PRELIMINARY OFFICIAL STATEMENT DATED NOVEMBER 7, 2014

NEW ISSUE: BOOK-ENTRY ONLY

RATINGS: Moody's: "MIG 1"
S&P: "SP-1+"
(See "Ratings" herein)

In the opinion of Co-Bond Counsel, interest on the Notes is excluded from gross income for purposes of federal income taxation under existing statutes, regulations, rulings and court decisions, subject to the conditions described in "TAX MATTERS—Federal" herein. Interest on the Notes will not be a specific preference item for purposes of the individual and corporate alternative minimum taxes; however, such interest is taken into account in computing the alternative minimum tax for certain corporations and may be subject to certain other federal taxes affecting corporate holders of the Notes. Under the laws of the Commonwealth of Pennsylvania, as enacted and construed on the date hereof, the Notes are exempt from Pennsylvania personal property taxes and the interest on the Notes is exempt from Pennsylvania income tax and Pennsylvania corporate net income tax. For a more complete discussion see "TAX MATTERS" herein.

$130,000,000* THE CITY OF PHILADELPHIA, PENNSYLVANIA

Tax and Revenue Anticipation Notes, Series A of 2014-2015

Dated: Date of Original Delivery **Due: June 30, 2015**

The Tax and Revenue Anticipation Notes, Series A of 2014-2015 (the "Notes") of The City of Philadelphia, Pennsylvania (the "City") will be issued in registered form in denominations of $5,000 or any integral multiple thereof and will bear interest from the date of issuance to the maturity date at the annual rate set forth on the inside cover page hereof, calculated on the basis of actual days elapsed in a 365-day year. **The Notes are not subject to redemption prior to maturity.** The Notes, when issued, will be registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"), which will act as securities depository for the Notes. Purchases of beneficial ownership interests in the Notes will be made in book-entry only form. Principal of and interest on the Notes is payable directly to Cede & Co., for redistribution to DTC Participants and in turn to Beneficial Owners as described herein. Purchasers of Notes will not receive certificates representing their ownership interests in the Notes. See **"BOOK-ENTRY ONLY SYSTEM"** herein.

The principal of and interest on the Notes will be payable on June 30, 2015 at the designated corporate trust office of The Bank of New York Mellon Trust Company, N.A., in Philadelphia, Pennsylvania, which is acting as registrar, transfer agent and paying agent for the Notes. The Notes are being issued pursuant to a Loan Authorization, adopted by the Loan Committee of the City on November __, 2014 (the "Loan Authorization") and a Trust Agreement, dated November __, 2014 (the "Trust Agreement"), between the City and The Bank of New York Mellon Trust Company, N.A., as Trustee. See **"THE NOTES"** herein.

The Notes are general obligations of the City, but do not constitute debt of the City subject to the limitations of Article IX of the Pennsylvania Constitution. The Notes are payable from funds required to be deposited by the City in the Note Fund (as herein defined) established under the Loan Authorization and the Trust Agreement. The Notes are equally and ratably secured by a pledge of, security interest in, and a lien and charge on, the taxes and revenues of the City to be received for the account of the General Fund (as herein defined) during the period when the Notes will be outstanding, until the earlier of (i) the payment or provision for payment in full of the principal of and interest on the Notes, or (ii) June 30, 2015. As further security for the repayment of the Notes, the City is covenanting in the Loan Authorization and the Trust Agreement to make certain irrevocable deposits into the Note Fund, which deposits in the aggregate, will equal the entire principal of and interest due on the Notes at maturity. See **"SECURITY FOR THE NOTES"** herein.

This cover page contains information for quick reference only. It is not a summary of this issue. Investors must read the entire Official Statement, including the Appendices, which are an integral part hereof, to obtain information essential to making an informed investment decision regarding the Notes.

The Notes are offered when, as and if issued and received by the Underwriters and subject to approval as to legality by Dilworth Paxson LLP, Philadelphia, Pennsylvania, and Gonzalez Saggio & Harlan LLP, New York, New York, Co-Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Ahmad, Zaffarese & Smyler, LLC, Philadelphia, Pennsylvania. Certain legal matters will be passed upon for the City by the City Solicitor. It is anticipated that the Notes will be available for delivery through the facilities of DTC in New York, New York, on or about November __, 2014.

TD Securities **Loop Capital Markets**

Dated: November __, 2014

* Preliminary, subject to change

$130,000,000*
THE CITY OF PHILADELPHIA, PENNSYLVANIA
Tax and Revenue Anticipation Notes, Series A of 2014-2015

Amount	Rate	Yield	Price	CUSIP†
				717813 ___

* Preliminary, subject to change
† "CUSIP" is a registered trademark of the American Bankers Association. CUSIP numbers are provided by Standard & Poor's, CUSIP Service Bureau, a division of The McGraw-Hill Companies, Inc. The CUSIP number listed above is being provided solely for the convenience of holders of the Notes only at the time of issuance of the Notes and the City and the Underwriters do not make any representations with respect to such number or undertake any responsibility for its accuracy now or at any time in the future. The CUSIP number is subject to being changed after the issuance of the Notes as a result of various subsequent actions including, but not limited to, as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of the Notes.

CITY OF PHILADELPHIA, PENNSYLVANIA

MAYOR
HONORABLE MICHAEL A. NUTTER

MAYOR'S CHIEF OF STAFF
Everett A. Gillison

MAYOR'S CABINET

Richard Negrin, Esquire	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
Susan Kretsge..	Deputy Mayor for Health and Opportunity
Michael DiBerardinis	Deputy Mayor for Environmental and Community Resources
Desiree Peterkin Bell	Director of Communications and Strategic Partnerships/City Representative
Lori A. Shorr, Ph.D	Chief Education Officer
Tumar Alexander	First Deputy Chief of Staff
Adel Ebeid	Chief Information Officer
Katherine Gajewski	Director of Sustainability
Eva Gladstein	Executive Director, Mayor's Office of Community Engagement & Opportunity
Helen Haynes	Chief Cultural Officer
Amy L. Kurland	Inspector General
Hope Caldwell	Chief Integrity Officer
Michael Resnick	Director of Public Safety
Robert Murken	Director, Legislative and Government Affairs
David G. Wilson	First Deputy Managing Director
Maia Jachimowicz	Director of Policy

CITY TREASURER
Nancy E. Winkler

CITY CONTROLLER
Alan L. Butkovitz

No dealer, broker, salesman or other person has been authorized to give any information or to make any representations with respect to the Notes, other than those contained in this Official Statement, and if given or made, such other information or representations must not be relied upon. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Notes by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. This Official Statement is not to be construed as a contract or agreement between the City and the purchasers or owners of any offered Notes. The information and the opinions expressed 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 financial condition or operations of The City of Philadelphia, Pennsylvania (the "City") since the date hereof or the date as of which particular information is given, if earlier.

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

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 taxes and other 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. Such forward-looking statements speak only as of the date of this Official Statement. The City disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained herein to reflect any changes in the City's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE CITY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. UPON ISSUANCE, THE NOTES WILL NOT BE REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, WILL NOT BE LISTED ON ANY STOCK OR OTHER SECURITIES EXCHANGE AND NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION NOR ANY OTHER FEDERAL, STATE, MUNICIPAL OR OTHER GOVERNMENTAL ENTITY, OTHER THAN THE CITY (SUBJECT TO THE LIMITATIONS SET FORTH HEREIN), WILL HAVE PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFICIAL STATEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

IN CONNECTION WITH THE OFFERING OF THE NOTES, THE UNDERWRITERS MAY OVER ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE NOTES AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZATION, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME WITHOUT PRIOR NOTICE. THE UNDERWRITERS MAY OFFER AND SELL THE NOTES TO CERTAIN DEALERS AT PRICES LOWER THAN THE PUBLIC OFFERING PRICE STATED ON THE COVER PAGE HEREOF AND SAID PUBLIC OFFERING PRICE MAY BE CHANGED FROM TIME TO TIME BY THE UNDERWRITERS.

No quotations from or summaries or explanations of provisions of law and documents herein purport to be complete and reference is made to such laws and documents for full and complete statements of their provisions. Any statements made in this Official Statement involving estimates or matters of opinion, whether or not expressly so stated, are intended merely as estimates or opinions and not as representations of fact. The cover page hereof, list of officials, this page and the Appendices attached hereto are part of this Official Statement.

The CUSIP (Committee on Uniform Securities Identification Procedures) number on the inside cover page of this Official Statement has been assigned by an organization not affiliated with the City or the Underwriters, and such parties are not responsible for the selection or use of the CUSIP number. The CUSIP number is included solely for the convenience of bondholders and no representation is made as to the correctness of such CUSIP number.

TABLE OF CONTENTS

INTRODUCTION 1
- General 1
- Authorization; The Notes 2
- Purpose 2

THE NOTES 3
- General 3
- Statutory Authorization 3
- Sources of Payment for the Notes; Security 3
- Transfer and Exchange 4
- No Redemption Prior to Maturity 4
- Additional Notes 4
- Modification of Loan Authorization and Trust Agreement 4

BOOK-ENTRY ONLY SYSTEM 5
- General 5
- Discontinuation of Book-Entry Only System 7

SECURITY FOR THE NOTES 7
- General 7
- Note Fund 8
- General Fund Receipts Collection and Transfer 9
- Remedies of Noteholders 9
- Limitation of Remedies 10

CITY CASH MANAGEMENT AND INVESTMENT POLICIES 11
- Consolidated Cash 11
- Investment Practices 11
- General Fund Cash Flow 13

TAX MATTERS 19
- Federal 19
- Pennsylvania 20

NO LITIGATION AFFECTING NOTES 20

RATINGS 20

CERTAIN LEGAL MATTERS 21

CERTAIN RELATIONSHIPS 21

UNDERWRITING 21

FINANCIAL ADVISORS 21

ADDITIONAL INFORMATION 22
- Current City Practices 22
- Continuing Disclosure Undertaking 22

APPENDIX A—GOVERNMENT AND FINANCIAL INFORMATION
APPENDIX B—CITY SOCIOECONOMIC INFORMATION
APPENDIX C—CITY'S COMPREHENSIVE ANNUAL FINANCIAL REPORT FOR FISCAL YEAR ENDED JUNE 30, 2013
APPENDIX D—FORM OF CONTINUING DISCLOSURE AGREEMENT

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OFFICIAL STATEMENT
OF
THE CITY OF PHILADELPHIA, PENNSYLVANIA

$130,000,000*
The City of Philadelphia, Pennsylvania
Tax and Revenue Anticipation Notes,
Series A of 2014-2015

INTRODUCTION

General

This Official Statement, including the cover page, inside cover page, and Appendices hereto, is provided to set forth information with respect to the issuance by The City of Philadelphia, Pennsylvania (the "City") of its Tax and Revenue Anticipation Notes, Series A of 2014-2015 (the "Notes"), in the aggregate principal amount of $130,000,000*. This introduction is a brief description of certain matters set forth in this Official Statement and is qualified by reference to the entire Official Statement. Persons considering a purchase of the Notes should read this Official Statement, including the cover page, inside cover page and appendices hereto, in its entirety.

This Official Statement has been prepared by the City under the direction of the Office of the Director of Finance. The fiscal year of the City extends from July 1 to June 30 of the subsequent year. The term "Fiscal Year 2015" refers to the fiscal year ending June 30, 2015.

Reference is made to the material under the captions "THE NOTES" and "BOOK-ENTRY ONLY SYSTEM" for a description of the Notes, including the book-entry system applicable thereto. Information regarding the City's cash management and investment policy, including Fiscal Year 2015 cash flow projections, are included under the caption "CITY CASH MANAGEMENT AND INVESTMENT POLICIES." Additional information regarding the City, including relevant statutory provisions, financial information, litigation information, the relationship with the Pennsylvania Intergovernmental Cooperation Authority ("PICA"), as well as a summary of the City's Five Year Plan covering Fiscal Years 2015 through 2019 approved by PICA, is included in Appendix A. Appendix B contains socio-economic and demographic information about the City. Appendix C contains the Audited Comprehensive Annual Financial Report of the City for the fiscal year ended June 30, 2013. Certain other information contained herein is for periods prior to or subsequent to June 30, 2013. As a result, certain of the information in Appendix C is, at times, at variance with corresponding information concerning the City in the body of the Official Statement. Appendix D contains the form of Continuing Disclosure Agreement with respect to the Notes.

Certain factors that may affect an investment decision concerning the Notes are described throughout this Official Statement. Persons considering a purchase of the Notes should read this Official Statement, including the cover page, inside cover page and Appendices, which are an integral part hereof, in its entirety. 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

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* Preliminary, subject to change

forward looking statements are numbers and other information from adopted and proposed budgets of the City, including the City's Twenty-Third Five Year Plan. Accordingly, no assurance is given that any projected future results will be achieved.

The City's Comprehensive Annual Financial Report and other information about the City can be found at the City's website ("City Website"), www.phila.gov/investor. The "Terms of Use" statement of the City Website, incorporated herein by this reference, 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 Website is not incorporated by reference in this Official Statement and persons considering a purchase of the Notes should rely only on information contained in this Official Statement or incorporated by reference herein.

All quotations from and summaries and explanations of the Constitution and laws of the Commonwealth of Pennsylvania (the "Commonwealth") and the United States of America and Ordinances of the City contained herein do not purport to be complete and are qualified in their entirety by reference to the official compilations thereof; all descriptions and summaries of the Notes are qualified in their entirety by reference to the full text of the original documents on file with the Trustee (as defined herein) at its Philadelphia, Pennsylvania corporate trust office.

Authorization; The Notes

The Notes are being issued pursuant to the Pennsylvania Intergovernmental Cooperation Authority Act for Cities of the First Class, Act No. 1991-6, approved June 5, 1991, as amended (the "Act"), and a Loan Authorization, adopted November __, 2014 (the "Loan Authorization") by the Loan Committee of the City, comprised of the Mayor, the City Controller and the City Solicitor, or a majority thereof (the "Loan Committee"). See "THE NOTES - Statutory Authorization."

The Bank of New York Mellon Trust Company, N.A., having a corporate trust office in Philadelphia, Pennsylvania, will act as registrar, transfer agent and paying agent for the Notes and as trustee (the "Trustee") under a Trust Agreement between the City and the Trustee, dated November __, 2014 (the "Trust Agreement").

The Notes are issuable as fully-registered notes and, when issued, will be registered in the name of Cede & Co., as nominee for The Depository Trust Company ("DTC"), New York, New York, which will act as securities depository for the Notes. Purchases of beneficial interests in the Notes will be made in book-entry only form in denominations of $5,000 or any integral multiple thereof. Purchasers of Notes will not receive certificates representing their ownership interest in the Notes purchased. See "BOOK-ENTRY ONLY SYSTEM."

Purpose

The City will issue the Notes in anticipation of the receipt of current taxes and current revenues. The proceeds of the Notes will be used: (i) to provide cash to supplement the receipts of the City in the General Fund for the purpose of paying the general expenses of the City prior to the receipt of income from taxes and other sources of General Fund revenues to be received in the current fiscal year and pledged for the repayment of the Notes, and (ii) to pay the costs of issuance of the Notes.

Receipt of the proceeds of the Notes will enable the City to pay its obligations, when due. The proceeds of the Notes will be deposited initially to the credit of the General Fund in the City's Consolidated

Cash Account. See "CITY CASH MANAGEMENT AND INVESTMENT POLICIES - Consolidated Cash."

THE NOTES

General

The Notes will be issued in the aggregate principal amount of $130,000,000*, will be dated the date of original delivery thereof and will mature on June 30, 2015. The Notes will bear interest, payable at maturity, at the rate per annum set forth on the inside cover page hereof, calculated on the basis of actual days elapsed in a 365-day year.

Principal of and interest on the Notes will be payable upon presentation of the Notes at maturity at the designated corporate trust office of the Trustee (or its successor) in Philadelphia, Pennsylvania. The Notes will be issued as fully registered notes and, when issued, will be registered in the name of Cede & Co., as nominee for DTC. Purchases of beneficial interests in the Notes will be made in book-entry form (without certificates) in denominations of $5,000 or any integral multiple thereof.

So long as the Notes shall be in book-entry only form, the principal of and interest on the Notes are payable by check or draft mailed to or by wire transfer of immediately available funds to Cede & Co., as nominee for DTC, the registered owner thereof for redistribution by DTC to the Direct and Indirect Participants and in turn to Beneficial Owners as described under "BOOK-ENTRY ONLY SYSTEM."

The Loan Authorization, the Trust Agreement and all provisions thereof are incorporated by reference in the text of the Notes and the Notes provide that each registered owner, Beneficial Owner and Direct or Indirect Participant of DTC, by acceptance of a Note (including receipt of a book-entry credit evidencing an interest therein), assents to all of such provisions as an explicit and material portion of the consideration running to the City in exchange for its adoption of the Loan Authorization and its issuance of the Notes. Copies of the Loan Authorization, including the full text of the form of the Notes and the Trust Agreement are on file at the Philadelphia, Pennsylvania corporate trust office of the Trustee.

Statutory Authorization

The issuance of the Notes is authorized by the Act. Pursuant to the Act, the Loan Committee has established the terms of the Notes in the Loan Authorization, which authorizes the sale and issuance of the Notes and provides for the payment of the Notes. In the Loan Authorization, the Loan Committee has authorized and approved the execution and delivery of the Trust Agreement, providing for the establishment of the Note Fund and appointing the Trustee as agent for the Noteholders (as defined below) for the purpose of enforcing the pledge and security interest granted to Noteholders pursuant to the Act and their rights and remedies under the Act.

Sources of Payment for the Notes; Security

Pursuant to the provisions of the Act, the Loan Authorization and the Trust Agreement, the Notes are payable from, and secured by a pledge of a security interest in and a lien and charge on, the taxes and revenues of the City to be received for the account of the General Fund from the date of the original delivery of the Notes until the earlier of (i) payment or provision for payment of the principal of and interest on the Notes, or (ii) June 30, 2015.

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* Preliminary, subject to change

Pursuant to the provisions of the Act, the Loan Authorization and the Trust Agreement, the City has established a fund, designated the "Note Fund," to be held in trust by the Trustee for the benefit of the registered owners of the Notes (the "Noteholders" or "registered owners" or "holders of the Notes"). The City has covenanted in the Loan Authorization and in the Trust Agreement to make irrevocable deposit to the Note Fund on May 22, 2015 in an amount equal to the principal of the Notes, and a second deposit to the Note Fund on June 26, 2015 in an amount equal to the interest due on the Notes at their stated maturity on June 30, 2015. See "SECURITY FOR THE NOTES."

As provided in the Act, the Notes are general obligations of the City, but do not constitute debt of the City subject to the limitations of Article IX of the Pennsylvania Constitution. The Notes do not pledge the taxing power of the City nor do they require the City to levy ad valorem taxes for their payment. If the Notes are not paid within the current fiscal year, the entire amount unpaid shall be included by the City in its budget for the fiscal year ending June 30, 2016 and shall be payable from (but will not be secured by) the taxes and revenues of such fiscal year.

Transfer and Exchange

The Notes may be transferred upon the registration books maintained by the Trustee upon delivery to the Trustee of the Notes accompanied by a written instrument or instruments of transfer in form and with guaranty of signature satisfactory to the Trustee, duly executed by the registered owner of the Notes to be transferred or by his or her duly authorized attorney-in-fact or other legal representative, containing written instructions as to the details of the transfer of such Notes. No transfer of any Note shall be effective until entered on the registration books maintained by the Trustee or its successor. In like manner, Notes may be exchanged by the registered owners thereof or by their duly authorized attorneys-in-fact or other legal representatives for Notes of authorized denomination or denominations in the same aggregate principal amount.

No Redemption Prior to Maturity

The Notes are not subject to redemption prior to maturity.

Additional Notes

The Act and the Loan Authorization permit the City to issue additional tax and revenue anticipation notes. Any additional notes will be equally and ratably secured with the Notes, until such notes are paid or until deposits for such payment have been made into a trust fund established for such notes, by a pledge of a security interest in, and a first lien and charge on, the taxes and revenues of the City to the account of the General Fund during the period such notes are outstanding. Holders of additional notes will not have a claim on or a security interest in the Note Fund.

Modification of Loan Authorization and Trust Agreement

The Loan Authorization may be modified with the consent of the holders of a majority in principal amount of the outstanding Notes; provided, however, that no such modification which would affect the owners of less than all outstanding Notes or affect the terms of payment of the principal of, or interest on, the Notes may be made without the consent of the registered owners of all the affected Notes.

The Trust Agreement may be further amended without the consent of the registered owners of the Notes by a supplemental agreement authorized by the Loan Committee or a majority thereof to: (i) add additional covenants of the City or surrender any right of the City; (ii) reflect changes in applicable law or to cure any ambiguity or to cure, correct or supplement any defective or inconsistent provision in a manner which is not inconsistent with the Trust Agreement and shall not impair the security or adversely affect the registered owners of the Notes; or (iii) revise the provisions of the Trust Agreement so long as such revisions do not adversely affect the rights or security of the registered owners under the Trust Agreement, the Loan Authorization or the Act.

All other amendments require the consent of the registered owners of at least a majority in principal amount of the Notes then outstanding. However, any amendment with respect to amounts required to be deposited in the Note Fund, the maturity date of the Notes or the Article of the Trust Agreement governing amendments requires the consent of the registered owners of all of the outstanding Notes. Any amendment to the amounts required to be deposited in the Note Fund, the Note Deposit Requirement Dates (shown below) or the date of the maturity of the Notes shall only be effective if both the Trust Agreement and the Loan Authorization shall have been duly amended in the same particulars.

BOOK-ENTRY ONLY SYSTEM

Portions of the following information concerning DTC and DTC's book-entry only system have been obtained from DTC. The information in this section concerning DTC and DTC's book-entry-only system has been obtained from sources that the City and the Underwriters believe to be reliable; however, the City and the Underwriters take no responsibility for, and make no representation as to, the accuracy of such information.

General

The Depository Trust Company ("DTC"), New York, New York, will act as securities depository for the Notes. The Notes 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 the Notes, in the aggregate principal amount of Notes, 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 provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.6 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, in turn, is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all 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 Notes under the DTC system must be made by or through Direct Participants, which will receive a credit for the Notes on DTC's records. The ownership interest of each actual purchaser of each Note (the "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 Owner entered into the transaction. Transfers of ownership interests in the Notes 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 Notes, except in the event that use of the book-entry system for the Notes is discontinued.

To facilitate subsequent transfers, all Notes 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 Notes 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 Notes; DTC's records reflect only the identity of the Direct Participants to whose accounts such Notes 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. Beneficial Owners of Notes may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Notes, such as redemptions, tenders, defaults, and proposed amendments to the Note documents. For example, Beneficial Owners of Notes may wish to ascertain that the nominee holding the Notes for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Notes 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 Notes are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Payments of principal of and interest on the Notes 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 the Trustee, on the 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, the Trustee, or the City, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal of and interest to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the City or the Trustee, 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 depository with respect to the Notes at any time by giving reasonable notice to the City or the Trustee. Under such circumstances, in the event that a successor depository is not obtained, the Notes are required to be printed and delivered.

The City may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, the Notes will be printed and delivered to DTC.

So long as Cede & Co. is the registered owner of the Notes, as nominee of DTC, references herein to the Noteholders or registered owners or holders of the Notes means Cede & Co., not the Beneficial Owners of the Notes.

THE CITY, THE TRUSTEE AND THE UNDERWRITERS CANNOT AND DO NOT GIVE ANY ASSURANCES THAT DTC WILL DISTRIBUTE TO ITS PARTICIPANTS OR THAT DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS WILL DISTRIBUTE TO BENEFICIAL OWNERS OF THE NOTES (i) PAYMENTS OF THE PRINCIPAL OF, OR INTEREST ON, THE NOTES, OR (ii) CONFIRMATION OF OWNERSHIP INTERESTS IN THE NOTES, OR THAT THEY WILL DO SO ON A TIMELY BASIS, OR THAT DTC, DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS WILL SERVE AND ACT IN THE MANNER DESCRIBED IN THIS OFFICIAL STATEMENT. THE CURRENT “RULES” APPLICABLE TO DTC ARE ON FILE WITH THE SEC AND THE CURRENT “PROCEDURES” OF DTC TO BE FOLLOWED IN DEALING WITH ITS PARTICIPANTS ARE ON FILE WITH DTC.

NEITHER THE CITY, THE TRUSTEE NOR THE UNDERWRITERS WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO DTC, DIRECT PARTICIPANTS, INDIRECT PARTICIPANTS OR BENEFICIAL OWNERS OF THE NOTES WITH RESPECT TO (i) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC, ANY DIRECT PARTICIPANT OR ANY INDIRECT PARTICIPANT, (ii) THE PAYMENT BY DTC TO ANY DIRECT PARTICIPANT OR BY ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT OF ANY AMOUNT DUE TO ANY BENEFICIAL OWNER IN RESPECT OF THE PRINCIPAL AMOUNT OF, OR INTEREST ON, ANY NOTES, (iii) THE DELIVERY OF ANY NOTICE BY DTC, ANY DIRECT PARTICIPANT OR ANY INDIRECT PARTICIPANT, OR (iv) ANY OTHER ACTION TAKEN BY DTC, ANY DIRECT PARTICIPANT OR ANY INDIRECT PARTICIPANT.

