted in the Indenture or to pursue such remedy in its or their name or names, (c) the Trustee shall have been offered indemnity satisfactory to it against costs, expenses and liabilities and (d) the Trustee shall have failed to comply with such request within a reasonable time.

All rights under the Indenture and the Bonds may be enforced by the Trustee without the possession of any Bonds or the production thereof at the trial or other proceedings relative thereto, and any proceeding instituted by the Trustee shall be brought in its name for the ratable benefit of the holders of the Bonds.

No remedy in the Indenture conferred is intended to be exclusive of any other remedy or remedies, and each remedy is in addition to every other remedy given under the Indenture or now or hereafter existing at law or in equity or by statute. No delay or omission in respect of exercising any right or power accruing upon any default shall impair such right or power or be a waiver of such default, and every remedy given by the Indenture may be exercised from time to time and as often as may be deemed expedient.

All moneys received by the Trustee pursuant to any right given or action taken under the provisions of the Indenture relating to remedies shall, after payment of the cost and expenses of the proceedings resulting in the collection of such moneys and of the fees (including counsel fees) due, expenses, liabilities, and advances (which shall not be deemed to reflect any obligation of the Trustee to make any advance) incurred or made by the Trustee, be deposited in the Bond Fund and thereupon all moneys then in the Bond Fund shall be applied as follows:

Unless the principal of all the Bonds shall have become or shall have been declared due and payable, all such moneys shall be applied:

FIRST - To the payment to the persons entitled thereto of all installments of interest then due on the Bonds, in order of the maturity of the installments of such interest and, if the amount available shall not be sufficient to pay in full any particular installment, then to the payment ratably, according to the amounts due on such installment, to the persons entitled thereto, without any discrimination or privilege; and

SECOND - To the payment to the persons entitled thereto of the unpaid principal of any of the Bonds which shall have become due (other than Bonds called for redemption for the payment of which moneys are held pursuant to the provisions of the Indenture), in the order of their due dates, with interest on such Bonds from the respective dates on which they became due and, if the amount available shall not be sufficient to pay in full the Bonds due on any particular date, together with such interest, then to the payment ratably, according to the amount of principal due on such date, to the persons entitled thereto without any discrimination or privilege.

If the principal of all the Bonds shall have become due or shall have been declared due and payable, all such moneys shall be applied to the payment of the principal and interest then due and unpaid on the Bonds, without preference or priority of principal over interest or of interest over principal, or of any installment of interest over any other installment of interest, or of any Bond over any other Bond, ratably, according to the amounts due respectively for principal and interest, to the persons entitled thereto without any discrimination or privilege.

Whenever moneys are to be applied as described above, such moneys shall be applied at such times, and from time to time, as the Trustee shall determine, having due regard to the amount of such moneys available for application and the likelihood of additional moneys becoming available for such application in the future. Whenever the Trustee shall apply such funds, it shall fix the date (which shall be an Interest Payment Date unless it shall deem another date more suitable) on which such application is to be made and on such date interest on the amounts of principal to be paid on such dates shall cease to accrue. The Trustee shall give such notice as it may deem appropriate of the deposit with it of any such moneys and of the fixing of any such date, and shall not be required to make payment to the Holder of any Bond until such Bond shall be presented to the Trustee for appropriate endorsement or for cancellation if fully paid.

As provided by the Act, the Trustee shall be entitled as of right to the appointment of a receiver; and the Trustee, the Bondholders and any receiver so appointed shall have such rights and powers and be subject to such limitations and restrictions as are contained in the Act.

Resignation or Removal of Trustee

The Trustee may resign and be discharged of the trusts created by the Indenture by written resignation filed with the Secretary of the Authority not less than 60 days before the date when such resignation is to take effect; provided notice of such resignation is mailed to each Bondholder, in the same manner as a notice of redemption, and to Moody's and S&P not less than three weeks prior to the date when the resignation is to take effect. Such resignation will not take effect on the day specified therein unless a successor trustee is previously appointed, in which event the resignation will take effect immediately on the appointment of such successor. If no successor Trustee has been appointed within 30 days after the date specified, as aforesaid, the Trustee may petition any court of competent jurisdiction for appointment of such a successor Trustee and, upon such appointment, the Trustee's resignation shall become immediately effective.

Any Trustee may be removed at any time by an instrument appointing a successor to the Trustee so removed, executed by the Registered Owners of a majority in principal amount of the Bonds then Outstanding or by the Authority and filed with the Trustee and the Authority. Such removal will not take effect until a successor Trustee is previously appointed.

Amendments and Supplements Not Requiring Bondholder Consent

The Indenture may be amended or supplemented in connection with the issuance of Additional Bonds, or at any other time and from time to time, but without the consent of the Bondholders, by a Supplemental Indenture authorized by a Certified Resolution of the Authority filed with the Trustee and approved by the City, for one or more of the following purposes: (a) to set forth any or all of the matters in connection with issuance of Additional Bonds required by the Indenture; (b) to add additional covenants of the Authority or to surrender any right or power conferred upon the Authority by the Indenture; (c) to reflect changes in applicable law or to cure any ambiguity or to cure, correct or supplement any defective or inconsistent provision of the Indenture in such manner as shall not be inconsistent with the Indenture and shall not impair the security of the Indenture or adversely affect the Bondholders; (d) to preserve the exemption from federal income tax of interest on the Bonds, provided that such amendment or supplement would not affect less than all of the Bonds; (e) to obtain, maintain or improve any securities rating of the Bonds by Moody's, S&P or Fitch; and (f) to amend or supplement the Indenture in any other manner, provided that such modification, amendment or supplement does not materially adversely affect the rights of the Bondholders under the Indenture.

Amendments Requiring Bondholder Consent

The Indenture may be amended from time to time, except with respect to (1) the interest on and principal payable upon any Bonds, (2) the dates of maturity or sinking fund installments, the redemption provisions or the security for the Bonds, and (3) the provisions of the Indenture relating to amendments and supplements thereto, by a Supplemental Indenture approved by a Qualified Majority of the Registered Owners; provided, that no amendment shall be made which adversely affects one or more but less than all series of Bonds without the consent of a Qualified Majority of the Registered Owners of each series so affected, and no amendment shall be made which affects the rights of the holders of some but less than all the Outstanding Bonds of any one series without the consent of a Qualified Majority of the Registered Owners so affected. Amendments with respect to items (1), (2) and (3) of this paragraph shall be effected only with the consent of Registered Owners of all of such series of Bonds then Outstanding and affected by such amendments. For purposes of this section the Bonds Outstanding shall not include Bonds held by the City or the Authority.

The Trustee is authorized to join with the Authority in the execution and delivery of any Supplemental Indenture or amendment permitted by this section and in so doing shall be fully protected by an opinion of Counsel that such Supplemental Indenture or amendment is so permitted and has been duly authorized by the Authority and that all things necessary to make it a valid and binding agreement have been done. Anything in the Indenture to the contrary notwithstanding, no Supplemental Indenture shall become effective if obligations of the Trustee are affected, unless and until the Trustee shall have consented to such Supplemental Indenture.