Discontinuation of Book-Entry Only System

DTC may discontinue providing its service as depository with respect to the Notes at any time by giving reasonable notice to the City or the Trustee. Under such circumstances, in the event that a successor depository is not obtained, Note certificates are required to be printed and delivered.

The City may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, Note certificates will be printed and delivered to DTC.

SECURITY FOR THE NOTES

General

The Act provides that all tax and revenue anticipation notes issued in a single fiscal year shall be equally and ratably secured by the pledge of, security interest in, and a lien and charge on, the taxes or revenues or both of the City specified in the Loan Authorization to be collected or received during the period when such notes are outstanding. As required by the Act, the Loan Authorization grants such pledge, security interest and lien and charge on the taxes and revenues to be collected or received by the City for the account of the General Fund from the date of original delivery of the Notes until the earlier of (i) payment or provision for payment of the principal of and interest on the Notes, or (ii) June 30, 2015.

The Act further provides that such pledge, lien and charge shall be fully perfected as against the City, all creditors of the City, and all third parties from and after the filing of financing statements pursuant to the Pennsylvania Uniform Commercial Code. For the purpose of such filing, the Trustee has been appointed, as permitted by the Act, to file the financing statements and any continuation or termination statements on behalf of the Noteholders.

Note Fund

As authorized by the Act, the City has established the Note Fund, to be held in trust for the equal and ratable benefit of the owners of the Notes. In the Trust Agreement, the City is granting to the Trustee a pledge of and security interest in the Note Fund and all investments thereof and income thereon for the benefit and security of the Noteholders.

In the Loan Authorization and the Trust Agreement, the City is covenanting to pay to the Trustee for irrevocable deposit into the Note Fund the following amounts on the following dates:

Note Deposit Requirement Date	Note Deposit Requirement
May 22, 2015	$
June 26, 2015	$
	(all interest due on June 30, 2015)

The Loan Authorization and the Trust Agreement require the Trustee to determine no later than 3:00 P.M. Philadelphia time, on June 26, 2015 whether the amount on deposit in the Note Fund equals the entire principal of and interest due on the Notes on June 30, 2015. Any deficiency in any required deposit must be cured by the City by 10:00 A.M. on the succeeding business day following the deposit date. Payments from the Note Fund shall be applied first to interest due on the Notes, and then to principal due on the Notes.

Moneys on deposit in the Note Fund may be invested only in direct obligations of the United States of America, obligations the principal of and interest on which are unconditionally guaranteed by the full faith and credit of the United States of America, obligations of certain agencies and instrumentalities of the United States of America, or agreements for the repurchase of such obligations, all as more fully described in the Trust Agreement and Loan Authorization, all such obligations to mature or be subject to redemption at the option of the holder at not less than par or the purchase price therefor on or prior to June 30, 2015.

Funds and investments in the Note Fund shall be applied solely to the payment of principal of and interest on the Notes at maturity and are not available as security for the holders of any additional notes.

As soon as the amount on deposit in the Note Fund is equal to the entire principal of and interest due on the Notes on June 30, 2015, any balance in the Note Fund in excess of such amount shall be paid by the Trustee to the City.

General Fund Receipts Collection and Transfer

Under the Philadelphia Home Rule Charter (the "Home Rule Charter"), the Department of Revenue is authorized to collect all real estate, personal property, income and other taxes of the City. The Revenue Commissioner is the head of the Department of Revenue.

General Fund Receipts are defined in the Trust Agreement to mean the revenues of the City received from all sources for the account of the General Fund from the date of issue of the Notes during the period beginning on the date of issue of the Notes and ending June 30, 2015, including, without limitation, general property taxes; wage, earnings and net profits taxes; business privilege taxes; sales and use taxes; and revenue from other governments, including the Commonwealth; provided, however, that at no time shall General Fund Receipts include (i) any taxes or other revenues collected by the City on behalf of The School District of Philadelphia, Pennsylvania (the "School District"), which taxes and revenues are at all times the sole property of the School District, or (ii) the Pennsylvania Intergovernmental Cooperation Authority Tax, as defined in the Act, collected by the City as agent for the Commonwealth Department of Revenue, which tax is at all times the sole property of the Pennsylvania Intergovernmental Cooperation Authority ("PICA").

The City maintains an account (the "Concentration Account") in the commercial department of Wells Fargo Bank, N.A., successor by merger with Wachovia Bank, National Association (the "Concentration Account Bank"), for the deposit of the daily collection of the major categories of General Fund Receipts and other income of the City received by the Department of Revenue. The City maintains accounts at a number of other banks in the City for the direct deposit of its Realty Transfer Tax Receipts and certain other items of General Fund Receipts, as well as other revenues of other member funds of the City's Consolidated Cash Account. The Concentration Account is the largest account maintained by the City and is the depository for the bulk of General Fund Receipts. In addition to the daily deposit of General Fund Receipts collected by the Department of Revenue, the Concentration Account receives, by wire transfer from the Commonwealth Treasurer, payments from the Commonwealth which accrue to the General Fund. In the Trust Agreement, the City has irrevocably covenanted to maintain the Concentration Account at the Concentration Account Bank and authorized and directed the Concentration Account Bank to transfer General Fund Receipts from the Concentration Account to the Trustee for deposit in the Note Fund on May 22, 2015 and June 26, 2015 in such amounts as are required for such scheduled deposits.

Remedies of Noteholders

Pursuant to the Act and the Loan Authorization, on the filing of required financing statements, the Trustee will be entitled to exercise on behalf of the Noteholders all rights and remedies available to secured parties under the Pennsylvania Uniform Commercial Code.

The Act further grants the Trustee the right on behalf of the Noteholders to enforce the pledge of, security interest in, and lien and charge on, the pledged taxes and revenues of the City against all governmental agencies in possession of any such taxes and revenues at any time, which taxes and revenues may be collected directly from such officials upon notice by the Trustee for application to the payment of the Notes as and when due or for deposit in the Note Fund at the times and in the amounts specified in the Notes. The Trust Agreement requires the Trustee to enforce the pledge granted to secure the Notes in the manner described in the preceding sentence without further direction from the Noteholders, in the event the City fails to make any scheduled deposit into the Note Fund at the times prescribed in the Trust Agreement.

In addition, the Act grants to Noteholders the right, if the City fails to pay principal of or interest on the Notes when due, and such failure continues for thirty (30) days, to recover the amount due by action in the Court of Common Pleas. The judgment recovered shall have an appropriate priority upon the moneys next coming into the treasury of the City. Pursuant to the Trust Agreement, this right shall be enforced on behalf of Noteholders by the Trustee.

The Act also provides the following remedies to holders of the Notes which, pursuant to the Loan Authorization and Trust Agreement, shall be exercised by the Trustee on behalf of Noteholders:

> (i) By mandamus, suit, action or proceeding at law or in equity, to compel the City, the Loan Committee and the members thereof, and the officers, agents or employees of the City to perform each and every term, provision and covenant contained in the Notes, the Loan Authorization and the Trust Agreement, and to require the carrying out of any or all such covenants and agreements of the City and the fulfillment of all duties imposed on the City by the Act;
>
> (ii) By proceeding in equity, to obtain an injunction against any acts or things which may be unlawful or the violation of any of the rights of the holders of Notes; and
>
> (iii) To require the City to account as if it were the trustee of an express trust for the holders of the Notes for any pledged taxes or revenues received.

The Trust Agreement provides that the Trustee shall not be required to exercise any of the foregoing remedies (other than direct collection of pledged revenues from Commonwealth and local public officers) unless the Trustee receives (i) written direction from the registered owners of at least a majority in principal amount of the Notes then outstanding, and (ii) indemnity satisfactory to it. If the Trustee receives such written direction and indemnity and declines to take the action specified, registered owners may proceed to enforce the remedies granted under the Act directly against the City.

Limitation of Remedies

The rights and remedies of holders of the Notes may be subject to the provisions of Chapter 9 of the Federal Bankruptcy Code (the "Bankruptcy Code"). In general, Chapter 9 of the Bankruptcy Code permits, under prescribed circumstances, a political subdivision of a state to commence a voluntary bankruptcy proceeding and to file a plan of adjustment in the repayment of its debts, if such political subdivision is generally not paying its debts as they become due (unless such debts are the subject of a bona fide dispute), or is unable to pay its debts as they become due. Under the Bankruptcy Code, an involuntary petition cannot be filed against a political subdivision. In order to proceed under Chapter 9 of the Bankruptcy Code, the political subdivision must be authorized under state law to file a petition under the Bankruptcy Code. The Act prohibits both the City and PICA from filing a petition under the Bankruptcy Code while any bonds issued by PICA are outstanding. As of the close of business on October 31, 2014 bonds issued by PICA in the aggregate principal amount of $363,640,000 were outstanding, which mature in the calendar years 2015 through and including 2023.

The Act further prohibits the City from filing such a petition during any period when any bonds issued by PICA are outstanding, unless the petition has first been submitted to, and its filing, together with the plan for adjustment of debts, has been approved in writing by, the Governor of the Commonwealth (the "Governor"). Before approving the petition and plan, the Governor is required to investigate the financial condition of the City to determine whether the presentation of the petition is justified or represents an unjust attempt to evade payment of some of the petitioner's contractual obligations. The Governor has the right to require modification of any proposed plan before granting approval of a petition.

The filing of a petition in bankruptcy operates as an automatic stay of the commencement or the continuation of any judicial or other proceeding against the petitioner, its property or any officer or inhabitants thereof. The petitioner must file a plan for adjustment of the debts, which may include provisions modifying or altering the rights of creditors generally, or any class of them, secured or unsecured. The Bankruptcy Code may be interpreted to allow confirmation of a plan over the objection of one or more classes of creditors in certain circumstances.

The above references to the Bankruptcy Code are not to be construed as an indication that the City expects to resort to the provisions of the Bankruptcy Code.

CITY CASH MANAGEMENT AND INVESTMENT POLICIES

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 the Philadelphia Gas Works ("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 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 the Philadelphia Municipal Authority. 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.

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 $100 million of Tax and Revenue Anticipation Notes in December 2013. These notes were repaid on June 30, 2014.

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City of Philadelphia
Notes Issued in Anticipation of Receipt of Income by General Fund
Fiscal Years 2008-2014
(Amount in millions)

	2008	2009	2010	2011	2012	2013	2014
Total Authorized Tax and Revenue Anticipation Notes(1)	$200.0	$350.0	$275.0	$285.0	$173.0	$127.0	$100.0
Total Additional Notes Authorized(2)	$50.0	$50.0	$50.0	$50.0	$50.0	$50.0	$50.0
Maximum amount outstanding during year at any time	$250.0	$400.0	$325.0	$335.0	$223.0	$177.0	$150.0
Amount outstanding at year end	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Maximum amount outstanding as a percentage of General Fund Revenues	6.72%	10.99%	8.89%	8.68%	6.21%	4.79%	3.93%(3)

(1) Amount represents General Fund borrowing.
(2) This amount includes the Intergovernmental Transfer Notes that are outstanding for one day.
(3) Percentage based on estimated General Fund Revenues as of Twenty-Third Five Year Plan of August 19, 2014.

The following Tables set forth the City's actual cash flow results for Fiscal Year 2014 and projected cash flow results for Fiscal Year 2015.

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FY 2014 Cash Flows Projections - General Fund

CASH FLOW PROJECTIONS
GENERAL FUND - FY2014

OFFICE OF THE DIRECTOR OF FINANCE

Projection as of June 30, 2014

Amounts in Millions

	July 31	Aug 31	Sept 30	Oct 31	Nov 30	Dec 31	Jan 31	Feb 28	March 31	April 30	May 31	June 30	Total	Net Accrual / Adjust.
REVENUES														
Real Estate Tax	8.2	7.4	7.1	6.9	6.1	13.0	39.2	293.4	110.6	26.9	13.7	7.7	540.2	(10.0)
Total Wage, Earnings, Net Profits	111.4	90.4	94.8	115.9	96.7	97.6	134.8	98.4	106.6	140.0	98.5	97.5	1282.6	1.4
Realty Transfer Tax	15.2	13.0	12.7	12.2	11.7	12.1	12.8	9.8	17.5	14.8	15.6	20.5	167.8	(0.3)
Sales Tax	21.6	23.6	21.4	21.2	22.7	21.0	20.5	26.7	19.6	19.2	24.1	22.1	263.7	(0.6)
Business Income & Receipts Tax	5.3	5.4	18.8	17.1	(3.3)	7.1	9.8	4.4	51.0	236.8	102.0	10.9	465.3	(7.0)
Other Taxes	7.8	10.7	7.3	7.6	8.2	7.4	7.5	7.9	7.1	11.5	8.2	7.7	98.8	(0.4)
Locally Generated Non-tax	27.4	23.3	19.9	19.9	23.0	17.1	23.7	27.4	23.3	24.4	22.5	48.1	300.1	0.8
Total Other Governments	2.9	54.0	70.2	61.8	56.9	3.9	15.8	9.5	9.7	10.1	15.6	21.0	331.5	20.0
Total PICA Other Governments	20.2	28.0	24.4	18.7	34.9	20.2	28.6	28.2	30.9	24.6	41.1	18.3	318.1	(0.0)
Interfund Transfers	0.0	8.4	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	13.0	5.6	27.1	19.2
Total Current Revenue	220.0	264.3	276.5	281.3	256.9	199.4	292.7	505.6	376.3	508.2	354.4	259.5	3795.1	23.0
Collection of prior year(s) revenue	5.0	15.1	0.0	16.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	36.1	
Other fund balance adjustments														
TOTAL CASH RECEIPTS	224.9	279.4	276.5	297.4	256.9	199.4	292.7	505.6	376.3	508.2	354.4	259.5	3831.2	

Amounts in Millions

	July 31	Aug 31	Sept 30	Oct 31	Nov 30	Dec 31	Jan 31	Feb 28	March 31	April 30	May 31	June 30	Total	Vouchers Payable / Adjust.	Encum- brances
EXPENSES AND OBLIGATIONS															
Payroll	84.7	108.3	105.6	149.2	139.0	113.8	111.6	104.9	106.5	143.5	102.3	121.8	1391.1	64.5	3.1
Employee Benefits	34.0	42.6	41.0	76.8	49.5	35.2	41.5	37.3	56.2	47.8	46.9	33.1	541.9	6.1	0.4
Pension	3.7	(5.0)	4.7	56.2	(5.5)	(3.6)	(5.7)	120.4	511.6	(2.5)	(2.5)	(17.6)	654.2	13.3	
Purchase of Services	35.1	60.7	58.2	75.2	63.0	50.1	47.9	64.9	62.3	64.7	44.2	49.3	675.4	4.1	104.7
Materials, Equipment	2.6	4.6	8.3	5.9	4.9	4.8	6.5	4.7	6.4	6.6	5.2	6.3	66.8	1.3	22.2
Contributions, Indemnities	16.6	3.0	11.0	5.4	90.3	38.2	3.7	5.4	8.9	4.9	4.1	16.8	208.2	0.7	0.0
Debt Service-Short Term	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.3	0.0	0.3		
Debt Service-Long Term	8.2	64.0	0.1	0.0	5.5	17.0	22.4	(0.3)	0.1	0.0	5.0	0.1	122.2	0.0	
Interfund Charges/Payments to Other Funds	0.3	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.5	2.7	3.4	32.8	
Advances & Misc. Pmts. / Labor Obligations	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0		
Current Year Appropriation	185.1	278.1	228.9	368.7	346.6	255.5	227.7	337.2	752.1	265.1	205.9	212.5	3663.4	122.9	130.3
Prior Yr. Expenditures against Encumbrances	39.3	17.5	11.8	12.2	2.3	1.4	4.4	1.4	4.4	0.7	0.6	0.2	96.2		
Prior Yr. Salaries & Vouchers Payable	20.1	20.4	(19.3)	25.4	20.2	(14.2)	12.1	(14.9)	(93.2)	94.2	18.1	(12.0)	56.9		
TOTAL DISBURSEMENTS	244.4	316.0	221.5	406.2	369.2	242.6	244.3	323.7	663.3	360.0	224.6	200.8	3816.6		
Excess (Def) of Receipts over Disbursements	(19.5)	(36.6)	55.1	(108.8)	(112.3)	(43.2)	48.4	181.9	(287.1)	148.2	129.8	58.7			
Opening Balance	434.3	414.8	378.2	433.3	324.4	212.1	268.9	317.3	499.2	212.1	360.4	390.2			
TRAN	0.0	0.0	0.0	0.0	0.0	100.0	0.0	0.0	0.0	0.0	(100.0)	0.0			
CLOSING BALANCE	414.8	378.2	433.3	324.4	212.1	268.9	317.3	499.2	212.1	360.4	390.2	448.9			

FY 2014 Cash Flows – Consolidated Cash - All Funds

CASH FLOW PROJECTIONS
CONSOLIDATED CASH - ALL FUNDS -
FY2014

OFFICE OF THE DIRECTOR OF FINANCE

Projection as of June 30, 2014

Amounts in Millions

	July 31	Aug 31	Sept 30	Oct 31	Nov 30	Dec 31	Jan 31	Feb 28	March 31	April 30	May 31	June 30
General	414.8	378.2	433.3	324.4	212.1	268.9	317.3	499.2	212.1	360.4	390.2	448.9
Grants Revenue	(67.5)	14.5	23.5	(17.9)	(78.3)	(116.1)	(125.2)	(120.5)	(86.4)	(91.4)	(156.3)	(94.3)
Community Development	(6.0)	(4.4)	(4.1)	(4.0)	(3.8)	(4.3)	(5.9)	(3.9)	(7.9)	(3.3)	(1.6)	(6.5)
Vehicle Rental Tax	6.8	7.4	2.9	3.3	3.8	4.2	4.6	5.0	5.3	5.7	6.2	6.7
Hospital Assessment Fund	11.8	10.3	9.9	9.3	9.0	8.5	8.4	8.0	7.6	7.3	5.4	12.4
Housing Trust Fund	16.5	17.4	18.0	18.0	17.8	18.1	18.3	18.3	18.4	17.0	16.5	17.7
Other Funds	7.0	11.9	33.1	35.0	16.4	15.6	15.4	19.4	7.6	15.6	27.0	17.6
TOTAL OPERATING FUNDS	383.5	435.3	516.6	368.2	177.1	194.9	232.8	425.5	156.7	311.2	287.4	402.5
Capital Improvement	230.0	228.8	228.0	212.7	203.1	196.7	187.0	178.9	174.5	168.0	164.0	157.3
Industrial & Commercial Dev.	3.6	3.6	3.9	3.9	3.9	3.9	3.9	4.0	4.0	4.0	4.0	4.1
TOTAL CAPITAL FUNDS	233.7	232.5	232.0	216.6	207.1	200.6	190.9	182.9	178.5	172.0	167.9	161.4
TOTAL FUND EQUITY	617.1	667.8	748.5	584.8	384.2	395.5	423.7	608.3	335.2	483.2	455.3	563.9

FY 2015 Cash Flows – Projections – General Fund

CASH FLOW PROJECTIONS
GENERAL FUND - FY2015

OFFICE OF THE DIRECTOR OF FINANCE

Projection as of September 30, 2014

Amounts in Millions

	July 31	Aug 31	Sept 30	Oct 31	Nov 30	Dec 31	Jan 31	Feb 28	March 31	April 30	May 31	June 30	Total	Accrued
REVENUES														
Real Estate Tax	8.3	7.8	7.5	7.4	5.8	14.9	43.8	312.1	105.2	21.3	8.2	5.1	547.4	
Total Wage, Earnings, Net Profits	117.0	97.3	96.6	124.8	98.7	102.9	125.5	109.9	110.8	141.4	106.8	97.5	1329.1	
Realty Transfer Tax	15.8	17.0	20.0	13.3	13.6	15.3	13.7	10.4	15.5	14.9	16.3	18.6	184.3	
Sales Tax	22.3	22.2	10.8	10.5	13.3	12.6	13.0	14.9	11.7	12.0	14.3	13.4	171.0	(18.3)
Business Income & Receipts Tax	4.1	1.9	17.7	7.1	(1.3)	7.6	11.4	7.0	44.6	230.3	114.3	8.6	453.2	
Other Taxes	7.9	10.3	8.6	7.4	8.1	7.7	7.3	8.1	6.4	13.5	8.0	7.4	100.7	
Locally Generated Non-tax	26.4	19.2	19.4	24.8	22.2	20.1	20.5	23.8	726.9	18.1	24.2	24.4	969.7	28.0
Total Other Governments	2.4	48.4	66.0	69.6	12.1	7.9	14.7	11.4	18.5	9.6	10.5	10.5	281.7	23.2
Total PICA Other Governments	24.8	13.7	31.1	26.5	31.9	24.6	31.9	28.3	36.2	28.2	32.8	22.6	332.6	
Interfund Transfers	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	14.0	4.5	18.5	49.4
Total Current Revenue	228.9	237.8	277.6	291.3	204.3	213.6	281.7	526.0	1075.8	489.2	349.4	212.6	4388.2	72.6
Collection of prior year(s) revenue	10.3	8.7	0.0	11.8	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	30.8	
Other fund balance adjustments														
TOTAL CASH RECEIPTS	239.2	246.5	277.6	303.1	204.3	213.6	281.7	526.0	1075.8	489.2	349.4	212.6	4419.0	

Amounts in Millions

	July 31	Aug 31	Sept 30	Oct 31	Nov 30	Dec 31	Jan 31	Feb 28	March 31	April 30	May 31	June 30	Total	Vouchers Payable	Encum-brances
EXPENSES AND OBLIGATIONS															
Payroll	79.5	108.8	122.7	154.3	111.4	122.0	111.4	111.4	111.4	154.9	111.4	111.4	1410.7	61.2	
Employee Benefits	42.8	42.3	51.8	54.3	42.0	44.1	42.0	42.0	42.2	56.2	42.0	42.0	543.7	16.6	
Pension	3.7	(6.5)	4.0	55.8	(1.6)	(2.8)	2.1	(1.6)	1110.9	111.8	0.8	0.8	1277.4		
Purchase of Services	39.6	31.6	84.1	68.8	87.8	50.6	46.4	58.4	71.3	80.7	51.9	59.0	730.3	15.1	70.4
Materials, Equipment	3.2	5.0	8.5	9.1	6.0	5.6	6.5	5.1	6.0	6.9	5.6	7.1	74.7	4.7	13.9
Contributions, Indemnities	19.4	4.6	4.2	9.9	21.8	14.9	3.5	3.4	9.8	4.7	30.9	17.7	144.6	0.5	
Debt Service-Short Term	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	1.0	1.0		
Debt Service-Long Term	18.7	66.5	0.1	0.0	0.3	10.6	32.3	1.2	0.5	0.1	0.0	5.2	135.6		
Interfund Charges	0.3	0.0	0.0	0.0	0.0	14.0	0.0	0.0	0.0	0.0	0.4	5.9	20.6	22.1	
Advances & Misc. Pmts. / Labor Obligations	0.0	0.0	0.0	0.0	2.2	2.2	2.2	2.2	2.2	2.2	2.2	2.2	17.8		
Current Year Appropriation	207.2	252.3	275.5	352.2	270.0	261.2	246.4	222.1	1354.4	417.5	245.4	252.4	4356.5	120.1	84.3
Prior Yr. Expenditures against Encumbrances	48.1	19.0	18.2	7.1	12.4	6.9	5.7	5.0	2.7	2.0	1.7	1.5	130.3		
Prior Yr. Salaries & Vouchers Payable	22.8	33.6	2.1	18.1	12.8	0.0	0.0	0.0	0.0	0.0	0.0	0.0	89.4		
TOTAL DISBURSEMENTS	278.2	304.9	295.7	377.4	295.1	268.1	252.1	227.1	1357.1	419.5	247.1	253.9	4576.2		
Excess (Def) of Receipts over Disbursements	(39.0)	(58.5)	(18.0)	(74.3)	(90.9)	(54.5)	29.6	298.9	(281.3)	69.7	102.3	(41.3)			
Opening Balance	448.9	409.9	351.5	333.4	259.1	298.2	243.8	273.3	572.3	290.9	360.7	333.0			
TRAN	0.0	0.0	0.0	0.0	130.0	0.0	0.0	0.0	0.0	0.0	(130.0)	0.0			
CLOSING BALANCE	409.9	351.5	333.4	259.1	298.2	243.8	273.3	572.3	290.9	360.7	333.0	291.6			

FY 2015 Cash Flows – Projections – Consolidated Cash - All Funds

CASH FLOW PROJECTIONS
CONSOLIDATED CASH - ALL FUNDS - FY2015

OFFICE OF THE DIRECTOR OF FINANCE

Projection as of September 30, 2014

Amounts in Millions

	July 31	Aug 31	Sept 30	Oct 31	Nov 30	Dec 31	Jan 31	Feb 28	March 31	April 30	May 31	June 30
General	409.9	351.5	333.4	259.1	298.2	243.8	273.3	572.3	290.9	360.7	333.0	291.6
Grants Revenue	(117.0)	(14.1)	(64.8)	(71.1)	(74.0)	(115.3)	(106.1)	(137.9)	(74.1)	(63.1)	(96.1)	(69.8)
Community Development	(3.1)	(6.4)	(2.5)	(0.1)	(2.6)	(0.9)	(3.0)	(3.5)	(6.2)	(2.5)	(5.0)	(6.8)
Vehicle Rental Tax	7.3	7.8	2.4	2.8	5.6	5.9	6.3	6.7	5.6	6.0	5.4	5.9
Hospital Assessment Fund	12.4	12.1	46.0	12.7	7.2	12.3	8.0	7.6	17.8	8.7	23.0	18.1
Housing Trust Fund	18.6	18.5	18.8	19.4	15.9	15.3	15.1	15.3	15.0	14.5	14.3	14.2
Other Funds	15.3	11.4	17.2	14.5	24.2	27.8	13.6	20.2	3.2	14.6	18.0	33.0
TOTAL OPERATING FUNDS	343.3	380.7	350.5	237.4	274.5	188.9	207.3	480.6	252.3	339.0	292.6	286.2
Capital Improvement	146.2	137.7	124.6	119.6	112.1	104.6	97.1	89.6	82.1	74.6	67.1	59.6
Industrial & Commercial Dev.	4.1	4.1	4.1	4.1	4.3	3.9	3.9	3.9	3.9	3.8	3.8	3.7
TOTAL CAPITAL FUNDS	150.2	141.8	128.6	123.7	116.4	108.5	101.0	93.5	86.0	78.4	70.9	63.3
TOTAL FUND EQUITY	493.6	522.5	479.2	361.1	390.9	297.4	308.3	574.1	338.3	417.4	363.5	349.6

TAX MATTERS

Federal

Co-Bond Counsel will each deliver, concurrently with the issuance of the Notes, their opinion to the effect that under existing statutes, regulations, rulings and court decisions, interest on the Notes is excluded from gross income for federal income tax purposes. Interest paid on the Notes will not be a specific preference item for purposes of calculating individual or corporate alternative minimum taxable income; however, interest on the Notes is included in the adjusted current earnings of corporations for purposes of computing the alternative minimum tax imposed on corporations. In addition, interest on the Notes may be included in a foreign corporation's effectively connected earnings and profits upon which certain foreign corporations are required to pay the foreign branch profits tax imposed under Section 884 of the Internal Revenue Code of 1986, as amended (the "Code").

[The Notes have been offered at a premium ("original issue premium") over their principal amount. For federal income tax purposes, original issue premium is amortizable periodically over the term of a Note through reductions in the holder's tax basis for the Note for determining taxable gain or loss from sale or from redemption prior to maturity. Amortizable premium is accounted for as reducing the tax-exempt interest on the Note rather than creating a deductible expense or loss. Prospective purchasers of the Notes should consult their tax advisers for an explanation of the treatment of original issue premium.]

The Code imposes various restrictions, conditions and requirements relating to the exclusion from gross income for federal income tax purposes of interest on obligations such as the Notes. Ongoing requirements include, among other things, the provisions of Section 148 of the Code which prescribe yield and other limits within which the proceeds of the Notes are to be invested and which may require that certain excess earnings on investments made with the proceeds of the Notes be rebated on a periodic basis to the United States. The City has made certain representations and undertaken certain agreements and covenants in the Loan Authorization and its tax compliance agreement to be delivered concurrently with the issuance of the Notes designed to ensure compliance with the applicable provisions of the Code. The inaccuracy of these representations or the failure on the part of the City to comply with such covenants and agreements could result in the interest on the Notes being included in the gross income of a holder for federal income tax purposes, in certain cases retroactive to the date of original issuance of the Notes.

The opinions of Co-Bond Counsel assume the accuracy of these representations and the future compliance by the City with its covenants and agreements. Moreover, Co-Bond Counsel has not undertaken to evaluate, determine or inform any person, including any holder of the Notes, whether any actions taken or not taken, events occurring or not occurring, or other matters that might come to the attention of Co-Bond Counsel would adversely affect the value of, or tax status of the interest on, the Notes.

Ownership of the Notes may result in collateral federal tax consequences to certain taxpayers, including, without limitation, financial institutions, S corporations with excess net passive income, property and casualty companies, individual recipients of social security or railroad retirement benefits and taxpayers who may be deemed to have incurred indebtedness to purchase or carry the Notes. Co-Bond Counsel will express no opinion with respect to these or any other collateral tax consequences of the ownership of the Notes. The nature and extent of the tax benefit to a taxpayer of ownership of the Notes will generally depend upon the particular nature of such taxpayer or such taxpayer's own particular circumstances, including other items of income or deduction. Accordingly, prospective purchasers of the Notes should consult their tax advisers.

There can be no assurance that currently existing or future legislative proposals by the United States Congress limiting or further qualifying the excludability of interest on tax exempt bonds from gross income for federal tax purposes, or changes in federal tax policy generally, will not adversely affect the tax status of the interest on, or the market for, the Notes.

Pennsylvania

Co-Bond Counsel will also each deliver an opinion to the effect that under existing law as enacted and construed on the date of such opinion, the Notes are exempt from personal property taxes in Pennsylvania, and interest on the Notes is exempt from Pennsylvania personal income tax and Pennsylvania corporate net income tax. However, under the laws of the Commonwealth as presently enacted and construed, any profits, gains or income derived from the sale, exchange or other disposition of the Notes will be subject to Pennsylvania taxes within Pennsylvania.

The Notes and the interest thereon may be subject to state or local taxes in jurisdictions other than the Commonwealth under applicable state or local tax laws.

PROSPECTIVE PURCHASERS OF THE NOTES SHOULD CONSULT THEIR TAX ADVISERS WITH RESPECT TO THE FEDERAL, STATE AND LOCAL INCOME TAX CONSEQUENCES OF OWNERSHIP OF THE NOTES AND ANY CHANGES IN THE STATUS OF PENDING OR PROPOSED TAX LEGISLATION.

NO LITIGATION AFFECTING NOTES

Upon delivery of the Notes, the City Solicitor will furnish an opinion to the effect, among other things, that except as disclosed in this Official Statement, to the knowledge of the Law Department, after reasonable inquiry, there is no litigation or other legal proceeding pending or threatened, in writing, to restrain or enjoin the issuance or delivery of the Notes or challenging the validity of the proceedings of the City with respect to the authorization, issuance, sale and provision for payment of the Notes, or contesting the powers of the City with respect to any of the foregoing, or in any way contesting the validity or enforceability of the Notes.

RATINGS

Moody’s Investors Service, Inc. and Standard & Poor’s Ratings Services have assigned the Notes ratings of “MIG 1” and “SP-1+”, respectively.

Such credit ratings reflect only the view of such credit rating agency. Any explanation of the significance of such credit ratings may be obtained from the applicable credit rating agency.

A security rating is not a recommendation to buy, sell or hold securities. There is no assurance that any such credit rating will continue for any given period of time or that it will not be revised or withdrawn entirely by such credit rating agency if, in its judgment, circumstances so warrant. The City has not undertaken any responsibility, after the issuance of the Notes, to assure the maintenance of the rating, to bring to the attention of the owners of the Notes any proposed change in or withdrawal of such credit ratings or to oppose any such proposed revision. Any such downward change in or withdrawal of such credit rating may have an adverse effect on the marketability or market price of the Notes.

CERTAIN LEGAL MATTERS

The authorization, issuance and sale of the Notes are subject to approval as to legality by Dilworth Paxson LLP, Philadelphia, Pennsylvania, and Gonzalez Saggio & Harlan, LLP, New York, New York, Co-Bond Counsel. Certain legal matters will be passed upon for the City by the City Solicitor. Certain legal matters will be passed upon for the Underwriters by their counsel, Ahmad, Zaffarese & Smyler, LLC, Philadelphia, Pennsylvania.

CERTAIN RELATIONSHIPS

Dilworth Paxson LLP and Gonzalez Saggio & Harlan LLP, Co-Bond Counsel, and Ahmad, Zaffarese & Smyler, LLC, Underwriters' Counsel, each represent the City in matters unrelated to this financing.

UNDERWRITING

The Notes are being purchased by the Underwriters identified on the cover page hereof. The Underwriters have agreed, subject to certain terms and conditions, to purchase the Notes from the City at an aggregate purchase price of $________, which is equal to the principal amount of the Notes in the amount of $________, [plus original issue premium on the Notes of $___________,] less an underwriters' discount of $____________. The purchase contract for the Notes provides that the Underwriters will purchase all the Notes if any Notes are purchased.

TD Securities (USA) LLC, one of the Underwriters of the Notes, has entered into a negotiated dealer agreement (the TD Dealer Agreement) with TD Ameritrade for the retail distribution of certain securities offerings, including the Notes at the original issue price. Pursuant to the TD Dealer Agreement, TD Ameritrade may purchase the Notes from TD Securities (USA) LLC at the original issue price less a negotiated portion of the selling concession applicable to any of the Notes TD Ameritrade sells.

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

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 respect to the sale of the Notes. 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 Notes. They have received and reviewed but have not independently verified information in this Official Statement for accuracy or completeness (except, as to each Financial Advisor, the information in this section). Investors should not draw any conclusions as to the suitability of the Notes from, or as any investment decisions upon, the fact that the Financial Advisors have advised the City with respect to the Notes. The Financial Advisors' fees for this issue are contingent upon the sale and issuance of the Notes.

The Financial Advisors are financial advisory and consulting organizations and not organizations engaged in the business of underwriting, marketing or trading of municipal securities or any other negotiable instruments.

ADDITIONAL INFORMATION

Current City Practices

It is the City's practice to file its Comprehensive Annual Financial Report ("CAFR"), which contains the audited combined financial statements of the City, with the Municipal Securities Rulemaking Board ("MSRB") as soon as practicable after delivery of such report. The CAFR for the City's fiscal year ended June 30, 2013 was deposited with the MSRB on February 24, 2014. 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 CAFR for the fiscal year ended June 30, 2013. Such a request should be addressed to: Office of the Director of Finance, Municipal Services Building, Suite 1300, 1401 John F. Kennedy Boulevard, Philadelphia, PA 19102. The CAFR is also available online at www.phila.gov/investor, the City Investor Website. 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 Notes should rely only on information contained in this Official Statement or incorporated by reference herein.

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

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.

Continuing Disclosure Undertaking

In order to assist the Underwriters in complying with the requirements of Rule 15c2-12(b)(5) under the Securities and Exchange Act of 1934, as amended (the "Rule"), the City and Digital Assurance Certification, L.L.C., as dissemination agent for the benefit of the Registered Owners (as defined in such agreement) from time to time of the Notes, will enter into a Continuing Disclosure Agreement to be dated the date of original delivery and payment for the Notes, the form of which is annexed hereto as Appendix D. The City has complied with its continuing disclosure undertakings for each of the past five (5) 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, Inc. 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 & 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.

In accordance with the Loan Authorization, this Official Statement has been duly executed and delivered by The City of Philadelphia.

THE CITY OF PHILADELPHIA

By: ______________________________
Rob Dubow
Director of Finance

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APPENDIX A

GOVERNMENT AND FINANCIAL INFORMATION

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TABLE OF CONTENTS

Page

THE GOVERNMENT OF THE CITY OF PHILADELPHIA 1
General 1
Elected and Appointed Officials 1
Government Services 3
Local Government Agencies 4
DISCUSSION OF FINANCIAL OPERATIONS 7
Principal Operations 7
Fund Accounting 8
Current Financial Information 8
Fiscal Year 2015 Adopted Budget 9
Fiscal Year 2014 Adopted Budget 10
Fiscal Year 2014 Current Estimate 11
Fiscal Year 2014 Results (Unaudited) 11
Fiscal Year 2013 Adopted Budget 12
Fiscal Year 2013 Results 12
Fiscal Year 2012 Budget 12
Fiscal Year 2012 Results 13
Overview of City Response to Economic Downturn 13
Current City Practices 13
CITY FINANCES AND FINANCIAL PROCEDURES 14
Legal Compliance 15
Budget Procedure 16
Budget Stabilization Reserve 16
SUMMARY FINANCIAL INFORMATION 18
Independent Audit and Opinion of the City Controller 20
Pennsylvania Intergovernmental Cooperation Authority 20
Five-Year Plans of the City 20
Quarterly Reporting to PICA 22
Awards 23
REVENUES OF THE CITY 23
General 23
Major Revenue Sources 23
Wage, Earnings, and Net Profits Taxes 26
Business Income and Receipts Tax 27
Real Property Taxes Assessment and Collection 28
Historical Assessment and Collection and Appeal of Real Property Taxes 30
Sales and Use Tax 34
Other Taxes 35
Improved Collection Initiative 35
Other Locally Generated Non-Tax Revenues 36
Revenue from Other Governments 36
Revenues from City-Owned Systems 36
Philadelphia Parking Authority Revenues 37
EXPENDITURES OF THE CITY 38
Personal Services (Personnel) 38
Overview of City Employees 39
Overview of Employee Benefits 40
Overview of Current Labor Situation 42

Municipal Pension Fund (Related to All Funds) 49
Other Post-Employment Benefits 64
PGW Pension Plan 64
PGW Other Post-Employment Benefits 65
Purchase of Services 66
City Payments to School District 67
PGW Annual Payments 68
City Payments to SEPTA 68
City Payments to Convention Center Authority 68
CITY CASH MANAGEMENT AND INVESTMENT POLICIES 68
General Fund Cash Flow 68
Consolidated Cash 69
Investment Practices 69
DEBT OF THE CITY 70
Short-Term Debt 72
Long-Term Debt 72
Other Long-Term Debt Related Obligations 74
PICA Bonds 75
OTHER FINANCING RELATED MATTERS 76
Swap Information 76
Letter of Credit Agreements 78
Recent and Upcoming Financings 78
CITY CAPITAL IMPROVEMENT PROGRAM 80
LITIGATION 81

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" or "State") (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, pursuant to the First Class City Home Rule Education Act, also provides for the governance of The School District of Philadelphia (the "School District") as a separate and independent 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 October 15, 2014, the Office of the

City Controller had 117 full time employees, 2 part time employees, 1 temporary employee and 3 interns for a total of 117 on staff. This includes 57 auditors, 23 of whom are certified public accountants.

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 City 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 Director of Communications and Strategic Partnerships & 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 for a second term on January 2, 2012 as Mayor of his hometown. Since then, Mayor Nutter has set an aggressive agenda for America's fifth largest city – devising the City's innovative school reform strategy, vowing to strengthen community policing through Philly Rising, a unique partnership between vulnerable neighborhoods and the City, and continuing to implement the nationally recognized GreenWorks Philadelphia initiative that is helping to make the City of Philadelphia become the greenest city in America. Since taking office in January 2008, Mayor Nutter has vigorously managed city government through the worst recession since the Great Depression by maintaining core services and reducing the City's spending – most notably closing a $2.4 billion gap in Philadelphia's five year plan without eliminating a single police officer, fire fighter, sanitation, or health center worker. Under Mayor Nutter, municipal government has reduced energy usage by seven percent and increased alternative energy usage citywide from 2.5 to 14 percent. In June 2013, City Council passed Mayor Nutter's Actual Value Initiative, the City's first property assessment system overhaul, which is designed to make it a more fair, accurate and understandable system.

In June 2013, Mayor Nutter concluded his year-long tenure as President of the United States Conference of Mayors, which is the official non-partisan organization of almost 1,300 U.S. cities with populations of 30,000 or more. As President, Mayor Nutter represented the Conference by promoting the development of effective national urban/suburban policy; strengthening federal-city relationships; and ensuring that federal policy meets urban needs.

Following the December 14, 2012 shooting at Sandy Hook Elementary School, and responding to a lack of congressional action addressing gun violence, Mayor Nutter launched the Sandy Hook Principles, a corporate code of conduct designed to encourage responsible behavior among businesses involved with the gun manufacturing industry. In affiliation with the National League of Cities, Mayor Nutter also launched Cities United, an initiative aimed at creating partnerships between cities, non-profits, and other stake holders to combat violence and crime among African-American men and boys.

Born in Philadelphia and educated at the Wharton School at the University of Pennsylvania, Michael Nutter has been committed to public service since his youth in West Philadelphia. He served almost 15 years on the Philadelphia City Council, earning the reputation of a reformer, before his election as Mayor of Philadelphia. He is happily married to his wife Lisa, and a proud parent to Christian and Olivia.

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.

In 2012, the City engaged a team of legal and financial advisors, as well as brokers, to assist with a process to consider the sale of PGW to a private entity. The City received more than 30 responses to its Request for Qualifications from potential bidders on August 30, 2013, and received indicative bids from a number of prequalified bidders on November 1, 2013. A short-list of bidders was approved to continue in the process, and final bids were received on January 31, 2014.

On March 2, 2014, the City as seller, entered into an Asset Purchase Agreement ("Agreement"), providing for the sale of a portion of the assets that comprise PGW and the transfer of PGW operations to a private entity for a purchase price of $1,860,000,000 (the "Sale"). The purchaser is comprised of UIL Holdings Corporation, a Connecticut corporation, as parent ("UIL") and WGP Acquisition LLC, a Delaware limited liability company and wholly-owned subsidiary of UIL, as buyer ("Buyer"). UIL has formed the Buyer for the purpose of acquiring, owning and operating PGW. UIL has guaranteed all of the obligations of Buyer under the Agreement and related documents. Information concerning UIL can be found at www.uil.com.

Closing on the Agreement and the Sale is subject to authorization by Philadelphia's City Council and approval by the Pennsylvania Public Utility Commission ("PUC"), and the satisfaction of certain other conditions by the City and the Buyer set forth in the Agreement. No assurance can be provided that such authorization and approval will be obtained or such conditions will be satisfied. City Council has hired Concentric Energy Advisors Inc. of Marlborough, Massachusetts to review details of the Sale and to explore alternatives to a sale of PGW. City Council cited the report by Concentric Energy Advisors Inc. in announcing on October 27 its decision that it will not introduce an ordinance to sell PGW under the terms proposed in the Agreement and that no public hearings would be held to consider the sale of PGW. Thereafter, a resolution was passed by City Council to hold hearings on the best use of PGW. The Mayor has asked City Council to reconsider its decision not to introduce the ordinance to sell PGW and hold hearings on the sale of PGW under the Agreement. UIL has the right to terminate the Agreement and UIL's president announced that UIL would make a determination by mid-November whether to exercise its rights to terminate. City Council has set hearings on the best use of PGW for November 13 and 14, 2014; the proposed sale to UIL is not anticipated to be the primary focus of those hearings. The PUC has also scheduled hearings on the future of PGW for November 14, 2014. The Agreement terminates by its terms on December 31, 2014 unless an ordinance to sell is passed by City Council and signed into law by the Mayor.

Any sale of PGW must provide for: (i) the payment and legal defeasance of the City's outstanding Gas Works Revenue Bonds and Notes, (ii) the termination of agreements, including interest rate exchange agreements, relating to such Bonds and Notes, and (iii) the satisfaction by the City of all of its obligations under such agreements, including the payment in full of associated termination costs. Additionally, in connection with the Sale, the City intends to fully fund or reserve for pension and other liabilities of PGW that may remain with the City after the closing date of the Sale.

Based on the purchase price in the Agreement, after legally defeasing all of PGW's debt obligations and putting aside funds for other PGW-related liabilities, including fully funding the PGW pension plan and reserving for residual risks, the City expects the Sale would yield between $420 million and $630 million in additional proceeds, which the City's administration has proposed to deposit into the City's Municipal Pension Fund. The City's administration has also proposed certain measures to preserve the value of this contribution so that the benefit to the City's Municipal Pension Fund will be protected over time, and without any negative impact on the City's General Fund resulting from the loss of the annual contribution of $18 million from PGW following the Sale.

Additional information concerning the Sale may be viewed at http://www.exploringasale.com. The City expects to continue to provide updates and public information regarding the progress of the Sale on the City's Investor Website (as defined herein).

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.

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 any project authorized under applicable law which is specifically authorized by ordinance of City Council. 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 appointed by City Council from four nominations made by the Mayor and one nomination from City Council.

PRA. 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.

Land Bank. The Philadelphia Land Bank was created in 2014 with a mission to return vacant and tax delinquent property to productive reuse. The Land Bank is an independent agency formed under the authority of local ordinance[*] and state law[†]. The Mayor and City Council appoint its board of directors. The City provides funds for its operations. The Land Bank is empowered to consolidate many of the land acquisition and disposition processes of the City under one umbrella, with the intention of making it easier for private individuals and organizations to acquire properties that contribute to neighborhood disinvestment and turn them into assets for the community in which they are located.

The Philadelphia Land Bank possesses a number of tools that will enable it to help return derelict properties to productive use. The Land Bank can:

1. Consolidate properties owned by multiple public agencies into single ownership to speed property transfers to new, private owners;
2. Acquire tax-delinquent properties through tax foreclosure;
3. Clear the title to those properties so that new owners are not burdened by old liens; and
4. Assist in the assemblage and disposition of land for community, nonprofit and for-profit uses.

On October 30, 2014 the Land Bank approved its first Proposed Strategic Plan. This plan identifies market conditions across the City, an inventory of vacant and tax delinquent properties that the Land Bank could take in, and goals to guide Land Bank activity. These goals include priority acquisition areas, and annual targets against which to measure progress. In early November, the Land Bank will send the plan to City Council for approval.

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[*] Philadelphia Land Bank Ordinance: http://phlcouncil.com/wp-content/uploads/2014/01/CertifiedCopy130156-A02.pdf
[†] Pennsylvania Land Bank Act: http://www.legis.state.pa.us/WU01/LI/LI/US/HTM/2012/0/0153.HTM

The enabling legislation for the Philadelphia Land Bank requires the Land Bank to establish targets to guide Land Bank's annual goals for acquisition and disposition. With 32,000 potential properties for Land Bank activity, the targets are constrained by the available financial resources, market conditions and staff capacity to manage the work.

In setting targets for the next five years, the Land Bank faces the additional challenge of being a new, untested tool in the City. It will take time to fine-tune the process for acquiring and disposing of land. For this reason, the immediate priority for the Land Bank is to plan for the current inventory of publicly owned vacant property. This includes testing the Land Bank's tools to address some key citywide opportunities including individual development opportunities, side yard conveyance and preserving existing gardens.

In the Land Bank's first year of operation, the Land Bank intends to acquire a small number of properties throughout the City, as it plans and builds the systems to support that work in future years. The Land Bank expect to test the systems for using tax foreclosure as an acquisition tool in the first year of Land Bank operations, but cannot yet predict the volume of this activity.

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 also 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 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 City Finance Director is an ex-officio member of the Board. 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 January 2014, SMG began managing and operating the Pennsylvania Convention Center, instituting a number of measures intended to reduce and control show costs and improve customer service.

The School District. 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 governing body must submit a lump sum statement of expenditures to the City Council annually. Such statement is used by City Council in making its determination to authorize the levy by the School District's governing body of School District taxes. Certain financial information regarding the School District is included in the City's Comprehensive Annual Financial Report. The School District has no independent power to authorize school taxes and its governing body may levy only the taxes authorized for the School District by the City and the Commonwealth Legislature. 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") created pursuant to the School Code. The School Reform Commission is granted all of the powers and duties of the Board of Education by Section 696 of the School Code as well as all the powers and duties of a board of control 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 the Commonwealth, subject to confirmation by the Pennsylvania Senate.

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 the Commonwealth, 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 board are appointed by the Governor of the Commonwealth, 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 reimbursable component of the Department of Human Services ("DHS") activities (constituting approximately 80% of DHS activities) 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, 2013, 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 fund - 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, 2013, as separate financial statements of fiduciary net assets and changes in fiduciary net assets.

The City reports its financial performance on a consolidated basis including the School District. The City is required by the Home Rule Charter to issue, within one hundred and twenty days after the close of each fiscal year, a statement as of the end of the fiscal 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. The Annual Financial Report, which is released on or about October 28 of each year, is intended to meet these requirements and is not audited. The CAFR for each fiscal year is published at a later date. 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 financial statements of the City's discretely presented component units that are available as of the date of the Annual Financial Report are also presented. Historically these results have not changed between the Annual Financial Report and the CAFR.

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

Current Financial Information

The Adopted Fiscal Year 2015 Budget (hereinafter defined), the revised Twenty-Third Five-Year Plan (hereinafter defined), the Adopted Fiscal Year 2014 Budget (hereinafter defined) and Twenty-Second Five-Year Plan (hereinafter defined), as further revised, 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 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 unaudited actual amounts for Fiscal Year 2014 are taken from the Annual Financial Report for the Fiscal Year Ended June 30, 2014 released on October 28, 2014. 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. Information from the Adopted Fiscal Year 2015 Budget is included in certain of the financial information with respect to the City presented herein. The unaudited Annual Financial Report presents a \$202.1 million ending Fiscal Year 2014 Fund Balance on a legally enacted basis.