Defeasance

If the Authority shall pay or cause to be paid, or there shall otherwise be paid, to the Registered Owners of all Outstanding Bonds the principal or Redemption Price of and interest due or to become due thereon at the times and in the manner stipulated therein and in the Indenture, and if the Authority shall keep, perform, and observe all the

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covenants and promises in the Bonds and in the Indenture expressed as to be kept, performed, and observed by it or on its part and shall have paid or provided for all obligations owed the Trustee, then the pledge under the Indenture of the revenues or receipts derived under the Lease Agreement and the rights granted by the Indenture and all covenants, agreements and other obligations of the Authority under the Indenture to the Bondholders shall thereupon cease, terminate, and become void and be discharged and satisfied. In such event, the Trustee shall cancel and discharge the lien of the Indenture and execute and deliver to the Authority all such instruments as may be appropriate to evidence such discharge and satisfaction of the lien of the Indenture, and the Trustee and the Paying Agent shall pay over or deliver to the Authority all moneys and securities held by them pursuant to the Indenture which are not required for the payment of principal of and interest on Bonds not theretofore surrendered for such payment or redemption.

Any Bond shall be deemed to be paid for all purposes of the Indenture when: (i) payment of the principal or Redemption Price of such Bond, plus interest thereon to the due date thereof (whether such due date is by reason of maturity or upon redemption as provided in the Indenture) either (A) shall have been made or caused to be made in accordance with the terms thereof, or (B) shall have been provided for by irrevocably depositing with the Trustee in trust and irrevocably setting aside exclusively for such payment moneys sufficient to make such payment and/or Government Obligations maturing as to principal and interest in such amount and at such time as will insure the availability of sufficient moneys to make such payment; (ii) all necessary and proper fees, compensation and expenses of the Trustee and any Paying Agent pertaining to the Bonds with respect to which such deposit is made shall have been paid or the payment thereof provided for; and (iii) in the event that Government Obligations have been deposited with the Trustee for purposes of clause (i)(B) of this paragraph, the Authority shall have caused to be delivered certain opinions, certifications, verifications and agreements more particularly described under the provisions of the Indenture pertaining to defeasance. At such times as a Bond shall be deemed to be paid under the Indenture, as aforesaid, such Bond shall no longer be secured by or entitled to the benefits of the Indenture, except for the purposes of any such payment from such moneys or Government Obligations.

Notwithstanding the previous paragraph, no deposit under clause (i)(B) of the previous paragraph shall be deemed a payment of such Bonds as aforesaid until: (i) proper notice of redemption of such Bonds shall have been previously given in accordance with the Indenture, or in the event said Bonds are not to be redeemed within the next succeeding 60 days, until the Authority shall have given the Trustee, in form satisfactory to the Trustee, irrevocable instructions to notify, as soon as practicable, the Registered Owners of the Bonds, in accordance with the Indenture, that the deposit required by clause (i)(B) of the previous paragraph has been made with the Trustee and that said Bonds are deemed to have been paid in accordance with the Indenture and stating the maturity or redemption date upon which moneys are to be available for the payment of the principal or Redemption Price of said Bonds, plus interest thereon to the due date thereof; or (ii) the maturity of such Bonds.

Bonds for the payment of which, and Bonds for the redemption of which, moneys or securities in the necessary amount, shall then be held by, or otherwise made available to, the Trustee, including moneys for the payment of fees and expenses of the Trustee, in such manner as shall be satisfactory to the Trustee, with irrevocable direction so to apply the same, whether at or prior to the maturity or the redemption date of such Bonds, shall be deemed to have been paid and not Outstanding within the meaning of the Indenture and shall no longer be entitled to any lien under the Indenture; and the interest due on such Bonds shall cease to accrue on and after such maturity date or date fixed for redemption, as applicable, and after such deposit, the Bondholders shall be restricted to the funds so deposited for payment thereof; provided that in case of redemption the notice requisite to the validity of such redemption shall have been mailed, waived or given or irrevocable provision shall have been made insuring to the satisfaction of the Trustee that the same will be given.

All moneys deposited with, or otherwise made available to, the Trustee pursuant to the provisions described in the previous paragraph shall be held in trust and applied by it to the payment, either directly or through any Paying Agent, to the Registered Owners of the particular Bonds, for the payment or redemption of which such moneys have been deposited with the Trustee, of all sums due and to become due thereon for principal and interest.

Moneys so deposited with the Trustee or the Paying Agent which remain unclaimed five years after the date payment of the Bonds becomes due shall, upon request of the Authority, if the Authority is not at the time to the knowledge of the Trustee or the Paying Agent in default with respect to any covenant in the Indenture or the Bonds, be paid to the Authority; and the Registered Owners of the Bonds for which the deposit was made shall thereafter be limited to a claim against the Authority; provided, however, that the Trustee or the Paying Agent, before making payment to the Authority, may, at the expense of the Authority, cause a notice to be mailed to the Registered Owners of such unpaid Bonds as their names appear on the registration books of the Authority, stating that the moneys remaining unclaimed will be returned to the Authority after a specified date.

Amendment of Lease Agreement

If the Authority and the City propose to amend the Lease Agreement in such a way as would adversely affect the interests of Bondholders, such amendment shall require the consent of the Trustee and the Trustee shall notify the Bondholders of the proposed amendment and may consent thereto with the consent of a Qualified Majority of the Registered Owners which would be affected by the action proposed to be taken; provided, that the Trustee shall not, without the unanimous consent of the holders of all Bonds then Outstanding, consent to any amendment which would (1) decrease the amounts payable on the Lease Agreement, (2) change the dates of payment or change any of the prepayment provisions of the Lease Agreement, or (3) change sections of the Lease Agreement pertaining to rental payments, abatement and setoffs, termination, Events of Default, personal recourse and indemnification of the Authority. The Trustee may request an Opinion of Counsel before granting its consent to any amendment of the Lease Agreement made pursuant to the foregoing provisions and may rely on the same.

THE LEASE AGREEMENT

Term

The Lease Agreement commenced on December 16, 2003, and ends on December 1, 2018, unless extended or sooner terminated in accordance with the terms of the Lease Agreement; provided that such term shall not be sooner terminated by the City so long as the Bonds are "Outstanding" under the Indenture.

Assignment to Trustee

The Authority will irrevocably assign for value the Lease Agreement and all rentals payable under the Lease Agreement (except such amounts as shall provide for the Authority's Administrative Expenses, certain rights to indemnification and certain obligations and approvals which may be performed only by the Authority) to the Trustee, in trust, to be held and applied pursuant to provisions of the Indenture for the benefit of the Bondholders. The City in the Lease Agreement (1) consents to such assignment and accepts notice thereof with the same legal effect as though such acceptance were embodied in a separate instrument, separately executed after execution of such assignment; (2) agrees to pay directly to the Trustee all rentals payable under the Lease Agreement, without any defense, set-off or counterclaim arising out of any default on the part of the Authority under the Lease Agreement or any transaction between the City and the Authority; and (3) agrees that the Trustee may exercise all rights granted the Authority under the Lease Agreement.

Assignment by the City

Without the prior written consent of the Authority, the City may not by operation of law or otherwise assign, transfer, pledge, hypothecate or otherwise dispose of the Lease Agreement or any interest therein.

Rental Payments

In consideration of the lease of the Leased Premises to the City by the Authority pursuant to the Lease Agreement, the City will pay as rentals to the Authority or its assigns:

(a) for deposit in the Bond Fund under the Indenture, on or before 10:00 a.m. Philadelphia time, on the date three Business Days prior to each Interest Payment Date or Sinking Fund Installment Date or on any other date that principal of and premium, if any, and interest on the Bonds, or any portion thereof, shall be due and payable, whether by maturity, redemption (other than by acceleration under the Indenture) or otherwise, an amount which, together with other moneys in the Bond Fund available therefor, is sufficient to make the Authority's required payments of principal of and premium, if any, and interest on the Bonds then becoming due, whether by maturity (other than by acceleration under the Indenture), redemption or otherwise; and

(b) Commencing on the first day of the month following the issuance of the 2013 Bonds, and on or before the first day of each month thereafter, such amount as will provide for the Authority's Administrative Expenses incurred in connection with the Leased Premises and the Project, including an amount which is sufficient to make any payment required to be made by the Authority to the United States Treasury, as provided in the Indenture and as requested in writing by the Authority.

Additionally, from time to time, the City will be required to make payments necessary to make up any deficiency in the funds established under the Indenture, other than as stated above, or to pay for any cost overruns with respect to the any Capital Addition to the extent that the City has funds appropriated for such purposes in such Fiscal Year. At least 15 days prior to the beginning of each Fiscal Year, the Authority shall cause the Trustee to advise the City of the amount of such rental payments.

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All rentals payable under the provisions described in (a) above must be paid in immediately available funds and held, invested, disbursed and applied as provided in the Indenture; provided, however, that, on or before 45 days prior to any Sinking Fund Installment Date, the City may deliver to the Trustee Bonds of a maturity, a portion of which is required to be redeemed by the Trustee on such Sinking Fund Installment Date, and the rentals required to effect such redemption otherwise due from the City shall be reduced by the aggregate principal amount of the Bonds so delivered up to the full amount of such Sinking Fund Installment.

If the moneys available to the Authority for the purposes of the Indenture should be insufficient to pay the Authority's obligations thereunder, or under the Bonds, then the City upon demand shall pay to the Authority or its assigns such additional sum or sums in each Fiscal Year as shall be required for such purposes.

Under the Lease Agreement, the Authority directs the rent (except such amounts as shall provide for the Authority's Administrative Expenses and certain indemnification which shall be paid directly to the Authority) to be paid to the Trustee under the Indenture securing the Bonds, to which, under the terms of the Indenture, the Lease Agreement and the rent payable under the Lease Agreement are assigned, or to its successor trustee under the Indenture.

The rentals are payable only out of the current revenues of the City, and the City agrees to provide for the payment of rentals and include the same in its annual Operating Budget for each year. If the current revenues are insufficient to pay the total rentals in any Fiscal Year as the same become due and payable, the City covenants to include amounts not so paid in its Operating Budget for the ensuing Fiscal Year and to produce sufficient current revenues to pay in each ensuing year such balance due in addition to the amount of rental due for such ensuing year.

The City covenants to make appropriations in each of its Fiscal Years in such amounts as will be required in order to make all rental payments due and payable under the Lease Agreement in each of the City's Fiscal Years.

Additional Payments, Taxes, Utility Charges

The City during the term of the Lease Agreement will pay or cause to be paid all taxes (or contributions or payments in lieu thereof) and all assessments, levies, license fees, charges for publicly supplied water or sewer services, excises, franchises, imposts and charges, general and special, ordinary and extraordinary (including interest, penalties and all costs resulting from delayed payment of any of the foregoing) levied, assessed, charged or imposed or which are or may become a lien upon the Lease Agreement, the Leased Premises, the use or occupation thereof or upon owner or occupants in respect of or upon the basis of the rent or the estate created by the Lease Agreement, or upon the City or the Authority, or upon any franchises, businesses, transactions, income, earnings and receipts (gross, net or otherwise) of the Authority in connection with the Leased Premises, for payment or collection of which the Authority otherwise would be liable or accountable under any lawful authority whatever by reason of the Lease Agreement, or its earnings, profits or receipts from, or its leasing of, the Leased Premises; provided, however, that the City shall not be required to pay or discharge or cause to be paid or discharged any tax, assessment, lien or other matter under the Lease Agreement so long as the validity thereof is being contested in good faith and by appropriate legal proceedings diligently pursued.

Authority Administrative Expenses

If moneys available to the Authority for the purpose under the Indenture are insufficient to pay the Authority's reasonable Administrative Expenses, the City shall pay to the Authority or its assigns such additional sum or sums as additional rent, in each Fiscal Year, as shall be required for such purpose. Such additional sum or sums, if any, shall be payable at such time or times in each Fiscal Year in which the same shall be required as may be agreed upon by the City and the Authority or its assigns, but in no event later than 30 days following the last day of such Fiscal Year.

No Abatement or Setoff

The City must pay rentals and additional sums required under the Lease Agreement from current revenues of the City without suspension or abatement of any nature, notwithstanding that all or any part of the Leased Premises may have been wholly or partially destroyed, damaged or injured and may not have been repaired, replaced or rebuilt. So long as any of the Bonds remain outstanding or sufficient money for the payment of the Bonds in full, including principal, interest or redemption price, if any, shall not be held by the Trustee in trust therefor, the obligation of the City to pay rentals from current revenues of the City will be absolute and unconditional and will not be suspended, abated, reduced, abrogated, waived, diminished or otherwise modified in any manner or to any extent whatsoever, and regardless of any rights of setoff, recoupment or counterclaim that the City might otherwise have against the Authority or the Trustee or any other party or parties and regardless of any contingency, act of God, event or cause whatsoever and notwithstanding any circumstances or occurrence that may arise or take place after the date of the Lease Agreement, including but without limiting the generality of the foregoing: (a) any damage to or destruction of

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any part or all of the Leased Premises; (b) the taking or damaging of any part or all of the Leased Premises, by any public authority or agency in the exercise of the power of or in the nature of eminent domain or by way of a conveyance in lieu of such exercise or otherwise; (c) any assignment, novation, merger, consolidation, transfer of assets, leasing or other similar transaction of or affecting the City, whether with or without the approval of the Authority or the Trustee; (d) the expiration of the term of the Lease Agreement pursuant to the provisions thereof; (e) any failure of the Authority or the Trustee to perform or observe any agreement or covenant, whether express or implied, or any duty, liability or obligation arising out of or connected with the Lease Agreement, the Indenture or the Bonds; (f) any acts or circumstances that may constitute an eviction or constructive eviction; (g) failure of consideration, failure of title or commercial frustration; (h) any change in the tax or other laws of the United States or of any state or other governmental authority; (i) any determination that the interest on the Bonds is subject to federal taxation; (j) any change in the law applicable to the Lease Agreement or the Indenture; and (k) the failure to complete the construction or the equipping of any Capital Addition.

Except to the extent described in this section, nothing contained in the Lease Agreement shall be construed to prevent or restrict the City from asserting any rights which it may have under the Lease Agreement or any provision of law against the Authority or the Trustee.

Rentals to be Net

Rentals and additional sums required to be paid by the City will be received by the Authority or its assigns as net sums and will be sufficient in amount to meet all of the Authority's obligations under the Bonds and the Indenture, and the City covenants to pay, out of current revenues, all charges against or which might diminish such net sums.

Termination

When interest on, and principal or the Redemption Price (as the case may be) of, all Bonds issued under the Indenture have been paid, or there has been deposited with the Trustee an amount evidenced by moneys or securities pursuant to the Indenture, which, together with earnings thereon, will provide sufficient moneys to fully pay the Bonds, as well as all other sums payable under the Indenture and the Lease Agreement to the Authority and Trustee, and the Authority has met all other requirements of the Indenture, no further rentals shall be payable under the Lease Agreement, and the Authority shall cause the Trustee to pay over to the City any moneys then remaining in any Funds created under the Indenture except moneys held for the payment of Bonds or any obligations owed to the Authority.

Insurance

Notwithstanding anything to the contrary contained in the Lease Agreement, all risk of loss, damage, theft or destruction to the Leased Premises will be borne by the City. No such loss, damage, theft or destruction of the Leased Premises or any part thereof may impair the obligations of the City under the Lease Agreement, all of which will continue in full force and effect. The City is permitted to be a self-insurer as to the Leased Premises. The City assigns, transfers and sets over to the Authority all of its right, title and interest in and to all sums, including insurance proceeds, received or payable to the City arising out of any damage or any claim for damage which the City may have or receive or for which the Authority may receive to the benefit of the City with respect to the Leased Premises against or from any person or entity.