Fiscal Year 2015 Adopted Budget

The City's Fiscal Year 2015 budget (the "Adopted Fiscal Year 2015 Budget") was presented to City Council on March 6, 2014, was approved by City Council on June 19, 2014 and signed by the Mayor on June 27, 2014. The Adopted Fiscal Year 2015 Budget projects estimated General Fund revenues of \$4.426 billion, obligations of \$4.525 billion, an operating deficit of \$78.4 million (net of prior year adjustments), which results in a projected ending fund balance of \$68.4 million on the legally enacted basis assuming a \$146.8 million Fiscal Year 2014 ending Fund Balance. The Adopted Fiscal Year 2015 Budget conforms to the Twenty-Third Five-Year Plan which was submitted to PICA on June 26, 2014 and approved on July 21, 2014. The Twenty-Third Five Year Plan was further revised and approved on October 14, 2014 by PICA described further in this section. See "SUMMARY FINANCIAL INFORMATION-Five-Year Plans of the City."

Total tax revenues are estimated at \$2.75 billion, a decrease of \$14.4 million or 0.5% under Fiscal Year 2014. In Fiscal Year 2015 growth is projected for all major taxes except for the Sales Tax. Under the reauthorized Sales Tax rate increase of an additional 1% approved by the Mayor on June 12, 2014, and effective on July 1, 2014, (1) the first \$120 million collected will be paid to the School District; (2) for Fiscal Years 2015 through 2018, the next \$15 million collected may be applied to payment of debt service on obligations 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 for application to the Municipal Pension Fund.

In the Adopted Fiscal Year 2015 Budget, total revenues are estimated to increase \$702.0 million, or 18.8%, largely due to the inclusion of an estimated \$700 million in one-time locally generated non-tax revenues from the proposed sale of the Philadelphia Gas Works "PGW" which will only occur if PGW is sold. Additionally, the Adopted Fiscal Year 2015 Budget provides an equal one-time expenditure of \$700 million that is budgeted to be paid to the City's Municipal Pension Fund which will only occur if PGW is sold.[*]

Budgeted Fiscal Year 2015 expenditures total \$4.525 billion, a \$680 million (17.7%) increase from Fiscal Year 2014. The largest increase in expenditures is the result of the addition of a \$700 million one-time expenditure from the proceeds from the sale of PGW (see above). Excluding this one-time expenditure, the Fiscal Year 2015 expenditures represent a \$21 million (0.5%) decrease versus Fiscal Year 2014 and is largely the result of the elimination of the pension deferral payment of \$120 million which is being offset by increases in other costs including pension, employee benefit and debt service costs.

The Twenty-Third Five-Year Plan was submitted to PICA on June 26, 2014 and approved on July 21, 2014. A revised Twenty-Third Five-Year Plan was submitted to PICA on August 19, 2014 and subsequently withdrawn upon the resubmission on September 24, 2014 of a further revision as described under "SUMMARY FINANCIAL INFORMATION—Five-Year Plans of the City." The revised Twenty-Third Five-Year Plan submitted to PICA on September 24, 2014, which was approved by PICA on October 14, 2014, projects a Fiscal Year 2015 ending General Fund balance of \$131.9 million on the legally enacted basis and reflects the required changes as a result of the labor agreement with District Council (DC) 33 covering the term July 1, 2009 to June 30, 2016 and the

[*] See "THE GOVERNMENT OF THE CITY OF PHILADELPHIA—Government Services" for a discussion of the status of the sale of PGW.

Fraternal Order of Police (FOP) arbitration award announced July 31, 2014. In addition, the revised Twenty-Third Five-Year Plan includes funding for future labor contracts and changes to revenues and expenditures based on the latest current estimates.

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 conforms to the Twenty-Second Five-Year Plan originally submitted to PICA, but not to the revised Twenty-Second Five-Year Plans described below. See "SUMMARY FINANCIAL INFORMATION-Five-Year Plans of the City."

Total tax revenues are estimated at $2.76 billion, an increase of $29.1 million or 1.0% over Fiscal Year 2013. In Fiscal Year 2014, growth is projected for all major taxes except the property tax for which no growth is assumed and the Business Income and Receipts Tax ("BIRT") for which negative growth is assumed given 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 City 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 $25.6 million, or 0.7%, largely due to the combination of the tax growth described above together with a $23 million decrease in revenue from other governments, a $1 million decrease in local non-tax revenues, and a $20 million increase in revenues from other funds of the City. The budgeted decrease in revenue from other governments is largely due to the effect of reimbursed obligations and associated revenues for DHS which were moved to the Grants Revenue Fund in Fiscal Year 2012. Reimbursement revenues related to expenditures in prior years continued to be received in the General Fund in Fiscal Year 2013, however in Fiscal Year 2014 no additional revenue is anticipated in the General Fund budget.

Budgeted Fiscal Year 2014 expenditures total $3.845 billion, a $232 million (6.4%) increase from Fiscal Year 2013. The largest increase in expenditures is the result of the addition of $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 $69 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 $58 million represents a 1.6% increase.

The Twenty-Second Five-Year Plan was submitted to PICA on July 3, 2013, and revised Twenty-Second Five-Year Plans were submitted to PICA on September 3, 2013, and September 10, 2013, as described under "SUMMARY FINANCIAL INFORMATION-Five-Year Plans of the City." The revised Twenty-Second Five-Year Plan submitted to PICA on September 10, 2013, which was approved by PICA on September 17, 2013, projects a Fiscal Year 2014 ending General Fund balance of $78.5 million on the legally enacted basis and reflects the effect of the August 2013 order of the Court of Common Pleas directing the City to implement certain portions of the health care provisions of the July 2, 2012 interest arbitration award between the City and the IAFF (defined below) (the "August 2013 IAFF Order") and the IAFF Withdrawal (defined below) on the General Fund. On November 15, 2013, the City filed a further revision to the Twenty-Second Five-Year Plan which included: $2.4 million in additional costs associated with the Sheriff's Office arbitration award; incorporation of actual Fiscal Year 2013 financial results which were $33.1 million better than projected in the plan approved by PICA on September 17, 2013; a $3.6 million increase in projected State pension aid revenue under Act 205 (defined below) in Fiscal Year 2014; inclusion of $45 million of one-time State aid that will pass through the General Fund in Fiscal Year 2014 and be paid to the School District (this change has no net impact on the General Fund); and a shift of Fire Department salary costs from a reserve for labor obligations to the personal services category. This revision of the Twenty-Second Five-Year Plan was approved by PICA on November 19, 2013. On March 10, 2014, the City filed an additional revision to the Twenty-Second Five-Year Plan which included $107.6 million in additional costs associated with the agreement reached with DC 47 (hereinafter defined) through the end of Fiscal Year 2018 which is $86.6 million higher than the amounts already set aside and contained updates to reflect changes in revenue and expense assumptions which are consistent with the proposed Twenty-Third Five-Year Plan submitted to City Council on March 6, 2014. This latest revision to the Twenty-Second Five-Year Plan was approved by PICA on March 18, 2014. See "SUMMARY FINANCIAL INFORMATION-Five-Year Plans of the City" and "EXPENDITURES OF THE CITY-Overview of Current Labor Situation – IAFF."

Fiscal Year 2014 Current Estimate

The Adopted Fiscal Year 2015 Budget includes updated estimates for Fiscal Year 2014 and projects revenues for Fiscal Year 2014 of $3.838 billion, obligations of $3.968 billion, an operating deficit of $110.1 million (net of prior year adjustments) and an ending fund balance of $146.8 million on the legally enacted basis, which is $60.3 million higher than the ending fund balance in the Adopted Fiscal Year 2014 Budget.

Total Revenues are projected to be $114.9 million higher than the Adopted Fiscal Year 2014 Budget. Tax Revenues for Fiscal Year 2014 are projected to be $26.1 million higher than the Adopted Fiscal Year 2014 Budget due to increases in the projections for the BIRT of $51.3 million, Net Profits Tax of $6.7 million and Realty Transfer Tax of $2.9 million which is being partially offset by lower projections of Wage and Earnings Tax of $23.6 million, Real Estate Tax of $3.4 million and Sales Tax of $7.6 million. Locally Generated Non-Tax Revenues are revised upward by $42.2 million, largely the result of one-time revenue from the sale of the Love Park Garage of $29.2 million, increased cable TV franchise fees of $1.9 million, increased commercial property collection fees of $6.0 million, increased collections of Licenses & Inspections permit & license fees of $2.0 million, increased reimbursements for fuel use by local agencies of $1.0 million, increased health benefit related reimbursements of $1.7 million and higher Sheriff's fees of $6.0 million which is being partially offset by lower than projected revenues from recycling $1.0 million, EMS fees of $1.0 million, recording fees of $0.6 million, interest earnings of $1.6 million and traffic fines of $0.5 million. Revenues from Other Governments are projected to be $46.2 million higher than forecasted due to higher than anticipated pension aid under Act 205 of $3.6 million and $45 million of one-time State aid that will pass through the General Fund in Fiscal Year 2014 and be paid to the School District (this change has no net impact on the General Fund) which is being partially offset by lower estimates of revenue from the Parking Authority for on-street parking of $1.5 million and from the PICA City Account of $1.8 million.

Total obligations are projected to be $122.5 million higher than the Adopted Fiscal Year 2014 Budget. The increase is primarily the result of $0.8 million in additional costs associated with the arbitration award for Deputy Sheriffs, the addition of $49.3 million in health and legal services costs resulting from the IAFF Withdrawal (which was included in the Twenty-Second Five-Year Plan approved by PICA on November 19, 2013, and approximately $31 million of which is for retroactive payments), the inclusion of a $45 million payment to the School District as a result of additional one-time State aid, the addition of the one-time payout of the sale proceeds from the Love Park Garage of $29.2 million, increased indemnity costs of $8.5 million, increased costs from the severe winter weather of $6.3 million and increased building demolition costs of $3.0 million, which are being partially offset by the move of the unspent portion of the labor reserve for District Council 33 and the IAFF from Fiscal Year 2014 to Fiscal Year 2015 in the amount of $25.5 million.

Fiscal Year 2014 Results (Unaudited)

The City's Annual Financial Report for Fiscal Year 2014 (unaudited), released on October 28, 2014, reported that the City had revenues of $3.806 billion, obligations of $3.887 billion and an ending fund balance of a positive $202.1 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.

Actual tax revenues for Fiscal Year 2014 were $5.5 million lower than the projection in the Quarterly City Manager's Report for the period ending June 30, 2014 (the "6/30/2014 QCMR") and actual obligations were $30.1 million lower than the 6/30/2014 QCMR projection, resulting in a lower operating deficit of $54.7 million (net of prior year adjustments) and an ending fund balance of $202.1 million.

Comparing the unaudited actual results to the Adopted Fiscal Year 2014 Budget, tax revenues amounting to $2.795 billion were $33.3 million higher than the Adopted Fiscal Year 2014 Budget which is the net result of higher Business Income and Receipts Tax of $51.6 million, Real Property Transfer Tax of $10.4 million and Net Profits Tax of $3.5 million which was partially offset by Wage & Earnings Tax which was $12.5 million lower than budgeted, Real Estate Tax which was $10.2 million lower than budgeted and Sales Tax which was $9.6 million lower than budgeted. Locally Generated Non-Tax Revenues was $36.6 million higher than the Adopted Fiscal year 2014 Budget largely due the proceeds from the sale of the Love Park Garage. Revenues from Other Governments was $37.4 million above the Adopted Fiscal Year 2014 Budget primarily the result of the $45 million of one-time State aid that will passed through the General Fund in and paid to the School District (this change has no net impact on the General Fund).

The unaudited actual expenditures were $41.2 million higher than the Adopted Fiscal Year 2014 Budget and were largely due to additional costs resulting from the withdrawal of the IAFF arbitration appeal, inclusion of a payment to the School District as a result of additional one-time State aid, and the addition of the one-time payout of the sale proceeds from the Love Park Garage.

Actual tax revenues for Fiscal Year 2014 were $5.5 million lower than the projection in the Quarterly City Manager's Report for the period ending June 30, 2014 (the "6/30/2014 QCMR") and actual obligations were $30.1 million lower than the 6/30/2014 QCMR projection, resulting in a lower operating deficit of $54.7 million (net of prior year adjustments) and an ending fund balance of $202.1 million.

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 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 (hereinafter defined), 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 Results

The City's CAFR for the Fiscal Year ended June 30, 2013 (the "Fiscal Year 2013 CAFR"), released on February 24, 2014, reported that the City had revenues of $3.698 billion, obligations of $3.613 billion and an ending fund balance of a positive $256.9 million on the legally enacted basis.

Actual revenues for Fiscal Year 2013 were $130.3 million higher than the Fiscal Year 2013 adopted budget, primarily driven by taxes which were $119 million higher than the Fiscal Year 2013 adopted budget and actual obligations which were $9.4 million higher than the Fiscal Year 2013 adopted budget, resulting in a higher operating surplus of $110.1 million (net of prior year adjustments) and an ending fund balance of $256.9 million on a legally enacted (budgetary) basis.

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 DHS. 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 DHS 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, 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.

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 largely 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 gap of at least $1 billion over the five-year period of the Seventeenth Five-Year Plan (covering Fiscal Years 2009-2013) (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 (hereinafter defined). In total during the six-year period of Fiscal Years 2009-2014, the projected shortfall 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 Fiscal Year 2013 CAFR, released on February 24, 2014, reports a cumulative adjusted year-end General Fund balance surplus of $256.9 million. 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 2013 CAFR was deposited with the MSRB on February 25, 2014, 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 2013 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 2013 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 Notes 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, Inc., Standard & Poor's Ratings Services and Fitch Ratings, in connection with the securities ratings assigned by those rating agencies to bonds or notes of the City.

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 DHS revenues and obligations 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:

- 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 revenues of the Aviation Fund are 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. The primary difference between the GAAP and legal (budgetary) fund balance is due to the timing of recognizing the Business Income and Receipts Tax ("BIRT"). The legal basis recognizes BIRT revenues in the fiscal year they are collected. The GAAP basis requires the City to recognize the BIRT revenues (which are primarily paid in April) for the calendar year in which the BIRT taxes are due, requiring the City to defer a portion of the April payment into the next fiscal year.

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 2015 through 2020.

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, four 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 2009	Actual 2010	Actual 2011	Actual[5] 2012	Actual 2013	Unaudited Actual[6] 2014	Adopted Budget[7] 2015	Current Estimate[11] 2015
Revenues								
Real Property Taxes[1]	400.1	402.2	482.7	500.7	540.5	526.4	547.4	5 47.4
Wage and Earnings Tax	1,117.0	1,114.2	1,134.3	1,196.3	1,221.5	1,261.6	1,294.7	1,310.2
Net Profits Tax	12.2	14.5	8.8	15.1	19.2	16.3	20.5	18.9
Business Privilege Tax[2]	386.0	364.7	376.9	389.4	450.9	461.6	453.2	453.2
Sales Tax[3]	128.2	207.1	244.6	253.5	257.6	263.0	154.6	152.7
Other Taxes[4]	209.3	213.9	211.8	215.4	243.7	266.9	277.8	285.0
Total Taxes	2,252.8	2,316.6	2,459.1	2,570.4	2,733.5	2,795.9	2,748.2	2,767.4
Locally Generated Non-Tax Revenue[10]	256.3	229.4	280.0	256.7	266.2	301.7	970.7	997.7
Revenue from Other Governments[8]	993.4	1,076.4	1,066.5	715.9	651.5	666.0	638.9	637.5
Receipts from Other City Funds[8]	135.4	31.9	54.6	48.3	46.8	42.0	67.9	67.9
Total Revenue	3,637.9	3,654.3	3,860.3	3,591.4	3,698.0	3,805.6	4,425.7	4,470.5
Obligations/Appropriations								
Personnel Services	1,406.3	1,358.5	1,360.4	1,319.0	1,362.4	1,450.6	1,433.9	1,471.9
Purchase of Services	1,174.2	1,111.4	1,127.8	760.8	757.8	787.6	814.9	815.7
Materials, Supplies and Equipment	82.7	68.7	78.3	79.9	85.4	88.8	92.6	93.3
Employee Benefits[10]	973.2	831.4	967.0	1,066.3	1,119.1	1,194.1	1,817.3	1,837.7
Indemnities, Contributions and Grants	130.0	128.0	111.1	118.0	138.3	208.6	145.2	145.1
City Debt Service	100.9	105.5	110.4	111.3	118.9	122.5	136.6	136.6
Other[9]	22.7	26.0	0.0	0.0	0.0	0.0	52.8	17.8
Payments to Other City Funds	25.3	24.2	30.3	29.5	31.4	34.4	31.2	31.2
Total Obligations/Appropriations	3,915.3	3,653.7	3,785.3	3,484.9	3,613.3	3,886.6	4,524.6	4,560.9
Operating Surplus (Deficit) for the Year	(277.4)	0.6	75.0	106.4	84.7	(80.9)	(98.8)	(90.4)
Net Adjustments – Prior Year	20.7	22.6	39.1	40.3	25.4	26.1	20.4	22.9
Funding for Contingencies	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Cumulative Fund Balance Prior Year	119.5	(137.2)	(114.0)	0.1	146.8	256.9	146.8	202.1
Cumulative Adjusted Year End Fund Balance (Deficit)	(137.2)	(114.0)	0.1	146.8	256.9	202.1	68.4	134.6

(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 used to increase the City's annual grant to the School District by $20 million.
(2) Renamed the Business Income and Receipts Tax as of May 1, 2012.
(3) Reflects 1% increase effective October 8, 2009, which expired June 30, 2014. See "REVENUES OF THE CITY-Sales and Use Tax.". Fiscal Year figures include remaining 1% sales tax, additional $15,000,000 for debt service plus any amounts designated for the Pension Fund.
(4) Includes Real Estate Transfer Tax, Parking Tax, Amusement Tax, and Other Taxes.
(5) The reduction in Revenue from Other Governments (State and Federal funding) in Fiscal Year 2012 is largely the result of transferring the majority of DHS revenues and obligations to the Grants Revenue Fund.
(6) From the Annual Financial Report for the fiscal year ended June 30, 2014 (unaudited) issued on October 28, 2014.
(7) From the Adopted Fiscal Year 2015 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 the Current Estimate for Fiscal Year 2015 includes a provision for funding of future IAFF, Deputy Sheriff (including the Register of Wills) and Local 159 (Correctional Officers) Arbitration Awards. See "EXPENDITURES OF THE CITY−Overview of Current Labor Situation."
(10) Fiscal Year 2015 includes $700 million in revenue (Locally Generated Non-Tax) and expenditure (Employee Benefits – Pension) from the proposed sale of PGW. See "THE GOVERNMENT OF THE CITY OF PHILADELPHIA---Government Services" for a discussion of the status of the sale of PGW.
(11) From the revised Twenty-Third Five-Year Plan as amended on September 24, 2014 with certain modifications.

Source: City of Philadelphia Department of Finance.
Figures may not add up due to rounding.

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

	Actual 2009	Actual 2010	Actual 2011	Actual[5] 2012	Actual 2013	Unaudited Actual[6] 2014	Adopted Budget[7] 2015	Current Estimate[7] 2015
Revenues								
General Fund	3,637.9	3,654.3	3,860.3	3,591.4	3,698.0	3,805.6	4,425.7	4,470.5
Water Fund[1]	543.5	546.7	567.5	592.5	612.0	643.0	714.2	714.2
Aviation Fund[2]	294.1	290.2	304.8	299.2	304.6	323.8	423.2	432.2
Other Operating Funds[3]	49.5	50.1	48.1	48.3	56.2	56.0	64.5	64.5
Total Revenue	4,525.0	4,541.3	4,780.7	4,531.3	4,670.8	4,828.5	5,627.6	5,672.4
Obligations/Appropriations								
Personnel Services	1,579.0	1,523.6	1,525.0	1,484.3	1,534.9	1,630.9	1,624.5	1,662.5
Purchase of Services	1,369.2	1,312.8	1,344.2	1,001.4	1,005.3	1,042.3	1,125.6	1,126.8
Materials, Supplies and Equipment	140.7	128.9	135.2	140.0	147.4	155.3	173.4	174.1
Employee Benefits	1,091.4	932.8	1,092.2	1,196.0	1,266.3	1,351.7	1,970.5	1,990.9
Indemnities, Contributions and Taxes	135.9	134.4	118.7	123.0	145.3	215.7	158.5	158.5
Debt Service[4]	384.8	397.8	398.4	406.9	429.4	452.5	499.2	499.2
Other [8]	22.7	24.2	0.0	0.0	0.0	0.0	68.4	33.4
Payments to Other City Funds	88.1	98.5	101.3	113.3	166.0	118.1	152.0	163.5
Total Obligations/ Appropriations	4,811.8	4,553.0	4,715.0	4,465.0	4,694.7	4,966.5	5,772.2	5,808.5
Operating Surplus (Deficit) for the Year	(286.8)	(11.6)	65.7	66.4	(23.9)	(138.1)	(144.6)	(136.1)
Net Adjustments Prior Year	41.8	58.1	70.5	75.8	75.5	79.9	59.9	62.4
Funding for Contingencies	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Cumulative Fund Balance (Deficit) Prior Year End	195.0	(50.0)	(3.4)	132.7	274.9	326.5	222.0	268.3
Cumulative Adjusted Year End Fund Balance (Deficit)	(50.0)	(3.4)	132.7	274.9	326.5	268.3	137.4	194.6

(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. 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 transferred amount for Fiscal Year 2012 was $1,086,165 and the amount transferred for Fiscal Year 2013 was $560,000. The current estimate for Fiscal Year 2014 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.
(5) The reduction in General Fund revenues for Fiscal Year 2012 is largely the result of transferring the majority of DHS revenues and obligations to the Grants Revenue Fund.
(6) From the Annual Financial Report for the fiscal year ended June 30, 2014 (unaudited) issued on October 28, 2014.
(7) From the Adopted Fiscal Year 2015 Budget.
(8) Other for the Current Estimate for 2015 includes a provision for funding of future JAFF, Deputy Sheriff (including the Register of Wills) and Local 150 (Correctional Officers) Arbitration Awards. See "EXPENDITURES OF THE CITY – Overview of Current Labor Situation."
(9) From the revised Twenty-Third Five-Year Plan as amended on September 24, 2014 with certain modifications.
Figures may not add up due to rounding.

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 2013 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 2013 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 proposed Twenty-Third Five-Year Plan (the "Twenty-Third Five-Year Plan") to City Council on March 6, 2014. The Adopted Fiscal Year 2015 Budget conforms to the revised Twenty-Third Five-Year Plan which was submitted to PICA on June 26, 2014 and was approved on July 21, 2014. A revised Twenty-Third Five-Year Plan was submitted to PICA on August 19, 2014 and subsequently withdrawn before any action was taken by PICA upon the resubmission of a further revision on September 24, 2014. The revised Twenty-Third Five-Year Plan submitted to PICA on September 24, 2014 was approved on October 14, 2014 and reflects the required changes as a result of the labor agreement with District Council (DC) 33 and the Fraternal Order of Police (FOP) arbitration award announced July 31, 2014. The revised Twenty-Third Five-Year Plan includes an additional $293.3 million in labor costs - $132.9 million for DC33, $97.5 million for the FOP, $3.9 million for the agreement with District Council (DC) 47 Local 810, $28.0 million for exempt employee raises and $31.0 million in new reserves set aside for unresolved labor contracts with DC33 Local 159 and the FOP Deputy Sheriffs. The revised Twenty-Third Five-Year Plan also includes the release of a $29.0 million reserve as part of an agreement between the FOP and the City regarding healthcare and $45.6 million in costs associated with Pension Board approved actuarial assumptions changes to pension fund liability calculation which led to increased General Fund contributions. The revised Twenty-Third Five-Year Plan includes changes to Fiscal Year 2014 results based on updated projections which result in a higher projected Fiscal Year 2014 ending fund balance of $198.4 million and changes to revenues and expenditures that reflect the impact of these updates on Fiscal Years 2015, 2016, 2017, 2018 and 2019. The revised Twenty-Third Five-Year Plan requires action by the Mayor and City Council, including to slow the planned wage tax reductions.