From the date of the Lease Agreement and so long as the Authority has an ownership or leasehold interest in the Leased Premises the City covenants to either: (1) provide through self-insurance, with the consent of the Authority, personal and property liability insurance and damage insurance; or (2) provide and maintain continuously, whether by itself or through the Authority, public liability and property insurance and landlord's liability insurance insuring the City and the Authority, and its members and officers when involved in matters related to the Leased Premises, as their interests may appear, against liability for injuries to persons and property in the minimum amount of $1,000,000 primary liability per occurrence for bodily injury and $1,000,000 in the aggregate, and $1,000,000 primary liability for property damage for each occurrence and in the aggregate of not less than $1,000,000. In addition to the primary liability insurance, a commercial umbrella insurance policy of at least $25,000,000 shall be written as accompanying insurance coverage insuring the City and the Authority unless the parties agree on a lesser policy amount. All such policies shall contain a 30 days' prior written notice of cancellation clause to the Authority and the Trustee.

All policies of insurance required under the Lease Agreement shall be issued by responsible companies qualified to do business in Pennsylvania and not unsatisfactory to the Authority and the City. An insurance certificate in respect of each policy shall be deposited with the Authority, the Trustee and the City.

On the date of the Lease Agreement and on the first day of every June thereafter, the Authority shall, at the expense of the City, employ an Insurance Consultant. If the Insurance Consultant, by written recommendation, shall recommend that public liability and boiler and machinery policy limits be increased, then the recommended increased limits shall be adopted and maintained. The Authority shall maintain copies of such insurance policies and certifications and include the expense thereof as rent as Administrative Expenses chargeable under the Lease Agreement.

Construction, Operation and Maintenance

The City covenants to provide for the construction and equipping of the Project or Capital Additions subsequently authorized and agreed upon in accordance with the plans and specifications therefor. The City will determine the level of operation and maintenance of the Leased Premises, and any repairs or replacements which the City may install will become the property of the Authority. The City further covenants that it will not commit or suffer any stripping or waste of the Leased Premises. The City will bear all costs in connection with the use of the Leased Premises.

Events of Default and Remedies

Defaults. Each of the following is an "Event of Default" under the Lease Agreement:

(a) the City fails to make any payment required by the Lease Agreement or by the Indenture when the same shall become due and payable and if such failure continues for two Business Days thereafter; or

(b) the City fails to perform any of its other covenants or conditions or fails to perform any of its obligations under the Lease Agreement, and such failure continues for 45 days after the Authority or the Trustee gives the City written notice thereof; provided, however, that if such performance requires work to be done, actions to be taken, or conditions to be remedied, which by their nature cannot reasonably be done, taken or remedied, as the case may be, within such 45-day period, no Event of Default shall be deemed to have occurred or to exist if, and so long as, the City shall commence such performance within such 45-day period and shall diligently and continuously prosecute the same to completion; or

(c) if the City files or has filed against it a petition of bankruptcy or for arrangement or for reorganization pursuant to the United States Bankruptcy Code or other similar laws, federal or state, or if, by the decree of a court of competent jurisdiction, the City is adjudicated bankrupt or declared insolvent, or makes an assignment for the benefit of creditors, or admits in writing its inability to pay its debts generally when or as they become due, or consents to the appointment of a trustee, receiver or liquidator of all or any part of the Leased Premises, provided that, if any such proceeding is commenced by a person other than the City, there shall be no Event of Default if such proceedings are dismissed within 90 days of the filing of initial pleadings therein.

Remedies. Upon the occurrence of an Event of Default under the Lease Agreement and at any time thereafter while such Event of Default is continuing, in addition to the Authority's other remedies at law or equity or provided for in the Lease Agreement, the Authority may, by written notice to the City specifying the Event of Default, terminate the Lease Agreement, or the Registered Owners of at least 66-2/3% of the Bonds then outstanding.

If the Lease Agreement is terminated under the provisions described in this section: (a) such termination shall not relieve the City of previously accrued obligations under the Lease Agreement; (b) the City shall peaceably surrender the Leased Premises; and (c) the Authority may relet any or all of the Leased Premises on such terms as it elects, but the Authority shall not be liable for any failure to relet or to collect any rent due upon reletting; and (d) the City shall pay to the Authority on the dates on which payments required under the Lease Agreement or under the Indenture would have been payable, amounts equal to such installments less the net proceeds of any reletting effected under (c) above.

Additionally, it is understood that in determining "net proceeds" the Authority shall deduct from all sums collected amounts equal to all charges, expenses or commissions reasonably incurred in collecting such sums and/or operating and administering the Leased Premises.

In case of any court proceeding initiated by the Authority: (i) to foreclose or terminate the estate or interest of the City, based upon a default under the Lease Agreement (if the Authority shall elect so to proceed); or (ii) wherein appointment of a receiver may be permissible, the Authority, as a matter of right and immediately upon institution of each proceeding, upon written notice to the City and the Trustee, shall be entitled to the appointment of a receiver of the Leased Premises, with such powers as the court making such appointment can confer; subject, however, to limitations and restrictions of the Act.

The acceptance by the Authority or the Trustee of any rent or portion thereof at any time after the same becomes due shall not be considered a waiver of the right to enforce any remedy under the Lease Agreement. As part of the consideration for the Lease Agreement, the City waives any applicable exemption laws now or hereafter in force. No failure by either party to insist upon strict performance of the Lease Agreement or to exercise any remedy upon the occurrence of an Event of Default shall constitute a waiver of such default, or a waiver or modification of any provision of the Lease Agreement. Upon the occurrence of an Event of Default, the Authority may exercise any one or more of the remedies available to it separately or concurrently and as often as required to enforce the City's obligations. In addition to the other remedies provided in the Lease Agreement, the Authority shall be entitled to the restraint by injunction of the violation, or attempted or threatened violation by the City of any of the covenants, conditions or provisions of the Lease Agreement, or to a decree compelling specific performance of any of such covenants, conditions or provisions.

With respect to any amounts payable by the City to the Authority under the Lease Agreement, the Authority shall have, in addition to any other rights and remedies, the same rights and remedies as are provided by law or in equity and in the Lease Agreement, in the case of default by the City in the payment of rentals.

Amendments

The parties to the Lease Agreement from time to time may enter into any amendments to the Lease Agreement (which thereafter shall form a part of the Lease Agreement) as shall not adversely affect the rights of or the security of the Bondholders, only for the following purposes: (a) in connection with the issuance of Additional Bonds; (b) to cure any ambiguity, defect or omission in the Lease Agreement or in any amendment to the Lease Agreement; (c) to reflect a change in applicable law; or (d) to add to the covenants and agreements of the City contained in the Lease Agreement, or to surrender any right or power reserved to or conferred upon the City which shall not impair the security of the Lease Agreement or adversely affect the rights of the Bondholders under the Indenture; provided that such amendments shall be approved by resolution of City Council.

All other amendments must be approved by the Trustee and, if the Indenture must be amended with Bondholders' consent, by a Qualified Majority of the Registered Owners in the same manner and to the same extent as is set forth in the Indenture; provided that such amendments shall be approved by resolution of City Council.

APPENDIX E

FORM OF CONTINUING DISCLOSURE AGREEMENT

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CONTINUING DISCLOSURE AGREEMENT

This Continuing Disclosure Agreement (this "**Disclosure Agreement**") is executed and delivered as of October 9, 2013 by and between the City of Philadelphia, Pennsylvania (the "**City**") and Digital Assurance Certification, LLC, as dissemination agent (the "**Dissemination Agent**"), in connection with the issuance on behalf of the City of the $85,050,000 Philadelphia Municipal Authority City Agreement Revenue Refunding Bonds, 2013 Series A, (the "**2013 Bonds**").

The 2013 Bonds are being issued pursuant to the provisions of the Pennsylvania Municipal Authorities Act (the Act of June 19, 2001, P.L. 287, as amended and supplemented) (the "**Act**"), and a resolution of the Philadelphia Municipal Authority (the "**Authority**") adopted on September 4, 2013 and the ordinance of the City (Bill No. 130226) authorizing the execution and entering into of certain documents in connection therewith (together, the "**Bond Authorization**").

In consideration of the mutual covenants, promises and agreements contained herein and intending to be legally bound hereby, the parties hereto agree as follows:

Section 1. Definitions

In this Disclosure Agreement and any agreement supplemental hereto (except as otherwise expressly provided or unless the context clearly requires otherwise) terms defined in the recitals hereto shall have such meanings throughout this Disclosure Agreement, and, in addition, the following terms shall have the meanings specified below:

"**Annual Financial Information**" shall mean the financial information or operating data with respect to the City delivered at least annually pursuant to Section 3 hereof, substantially similar to the type set forth in Appendix A attached hereto and in accordance with the Rule (as hereinafter defined). The financial statements comprising the Annual Financial Information are prepared according to accounting methods and procedures which conform to generally accepted accounting principles for governmental units as prescribed by the Government Accounting Standards Board.

"**Business Day**" or "**Business Days**" shall mean any day other than a Saturday or Sunday or, in the City, a legal holiday or a day on which banking institutions are authorized by law or contracted to remain closed or a day on which the Dissemination Agent is closed.

"**Disclosure Representative**" shall mean the Director of Finance of the City, the City Treasurer or such other official or employee of the City as the Director of Finance or the City Treasurer shall designate in writing to the Dissemination Agent.

"**EMMA**" shall mean the Electronic Municipal Market Access System maintained by the MSRB (as hereinafter defined).

"**Indenture**" shall mean the Trust Indenture dated as of December 1, 2003, as amended and supplemented by the Supplemental Trust Indenture dated as of October 1, 2013 between the Authority and the Trustee (as hereinafter defined).

"**Lease**" shall mean that certain lease agreement between the Authority, as lessor, and the City, as lessee, dated as of December 1, 2003, as supplemented by that certain Supplemental Lease Agreement dated as of October 1, 2013.

"**Listed Event**" shall mean any of the events listed in Section 4(a) of this Disclosure Agreement.

"**MSRB**" shall mean the Municipal Securities Rulemaking Board.

"**Official Statement**" shall mean the Official Statement dated September 11, 2013, relating to the 2013 Bonds.

"**Participating Underwriters**" shall mean any of the original underwriters of the 2013 Bonds required to comply with the Rule in connection with their purchase and reoffering of the 2013 Bonds.

"**Registered Owner**" or "**Owners**" shall mean the person or persons in whose name a 2013 Bond is registered on the books of the City maintained by the Trustee in accordance with the Indenture and the 2013 Bonds. For so long as the 2013 Bonds shall be registered in the name of the Securities Depository (as hereinafter defined) or its nominee, the term "Registered Owners" shall also mean and include, for the purposes of this Disclosure Agreement, the owners of book-entry credits in the 2013 Bonds evidencing an interest in the 2013 Bonds; provided, however, that the Dissemination Agent shall have no obligation to provide notice hereunder to owners of book-entry credits in the 2013 Bonds, except those who have filed their names and addresses with the Dissemination Agent for the purposes of receiving notices or giving direction under this Disclosure Agreement.

"**Rule**" shall mean Rule 15c2-12(b)(5) promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, as such rule may be amended from time to time.

"**Securities Depository**" shall mean The Depository Trust Company, New York, New York, or its nominee, Cede & Co., or any successor thereto appointed pursuant to the Indenture.

"**Trustee**" shall mean U.S. Bank National Association, as successor trustee for the 2013 Bonds.

All words and terms used in the Disclosure Agreement and defined above or elsewhere herein shall have the same meanings as set forth in the Indenture, if defined therein.

Section 2. Authorization and Purpose of Disclosure Agreement

This Disclosure Agreement is authorized to be executed and delivered by the City pursuant to paragraph 4 of the Ordinance in order to assist the Participating Underwriters into complying with the requirements of the Rule.

Section 3. Annual Financial Information

Within 240 days of the close of each fiscal year of the City, commencing with the fiscal year ending June 30, 2013, the Disclosure Representative shall file Annual Financial Information for such fiscal year with the Dissemination Agent. The Dissemination Agent shall promptly upon receipt thereof file the Annual Financial Information with the MSRB.

The Annual Financial Information may contain unaudited financial statements if audited financial statements are unavailable. As soon thereafter as audited financial statements for the City are available, the Disclosure Representative shall file the audited financial statements with the Dissemination Agent. The Dissemination Agent shall promptly upon receipt thereof file the audited financial statements with the MSRB.

Section 4. Listed Events

(a) The City agrees that it shall provide through the Dissemination Agent, in a timely manner, not in excess of ten business days after the occurrence of the event, to the MSRB, notice of any of the following events with respect to the 2013 Bonds (each a "Listed Event"):

(i) Principal and interest payment delinquencies;

(ii) Non-payment related defaults, if material;

(iii) Unscheduled draws on debt service reserves reflecting financial difficulties;

(iv) Unscheduled draws on credit enhancements reflecting financial difficulties;

(v) Substitution of credit or liquidity providers, or their failure to perform;

(vi) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701 – TEB) or other material notices or determinations with respect to the tax status of the 2013 Bonds, or other material events affecting the tax status of the 2013 Bonds;

(vii) Modifications to the rights of the holders of the 2013 Bonds, if material;

(viii) 2013 Bond calls, if material, and tender offers;

(ix) Defeasances;

(x) Release, substitution or sale of property securing repayment of the 2013 Bonds;

(xi) Rating changes;

(xii) Bankruptcy, insolvency, receivership or similar event of the City;

(xiii) Consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of the assets of the City (other than in the ordinary course of business), the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and

(xiv) Appointment of a successor or additional trustee, or the change of name of a trustee, if material.

The foregoing fourteen (14) events are quoted from the Rule.

(b) Whenever the City concludes that a Listed Event has occurred, the Disclosure Representative shall promptly notify the Dissemination Agent in writing of such occurrence, specifying the Listed Event. Such notice shall instruct the Dissemination Agent to file a notice of such occurrence with the MSRB. Upon receipt, the Dissemination Agent shall promptly file such notice with the MSRB. In addition, the Dissemination Agent shall promptly file with the MSRB, notice of any failure by the City or the Dissemination Agent to timely file the Annual Financial Information as provided in Section 3 hereof, including, any failure by the City or the Dissemination Agent to provide the Annual Financial Information on or before the date specified in Section 3(a) hereof.

(c) Notwithstanding the foregoing, the Dissemination Agent shall, promptly after obtaining actual knowledge of an event listed in clauses (a)(i), (iii), (iv), (viii) or (ix), notify the Disclosure Representative of the occurrence of such event and shall, within five (5) Business Days of giving notice to the Disclosure Representative, file a notice of such occurrence with the MSRB, unless the Disclosure Representative gives the Dissemination Agent written instructions not to file such notice because the event has not occurred or the event is not a Listed Event within the meaning of the Rule.