The revised Twenty-Third Five-Year Plan projects General Fund ending fund balances (on the legally enacted basis) for Fiscal Years 2015, 2016, 2017, 2018 and 2019 of $131.9 million, $72.4 million, $40.5 million, $46.0 million and $83.9 million, respectively and no longer includes a deposit to the budget stabilization reserve fund in Fiscal Year 2019. According to the enabling legislation for the budget stabilization reserve fund, an amount needs to be budgeted when the fund balance is projected to be more than 3% of expenditures, which was projected to occur in Fiscal Year 2019 in the July 21, 2014 approved plan but is no longer projected. Such projected balances are "forward looking statements" and are based on assumptions which may not be fully realized in the future and are subject to change. Accordingly, the actual ending fund balances could be lower or higher than those contained in the Twenty-Third Five-Year Plan. Recognizing the benefits of maintaining adequate fund balances, the City is in the process of developing a policy related to its unreserved fund balance which would complement the Budget Stabilization Reserve policy. See "CITY FINANCES AND FINANCIAL PROCEDURES–Budget Stabilization Reserve." Although these policy targets are preliminary, the City anticipates that they might yield an aggregate target of having the General Fund balance and the Budget Stabilization Reserve in combination represent roughly 6-8% of expenditures on a budgetary basis. Any such policy, should it be adopted, would not be mandatory and would be subject to change at any time by the City. The revised Twenty-Third Five-Year Plan approved by PICA on October 24, 2014, does not implement the policy under development.

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 conformed to the original 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. Such revised Twenty-Second Five-Year Plan included additional expenditures resulting from the August 2013 IAFF Order and the updated current estimates from the Quarterly City Manager's Report for the period ended June 30, 2013, but did not reflect the IAFF Withdrawal. On September 10, 2013, the City withdrew the previously filed, revised Twenty-Second Five-Year Plan and filed a further revised Twenty-Second Five-Year Plan updated to include the effect of the IAFF Withdrawal. PICA approved such further revised Twenty-Second Five-Year Plan on September 17, 2013. On November 15, 2013, the City filed a further revision to the Twenty-Second Five-Year Plan which included: $2.4 million in additional costs associated with the Sheriff's Office arbitration award; incorporation of actual Fiscal Year 2013 financial results which were $33.1 million better than projected in the plan approved by PICA on September 17, 2013; a $3.6 million increase in projected State pension aid revenue under Act 205 in Fiscal Year 2014; inclusion of $45 million of one-time State aid that was topass through the General Fund in Fiscal Year 2014 and be paid to the School District (this change had no net impact on the General Fund); and a shift of Fire Department salary costs from a reserve for labor obligations to the personal services category. This revision of the Twenty-Second Five-Year Plan was approved by PICA on November 19, 2013. On March 10, 2014, the City filed an additional revision to the Twenty-Second Five-Year Plan which included $107.6 million in costs associated with the agreement reached with DC 47 through the end of Fiscal Year 2018 which is $86.6 million higher than the amounts already set aside and contained updates to reflect changes in revenue and expense assumptions which are consistent with the proposed Twenty-Third Five-Year Plan submitted to City Council on March 6, 2014. This latest revision to the Twenty-Second Five-Year Plan was approved by PICA on March 18, 2014. 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-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.

Awards

For the thirty-fourth 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, 2013. 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 2014 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 Adopted Fiscal Year 2014 Budget, current estimates for Fiscal Year 2014 and the Adopted Fiscal Year 2015 Budget. The following descriptions do not take into account revenues in the Non-Debt Related Funds. The tax rates for Fiscal Years 2002 through 2012 are contained in the Fiscal Year 2013 CAFR.

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Table 3
Summary of Principal Operating Funds (Debt Related)
Revenues by Major Source
Fiscal Years 2004-2015 (Legal Basis)
(Amounts in Millions of USD)

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
	General Fund Tax Revenues												
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[8]	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[9]	540.5	1,221.5	450.9	257.6	262.9	2,733.5	572.0	301.1	266.2	3,872.8	685.7	111.2	4,669.7
2014(Unaudited Actual) [10]	526.4	1,277.9	461.6	263.0	266.9	2,795.9	607.1	320.6	301.8	4,025.4	700.8	102.3	4,828.5
2015(Adopted Budget)[11]	547.4	1,315.2	453.2	154.6	277.8	2,748.2	631.7	415.9	971.9	4,767.7	679.5	180.4	5,627.6
2015 (Current Estimate)[12, 13]	547.4	1,329.1	453.2	152.7	285.0	2,767.4	631.7	415.9	998.9	4,813.9	678.0	180.5	5,672.4

[1] See Table 7 in the Fiscal Year 2013 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, which expired June 30, 2014. See "REVENUES OF THE CITY-Sales and Use Tax." Fiscal Year 2015 figures include remaining 1% sales tax, additional $15,000,000 for debt service plus any amounts designated for the Pension Fund.
[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] The reduction in Revenue from Other Governments in Fiscal Year 2012 is largely the result of the transfer of the majority of DHS revenue and obligations to the Grants Revenue Fund.
[9] Reflects an 8.2% increase in the City Real Estate Tax (equating to 3.6% of the combined City and School District real estate taxes). The increased revenue provides an increase of $20 million in the City's annual grant to the School District..
[10] From the Annual Financial Report for the fiscal year ended June 30, 2014 (unaudited) issued on October 28, 2014.
[11] From the Adopted Fiscal Year 2015 Budget.
[12] Fiscal Year 2015 includes $700 million in General Fund Locally Generated Non-Tax Revenue from the proposed sale of PGW. See "THE GOVERNMENT OF THE CITY OF PHILADELPHIA—Government Services" for a discussion of the status of the sale of PGW.
[13] From the revised Twenty-Third Five-Year Plan as amended on September 24, 2014 with certain modifications.

Figures may not add up due to rounding.

Table 4
General Fund Tax Revenues[1]
Fiscal Years 2009-2015
(Amounts in Millions of USD)

	Actual 2009	Actual 2010	Actual 2011	Actual 2012	Actual [6] 2013	Unaudited Actual[7] 2014	Adopted Budget[8] 2015	Current Estimate[8] 2015
Real Property Taxes								
Current	365.6	364.3	454.7[5]	464.4	504.2	483.9	503.2	503.2
Prior	34.4	37.9	28.0	36.3	36.3	42.5	44.2	44.2
Total	400.0	402.2	482.7	500.7	540.5	526.4	547.4	547.4
Wage and Earnings Tax[2]								
Current	1,105.9	1,102.3	1,127.4	1,192.2	1,219.5	1,255.9	1,290.4	1,305.9
Prior	11.1	11.9	6.9	4.1	2.0	5.7	4.2	4.2
Total	1,117.0	1,114.2	1,134.3	1,196.3	1,221.5	1,261.6	1,294.6	1,310.2
Business Taxes								
Business Privilege[3]								
Current & Prior	386.0	364.7	376.9	389.4	450.9	461.6	453.2	453.2
Net Profits Tax								
Current	9.5	12.1	5.7	12.2	17.2	13.2	18.0	15.9
Prior	2.7	2.4	3.1	2.9	1.9	3.1	2.5	3.0
Subtotal Net Profits Tax	12.2	14.5	8.8	15.1	19.2	16.3	20.5	18.9
Total Business Taxes	398.2	379.2	385.8	404.5	470.1	477.9	473.7	472.1
Other Taxes								
Sales and Use Tax	128.3	207.1[4]	244.6	253.5	257.6	263.0	154.6	152.7
Amusement Tax	21.4	21.8	20.8	21.9	19.1	20.0	20.9	20.4
Real Property Transfer Tax	115.1	119.2	116.6	119.4	148.0	168.1	176.6	184.3
Parking Taxes	70.4	70.5	71.6	70.9	73.3	75.1	76.9	76.9
Other Taxes	2.4	2.4	2.7	3.2	3.4	3.7	3.5	3.5
Subtotal Other Taxes	337.6	421.0	456.3	468.9	501.3	529.9	432.5	437.7
TOTAL TAXES	2,252.8	2,316.6	2,459.1	2,570.4	2,733.5	2,795.9	2,748.2	2,767.4

[1] See Table 7 in the Fiscal Year 2013 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] Renamed the Business Income and Receipts Tax as of May 1, 2012.
[4] Effective October 8, 2009, there was a 1% increase to the City Sales tax, which expired June 30, 2014. See "REVENUES OF THE CITY-Sales and Use Tax."
[5] Reflects a Real Estate Tax increase of 9.9%. Fiscal Year 2015 figures include remaining 1% sales tax, additional $15,000,000 for debt service plus any amounts designated for the Pension Fund.
[6] Reflects an 8.2% increase in the City Real Estate Tax (equating to 3.6% of the combined City and School District real estate taxes). The increased revenue provides an increase of $20 million in the City's annual grant to the School District.
[7] From the Annual Financial Report for the fiscal year ended June 30, 2014 (unaudited) issued on October 28, 2014.
[8] From the Adopted Fiscal Year 2015 Budget.
[9] From the revised Twenty-third Five-Year Plan as amended on September 24, 2014 with certain modifications.

Figures may not add up due to rounding.

Wage, Earnings, and Net Profits Taxes

The largest tax revenue source (comprising 45.4% of all tax revenues based on Fiscal Year 2013) is the wage, earnings, and net profits tax. The wage and earnings tax is collected from all employees working within City limits, and all City residents regardless of work location. The net profits tax is collected 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 within the City limits. In Fiscal Year 1992, the City reduced the City wage, earnings, and net profits tax on City residents by 1.5% and authorized 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 by PICA of the PICA Tax to secure PICA's bonds. The table below sets forth the resident and non-resident wage, earnings and net profits tax rates for Fiscal Years 2003-2015, and the annual wage, earnings, and net profits tax receipts in Fiscal Years 2003-2013, 2014 (unaudited actual), and the Adopted Budget and current estimate for Fiscal Year 2015.

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	1,617.2
2014	3.9240	3.4950	1,662.3 Unaudited Actual [3]
2015	3.9200	3.4915	1,718.9 Adopted Budget [4]
2015	3.9200	3.4915	1,727.4 Current Estimate [5]

(1) Includes PICA Tax.
(2) There were two rate decreases during Fiscal Year 2009.
(3) From the Annual Financial Report for the Fiscal Year ended June 30, 2014 (unaudited) issued on October 28, 2014.
(4) From the Adopted Fiscal Year 2015 Budget.
(5) From the Twenty-Third Five-Year Plan as amended on September 24, 2014 with certain modifications.

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, $86.273 million in Fiscal Year 2012 and $86.269 million for Fiscal Year 2013. The unaudited amount for Fiscal Year 2014 is $86.283 million. The Adopted Fiscal Year 2015 Budget and the current estimate for Fiscal Year 2015 is $86.283 million. Accordingly, the wage tax rates in Fiscal Years 2009, 2010, 2011, 2012, 2013, 2014 and 2015 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, Twenty-Second and the Twenty-Third Five-Year Plans all include resumption of City-funded rate reductions in Fiscal Year 2014.

Business Income and Receipts Tax

In 1984, the Commonwealth 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 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 November 2011, legislation was enacted to freeze the gross receipts portion and commence reductions in the net income portion of the BIRT to take effect calendar year 2014 with changes phasing in through calendar year 2023. These changes altered the prior proposed schedule of rate reductions to the BIRT. The City Council has approved certain changes to the BIRT, further described below.

Table 6
Summary of Business Income and Receipts Tax Rates

Tax Year	Gross Receipts	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%
2015	1.415 mills	6.41%
2016	1.415 mills	6.39%
2017	1.415 mills	6.35%
2018	1.415 mills	6.30%
2019	1.415 mills	6.25%
2020	1.415 mills	6.20%
2021	1.415 mills	6.15%
2022	1.415 mills	6.10%
2023	1.415 mills	6.00%

In addition, the 2011 legislative changes passed by City Council and signed by the Mayor incorporated several changes intended to help businesses grow in the City. 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 the City. The Commercial Activity License fee for all businesses was 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 proportional 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 Assessment and Collection

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 Estate taxes are imposed by the City and the School District with the millage split between the two taxes changing over the years. Due to economic difficulties in 2011, real estate taxes were raised by 9.9%. In calendar year 2012, the School District tax was increased. For calendar year 2013, the City real estate tax was raised to provide additional funding to the School District by way of an increased grant to the School District. Taxpayers receive 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 2003-2015 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%
2015	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 is designed to ensure that property owners have fair, accurate, and more easily understood real estate tax bills. Cumulative assessed values have increased 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 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.

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	471,197
Commercial	43,593,893,400	17,260,794,497	26,333,098,903	15,041
Industrial	3,535,800,300	2,847,170,296	688,630,004	4,544
Hotels and Apartments	16,022,031,200	12,655,457,633	3,366,573,567	27,657
Stores with Dwellings	3,447,991,700	3,346,130,697	101,861,003	15,150
Vacant Land	3,773,163,500	1,707,997,271	2,065,166,229	46,109
Total	$137,404,181,000	$99,942,014,774	$37,462,166,226	579,698

* As of January 2014. Values do not reflect impact of FLRs (as defined herein) and formal appeals resolved subsequently.

For tax year 2014, the OPA received 51,290 requests for first level reviews ("FLR's"), an informal review process to speed review and resolution of some assessment matters prior to the formal BRT appeal process. As a result of the FLRs, to date (as of March 10, 2014), the total taxable market value has been reduced by $1,557,887,777, but there are still several thousand FLRs that have not yet been finalized. There have been 23,491 timely formal appeals to the BRT, and approximately 40% have been disposed of by the BRT. However, the vast majority of the appeals disposed of have involved residential properties with relatively minor assessments at issue. The majority of hearings involving commercial and industrial property appeals may not be heard until 2015. As those appeals compose the vast majority of the total taxable assessed value appealed citywide, an estimate of the effect of these appeals on the total taxable assessed value cannot be made until a larger percentage of the commercial and industrial appeals are resolved.

On October 24, 2012, the Governor approved Act 160 ("Act 160") which permits downward adjustments to School District property tax and use and occupancy 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 direct 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 yielding an amount not lower than total real estate taxes yielded in the year prior to the year of the revision of assessments, adjusted to account for increases in assessed value since the first year of revision.

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

The rate was 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 have been 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 have seen smaller increases in assessments and when those assessment changes are coupled with the much lower property tax rate, they produced tax decreases. On the other hand, properties that were relatively undervalued saw increases, a small percent of which are 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 residential owner-occupants. Approximately 75% of all eligible households have received the homestead exemption. Another new relief program, known as the Longtime Owner Occupied Program, ("LOOP"), permitted those long term property owners whose property value at least tripled and met income requirements to pay a lower tax bill for 10 years to mitigate any significant increases in their bills. LOOP's cost was capped at $20 million and recouping that $20 million was assumed in the 1.34% rate. Currently, over 17,500 property owners have participated, with the cost below the cap of $20 million. The new property tax rates took into account the impact of the homestead exemption and LOOP.

Fiscal Year 2015 current real estate tax revenue for the City is projected to be $503.2 million (excluding delinquent collections), higher than the Fiscal Year 2014 estimated actual amount of $487 million.

Philadelphia real estate tax ("Tax") is due by March 31 of the year for which the tax is imposed. Tax that remains unpaid after that date is overdue and begins to accrue additions (1.5% per month) for each additional month it remains unpaid until the Tax becomes delinquent January 1 of the following year.

Recent City Council legislation intended to ease the transition to AVI provides, for Tax Year 2014 only, that residential and commercial property owners who appeal their new property assessments need only pay the prior year's amount of Tax and (if applicable) Use and Occupancy Tax, pending the assessment appeal. Interest and penalties will not accrue on the additional 2014 tax liability during the appeal, whether or not the appeal is ultimately successful. See City Council Bill Nos. 130308-A (became law Sept. 6, 2013); 130591 (became law October. 31, 2013); 130592 (became law October. 31, 2013). The City has estimated the net loss (appeal wins and appeal losses) in City Real Estate Tax revenues, after the effect of the First Level Reviews ("FLRs") as further described below, to be approximately $18.9 million in Fiscal Year 2014. This reduction in property tax revenues is included in the most current Fiscal Year 2014 revenue projection contained herein. The City anticipates that a majority of this revenue will be recovered in Fiscal Year 2015 when all the appeals have been heard.

Historically the City did not commence collection of Real Estate Taxes while they were "Overdue," between the March 31st due date and January 1 when they became "delinquent". In late 2010, the Revenue Department sent a letter to taxpayers who had overdue taxes, but had paid all prior years, to explain that if they did not pay by the end of the year, the addition on their Tax would be capitalized (i.e. become part of the principal) and their Tax liability would become a lien on the property. This effort has been repeated each year since and has resulted in significant collections and reduction of expenses that would otherwise be incurred for further collection efforts. Also in 2012 and 2013, the Revenue Department and Law Department hired two outside collection firms to collect overdue Tax with an Outbound Calling Campaign. This project has been extremely successful, contributing to a decrease in first time real estate delinquencies and generating a total of approximately $17,000,000 in (Overdue) collection in 2013 alone. The City is continuing this practice and pursuing a number of other initiatives to improve collections, including sequestration of delinquent properties occupied by commercial tenants.

Historical Assessment and Collection and Appeal of Real 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.

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.

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 Table 9 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 of $30,000 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.

Beginning in tax year 2014 and thereafter, real estate tax bills are being levied based on AVI, as described under "Real Property Taxes." For the first two years following a county reassessment such as AVI, the CLR is irrelevant for real estate tax assessment appeals. In 2016, the CLR will again be relevant to Philadelphia real estate tax assessment appeals as described above.

For tax year 2014, the OPA received 51,290 FLRs. As a result of the FLRs, to date (as of March 10, 2014), the total taxable market value has been reduced by $1,557,887,777, but there are still several thousand FLRs that have not yet been finalized. There have been 23,491 timely formal appeals to the BRT. By November 30, 2014, it is anticipated that 19,000 appeals will be disposed of. An estimate of the effect of these appeals on total taxable assessed value cannot be made until a larger percentage of the appeals are resolved.

Table 9
City of Philadelphia
Real Property Taxes Levied and Collected
For the Calendar Years 2004 through 2013
(Amounts in Millions of USD)

Calendar year	Taxes Levied Based on Original Assessment(1)	Taxes Levied Based on Adjusted Assessment(2)	Collections in the Calendar Year of Levy(3)	Percentage Collected in the Calendar Year of Levy	Collections in Subsequent Years(4)	Total Collections to Date: All Years	Percentage Collected to Date: All Years
2004	$372.5	NA	$340.9	91.5%	$26.7	$367.6	98.7%
2005	$373.5	NA	$350.3	93.8%	$22.5	$372.8	99.8%
2006	$385.6	NA	$339.6	88.1%	$23.7	$363.3	94.2%
2007	$391.7	NA	$347.5	88.7%	$24.5	$372.0	95.0%
2008	$390.2	NA	$346.4	88.8%	$26.3	$372.7	95.5%
2009	$396.5	NA	$315.4	79.5%	$44.5	$359.9	90.8%
2010	$405.8	NA	$353.7	87.2%	$37.7	$391.4	96.5%
2011	$509.1	NA	$440.9	86.6%	$38.1	$479.0	94.1%
2012	$508.5	$492.5	$459.2	93.2%	$6.4	$465.6	94.5%
2013	$554.0	$540.7	$487.1	90.1%	N/A	$487.1	90.1%

(1) Taxes are levied on a calendar year basis. They are due on March 31st.
(2) Adjustments include assessment appeals, a 1% discount for payment in full by the end of February, the senior citizen tax discount, and the tax increment financing (TIF) return of tax paid.
(3) For 2013, "collections in the calendar year of levy" does not include the full 12 months; it only includes collections thru the end of June 2013.
(4) Includes payments from capitalization charges. This capitalization occurs one time, after the end of the first year of the levy, on any unpaid balances.

Source: Fiscal Year 2013 CAFR

Note- Real Estate taxes are levied by the City and the School District. While this table reflects City General Fund real estate tax revenues exclusively, the School District real estate tax collection rates are the same.

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Table 10
Principal Property Taxpayers
2015 and 2006
(Amounts in Millions of USD)

	2015		2006	
Taxpayer	Assessment*	Percentage of Total Assessments	Assessment*	Percentage of Total Assessments
HUB Properties Trust	265.7	0.27	49.6	0.43
Nine Penn Center Associates	232.6	0.24	54.1	0.47
Phila Liberty Place ELP	207.7	0.21	57.6	0.50
Philadelphia Market Street	203.7	0.21	28.8	0.25
Tenet Health Systems Hahnemann	192.1	0.20		
Brandywine Cira	182.7	0.19		
Commerce Square Partners	178.2	0.18	30.5	0.27
Maguire / Thomas	170.1	0.17	32.0	0.28
NNN 1818 Market Street 37	170.0	0.17	21.7	0.19
Franklin Mills Associates	163.2	0.17	48.4	0.42
Total	1,966.0	2.00	322.7	2.82
Total Taxable Assessments**	98,370.6		11,430.6	

*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.
**Total 2015 Taxable Assessment as of March 31, 2014. Total 2006 Taxable Assessment as of November 2005.

Source: City of Philadelphia, Office of Property Assessment.

Table 11
Ten Largest Certified Market and Assessment Values
of Tax-Abated Properties
Certified Values for 2015
(Amounts in Millions of USD)

Location	2015 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
2116 Chestnut St	72.5	72.5	1.4	71.1	2023
2323 Race St.	72.4	72.4	2.8	69.6	2016
2026 – 58 Market St	65.0	65.0	20.7	44.3	2023
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

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 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 provided 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, and the Twenty-First Five-Year Plan all assumed this temporary increase would sunset on June 30, 2014. The final Twenty-Second Five-Year Plan approved by PICA assumed the Sales Tax would be extended and would no longer be temporary according to the legislation enacted by the State Legislature. The proposed Twenty-Third Five-Year Plan makes the same assumption, although none of the tax revenues are directed to the General Fund.

In July 2013, the General Assembly of the Commonwealth enacted legislation authorizing the implementation of a new, permanent 1% City Sales Tax to be effective July 1, 2014, which is the same date as the expiration of the temporary 1% Sales Tax. The new 1% Sales Tax was authorized by City Council and signed into law by Mayor Nutter on June 12, 2014, and became effective on July 1, 2014. As directed by Commonwealth statute, the 1% Sales Tax rate increase shall be applied as follows: (1) the first $120 million collected will be paid to the School District; (2) for Fiscal Years 2015 through 2018, the next $15 million collected may be applied to payment of debt service on obligations 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 for application to the Municipal Pension Fund.

On June 25, 2014, the City issued its $27,275,000 City Service Agreement Revenue Bonds, Series 2014A through PAID to fund a portion of the School District's fiscal year 2014 operating deficit, which the City expected to repay from Sales Tax receipts in Fiscal Years 2015 through 2018. On October 22, 2014, the City issued its $57,515,000 City Service Agreement Revenue Bonds, Series 2014B through PAID to fund a portion of the School District's fiscal year 2015 operating deficit, as well as refinance the 2014A Bonds. The City expects the $15 million portion of the 1% sales tax revenues allocated in fiscal years 2015-2018 as described above, will be sufficient to pay the debt service on both series of bonds, although it has not pledged them. See "OTHER FINANCING RELATED MATTERS – Recent and Upcoming Financings." The Commonwealth has passed legislation that confirms the City's understanding that its contributions to the School District do not increase the City's Maintenance of Effort Obligation (as defined herein) to fund the School District.

The table below sets forth the City Sales Tax collected in Fiscal Years 2004 through 2013, Fiscal Year 2014 (Unaudited Actual), the Adopted Fiscal Year 2015 Budget and the current estimate for Fiscal Year 2015.

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

Fiscal Year	City Sales Tax Collections
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	257.6
2014 (Unaudited Actual)[1]	263.0
2015 (Adopted Budget)[3]	154.6
2015 (Current Estimate)[2]	152.7

[1] From the Annual Financial Report for the fiscal year ended June 30, 2014 (unaudited) issued on October 28, 2014.
[2] From the Adopted Fiscal Year 2015 Budget.
[3] From the revised Twenty-Third Five-Year Plan as amended on September 24, 2014 with certain modifications.

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.

Improved Collection Initiative

The City is pursuing a multifaceted strategy designed to improve collections of various taxes while decreasing delinquencies. Key compliance strategies continue to include revocation of commercial licenses and sequestration, each of which are described below:

- The Commercial Activity License revocation program implemented in May of 2013 continues to show strong returns. Since its inception, the program has realized $22 million in delinquent collections with an additional $7 million of scheduled payments under agreements.

- Implemented in October 2013, sequestration places delinquent properties under receivership. Since the program was implemented, the department has collected $11.8 million from 935 properties with only a small number actually being placed into receivership.

- In Fiscal Year 2014, initiatives implemented to increase collection of the School Income Tax have proven successful with over $37 million collected, an increase of 20%.

- During Fiscal Year 2014, the City engaged in a comprehensive review of outstanding tax receivables to determine whether certain business tax receivables should be written-off. The review resulted in the write-off of approximately $38 million dollars in business tax receivables that were found to be uncollectible. These business tax receivables were uncollectible because the debtor was either a defunct corporate entity with no assets, or an individual who was dead and left no estate. This review continues.

In addition to compliance efforts, the City is engaged in two active projects to implement technology solutions for its cashiering and payments processing systems and to develop an integrated data warehouse and case management system. These initiatives are designed to improve operational efficiencies and drive compliance efforts by providing tools currently unavailable to the City.