(d) The Dissemination Agent shall prepare an affidavit of filing for each notice delivered pursuant to clauses (b) and (c) of this Section 4 and shall deliver such affidavit to the City no later than three (3) Business Days following the date of delivery of such notice.

(e) Upon the return of all completed acknowledgments of a notice, the Dissemination Agent shall prepare an affidavit of receipt specifying the date and hour of receipt of such notice by each recipient to the extent such information has been provided to the Dissemination Agent. Such affidavit of receipt shall be delivered to the City no later than three (3) Business Days following the date of receipt by the Dissemination Agent of the last completed acknowledgment.

(f) For the purposes of the event identified in clause (a)(xii) of this section, the event is considered to occur when any of the following occur: The appointment of a receiver, trustee or similar officer for the City in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has jurisdiction over substantially all of the assets or business of the City, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the City.

Section 5. Amendment; Waiver

(a) Notwithstanding any other provision of this Disclosure Agreement, the City and the Dissemination Agent may amend the Disclosure Agreement or waive any of the provisions hereof, provided that no such amendment or waiver shall be executed by the parties hereto or effective unless:

(i) the amendment or waiver is made in writing and in connection with a change in circumstances that arises from a change in legal requirements, change in law or change in identity, nature or status of the City or the governmental operations conducted by the City;

(ii) the Disclosure Agreement, as amended by the amendment or waiver, would have been the written undertaking contemplated by the Rule at the time of original issuance of the 2013 Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(iii) the amendment or waiver does not materially impair the interests of the Registered Owners of the 2013 Bonds.

(b) Evidence of compliance with the conditions set forth in clause (a) of this Section 5 shall be satisfied by the delivery to the Dissemination Agent of an opinion of counsel having recognized experience and skill in the issuance of municipal securities and federal securities law, acceptable to both the City and the Dissemination Agent, to the effect that the amendment or waiver satisfies the conditions set forth in clauses (a) (i), (ii), and (iii) of this Section 5.

(c) Notice of any amendment or waiver containing an explanation of the reasons therefor shall be given by the Disclosure Representative to the Dissemination Agent upon execution of the amendment or waiver and the Dissemination Agent shall promptly file such notice with the MSRB. The Dissemination Agent shall also send notice of the amendment or waiver to each Registered Owner including owners of book-entry credits in the 2013 Bonds who have filed their names and addresses with the Dissemination Agent.

Section 6. Other Information; Duties of Dissemination Agent

(a) Nothing in this Disclosure Agreement shall preclude the City from disseminating any other information with respect to the City or the 2013 Bonds, using the means of communication provided in this Disclosure Agreement or otherwise, in addition to the Annual Financial Information and the notices of Material Events specifically provided for herein, nor shall the City be relieved of complying with any applicable law relating to the availability and inspection of public records. Any election by the City to furnish any information not specifically provided for herein in any notice given pursuant to this Disclosure Agreement or by the means of communication provided for herein shall not be deemed to be an additional contractual undertaking and the City shall have no obligation to furnish such information in any subsequent notice or by the same means of communication.

(b) Nothing in this Disclosure Agreement shall relieve the Dissemination Agent of any of its duties and obligations under the Indenture or the Bond Authorization.

(c) Except as expressly set forth in this Disclosure Agreement, the Dissemination Agent shall have no responsibility for any continuing disclosure to the Registered Owners or the MSRB.

Section 7. Default

(a) In the event that the City or the Dissemination Agent fails to comply with any provision of this Disclosure Agreement, the Dissemination Agent or any Registered Owner of the 2013 Bonds shall have the right, by mandamus, suit, action or proceeding at law or in equity, to compel the City or the Dissemination Agent to perform each and every term, provision and covenant contained in this Disclosure Agreement. The Dissemination Agent shall be under no obligation to take any action in respect of any default hereunder unless it has received the direction in writing to do so by the Registered Owners of at least 25% of the outstanding principal amount of the 2013 Bonds and if, in the Dissemination Agent's opinion, such action may tend to involve expense or liability, unless it is also furnished with indemnity and security for expenses satisfactory to it.

(b) A default under this Disclosure Agreement shall not be or be deemed to be an event of default under the 2013 Bonds, the Indenture, the Lease, the Bond Authorization, the Act or any other agreement related thereto and the sole remedy in the event of a failure of the City or the Dissemination Agent to comply with the provisions hereof shall be the action to compel performance described in Section 7(a) above.

Section 8. Concerning the Dissemination Agent

(a) The Dissemination Agent accepts and agrees to perform the duties imposed on it by this Disclosure Agreement, but only upon the terms and conditions set forth herein. The Dissemination Agent shall have only such duties in its capacity as are specifically set forth in this Disclosure Agreement. The Dissemination Agent may execute any powers hereunder and perform any duties required of it through attorneys, agents, and other experts, officers, or employees, selected by it, and the written advice of such counsel or other experts shall be full and complete authorization and protection in respect of any action taken, suffered or omitted by

it hereunder in good faith and in reliance thereon. The Dissemination Agent shall not be answerable for the default or misconduct of any attorney, agent, expert or employee selected by it with reasonable care. The Dissemination Agent shall not be answerable for the exercise of any discretion or power under this Disclosure Agreement or liable to the City or any other person for actions taken hereunder, except for its own willful misconduct or negligence.

(b) The City shall pay the Dissemination Agent reasonable compensation for its services hereunder, and also all its reasonable expenses and disbursements, including reasonable fees and expenses of its counsel or other experts, as shall be agreed upon by the Dissemination Agent and the City. Nothing in this Section 8(b) shall be deemed to constitute a waiver of governmental immunity by the City. The provisions of this paragraph shall survive termination of this Disclosure Agreement.

(c) The Dissemination Agent may act on any resolution, notice, telegram, request, consent, waiver, certificate, statement, affidavit, electronic mail, or other paper or document which it in good faith believes to be genuine and to have been passed or signed by the proper persons or to have been prepared and furnished pursuant to any of the provisions of this Disclosure Agreement; and the Dissemination Agent shall be under no duty to make any investigation as to any statement contained in any such instrument, but may accept the same as conclusive evidence of the accuracy of such statement in the absence of actual notice to the contrary. The Dissemination Agent shall be under no obligation to institute any suit, or to take any action under this Disclosure Agreement, or to enter any appearance or in any way defend in any suit in which it may be made a defendant, or to take any steps in the execution of the duties hereby created or in the enforcement of any rights and powers hereunder, until it shall be indemnified by the Registered Owners to its satisfaction against any and all costs and expenses, outlays and counsel fees and expenses and other reasonable disbursements, and against all liability; the Dissemination Agent may, nevertheless, begin suit or appear in and defend suit, or do anything else in its judgment proper to be done by it as Dissemination Agent, without indemnity.

(d) All documents, reports, notices, statements, information and other materials provided to the MSRB under this Disclosure Agreement shall be filed through EMMA in an electronic format and accompanied by identifying information as prescribed by the MSRB.

In addition to filings through EMMA, the Dissemination Agent may file any of the information necessary to be filed hereunder with such other electronic filing systems and entities as are approved by the Securities and Exchange Commission (the "SEC") by interpretive letter or "no action" letter for receipt of such information in compliance with the requirements of paragraph (b)(5) of the Rule.

Section 9. Term of Disclosure Agreement

This Disclosure Agreement shall terminate upon (1) payment or provision for payment in full of the 2013 Bonds, or (2) repeal or rescission of Section (b)(5) of the Rule; or (3) a final determination that Section (b)(5) of the Rule is invalid or unenforceable.

Section 10. Beneficiaries

This Disclosure Agreement shall inure solely to the benefit of the City, the Dissemination Agent and the Registered Owners from time to time of the 2013 Bonds and nothing herein contained shall confer any right upon any other person.

Section 11. Notices

Any written notice to or demand may be served, presented or made to the persons named below and shall be sufficiently given or filed for all purposes of this Disclosure Agreement if deposited in the United States mail, first class postage prepaid or in a recognized form of overnight mail, or by e-mail or by telecopy with confirmation of receipt, addressed:

(a) To the Dissemination Agent at:

Digital Assurance Certification LLC
390 North Orange Avenue, Suite 1750
Orlando, FL 32801
Attention: Jenny Emami
Fax: (407) 515-6513
E-mail: jemami@dacbond.com

(b) To the City or the Disclosure Representative at:

City of Philadelphia
Office of the Director of Finance
Municipal Services Building, Room 1330
1401 John F. Kennedy Boulevard
Philadelphia, PA 19102
Attention: Director of Finance
Fax: (215) 568-1947
E-mail: rob.dubow@phila.gov ; or

City of Philadelphia
Office of the City Treasurer
Municipal Services Building, Room 640
1401 John F. Kennedy Boulevard
Philadelphia, PA 19102
Attention: City Treasurer
Fax: (215) 686-3815
E-mail: nancy.winkler@phila.gov

(c) To the MSRB at:

Municipal Securities Rulemaking Board
1900 Duke Street, Suite 600
Alexandria, VA 22314
Attention: CDI
Fax: (703) 683-1930
http://emma.msrb.org/

or such other addresses as may be designated in writing to all parties hereto.

Section 12. Personal Recourse

No personal recourse shall be had for any claim based on this Disclosure Agreement against any member, officer, or employee, past, present or future, of the City (including without limitation, the Disclosure Representative), or of any successor body as such, either directly or through the City or any such successor body, under any constitutional provision, statute or rule of law or by the enforcement of any assessment or penalty or otherwise.

Section 13. Controlling Law

The laws of the Commonwealth of Pennsylvania shall govern the construction and interpretation of this Disclosure Agreement.

Section 14. Removal and Resignation of the Dissemination Agent

The City has appointed the Dissemination Agent as exclusive Dissemination Agent under this Disclosure Agreement. The City may, upon thirty days' written notice to the Dissemination Agent and the Trustee, replace or appoint a successor Dissemination Agent. Upon termination of the Dissemination Agent's services as Dissemination Agent, whether by notice of the City or the Dissemination Agent, the City agrees to appoint a successor Dissemination Agent or, alternately, agrees to assume all responsibilities of Dissemination Agent under this Disclosure Agreement for the benefit of the holders of the 2013 Bonds. Notwithstanding any replacement or appointment of a successor, the City shall remain liable until payment in full for any and all sums owed and payable to the Dissemination Agent. The Dissemination Agent may resign at any time by providing prior written notice to the City, such resignation to become effective upon the later of (1) the tenth (10th) business day following the City's receipt of such notice (or such different date and time as stated in such notice) and (2) the City's appointment of a new Dissemination Agent or the City's notice to the Dissemination Agent and the Trustee that it intends to act in such capacity.

Section 15. Successors and Assigns

All of the covenants, promises and agreements contained in this Disclosure Agreement by or on behalf of the City or by or on behalf of the Dissemination Agent shall bind and inure to the benefit of their respective successors and assigns, whether so expressed or not.

Section 16. Headings for Convenience Only

The descriptive headings in this Disclosure Agreement are inserted for convenience of reference only and shall not control or affect the meaning or construction of any of the provisions hereof.

Section 17. Counterparts

This Disclosure Agreement may be executed in any number of counterparts, each of which when so executed and delivered shall be an original, but such counterparts shall together constitute but one and the same instrument.

Section 18. Entire Agreement

This Disclosure Agreement sets forth the entire understanding and agreement of the City and the Dissemination Agent with respect to the matters herein contemplated and no modification or amendment of or supplement to this Disclosure Agreement shall be valid or effective unless the same is in writing and signed by the parties hereto.

Section 19. Severability

In case any section or provision of this Disclosure Agreement or any covenant, stipulation, obligation, agreement, or action, or any part thereof, made, assumed, entered into or taken under this Disclosure Agreement, or any application thereof, is for any reason held to be illegal or invalid or is at any time inoperable, such illegality, invalidity or inoperability shall not affect the remainder thereof or any other section or provision of this Disclosure Agreement, or any other covenant, stipulation, obligation, agreement, act or action, or part thereof, made, assumed, entered into or taken under this Disclosure Agreement, which shall be construed and enforced as if such illegal or invalid or inoperable portion were not contained herein.

IN WITNESS WHEREOF, THE CITY OF PHILADELPHIA, PENNSYLVANIA, has caused this Disclosure Agreement to be executed by the Director of Finance and DIGITAL ASSURANCE CERTIFICATION, LLC, as Dissemination Agent, has caused this Disclosure Agreement to be executed by one of its duly authorized officers all as of the day and year first above written.

THE CITY OF PHILADELPHIA,
PENNSYLVANIA

By:_____
Rob Dubow
Director of Finance

DIGITAL ASSURANCE CERTIFICATION,
LLC, as Dissemination Agent

By:_____
Authorized Officer

APPENDIX A

1. Commencing with the fiscal year ending June 30, 2013, a copy of the Comprehensive Annual Financial Report ("CAFR") which contains the audited combined financial statements of the City prepared by the office of the Director of Finance of the City in conformance with guidelines adopted by the Governmental Accounting Standards Board and the American Institute of Certified Public Accountants' audit guide, Audits of State and Local Government Units, and

2. Commencing with the fiscal year ending June 30, 2013, to the extent such information is not contained in the CAFR, an update of the information in Appendix A of the Official Statement under the captions “DISCUSSION OF FINANCIAL OPERATIONS”, “SUMMARY FINANCIAL INFORMATION,” “REVENUES OF THE CITY”, “EXPENDITURES OF THE CITY,” “DEBT OF THE CITY”, “OTHER FINANCING RELATED MATTERS – Swap Information” and “OTHER FINANCING RELATED MATTERS – Letter of Credit and Liquidity Agreements”.

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APPENDIX F

PROPOSED FORM OF CO-BOND COUNSEL OPINION

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APPENDIX F

BELOW IS THE PROPOSED FORM OF OPINION OF CO-BOND COUNSEL EXPECTED TO BE DELIVERED IN CONNECTION WITH THE ISSUANCE OF THE 2013 BONDS

October 9, 2013

RE: THE PHILADELPHIA MUNICIPAL AUTHORITY
City Agreement Revenue Refunding Bonds, 2013 Series A

TO THE PURCHASERS OF THE REFERENCED BONDS:

We have served as Co-Bond Counsel to The Philadelphia Municipal Authority (the "Authority") in connection with the issuance of $85,050,000 aggregate principal amount of its City Agreement Revenue Refunding Bonds, 2013 Series A (the "2013 Bonds"). The 2013 Bonds are being issued under and pursuant to the Pennsylvania Municipality Authorities Act, the Act of June 19, 2001, P.L. 287, as amended and supplemented (the "Act"), and a Trust Indenture dated as of December 1, 2003 (the "Original Indenture"), as amended and supplemented by a Supplemental Indenture dated as of October 1, 2013 (the "Supplemental Indenture," and together with the Original Indenture, the "Indenture"), between the Authority and U.S. Bank National Association, as successor trustee (the "Trustee"), and pursuant to a resolution of the Authority adopted on September 4, 2013, authorizing the issuance of the 2013 Bonds (the "Resolution").