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

Approximately 17.5% of Fiscal Year 2014 General Fund revenues were received from other governmental jurisdictions, including (1) $255.3 million from the Commonwealth for health, welfare, court, and various other specified purposes; (2) $31.1 million from the Federal government; and (3) $60.9 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 $318.7 million are included in "Revenue from Other Governments." The increase in Fiscal Year 2014 Revenue from Other Governments of $14.5 million from the Fiscal Year 2013 actual amount is primarily the result of a one-time pass-through of $45 million from the Commonwealth to the School District of Philadelphia which was offset by decreases in various other revenues including the final transfer of DHS revenue to the Grants Fund.

The City's Fiscal Year 2013 General Fund received 17.6% of General Fund revenues from other governmental jurisdictions, including: (1) $235.9 million from the Commonwealth for health, welfare, court, and various other specified purposes; (2) $35.1 million from the Federal government; and (3) $64.8 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 $314.0 million are included in "Revenue from Other Governments." The General Fund decrease in Fiscal Year 2013 Revenue from Other Governments is largely due to the transfer of the majority of DHS revenue and obligations to the Grants Revenue Fund

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 DHS revenue and obligations to the Grants Revenue Fund.

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, and (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, 2011, 2012, 2013 and 2014, the transferred amounts were $4,185,463, $2,303,986, $1,229,851, $1,086,165, $560,156 and $400,364, respectively. The Adopted Fiscal Year 2015 Budget and current estimate is $800,000.

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 has entered into an Asset Purchase Agreement for the sale of PGW (see page A-4) which would eliminate this payment in future years. The sale of PGW is subject to City Council and PUC approval. The City's proposed Twenty-Third Five-Year Plan includes half of the Fiscal Year 2015 payment ($9,000,000) based on an expected sale date of March 2015 and no payment thereafter.[*]

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 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 2014 that totaled $30,186,642, $33,184,918, $33,570,037, $31,239,909, $23,732,623, $28,008,554, $25,035,368, $24,040,892 and $24,998,534, respectively. The Budget for Fiscal Year 2015 is $27,000,000 and the current estimate is $27,000,000.

[*] See "THE GOVERNMENT OF THE CITY OF PHILADELPHIA—Government Services" for a discussion of the status of the sale of PGW.

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.

Pursuant to the Agreement of Cooperation, on-street parking revenues are administered and collected on behalf of the City by the PPA. Pursuant to state law, the PPA is to transmit these revenues to the City, net of any actual expenses incurred in the administration of the on-street parking system in accord with the PPA's approved budget, provided that, should such net revenues exceed a designated threshold, any excess above that threshold is to be transmitted to the School District. The threshold is set by statute at $25 million, plus a mandatory escalator to take into account increases in revenues. Pursuant to Act 84 of 2012, the threshold is reset at $35 million, including a mandatory escalator to take into account increases in revenues. The City received payments from the PPA for Fiscal Year 2006 through Fiscal Year 2014 of $18,592,486, $24,381,907, $28,662,716, $29,065,413, $33,710,798, $41,638,441, $37,270,853, $36,523,528 and $37,711,753, respectively. The Fiscal Year 2015 budgeted amount is $35,000,000 and the current estimate is $35,000,000. For Fiscal Year 2006 through Fiscal Year 2014, the School District received $0.00, $0.00, $2,885,632, $3,800,588, $7,284,153, $7,788,598, $13,955,844, $13,263,733 and $9,722,797, respectively.

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, 2014, the City employed 26,648 full-time employees, 20,991 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.

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

	2007	2008	2009	2010	2011	2012[1,2]	2013[1,2]	2014[1,2]
General Fund								
Police	7,424	7,367	7,443	7,378	7,219	7,225	7.193	7,095
Fire	2,399	2,326	2,252	2,187	2,146	2,072	2,125	2,053
Courts	1,928	1,970	1,889	1,756	1,869	1,957	1,909	1,866
Prisons	2,176	2,131	2,294	2,254	2,166	2,144	2,248	2,268
Streets	1,814	1,839	1,724	1,693	1,689	1,682	1,690	1,684
Health	664	665	662	662	661	669	673	659
Human Services	1,721	1,784	1,743	1,751	1,668	804	349	382
All Other	4,941	5,029	4,905	4,616	4,602	4,622	4,710	4,984
Total General Fund	23,067	23,111	22,912	22,297	22,020	21,175	20,897	20,991
Other Funds	4,598	4,642	4,570	4,566	4,540	5,197	5,575	5,657
Total - All Funds	27,665	27,753	27,482	26,863	26,560	26,372	26,472	26,648

(1) Reflects full-time positions for the Fiscal Year as of June 30, from the Quarterly City Manager's Reports and for Fiscal Years 2012, 2013 and 2014.
(2) Reflects the transfer of the majority of DHS 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 Judicial District retains control over the non-economic terms of their employment including decisions such as hiring, promotion and all work rules.

As of June 30, 2014, the City's 24,701 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 September 30, 2014

AFSCME District Council 33	AFSCME District Council 33 Correctional Officers	AFSCME District Council 47, Local 2187	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
9,568	2,211	2,577	496	950	6,447	317	2,124

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 unions 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 2007-2015
(Amounts in Millions of USD)

	Actual 2009	Actual 2010	Actual 2011	Actual 2012	Actual 2013	Unaudited Actual[(2)] 2014	Adopted Budget[(3,5)] 2015	Current Estimate[(4,5)] 2015
Pension Contribution[(1)]	459.0	346.7	485.2	547.8	618.9	646.4	1,278.4	1,277.4
Health	377.0	349.7	346.3	379.4	362.6	407.8	387.9	411.3
Social Security	68.8	65.2	64.6	67.2	64.7	67.5	68.8	68.8
Other	68.4	69.5	70.9	71.8	72.9	72.4	82.2	80.2
Total	973.2	831.4	967.0	1,066.2	1,119.1	1,194.1	1,817.3	1,837.7

(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 Annual Financial Report for the fiscal year ended June 30, 2014 (unaudited) issued on October 28, 2014.
(3) From the Adopted Fiscal Year 2015 Budget.
(4) From the revised Twenty-Third Five-Year Plan as amended on September 24, 2014 with certain modifications.
(5) The Pension Contribution amount in Fiscal Year 2015 includes an additional one-time contribution of $700 million from the proceeds from the proposed sale of PGW. See "THE GOVERNMENT OF THE CITY OF PHILADELPHIA-Government Services" for a discussion of the status of the sale of PGW.

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 provides 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 made mandatory for newly-hired employees of the Register of Wills. New employees who belong to the FOP or the IAFF can opt to participate in Plan 87 by paying an extra one percent of salary or may enter into Plan 10. To date no members of the IAFF or FOP have chosen to enter Plan 10. Under the contract settlement reached with DC 47, employees hired after March 5, 2014 will similarly have the choice, once passed by City Council, between entering Plan 87 and paying an extra one percent of pay (exclusive of the additional one percent increase by January 1, 2016 described below) or entering Plan 10. 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. See Table A-1 of the 2013 Actuarial Report (hereinafter defined) for information on the number of active members in the various City pension plans as of July 1, 2013. As of such date there were seven active members in Plan 10.

Overview of Current Labor Situation

The Fraternal Order of Police received a three year interest arbitration award for uniformed police department employees on July 31, 2014 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 youth detention counselors represented by DC 33 through Fiscal Year 2014 were issued in 2011 and 2012. An interest arbitration award covering employees of the IAFF for the period Fiscal Year 2010 through Fiscal Year 2013 was first issued in 2010. After an appeal by the City that resulted in the award being vacated and additional hearings, a new award was issued in 2012. The City appealed again, but that appeal was withdrawn in September 2013 and the award has now been implemented.

An agreement was reached with DC 47, which was ratified on March 5, 2014, for a contract covering the period Fiscal Year 2010 through Fiscal Year 2017. A separate agreement covering court employees represented by DC 47 for Fiscal Year 2015 through Fiscal Year 2016 was ratified on August 13, 2014. An agreement was reached with DC 33, which was ratified on September 9, 2014, for a contract covering the period Fiscal Year 2010 through Fiscal Year 2016.

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

Uniformed Police Department Employees Represented by FOP

On July 31, 2014, an arbitration panel awarded a three-year contract to the FOP effective July 1, 2014. This award has the following key provisions:

- Three percent pay increase for Fiscal Year 2015, 3.25% pay increases for each of Fiscal Year 2016 and Fiscal Year 2017.
- District Commanders and commanders of certain other units receive an additional 8% of pay, up from 4% for those in certain districts.
- $1500 bonus per employee to be paid no later than September 30, 2015 when the Police Department is accredited by the Pennsylvania Chiefs of Police.
- Continuation of the health benefit system put in place in the 2009-2014 interest arbitration award. Changes in the health care provisions in the 2008 and 2009 interest arbitration awards have resulted in savings to the City in excess of $70 million to date.
- Creation of a rotation of employees out of the narcotics and internal affairs units to increase opportunities for professional development and reduce opportunities for corruption.
- Expanded drug testing of employees in the narcotics, forensic and evidence units.
- Created a system of merit selection of officers to the rank above captain.
- Expanded the City's existing rights to change officers' schedules without incurring overtime costs.
- Eliminated the guarantee of summer vacation for new hires during their first two years after graduating from the police academy.
- Ended disputes over a disciplinary code issued unilaterally by the Police Department in 2010 by issuing a new code that will be applicable for all cases charged after the date of the award and prohibits the FOP from going back and trying to revisit cases charged under the 2010 code.
- In lieu of furloughs, changes made to the layoff scoring process and to the Deferred Retirement Option Program ("DROP") to remove practical barriers to the use of temporary layoffs when necessary. There is no limit on the length or number of temporary layoffs that can be imposed.

In addition, the interest arbitration panel was able to resolve a number of disputes regarding implementation of certain portions of the 2009 interest arbitration award regarding health insurance. Originally, the parties disputed 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 was held before the interest arbitration panel and it issued a decision in August 2013 accepting the City's position on the method of calculating the expected costs, and accepting the FOP's position on the depreciation expenses and the creation of an escrow account. The disputed amounts were paid, with the exception of the escrow account. The parties also had disputes over the reconciliation between the expected costs for Fiscal Year 2012, as calculated by the parties' respective consultants, and the actual Fiscal Year 2012 results related to more than $3 million in expenses that it alleges were incurred by dependents up to age 26 who gained coverage under the Affordable Care Act. These disputes have delayed the exchange of the Fiscal Year 2013 and Fiscal Year 2014 expected costs. As a result of the resolution reached by the interest arbitration panel, the FOP agreed to suspend the requirement for the creation of any escrow accounts through June 29, 2017 and waive any reconciliation payments related to Fiscal Years 2012, 2013 and 2014. This resolution allowed the City to return $28 million that it had placed in escrow to the General Fund and avoided at least $3 million in additional costs.

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:

- 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, which yielded an award of 3% raise in both years. The re-opener award also directed a change in the longevity schedule from a fixed dollar to a percentage, intended to not result in additional costs to the City.
- 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.

Because the award has an expiration date of June 30, 2014, the union has now requested bargaining for a contract to begin July 1, 2014. The bargaining process is ongoing.

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 could afford. On November 16, 2011, the Philadelphia Court of Common Pleas vacated the entire award, with the exception of the pension and vacation provisions, 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 (currently, approximately $1,300 under self-insurance). 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 appealed the denial to Commonwealth Court.

On September 6, 2013, the City withdrew its appeal of the 2012 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 terms of the award, rendering the appeal unnecessary. The City implemented the terms of the award and revised the Twenty-Second Five-Year Plan to reflect the additional costs. See “SUMMARY FINANCIAL INFORMATION-Five-Year Plans of the City.”

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 now withdrawn its appeal of that order to Commonwealth Court with prejudice, along with its unfair labor practice charge.

Because the appealed contract would have expired on June 30, 2013, negotiations are underway for a new contract to begin retroactive to July 1, 2013. The IAFF declared an impasse and requested interest arbitration. The arbitration panel was selected and hearings were held from August 2013 through January 2014. An award is not expected before late fall 2014.

DC 33

After having spent more than five years in negotiations, the City reached an agreement with DC 33 on August 21, 2014, which was ratified on September 9, 2014, for a contract term from July 1, 2009 through June 30, 2016. The new contract provides no retroactive pay increases, but members will receive a ratification bonus of $2,800 per person as well as wage increases of 3.5% effective September 1, 2014 and an across the board wage increase of 2.5% effective July 1, 2015. Step and longevity increments, which were frozen in July 2009 pending agreement on a new contract, are also to be restored under the agreement prospectively effective September 1, 2014, with employees being placed at the step and longevity increment that they would be at had the freeze never occurred, but no retroactive increases will be paid.

In terms of pensions, current employees will see their employee contributions rise by 1% of pay by January 1, 2016. Employees hired after the ratification of the contract can choose Plan 10 – the City's hybrid plan that has both a traditional defined benefit pension and a 401(k)-style element – or they can remain in the current pension plan and pay 1% more than current employees are then paying toward their pensions (including the increases outlined above). The City is seeking City Council approval prior to implementing these pension changes.

On health care, beginning September 15, 2014, the City's contribution to the health fund is $1,100 per member per month, up from the previous $975 per member per month, and the City made a one-time lump sum payment to the health fund of $20 million. Effective July1, 2015, the City's contribution to the health fund will be $1.194 per member per month. Employees will be permitted to pay for their health care premium contributions pre-tax when a cafeteria plan is implemented and the City will not be required to make a contribution for any employee who is a member of DC 33 but opts out of coverage under the DC 33 health plan.

Under the agreement, effective January 1, 2015, sick time will no longer be counted as hours worked when determining when overtime is due on a weekly basis. In lieu of creating a separate mechanism for furloughs or temporary layoffs, DC 33 will be covered by a civil service regulations that allow the City to streamline the layoff process through a change in calculation of the layoff score and a change to the pension ordinance to provide that a layoff of fewer than 15 consecutive days will not be considered a separation for purposes of the deferred retirement option plan ("DROP") to prevent employees who are in the DROP from experiencing a permanent separation as a result of a temporary layoff.

The agreement also put an end to the City's litigation in the Court of Common Pleas seeking to implement the terms of its January 16, 2013 offer. That litigation was withdrawn by the City as moot on September 12, 2014.

<u>DC 33 Corrections' Officers and Youth Detention Counselors</u>

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 and then by the Commonwealth Court on July 10, 2014. The pension changes awarded have not been implemented pending approval by City Council.

Because the award has an expiration date of June 30, 2014, the union has now requested bargaining for a contract to begin July 1, 2014.

An interest arbitration panel has been selected. Hearings began on September 18, 2014 and are scheduled to continue through January 2015.

DC 47

DC 47 represents three distinct groups of 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, the City 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 $1,100 per member per month was increased under the agreement with DC 47, as described below. The status of contracts with each group of these employees is discussed below.

DC 47 Local 2187

The City reached an agreement with DC 47 Local 2187 ("Local 2187") on February 25, 2014 for a contract term from July 1, 2009 through June 30, 2017. The new contract provides no retroactive pay increases, but members will receive a ratification bonus of $2,000 per person as well as wage increases of 3.5% 30 days after ratification and across the board wage increases of 2.5% effective July 1, 2015 and 3% effective July 1, 2016. Step and longevity increments, which were frozen in July 2009 pending agreement on a new contract, are also to be restored under the agreement prospectively, with employees being placed at the step and longevity increment that they would be at had the freeze never occurred, but no retroactive increases will be paid. In terms of pensions, current employees will see their employee contributions rise by 1% of pay by January 1, 2016. Employees hired after the ratification of the contract can choose Plan 10 – the City's hybrid plan that has both a traditional defined benefit pension and a 401(k)-style element – or they can remain in the current pension plan and pay 1% more than current employees are then paying toward their pensions (including the increases outlined above). The City sought City Council approval prior to implementing these pension changes and the implementing ordinance was passed by City Council on May 8, 2014. Under the agreement, effective January 1, 2015, sick time will no longer be counted as hours worked when determining when overtime is due on a weekly basis. On health care, through December 31, 2014, the City's contribution to the health fund will be $1,100 per member per month, up from the previous $975 per member per month, and the City made a one-time lump sum payment to the health fund of $5 million. Effective January 1, 2015, however, the health fund will move to a self-insured arrangement, similar to the contract with the FOP, and the City will pay the cost of benefits and administration. DC 47 will manage the plan and use an aggressive wellness program with monetary incentives to help employees and their families stay healthier and control costs. Employees will contribute 9% of the health plan's costs. In lieu of creating a separate mechanism for furloughs or temporary layoffs, DC 47 agreed to support the change to civil service regulations to allow the City to streamline the layoff process through a change in calculation of the layoff score and to change the pension ordinance to provide that a layoff of fewer than 15 consecutive days will not be considered a separation for purposes of the DROP to prevent employees who are in the DROP from experiencing a permanent separation as a result of a temporary layoff. The agreement was ratified by Local 2187 on March 5, 2014.

A side letter to the contracts, which was signed on March 5, 2014, reflects the parties' intent that DC 47-represented employees not suffer economic disadvantage as a result of having negotiated a contract before DC 33. Therefore, if the City negotiated a total compensation package with DC 33 greater than that provided in the DC 47 agreement, DC 47-represented employees would be entitled to additional compensation to reflect that difference. Similarly, if the City negotiated pension or overtime terms with DC 33 more favorable for employees, those terms would be applied to DC 47-represented employees. The City does not believe that the recent agreement with DC 33 creates any liability under this provision, although DC 47 has made a claim that it is entitled to an additional $800 per person ratification bonus based on the DC 33 agreement.

DC 47 Local 810

On August 6, 2014, the City reached an agreement with Local 810 on economic terms for the period July 1, 2014 through June 30, 2016, which was ratified on August 13, 2014. The agreement provides wage increases of 2.5% July 1, 2014 and 2.5% July 1, 2015. It also applies the pension and health and welfare terms of the DC 47

Local 2187 agreement to employees represented by Local 810.DC 47 Local 2186 On February 25, 2014, a separate memorandum of agreement was reached with DC 47 Local 2186 (“Local 2186”). The economic terms of that agreement are the same as the Local 2187 agreement, with the exception of the step and longevity provisions, which are not applicable as the freeze on step and longevity increments for Local 2186 employees was lifted by the City in 2012. The agreement was ratified by Local 2186 on March 5, 2014.

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 agreed to submit the dispute through stipulations of facts and the submission of written briefs. Based on the contract agreement that was reached, the City contends that the dispute is moot. A decision has not yet been issued.

Following the City’s agreement with DC 47, the Mayor announced wage increases of 3.5% for non-represented employees, along with seeking City Council approval for similar pension changes. The ordinance implementing those pension changes was passed on May 8, 2014.

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Summary of Wage Changes Since Fiscal Year 2006

The following table presents employee wage increases for the Fiscal Years 2006 through 2017.

Table 16
Employee Wage Increases
Fiscal Years 2006-2017

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%(11)
2010	(5)	(6)	0.0%(7)	0.0%(8)	(9)	(10)	(12)	0.0%(13)
2011	(5)	(6)	3.0%(7)	3.0%(8)	(9)	(10)	(12)	2.5%(13)
2012	(5)	(6)	3.0%(7)	3.0% (8)	(3) (9)	(10)	(12)	2.5%(13)
2013	(5)	(6)	3.0%(7)	3.0% (8)	2.5%(9)	2.5%(10)	2.5%(12)	3.0% (13)
2014	(5)	3.5%(6)	3.0%(7)	(8)	2.5%(9)	2.5%(10)	3.5%	3.0% (13)
2015	3.5%	No increase(6)	3.0%(14)	(8)	(9)	2.5%(15)	No increase(12)	(13)
2016	2.5%	2.5%(6)	3.25%(14)	(8)	(9)	2.5%(15)	2.5%(12)	(13)
2017	(5)	3.0%(6)	3.25%(14)	(8)	(9)	(15)	3.0%(12)	(13)

(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) Seven year contract effective July 1, 2009 - June 30, 2016: employees will receive a ratification bonus of $2,800; wage increases of 3.5% on September 1, 2014 followed by a 2.5% increase on July 1, 2015.
(6) Eight year contract effective July 1, 2009 – June 30, 2017: employees will receive a ratification bonus of $2,000; wage increase of 3.5% will be effective 30 days after ratification of the labor award agreement reached on February 25, 2014, followed by a 2.5% increase on July 1, 2015 and 3% increase on July 1, 2016.
(7) 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. Negotiations are underway for a contract beginning July 1, 2014.
(8) 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.
(9) 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. Negotiations are underway for a contract beginning July 1, 2014.
(10) 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.
(11) One year contract: 3% effective July 1, 2008.
(12) Covered employees will receive the same wage increases as those negotiated by DC 47 under the new contract for Fiscal Year 2009 – Fiscal Year 2017.
(13) Five year contract: 0% effective July 1, 2009, 2.5% effective July 1, 2010, 2.5% effective July 1, 2011, 3.0% effective July 1, 2012 and 3.0% effective July 1, 2013. Negotiations are underway for a contract beginning July 1, 2014.
(14) Three year contract effective July 1, 2014 - June 30, 2017: 3% effective July 1, 2014, 3.25% effective July 1, 2016, 3.25% effective July 1, 2016.
(15) Two year contract effective July 1, 2014 - June 30, 2016: 2.5% effective July 1, 2014, 2.5% effective July 1, 2015.

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, and one non-voting member of the Board, appointed by the President of Council. 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 staff and 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 1984, 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 previously calculated MMO in the amount of $150 million in Fiscal Year 2010 and $80 million in Fiscal Year 2011 which was paid in the period ending in Fiscal Year 2013. 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") under the pension fund's funding policy and the City's proposed Twenty-Third Five-Year Plan projects continued funding based upon the MMO. The proposed Twenty-Third Five-Year Plan further provides for contributions above the MMO of: (1) a lump sum deposit of net proceeds of the proposed Sale of PGW; (2) an incremental annual deposit equal to the MMO if the Sale of PGW did not occur less the MMO as a result of the deposit made possible by such Sale, less $18 million (representing the annual payment by PGW to the City's General Fund); and (3) the City's projected share of the State-authorized 1% sales tax increase (which has not yet been enacted by the City). The contributions identified in clauses (1) and (2) of the prior sentence will only occur if the Sale of PGW is closed. [*]The contribution described in clause (3) will only occur if the City enacts the new 1% sales tax. See "THE GOVERNMENT OF THE CITY OF PHILADELPHIA – Government Services" and "REVENUE OF THE CITY – Sales and Use Tax." 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 UAAL and the net pension obligation with respect to the Municipal Pension Fund have each generally

[*] See "THE GOVERNMENT OF THE CITY OF PHILADELPHIA—Government Services" for a discussion of the status of the sale of PGW.

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 2013 Actuarial Report sets forth certain projections of the funded ratio of the Municipal Pension Fund to 2033 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 UAAL for the Municipal Pension Fund increased from $5.083 billion as of July 1, 2012 to $5.327 billion as of July 1, 2013. Experience loss represents a $167.5 million increase in the UAAL. There was also an increase in the UAAL of $143.1 million due to assumption changes. The funded ratio (on an actuarial basis) for the Municipal Pension Fund decreased from 48.1% as of July 1, 2012 to 47.4% as of July 1, 2013. The 2013 Actuarial Report states that while this ratio may appear to reflect lack of progress in funding, the Municipal Pension Fund's risk profile is being improved by including funding for the Pension Adjustment Fund and lowering the Municipal Pension Fund's interest rate assumption from 7.95% to 7.85%. See "*Pension Adjustment Fund*" and "*Actuarial Methods and Assumptions*" below.

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. 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 UAAL 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 proposed Twenty-Third 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 from approximately 6% of the City's General Fund budget in Fiscal Year 2004 to 12% in Fiscal Year 2011) necessitated, at least in part, service cuts and tax increases imposed by the City in recent years. Based on the current projected Fiscal Year 2014 General Fund expenditures of $3,995.1 million, the General Fund's share of the Fiscal Year 2014 MMO is 11%. When adding the annual debt service on the City's Pension Related Bonds to the General Fund MMO costs, total pension related expense for the General Fund is approximately 16%.

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, Plan 87 and Plan 10 (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, 2013, a comparative schedule of operations of the City's Municipal Pension Fund for Fiscal Years 2004 through 2013 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, 2013, included as APPENDIX C to this Official Statement.

The City's actuarial report dated April 3, 2014, for the period ending July 1, 2013 (the "2013 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 2013 Actuarial Report is not incorporated into this Official Statement by reference. The 2013 Actuarial Report was prepared by Cheiron, McLean, Virginia (the "Actuary"). The City has not prepared the projections or actuarial assessments set forth in the 2013 Actuarial Report but has reviewed the information set forth in the 2013 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.**

See also "*Actuarial Methods and Assumptions*" for a discussion of the City of Philadelphia Municipal Retirement System Experience Study Results and Recommendations for the period covering July 1, 2008 through June 30, 2013 (the "Experience Study") submitted by the Actuary to the Pension Board on March 27, 2014.