The 2013 Bonds will bear interest at the fixed rates shown in the official statement (the "Official Statement") prepared for the 2013 Bonds dated September 11, 2013. The 2013 Bonds will be issued only as fully registered bonds, initially in denominations of $5,000 and any integral multiples of $5,000 in excess thereof. The 2013 Bonds are subject to extraordinary optional redemption as described in the Official Statement.

The 2013 Bonds are being issued to finance a project (the "Project") consisting of the refunding of certain of the Authority's outstanding $147,995,000 Lease Revenue Refunding Bonds, 2003 Series B and the payment of costs of issuance of the 2013 Bonds.

Pursuant to a Lease dated as of December 1, 2003 (the "Original Lease"), as amended and supplemented by the Supplemental Lease Agreement dated as of October 1, 2013 (the "Lease Supplement," and together with the Original Lease, the "Lease"), between the City of Philadelphia, Pennsylvania (the "City") and the Authority, the City will pay to the Trustee, as assignee of the Authority, rent for the Leased Premises (as defined in the Original Lease) sufficient to pay debt service on the 2013 Bonds when due and payable. Under the Indenture, the Authority has assigned and granted to the Trustee a security interest in all of the right, title and interest of the Authority in and to the Lease (except for certain reserved rights and the Authority's obligations thereunder, which can only be performed by it), the Pledged Revenues (as defined therein) and all monies, investments and securities held in the funds and accounts established under the Indenture.

The City Council of the City by Ordinance (Bill No. 130226), approved by the Mayor on April 24, 2013 (the "2013 Ordinance"), authorized and approved, among other things, the execution and delivery of the Lease Supplement, the Project and the issuance by the Authority of the 2013 Bonds to finance the Project. The execution and delivery of the Original Lease was authorized and approved by the City Council of the City by Ordinance (Bill No. 030335-A), approved by the Mayor on September 25, 2003 (together with the 2013 Ordinance, the "Ordinances").

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We have examined the proceedings relating to the authorization and issuance of the 2013 Bonds, including, among other things: (a) the Act, and the Articles of Incorporation and By-Laws of the Authority; (b) a certified copy of the Resolution; (c) executed counterparts of the Indenture and the Lease or copies thereof; (d) certified copies of the Ordinances; (e) the opinion of Austin McGreal, Esq., Authority Counsel and the opinion of Shelley R. Smith, City Solicitor, on each of which we have relied; (f) various certificates executed by the Authority, the City and/or the Trustee including certificates as to the authentication and delivery of the 2013 Bonds, and a certificate with regard to Sections 103 and 141 through 150 of the Internal Revenue Code of 1986, as amended (the "Code"); (g) the Form 8038-G of the Authority with respect to the 2013 Bonds; and (h) such other constitutional and statutory provisions and such other resolutions, certificates, instruments and documents as we have deemed necessary or appropriate in order to enable us to render an informed opinion as to matters set forth herein. We have also examined a fully executed and authenticated 2013 Bond, and we assume all other 2013 Bonds are in such form and are similarly executed and authenticated.

In rendering our opinion, we have assumed the accuracy of and not undertaken to verify the factual matters set forth in such agreements, certificates and other documents by independent investigation and have relied on the covenants, warranties and representations made by the Authority, the Trustee and the City in such certificates and in the Indenture, the Lease and other financing documents.

In addition, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity with originals of all documents submitted to us as copies and the authenticity of certificates of public officials. We have also assumed that the Indenture has been duly authorized by the Trustee and is a legally binding obligation of, and enforceable in accordance with its terms against, the Trustee.

From our examination of the foregoing and such other items as we deem relevant, we are of the opinion that:

1. The Authority is validly existing under the Act and has the power to issue the 2013 Bonds for the purpose of financing the Project.

2. The 2013 Bonds have been duly authorized, executed and delivered by the Authority, are entitled to the benefit and security of the Indenture, and are valid and binding special limited obligations of the Authority, payable as to principal, interest and all other obligations thereunder solely from and enforceable only against the revenues and receipts derived from the Trust Estate (as defined in the Indenture, which includes the Pledged Revenues), except as such enforcement may be limited by laws relating to bankruptcy, insolvency, reorganization, arrangement, moratorium or similar laws affecting creditors' rights generally and subject to general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law) and to the exercise of judicial discretion in appropriate cases.

3. The Authority has the power to enter into the Supplemental Indenture and the Lease Supplement, each of which has been duly authorized, executed and delivered by the Authority, and which are enforceable against the Authority in accordance with their respective terms, except as such enforcement may be limited by laws relating to bankruptcy, insolvency, reorganization, arrangement, moratorium or similar laws affecting creditors' rights generally and subject to general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law) and to the exercise of judicial discretion in appropriate cases.

4. The City has the power to enter into the Lease Supplement, which has been duly authorized, executed and delivered by the City, and which is enforceable against the City in accordance with its terms, except as such enforcement may be limited by laws relating to bankruptcy, insolvency, reorganization, arrangement, moratorium or similar laws affecting creditors' rights generally and subject to general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law) and to the exercise of judicial discretion in appropriate cases.

5. Under existing laws of the Commonwealth of Pennsylvania (the "Commonwealth"), the interest on the 2013 Bonds is free from Pennsylvania personal income taxation and Pennsylvania corporate net income taxation, but such exemption does not extend to gift, estate, succession or inheritance taxes or any other taxes not levied or assessed directly on the 2013 Bonds or the interest thereon.

6. Interest on the 2013 Bonds is excluded from gross income for purposes of federal income taxation under existing statutes, regulations, rulings and court decisions. The opinion set forth in the preceding sentence is subject to the condition that the Authority and the City comply with all applicable federal income tax law requirements that must be satisfied subsequent to the issuance of the 2013 Bonds in order that interest thereon continues to be excluded from gross income for purposes of federal income taxation. The Authority and the City have covenanted to comply with all such requirements. Failure to comply with certain of such requirements could cause the interest on the 2013 Bonds to be includable in gross income retroactive to the date of issuance of the 2013 Bonds. Interest on the 2013 Bonds is not treated as an item of tax preference under Section 57 of the Code for purposes of the individual and corporate alternative minimum taxes; however, we call to your attention that under the Code, to the extent that interest on the 2013 Bonds is a component of a corporate holder's "adjusted current earnings," a portion of that interest may be subject to the corporate alternative minimum tax. We express no opinion regarding any other federal tax consequences relating to the 2013 Bonds or the receipt of interest thereon.

We express no opinion herein on the adequacy, completeness or accuracy of any official statement, placement memorandum or other disclosure document pertaining to the offering of the 2013 Bonds. We also express no opinion as to the validity or enforceability of any provision which purports to require that provisions of an agreement may be amended or waived only in writing.

We call to your attention that the 2013 Bonds do not pledge the general credit or taxing power of the Commonwealth or any political subdivision, agency or instrumentality of the Commonwealth, nor shall the Commonwealth or any political subdivision, agency or instrumentality thereof be liable for the payment of the principal of or interest on the 2013 Bonds (other than the Authority, to the limited extent described herein).

These opinions are rendered on the basis of federal law and the laws of the Commonwealth as enacted and construed on the date hereof.

This opinion is limited to the matters expressly stated herein. No implied opinions are to be inferred to extend this opinion beyond the matters expressly stated herein. This opinion is expressed as of the date hereof. We do not assume any obligation to update or supplement this opinion to reflect, or otherwise advise you of, any facts or circumstances which may hereafter come to our attention or any changes in facts, circumstances or law which may hereafter occur. This opinion is rendered and may be relied upon solely in connection with the transactions contemplated hereby and may not be relied upon for any other purpose.

Very truly yours,

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