Employee Participants and Membership in Municipal Pension Plan

Total membership in the City's Municipal Retirement System increased by 0.7% from July 1, 2012 to July 1, 2013 from 64,485 to 64,958 members, including an increase of 1.8% in active members from 26,306 to 26,788. Between such dates, annual salaries increased by 4.2% from approximately $1.372 billion to $1.430 billion; average salary per active member increased by 2.3% from $52,162 to $53,372; annual retirement allowances increased by 4.6% from approximately $646.92 million to $676.63 million and the average retirement allowance increased by 3.5% from $18,969 to $19,634.

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.

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 2013 Actuarial Report and includes as of July 1, 2013, 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 2013 Actuarial Report for a summary of the provisions of Plan 67, Plan 87 and Plan 10 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 a description of the deferred retirement option plan (DROP).

Investments

The allocation of assets in the Municipal Pension Fund as of February 28, 2014 as well as the target allocation is set forth below:

Table 17
Asset Allocation as of September 30 , 2014

	Domestic Equity	Non-US Equity	Total Fixed Income	Private Equity	Hedge Funds	Real Assets	Cash & Other
Current Allocation	22.03%	22.62%	23.16%	10.06%	10.98%	8.96%	2.20%
Target Allocation	20.00%	20.00%	21.00%	17.00%	12.00%	8.00%	2.00%

Source: Current Allocation – J.P. Morgan
Target Allocation – Approved by Board of Trustees October 2012, reaffirmed December 2013
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 7.85% over a full market cycle. It is anticipated that this return standard should enable the Fund to meet its actuarially assumed earnings projections (currently 7.85%) 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.

- All investments are made only upon recommendation of the Fund's Investment Committee and approval by a majority of the Pension Board.

For Fiscal Year 2013, the Fund's market return determined for funding purposes was 10.9% and the actuarial return was 5.1%. During Fiscal Years 2012-13, the Fund was in the process of implementing the then recently approved asset allocation and City officials believe the returns during Fiscal Years 2012-13 reflect the timing of the transition. Accordingly, a number of managers were terminated and new relationships created. The objective of establishing new relationships is, among other things, to reduce the risk profile of the fund and reduce management fees.

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The following table sets forth for the City's Fiscal Years 2004-2013 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, 2013 were 4.89% and 7.47%, 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
2004	16.6%	4.6%	9.00%
2005	9.9	1.8	8.75
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
2013	10.9	5.1	7.95

Source: 2013 Actuarial Report for Market and Actuarial Value annual rates of return; annual Actuarial Valuation Reports prepared by Mercer Human Resources Consulting for Fiscal Years 2004-2006 and Cheiron for Fiscal Years 2007-2013 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 2004-2013 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
7/1/2004	$ 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
7/1/2013	4,799.3	4,444.1	108.0

Source: 2013 Actuarial Report for Actuarial Value of Assets; 2004-2013 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, 2013 equaled $1,096,608.
(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.

During the Pension Board's meeting in October 2014, the market value of Municipal Pension Fund assets as of September 30, 2014 was presented as $4,668,785,229. This figure has yet to be certified or audited.

The 2013 Actuarial Report notes that regardless of whether the Municipal Pension Fund achieves the assumed long-term rate of return of 7.85%, the funding ratio can be adversely impacted by volatile returns year by year. The 2013 Actuarial Report further notes that this component of funding risks is driven by negative cash flows (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 2013 Actuarial Report includes projections with respect to the Municipal Pension Fund based upon assumed consistent annual returns of 7.85% each year and assumed varying returns that average 7.85%. 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 2009-2013, 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 2009-2013
(Amount in Thousands of USD)

	2009	2010	2011	2012	2013
Beginning Net Assets (Market Value)[1]	$4,424,075.3	$3,375,767.1	$3,501,602.1	$4,030,215.9	$3,922,816.8
Cash Inflows					
- Member Contributions	54,022.6	51,569.9	52,705.6	49,978.7	49,614.0
- City Contributions[2][3]	455,389.0	312,556.3	470,154.8	556,031.7	781,823.0
- Investment Income[4]	(849,377.7)	455,792.6	699,847.9	8,394.1	442,667.0
- Miscellaneous Income[5]	(13,887.5)	(1,367.6)	991.7	(636.4)	3,134.0
Total	$ (353,853.6)	$ 818,551.2	$1,223,700.0	$ 613,768.0	$1,277,238.0
Cash Outflow					
- Benefits and Refunds	(685,872.9)	(684,642.0)	(687,033.5)	(712,684.5)	(746,490.0)
- Administration	(8,581.8)	(8,074.1)	(8,052.7)	(8,482.6)	(8,341.0)
Total	$ (694,454.7)	$ (692,716.2)	$ (695,086.2)	$ (721,167.1)	$(754,831.0)
Ending Net Assets (Market Value)[6]	$3,375,767.1	$3,501,602.1	$4,030,215.9	$ 3,922,816.8	$4,445,223.8

Source: 2009-2013 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, $59.2 million, $61.8 million, $87.6 million and $65.7 million for the City's 2009-2013 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 2013 Actuarial Report, the UAAL was $5.327 billion which equals a funding ratio of approximately 47.4% and a UAAL as a percentage of covered payroll of approximately 373%, each based on actuarial assets of $4.799 billion. The market value of the net assets in the Municipal Pension Fund (excluding the

Pension Adjustment Fund) was $4.444 billion as of July 1, 2013, and the funding ratio based on such market value was approximately 43.9%.

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. The City 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 $58.0 million of aggregate interest due on such deferred contributions over the entire deferral period. 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 Pension Board voted to lower the Municipal Pension Fund's annual earnings assumption from 8.15% to 8.10%. In March of 2013, the Pension Board voted to lower the Municipal Pension Fund's annual earnings assumption from 8.10% to 7.95%. In February of 2014 the Pension Board voted to lower the Municipal Pension Fund's annual earnings assumption from 7.95% to 7.85% and to add a 0.54% load to the actuarial liability to account for the present value of future Pension Adjustment Fund transfers. A reduction in the Municipal Pension Fund's annual earning assumption has the effect of increasing the MMO and the ARC to levels higher than what they would have been without such reduction but should reduce the degree of volatility in the MMO and ARC over time in the event that actual investment returns are below the assumed rates of return.

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The following two tables set forth as of the July 1st actuarial valuation date for the years 2004-2013, 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, 2013 valuation results in both tables reflect the Pension Board's decision to decrease the assumed rate of return to 7.85% from 7.95% and a load of the actuarial liability by 0.54% to prefund future Pension Adjustment Fund transfers.

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]
7/1/2004	$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
7/1/2013	4,799.3	10,126.2	5,326.9	47.4	1,429.7	372.6

Source: 2013 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.

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]
7/1/2004	$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
7/1/2013	4,444.1	10,126.2	5,682.1	43.9	1,429.7	397.4

Source: 2004-2013 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.

Annual Required Contributions

The following table sets forth for the City's Fiscal Years 2004-2013, information related to the City's annual pension contributions including, among other information, the MMO, the ARC for the Municipal Pension Fund under the pension fund's funding policy, the percentage of the ARC contributed, General Fund total expenditures, and each of the MMO and the ARC under the pension fund's funding policy 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	General Fund- Estimated portion of the MMO as % of Total General Fund Expenditures	ARC as % of Total General Fund Expenditures	General Fund- Estimated portion of the ARC as % of Total General Fund Expenditures
2004	$195.8	$253.8	$193.1	76.1%	$124.2	$42.8	$26.1	$3,248.18	5.2%	7.8%	6.8%
2005	294.0	358.1	309.0	86.3	224.2	49.8	35.0	3,386.34	7.6	10.6	9.4
2006	306.9	395.0	331.8	84.0	231.2	57.3	43.3	3,426.05	7.7	11.5	10.0
2007	400.3	527.9	432.3	81.9	317.5	57.7	57.1	3,736.66	9.2	14.1	12.3
2008	412.4	536.9	426.9	79.5	305.5	59.6	61.8	3,919.84	8.9	13.7	11.7
2009	438.5	539.5	455.4	84.4	332.1	59.6	63.7	3,915.29	9.6	13.8	11.9
2010	447.4	581.1	312.6	53.8[3]	204.0	59.2	49.3	3,653.73	10.9	15.9	13.4
2011	511.0	715.5	470.2	65.7[3]	343.4	61.8	65.0	3,785.29	11.8	18.9	16.3
2012	507.0	722.5	556.0	77.0	376.9	95.0	84.1	3,484.88[4]	12.1	20.7	17.6
2013	492.0	738.0	781.8[5]	104.2	626.3	65.7	89.8	3,613.27	11.1	20.4	18.4

Source: 2004-2013 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 DHS of approximately $495.1 million were moved from the General Fund to the Grants Revenue Fund.

(5) Includes repayment of deferred contributions authorized pursuant to Act 44 and related accrued interest. See also "Funded Status of the Municipal Pension Fund."

For Fiscal Year 2014, 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) is expected to be approximately $533.369 million. Such contribution is intended to equal at least the MMO for Fiscal Year 2014 of $533.369 million. The preliminary General Fund portion of the Fiscal Year 2014 MMO is $446.109 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 revised Twenty-Third 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, 2013 valuation report determined contribution amounts for Fiscal Year 2015). 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.

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Annual Pension Cost and Net Pension Obligation

The following table sets forth for the City's Fiscal Years 2004-2013, 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.

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

	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
ARC	$253,844	$358,141	$394,950	$527,925	$536,874	$539,464	$581,123	$715,544	$722,491	$738,010
Interest on NPO	(98,392)	(90,448)	(82,068)	(71,541)	(60,685)	(48,957)	(39,899)	(14,155)	6,521	19,756
Adjustment to ARC	135,638	124,687	113,135	99,953	84,785	68,399	55,744	20,353	(9,435)	(28,660)
Annual Pension Cost	$291,090	$392,380	$426,017	$556,337	$560,974	$558,906	$596,968	$721,742	$719,577	$729,106
Contributions	202,827	299,266	331,765	432,267	426,934	455,389	312,556	470,155	555,690	781,823
Increase in NPO	$88,263	$93,114	$94,252	$124,069	$134,040	$103,517	$284,412	$251,587	$163,887	$(52,717)
NPO at beginning 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
NPO at end of the year	$(1,004,980)	$(911,866)	$(817,614)	$(693,545)	$(559,505)	$(455,987)	$(171,575)	$80,012	$243,898	$191,181
Interest Rate	9.00%	9.00%	9.00%	8.75%	8.75%	8.75%	8.75%	8.25%	8.15%	8.10%

Source: 2013 Actuarial Report.

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 2004 through 2013. See Section IV in the 2013 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 7.85%) plus 1.0% and are limited to 2.5%. Currently, 50% of earnings in excess of 8.85% up to 13.85% 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, 2013 was $1,096,608. The Board of Pensions adopted a policy to prefund the expected future transfers to the PAF through the adoption of a 0.54% load on the actuarial liabilities which has the impact of increasing the City's MMO to account for the probability that funds will be transferred to the PAF in the future based on excess investment returns.

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 2013 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 7.85% 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. See "*Actuarial Methods and Assumptions*" below and the 2013 Actuarial Report for a further discussion of the assumptions and methodologies used by the Actuary in preparing the 2013 Actuarial Report and the following projections. **Projections and actuarial assessments are "forward looking" statements and are 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.**

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

Fiscal Year End	Actuarially Determined Contribution	Actuarial Value of Assets	Actuarial Accrued Liability	UAAL	Funded Ratio
2014	$523.4	$4,743.8	$10,182.4	$5,438.6	46.6%
2015	556.0	4,739.3	10,237.4	5,498.1	46.3%
2016	577.2	4,751.8	10,289.3	5,537.5	46.2%
2017	594.6	4,780.5	10,339.5	5,559.1	46.2%
2018	611.2	4,884.7	10,447.2	5,562.5	46.8%
2019	627.3	5,133.4	10,556.6	5,423.2	48.6%

Source: From the Actuary based on the 2013 Actuarial Report.

The 2013 Actuarial Report sets forth certain projections of the funded ratio of the Municipal Pension Fund to 2033. Such projections from the 2013 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 7.85% annually, were the City to make annual contributions at the MMO level, the 2013 Actuarial Report projects that the Municipal Pension Fund's actuarial funded ratio would be at approximately 53% in 2024 and increase to 57% and

68% in 2029 and 2033, respectively. Based on the 2013 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 2033. No assurances can be given that the above-described projections set forth in the 2013 Actuarial Report will be realized or that actual results will not differ materially from such projections.

The 2013 Actuarial Report states with respect to the funded status of the Municipal Pension Fund that, "This historic trend emphasizing the relative low funded status highlights the potential risk of running out of assets to pay benefits. However as long as the City adheres to the continued policy of contributing at least the Minimum Municipal Obligation, this risk will be avoided." 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 a prior statement regarding similar risks made with respect to the Municipal Pension Fund in the Actuary's report dated March 29, 2013 for the period ended July 1, 2012. The Actuary states in the June 2013 Response 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 in 2012 [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 in the June 2013 Response certain factors specific to the Municipal Pension Fund that eliminate much of the risk of insolvency:

- "statutory 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."

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 7.85% compounded annually, net of expenses;

- Total annual payroll growth is assumed to be 3.3% per year;

- A 0.54% load was added to the actuarial liability to account for the present value of future Pension Adjustment Fund transfers. 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 2013 Actuarial Report and address, among other things, rates of termination, disability, mortality and retirement and family composition assumptions.

The Experience Study examines actual versus expected liabilities and assets of the City's Municipal Retirement System for the five-year period from July 1, 2008 through June 30, 2013 (the "Study Period") in compliance with Act 205. The Experience Study compares assumed versus actual experience with respect to all demographic assumptions (e.g., retirement rates, termination rates, disability rates and mortality rates) and economic assumptions (e.g., discount rate, inflation, payroll growth and administrative expenses) used in the preparation of the actuarial valuations for the plan years occurring during the Study Period.

The Experience Study states that during the five years of the Study Period, the net gain/loss of liabilities relative to assumptions was approximately $40 million (on average, $8 million per year). The Experience Study states that these changes "would be considered immaterial to the aggregate liability during this period" but further states that, "However there are material and consistent gains and losses that have for the most part offset each other masking trends and the need for adjustment." The Experience Study notes as an example that there have been consistent material gains from lower than expected salary growth which offset higher than expected liabilities for retirees living longer than expected.

The Experience Study states that the average annual liability experience loss during the ten plan years ended June 30, 2004 through 2014, inclusive, was $20.7 million or 0.24% of the average annual actuarial liability of $8.7 billion over that period. The Experience Study states that, "While this level of loss could be considered immaterial relative to the total System liabilities, the consistency suggests that more conservative assumptions would be appropriate." With respect to investments, the Experience Study notes that during the same 2004-2013 ten-year period, the average annual investment experience loss was $164.2 million or 3.7% of the average annual market value of assets of $4.4 billion over that ten-year period. The Experience Study comments with respect to the Pension Board's practice of reviewing and changing the investment/discount assumption almost annually that, "The data supports this policy as well as continual review and reduction of the long-term investment/discount rate assumption."

The Experience Study also presents for the Pension Board potential alternatives to several of the current actuarial assumptions for consideration for future plan years. On June 26, 2014, the Pension Board adopted certain changes to the actuarial assumptions and has requested the Actuary to calculate the impact of these changes on the Funding Level and on the MMO. The changes are expected to decrease the Funding Level and increase the MMO. The Actuary's preliminary projections estimate that over the five years of the Twenty-Third Financial Plan, the cumulative increase in the MMO will be less than $50 million and that the expected impact on the Funded Ratio will be minor. Copies of the Experience Study may be obtained through a request to the Pension Board at 2 Penn Plaza, Philadelphia, PA 19102. The Experience Study is not incorporated into this Official Statement by reference.

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 2013, the City's ARC was $113.9 million and it contributed $57.1 million for OPEB expense; its net OPEB obligation for Fiscal Year 2013 was $166.3 million. As of July 1, 2013, the City's unfunded actuarial accrued liability for benefits was $1.5 billion.

Further information on the City's annual OPEB expense and net OPEB obligation for Fiscal Years 2011, 2012 and 2013 and the funded status of the OPEB benefits is contained in the Fiscal Year 2013 CAFR.

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 the Sale of PGW is completed, 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.

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[*] See "THE GOVERNMENT OF THE CITY OF PHILADELPHIA—Government Services" for a discussion of the status of the sale of PGW.

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 decreased by $0.358 million to $23.614 million in PGW's 2013 fiscal year ended August 31, 2013 as compared to the prior fiscal year due to a slight decrease in the factor utilized as a percentage of covered payroll to calculate pension expense . Beneficiary payments of $41.614 million were made in PGW's 2013 fiscal year. Withdrawals from the pension assets of $14.500 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, 2012 actuarial valuation date, the PGW Pension Plan had an unfunded actuarial accrued liability of $147,852 million and a funded ratio of 74.8% based upon an actuarial value of assets of $437,780 million and an actuarial accrued liability of $585.632 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, 2012 valuation included a rate of return on the investment of present and future assets of 7.95% per year compounded annually. 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, 2012, the covered payroll with respect to the PGW Pension Plan was $106.000 million and the UAAL as a percent of covered payroll was 139.5%. 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 2011 through 2013 fiscal years in the annual amounts of $23.614 million, $23.972 million and $22.597 million, respectively. PGW had no net pension obligation as of the end of each of such fiscal years. PGW has budgeted $27.715 million for its pension contribution for its fiscal year ended August 31, 2014 which amount is intended to equal the ARC for such fiscal year.

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 2013 CAFR.

PGW Other Post-Employment Benefits

PGW provides post-employment healthcare and life insurance benefits to approximately 2,044 participating retirees and their beneficiaries and dependents in PGW's fiscal year ended August 31, 2013. 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 who retire from active service to immediately begin receiving pension benefits are entitled to receive lifetime post-retirement medical, prescription, and dental benefits for themselves and, depending on their retirement plan elections, their dependents.. 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, 2013 was $436.527 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 of $374.731 million for PGW's OPEB obligations to the covered payroll was 340.3% as of August 31, 2013, and the funded ratio of the OPEB trust assets (actuarial value basis) to the actuarial accrued liability was 14.2% as of such date. The valuation was prepared utilizing an 8.00% discount rate for purposes of developing the liabilities and the ARC for PGW's fiscal year ended August 31, 2013. This rate is based on the expected return of the investments of the OPEB trust.

For PGW's fiscal year ended August 31, 2013, PGW's ARC was $41.216 million and it contributed $42.242 million for OPEB expense, consisting of approximately $22.180 million of healthcare expenses, $1.562 million of life insurance expenses, and $18.500 million contributed to the OPEB trust. The net OPEB obligation for PGW's fiscal year ended August 31, 2013 was $109.060 million.

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 2013 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 2015.

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Table 26
Purchase of Services in the General Fund
Fiscal Years 2007-2015
(Amounts in Millions of USD)

	Actual							Unaudited Actual[10]	Adopted Budget[11]	Current Estimate[12]
	2007	2008	2009	2010	2011	2012[9]	2013	2014	2015	2015
Human Services[1]	495.3	515.3	499.0	465.5	448.2	78.2	67.5	76.3	74.1	74.1
Public Health	65.5	65.1	67.9	64.7	66.1	63.0	62.9	60.5	61.0	60.0
Public Property[2]	156.3	139.5	142.6	136.2	138.7	139.5	139.5	140.7	147.7	147.7
Streets[3]	58.3	58.4	51.0	55.8	51.0	45.7	40.5	48.3	46.3	46.3
Sinking Fund - Lease Debt[4]	84.3	85.1	86.1	79.9	87.5	89.7	90.9	93.4	111.2	111.2
Legal Services[5]	35.4	37.3	37.3	35.9	36.6	37.3	38.7	40.6	41.8	42.6
First Judicial District	24.8	25.6	23.6	23.7	22.9	24.1	16.5	15.8	10.7	10.7
Licenses & Inspections[6]	11.4	11.9	9.6	8.2	4.1	7.0	7.1	10.1	10.0	10.0
Supportive Housing [7]	31.3	33.9	32.3	31.7	30.2	30.4	34.2	36.9	35.6	36.5
Prisons	87.5	93.6	110.7	106.4	106.6	104.0	105.4	105.8	105.1	105.1
All Other[8]	101.5	123.0	114.1	103.4	131.0	141.9	154.6	159.2	171.4	170.5
Total	1,151.6	1,188.7	1,174.2	1,111.4	1,127.9	760.8	757.8	787.6	814.9	815.7

(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 DHS revenue and obligations to the Grants Revenue Fund.
(10) From Annual Financial Report for the fiscal year ended June 30, 2014 (unaudited) issued on October 28, 2014.
(11) From the Adopted Fiscal Year 2015 Budget.
(12) From the revised Twenty-Third Five-Year Plan as amended on September 24, 2014 with certain modifications.

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 then 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. In Fiscal Year 2013, the City's contribution included a contribution of $48.9 million along with an additional contribution of $20 million, bringing the total contribution to $68.9 million. The additional contribution of $20 million was derived from an increase in the City real estate tax rate. The unaudited actual payments in Fiscal Year 2014 included a contribution of $69.1 million, an additional $45 million one-time contribution that was passed through from the State and $27.3 million of bonds issued by PAID for the benefit of the School District, bringing the total contribution to $141.4 million for Fiscal Year 2014. The Adopted Fiscal Year 2015 Budget and the current estimate 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.

See "REVENUES OF THE CITY-Sales and Use Tax" for a discussion of changes and proposed changes in the funding to be provided to the School District by the City.

Section 696 of the School Code (commonly referred to as "Act 46") imposes 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 tax rates at least equal to the rates of taxation authorized by the City for the School District in the previous year ("Maintenance of Effort Obligation"). 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

To assist PGW, (i) the City agreed to forgo the $18,000,000 annual payment required to be made by PGW to the City 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, 2017 and 2018. The City has entered into the Agreement for the Sale of PGW to Buyer which would eliminate this payment in future years. [*] The City's revised Twenty-Third Five-Year Plan includes half of the Fiscal Year 2015 payment ($9,000,000) based on an expected sale date of March 2015 and no payment thereafter.

City Payments to SEPTA

The City made operating subsidy payments to SEPTA in Fiscal Years 2008, 2009, 2010, 2011, 2012, 2013 and 2014 of $61.3 million, $62.9 million, $64.2 million, $65.9 million, $66.4 million, $65.2 million and $66.0, respectively. The Adopted Fiscal Year 2015 Budget and the current estimate includes an operating subsidy payment of $70.4 million and the revised Twenty-Third Five-Year Plan projects operating subsidy payments to SEPTA will increase to $85.6 million by Fiscal Year 2019.

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 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

[*] See "THE GOVERNMENT OF THE CITY OF PHILADELPHIA—Government Services" for a discussion of the status of the sale of PGW.

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 in June, 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 in June, 2013. The City issued Tax and Revenue Anticipation Notes in the amount of $100 million in December 2013 which matured on June 30, 2014. The City pays the principal amount of these notes to a trust 30 days prior to maturity, and made this payment on May 23, 2014.

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. With the movement of the reimbursable component of DHS activities from the General Fund to the Grants Revenue Fund, a similar system of advances has resulted in the use of tax revenues or other operating revenues in the General Fund to make expenditures from the Grants Revenue Fund, which advances may be outstanding for multiple fiscal years, but which are expected to be reimbursed by the Commonwealth.

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 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 Investment Committee may from time to time review and revise the Policy and does from time to time approve temporary waivers of the restrictions on assets based on cash management needs and recommendations of investment managers.

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.

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.

For purposes of the following discussion, the $137 million of general obligation debt approved by the voters of the City on November 4, 2014 has been included. As of November 1, 2014, the Constitutional debt limitation for tax-supported general obligation debt was approximately $3,011,158,000. 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 for a 10-year period ending with the year immediately preceding the year in which the increase in debt occurs. The total amount of authorized debt applicable to the debt limit was $1,751,044,000, including $724,949,000 of authorized but unissued debt, leaving a legal debt margin of $1,260,114,000. The calculation of the legal debt margin is as follows:

Table 27
General Obligation Bonded Debt
November 1, 2014
(Amounts in Thousands)

Authorized, issued and outstanding	$1,385,220
Authorized and unissued	724,949
Total	2,110,169
Less: Self-supporting debt	(353,605)
Less: Serial bonds maturing within a year	(5,520)
Total amount of authorized debt applicable to debt limit	1,7151,044
Legal debt limit	3,011,158
Legal debt margin	$1,260,114

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 has increased substantially. Such increase in assessed valuation along with the change in the methodology for calculating real estate taxes under AVI that allowed the City, in calculating the average described above, to include the valuation established in the prior year rather than the valuation that forms the basis of the taxes assessed in the prior year, has increased substantially the Constitutional debt limitation for tax-supported general obligation debt starting in 2014 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 October 31, 2014 had outstanding $1,823,705,000 aggregate principal amount of Water and Wastewater Revenue Bonds, $1,008,775,000 aggregate principal amount of Gas Works Revenue Bonds, and $1,256,265,000 aggregate principal amount of Airport Revenue Bonds. As of the close of business on October 31, 2014, the principal amount of PICA bonds outstanding was $363,640,000.

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 $100 million of Tax and Revenue Anticipation Notes on December 11, 2013, which matured and were paid in full on June 30, 2014.

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, 2013, see the Fiscal Year 2013 CAFR.

Of the total balance of City general obligation bonds issued and outstanding on October 31, 2014, approximately 23% is scheduled to mature within five fiscal years and approximately 49% is scheduled to mature within ten fiscal years. When PICA's outstanding bonds are included with the City general obligation bonds, approximately 60% is scheduled to mature within ten fiscal years.

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Table 28
Bonded Debt -- City of Philadelphia and Component Units
as of October 31, 2014
(Amounts in Thousands)

(Unaudited)

General Obligation and PICA bonds		
General Obligation Bonds		$ 1,385,220
PA Intergovernmental Cooperation Authority		363,640
Subtotal: General Obligation and PICA bonds		1,748,860
Other Long-Term Debt-Related Obligations[1]		
Philadelphia Municipal Authority		
Municipal Services Building	$ 7,160	
Criminal Justice Center	85,050	
Juvenile Justice Center	93,700	
Public Safety Campus	65,155	
Energy Conservation	11,965	263,030
Philadelphia Authority for Industrial Development		
Pension Bonds	$1,435,729	
Stadiums	289,900	
Library	7,185	
Cultural and Commercial Corridor	112,050	
One Parkway	39,260	
Philadelphia School District	57,515	1,941,639
Parking Authority		13,650
Redevelopment Authority		212,465
Subtotal		$ 4,179,644
Revenue bonds		
Water Fund		1,823,705
Aviation Fund		1,256,265
Gas Works		1,008,775
Subtotal: Revenue bonds		$ 4,088,745
Grand total		$ 8,268,389

[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 October 31, 2014.

Source: Office of Director of Finance

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Table 29
City of Philadelphia
Annual Debt Service on General Fund-Supported Long-Term Debt[1]
As of June 30, 2014
(Amounts in Millions of USD)

Fiscal	General Obligation Bonds			Other Long-Term Obligations[2]			Total		
Year	Principal	Interest[3]	Total	Principal	Interest [3]	Total	Principal	Interest	Total
2015	59.85	70.75	130.60	98.94	143.50	242.43	158.79	214.25	373.03
2016	59.18	68.37	127.54	97.71	141.92	239.64	156.89	210.29	367.18
2017	62.09	65.36	127.45	97.76	141.69	239.44	159.84	207.05	366.89
2018	65.10	62.14	127.24	104.45	140.96	245.40	169.54	203.10	372.64
2019	68.36	58.77	127.13	74.51	140.17	214.68	142.87	198.94	341.81
2020	70.33	55.32	125.65	65.47	140.01	205.49	135.80	195.34	331.14
2021	63.36	52.06	115.41	80.71	124.91	205.62	144.07	176.97	321.03
2022	66.19	48.88	115.06	78.54	127.15	205.69	144.73	176.03	320.76
2023	70.55	45.40	115.95	115.99	89.76	205.74	186.53	135.16	321.69
2024	74.10	41.68	115.77	116.03	89.78	205.81	190.12	131.46	321.59
2025	77.74	37.79	115.53	120.58	85.31	205.88	198.31	123.10	321.41
2026	74.09	33.96	108.05	136.29	68.83	205.12	210.38	102.79	313.17
2027	77.65	30.11	107.76	162.04	45.77	207.81	239.69	75.88	315.57
2028	81.96	26.20	108.15	167.32	36.46	203.78	249.28	62.66	311.94
2029	55.53	22.94	78.47	279.65	19.44	299.09	335.17	42.39	377.56
2030	71.45	19.87	91.31	55.95	9.60	65.55	127.39	29.47	156.86
2031	75.15	16.27	91.42	58.57	7.07	65.64	133.72	23.34	157.06
2032	79.02	12.47	91.49	16.03	4.89	20.92	95.05	17.37	112.42
2033	43.22	9.37	52.59	7.40	4.29	11.69	50.61	13.67	64.28
2034	30.41	7.40	37.80	7.81	3.88	11.69	38.22	11.28	49.49
2035	15.55	6.15	21.69	8.26	3.43	11.69	23.80	9.58	33.38
2036	16.42	5.27	21.69	8.73	2.96	11.69	25.15	8.23	33.38
2037	17.33	4.36	21.69	9.23	2.46	11.69	26.56	6.82	33.38
2038	18.31	3.38	21.69	9.76	1.93	11.69	28.07	5.31	33.37
2039	19.37	2.32	21.69	10.33	1.37	11.69	29.70	3.69	33.38
2040	8.52	1.50	10.02	3.31	0.77	4.08	11.83	2.26	14.09
2041	9.10	0.93	10.02	3.45	0.62	4.07	12.55	1.55	14.10
2042	9.71	0.32	10.02	3.60	0.48	4.07	13.30	0.79	14.09
2043	0.00	0.00	0.00	3.75	0.33	4.08	3.75	0.33	4.08
2044	0.00	0.00	0.00	3.91	0.17	4.08	3.91	0.17	4.08
TOTAL	1,439.55	809.35	2,248.90	2,006.03	1,579.90	3,585.93	3,445.58	2,389.25	5,834.82

[1] Does not include PICA bonds.
[2] Includes PAID, PMA, Parking Authority, and Redevelopment Authority bonds. Annual payments for certain items in this category are included in Table 26.
[3] Assumes interest rate to be fixed swap rate on hedged variable rate bonds plus any fixed spread.

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 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 amount paid in Fiscal Year 2014 was $26,409,207. The budget amount for Fiscal Year 2015 and the current estimate is $26,909,207. 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 October 31, 2014, the principal amount of PICA bonds outstanding was $363,640,000.

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 authorizes 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") for the benefit of PICA. Proceeds of the PICA Tax are solely the property of PICA. The PICA Tax, collected by the City's Department of Revenue, as agent of the State Treasurer, 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 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 2004 through 2013 and the Adopted Fiscal Year 2014 Budget and current estimate for Fiscal Year 2014 and the Adopted Fiscal Year 2015 Budget are set forth below.

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]
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	376.5	62.6	313.9
2014 (Unaudited Actual)[1]	384.5	65.8	318.7
2014 (Adopted Budget)[2]	403.7	65.7	338.0
2015 (Current Estimate)[3]	398.3	65.7	332.6

(1) From Annual Financial Report for the fiscal year ended June 30, 2014 (unaudited) issued on October 28, 2014.
(2) From the Adopted Fiscal Year 2015 Budget.
(3) From the revised Twenty-Third Five-Year Plan as amended on September 24, 2014 with certain modifications.

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 October 31, 2014

City Entity	City GO	City Lease PAID	City Lease PAID	City Lease PAID	City Lease PAID	City Lease PAID
Related Bond Series	2009B[1]	2001 (Stadium)	2007B (Stadium)[3][5]	2014A (Stadium)[3]	2007B (Stadium)[3][6]	2014A (Stadium)[3]
Initial Notional Amount	$313,505,000	$298,485,000	$217,275,000	$87,961,255	$72,400,000	$29,313,745
Current Notional Amount	$100,000,000	$193,520,000	$87,758,745	$87,961,255	$29,246,255	$29,313,745
Termination Date	8/1/2031	10/1/2030	10/1/2030	10/1/2030	10/1/2030	10/1/2030
Product	Fixed Payer Swap	Basis Swap[2]	Fixed Payer Swap	Fixed Payer Swap	Fixed Payer Swap	Fixed Payer Swap
Rate Paid by Dealer	SIFMA	67% 1-month LIBOR + 0.20% plus fixed annuity	SIFMA	70% 1-month LIBOR	SIFMA	70% 1-month LIBOR
Rate Paid by City Entity	3.829%	SIFMA	3.9713%	3.62%	3.9713%	3.632%
Dealer	Royal Bank of Canada	Merrill Lynch Capital Services, Inc.	JPMorgan Chase Bank, N.A.	JPMorgan Chase Bank, N.A.	Merrill Lynch Capital Services, Inc.	Merrill Lynch Capital Services, Inc.
Fair Value[4]	($19,159,682)	($5,137,810)	($16,062,826)	($16,196,867)	($5,353,792)	($5,431,464)

(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 received 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) On May 13, 2014, PAID converted a portion of the 2007B SIFMA Swap to a LIBOR-based swap in conjunction with the refunding of its Series 2007B-1 bonds with the Series 2014A bonds. Under the conversion, PAID pays a fixed rate of 3.62% and 3.632% to JPMorgan and Merrill Lynch, respectively, and receives a floating rate of 70% of 1-month LIBOR.

(4) Fair values are as of October 31, 2014, and are shown from the City's perspective and include accrued interest.

(5) On July 21, 2014, PAID terminated a portion of the swap in the amount of $41,555,000 in conjunction with the refunding of its Series 2007B bonds with the Series 2014B fixed rate bonds. PAID made a termination payment of $4,171,000 to JPMorgan.

(6) On July 21, 2014, PAID terminated a portion of the swap in the amount of $13,840,000 in conjunction with the refunding of its Series 2007B bonds with the Series 2014B fixed rate bonds. PAID made a termination payment of $1,391,800 to MLCS.

While the City is party to several interest rate swap agreement, 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 2013 CAFR. In addition, PICA has entered into swaps which are detailed in the Fiscal Year 2013 CAFR.

Letter of Credit Agreements

The City has entered into various letter of credit agreements related to its General Fund-supported bonds as detailed in the table below. Under the terms of such letter of credit 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 Agreements
for General Fund-Supported Bonds
as of June 30, 2014

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-2	72,400,000	TD Bank	05/29/2019
PAID Multi-Modal Lease Revenue Refunding Bonds, Series 2007B-3	44,605,000	PNC Bank	05/23/2017

Recent and Upcoming Financings

In the first quarter of 2015, the City, together with the Philadelphia Water Department, may issue Revenue Bonds for an amount to be determined.

In the second quarter of 2015, the City, together with the Philadelphia Airport, may issue Revenue Bonds for an amount to be determined.

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 2013:

In October 2014, the City, through PAID, issued $57,515,000 City Service Agreement Revenue Bonds, 2014 Series B, for the benefit of the School District as well as to refund the City Service Agreement Revenue Bonds, 2014 Series A sold in June, which are expected to be repaid from Sales Tax receipts in Fiscal Year 2015 through Fiscal Year 2018. See "REVENUES OF THE CITY – Sales and Use Tax."

In August 2014, the City, together with PGW, authorized its Gas Works Revenue Notes, CP Series G ($150,000,000) and Gas Works Revenue Capital Project Commercial Paper Notes ($120,000,000), which are secured by two dual-purpose letters of credit.

In July 2014, the City, through PAID, issued $56,655,000 of Lease Revenue Refunding Bonds, 2014 Series B, the proceeds of which were used to refund bonds previously issued to finance a portion of the costs of stadiums used by the Phillies and the Eagles.

In June, 2014, the City, through PAID, issued $27,275,000 of City Service Agreement Revenue Bonds, Series 2014A for the benefit of the School District which are expected to be repaid from Sales Tax receipts in Fiscal Year 2015 through Fiscal Year 2018. See "REVENUES OF THE CITY-Sales and Use Tax."

In the second quarter of 2014, PAID, refunded the Series 2007B-1 Bonds with direct purchase floating rate notes, indexed to a percentage of 1-month LIBOR, and concurrently re-indexed associated portions of the related swaps to the same LIBOR index.

In April 2014, the City, through the Philadelphia Municipal Authority, issued its City Service Agreement Revenue Bonds, Series 2014A (Federally Taxable) and Series 2014B in the aggregate principal amount of $65,155,000.

In February 2014, the City issued General Obligation Refunding Bonds, Series 2014A in the amount of $154.275 million.

In January 2014, the City, together with the Philadelphia Water and Wastewater Department, issued Water and Wastewater Revenue Bonds in the amount of $123.170 million.

In December 2013, the City issued Tax and Revenue Anticipation Notes in the amount of $100 million which matured and were paid on June 30, 2014.

In October 2013, the City, through the Philadelphia Municipal Authority, issued its City Agreement Revenue Refunding Bonds, 2013 Series A, in the amount of $85.05 million.

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.

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CITY CAPITAL IMPROVEMENT PROGRAM

The Capital Improvement Program for Fiscal Years 2015-2020 contemplates a total budget of $9,406,963,000, of which $2,611,250,000 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 2015-2020 on June 19, 2014.

Table 33
Fiscal Years 2015-2020
Capital Program
(Amounts in Thousands of USD)

	2015	2016	2107	2018	2019	2020	2015-2020
City Funds--Tax Supported							
Carried-Forward Loans	290,824	0	0	0	0	0	**290,824**
Operating Revenue	44,450	4,464	3,964	3,264	3,264	3,264	**62,670**
New Loans	134,409	151,905	116,126	115,224	120,838	126,039	**764,541**
Prefinanced Loans	14,534	0	0	0	0	0	**14,534**
PICA Prefinanced Loans	12,548	0	0	0	0	0	**12,548**
Tax Supported Subtotal	496,765	156,369	120,090	118,488	124,102	129,303	1,145,117
City Funds--Self Sustaining							
Self-Sustaining Carried-Forward Loans	883,751	0	0	0	0	0	**883,751**
Self Sustaining Operating Revenue	197,171	56,246	70,834	75,790	82,689	75,463	**558,193**
Self Sustaining New Loans	734,742	629,856	713,393	714,612	690,580	707,469	**4,190,652**
Self Sustaining Subtotal	1,815,664	686,102	784,227	790,402	773,269	782,932	5,632,596
Other City Funds							
Revolving Funds	18,000	0	0	0	0	0	**18,000**
Other Than City Funds							
Carried-Forward Other Government	16,273	0	0	0	0	0	**16,273**
Other Governments Off Budget	1,177	1,308	1,233	1,000	1,010	802	**6,530**
Carried-Forward State	84,097	0	0	0	0	0	**84,097**
State Off Budget	144,387	159,415	144,244	128,221	138,268	117,515	**832,050**
State	71,333	24,205	24,450	25,775	24,263	22,571	**192,597**
Carried-Forward Private	119,253	0	0	0	0	0	**119,253**
Private	86,920	55,182	49,663	58,475	44,968	50,854	**346,062**
Carried-Forward Federal	219,082	0	0	0	0	0	**219,082**
Federal Off Budget	43,720	55,306	17,134	16,527	13,728	0	**146,415**
Federal	112,000	118,062	100,748	107,435	100,167	110,479	**648,891**
Other than City Funds Subtotal	898,242	413,478	337,472	337,433	322,404	302,221	2,611,250
TOTAL--ALL FUNDS	**3,228,671**	**1,255,949**	**1,241,789**	**1,246,323**	**1,219,775**	**1,214,456**	**9,406,963**

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 on damages has been previously upheld by the Pennsylvania appellate courts, including in past decisions of the Pennsylvania Supreme Court. In January 2014, however, the Pennsylvania Supreme Court granted review of a case in which the injured party challenges the $500,000 limitation that caps the damages that can be recovered from a political subdivision in a tort case. Briefs have been filed, and argument was held on May 6, 2014. A decision is not expected for some months. The City, the City of Pittsburgh, Allegheny County, the Attorney General of the Commonwealth, and numerous other governmental entities have filed amicus briefs arguing that the statutory damages cap of the Tort Claims Act should be upheld. Under Pennsylvania Rule of Civil Procedure 238, delay damages are not subject to the $500,000 limitation. 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.

The aggregate loss resulting from general and special litigation claims was $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, $33.6 million for Fiscal Year 2011, $32.6 million for Fiscal Year 2012, $30.3 million for Fiscal Year 2013, and $41.0 million for Fiscal Year 2014. Estimates of settlements and judgments from the General Fund are $33.66 million for Fiscal Year 2015 (based on the Operating Budget for Fiscal Year 2015 and expenditures to date, the actual amount for Fiscal Year 2015 may increase by an amount that cannot yet be determined), and $33.66 million for each of the Fiscal Years 2016 through 2020, respectively (based on the Twenty-Third 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 2013, payments for claims arising from labor settlements in the General Fund were $369,697 of which $359,280 weres paid from the Indemnities account, and $10,417 from the operating budgets of the affected departments. For Fiscal Year 2014, payments for claims arising from labor settlements in the General Fund were $540,904 of which $522,404 were paid from the Indemnities account, and $18,500 from the operating budgets of the affected departments. Actual claims paid out from the General Fund for settlements and judgments averaged $34.4 million per year over the five years from Fiscal Year 2010 through Fiscal Year 2014.

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 and other commercial litigation; and union arbitrations and other employment-related litigation. 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 2011 which resulted from these claims and lawsuits was $5.4 million , $3.1 million in Fiscal Year 2012, $5.1 million in Fiscal Year 2013, and $6.1 million in Fiscal Year 2014. 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 $5.5 million in Fiscal Year 2015. 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 2011 which resulted from these claims and lawsuits was $1.7 million, $1.3 million for Fiscal Year 2012, $1.4 million in Fiscal Year 2013, and $665,527 in Fiscal Year 2014. 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 $814,892 million in Fiscal Year 2015. The Division of Aviation is the first source of payment for any of the claims against the Division of Aviation.

APPENDIX B

CITY SOCIOECONOMIC INFORMATION

TABLE OF CONTENTS

INTRODUCTION ... 1
- Geography ... 1
- Strategic Location ... 2
- City Identified Peer Group ... 2
- Challenges ... 2

POPULATION AND DEMOGRAPHICS ... 3
ECONOMIC DEVELOPMENT ... 4
- Mission and Goals of the City of Philadelphia Economic Development Strategy ... 4
- Economic Development Infrastructure ... 4
- Lending, Land Use and Employer-Based Strategies to Expand Business and Investment ... 4
- Land Use and Planning ... 5
- Housing Development ... 5
- Historical Preservation ... 5
- Notable Districts ... 6
- Key Development Achievements ... 6
- Convention, Hospitality and Tourism Achievements ... 8
- Historic District Investments ... 10
- Avenue of the Arts and North Broad Street Investment ... 10
- Parkway Investments ... 12
- South Philadelphia Sports Complex ... 13
- Gaming ... 14
- Waterfront Developments ... 14
- Strategic Business Improvement Districts ... 15
- Office Market and New Development ... 15
- Navy Yard ... 16
- Retail Market ... 17
- Food and Dining ... 18
- Airport ... 18
- Port of Philadelphia ... 19

ECONOMIC BASE AND EMPLOYMENT ... 20
- The Philadelphia Economy ... 20
- Key Industries ... 20
- Unemployment ... 22
- Educational Institutions ... 22
- Hospitals and Medical Centers ... 23
- Principal Employers in the City ... 24
- Median and Average Household Income ... 25
- Consumer Price Index ... 26

HOUSING ... 27
KEY CITY-RELATED SERVICES AND BUSINESSES ... 27
- Transportation ... 27
- Water and Wastewater ... 28
- Solid Waste Disposal ... 28
- Parks ... 28
- Libraries ... 28
- Streets and Sanitation ... 28
- Sustainability and Green Initiatives ... 29

APPENDIX B

CITY SOCIOECONOMIC INFORMATION

INTRODUCTION

The City of Philadelphia (the "City" or "Philadelphia") is the fifth-largest city in the nation, with the second 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 fifth 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 152,500 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 percent 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. From 2010 to 2013, the City increased its population by 1.8 percent to 1.553 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.

Despite challenges such as high rates of poverty, income inequality, and a continued fiscal crisis for the School District of Philadelphia, 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 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 has an area of approximately 134 square miles, and is located along the southeastern border of the Commonwealth of Pennsylvania (the "Commonwealth"), 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, coterminous 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 6,034,678 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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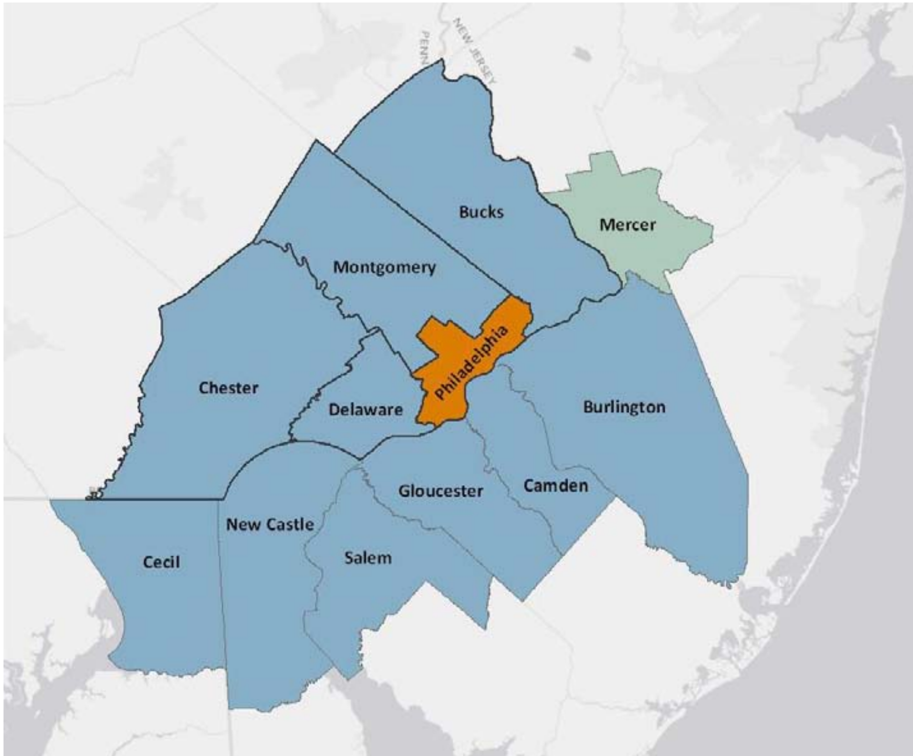
[1] Due to its close proximity and impact on the region's economy, Mercer County, NJ, highlighted in green, is included in the MSA by many regional agencies, although it is not included in the area defined by the U.S. Office of Management and Budget.

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



Strategic Location

An hour from New York City and less than two hours from Washington, D.C. by high-speed rail, Philadelphia is centrally located along the East Coast. The City is within a day's drive of 50 percent 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.

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.

Challenges

As evidenced by the City's development and population growth, Philadelphia has made progress transforming itself into a vibrant, attractive city over the past two decades. However, challenges still exist. At 28 percent, Philadelphia has the highest poverty rate of the nation's ten largest cities. The School District of Philadelphia has experienced persistent budget deficits. The growth in charter school enrollment and state funding issues have exacerbated budget issues and resulted in spending cuts and the closure of 23 district schools in 2013.

While Philadelphia's cultural amenities and quality of life attract millenials (generally defined as those born between the early 1980s and early 2000s), now the largest demographic group in the City, reports like the "Millenials in Philadelphia, A Promising but Fragile Boom," published by the Pew Charitable Trusts in 2014, suggest that Philadelphia will struggle to retain these recent transplants unless it can alleviate these issues.

POPULATION AND DEMOGRAPHICS

Philadelphia is the nation's fifth largest city, with 1.553 million residents, based on 2013 U.S. Census estimates. The City's population gain from 2000 to 2010, while modest, was its first in 60 years. In the three years following the 2010 Census, the City's population grew by an additional 1.8 percent, adding an additional 27,159 residents according to 2013 Census estimates.

From 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. Of the 30 largest cities in the country, Philadelphia had the largest percentage point increase of millennials as a share of overall population from 2006 – 2012, according to the Pew study referred to above. 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 holding a bachelor degree or higher while 23.6% of adult Philadelphians were college graduates as of 2011. Nationally 31.5% of 20 to 34-year olds had a bachelor degree or higher in 2011. The City's many universities and diverse employment opportunities 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 2011 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% from 1990 to 2010.

Table 1
Population
City, MSA, Pennsylvania & Nation

	1990	2000	2010	2013	% Change 2000-2010	% Change 2010-2013
Philadelphia	**1,585,577**	**1,517,550**	**1,526,006**	**1,553,165**	**0.60%**	**1.77%**
Philadelphia-Camden-Wilmington MSA	5,437,468	5,687,147	5,965,343	6,034,678	4.89%	1.16%
Pennsylvania	11,881,643	12,281,054	12,702,379	12,773,801	3.40%	0.56%
United States	248,709,873	281,421,906	308,745,538	316,128,839	9.70%	2.39%

Source: U.S. Census Bureau, American Community Survey 2013, Census 2010, Census 2000, Census 1990.

In 2013, Philadelphia exceeded most cities in its share of students who are enrolled in an undergraduate, graduate or professional education program. Four of the top six peer cities that have the largest share of students in higher education were located in the Northeast region. However, because of the population differences of these cities, Philadelphia had 35,543 more students in higher education than top ranked Boston. Philadelphia had the sixth highest share of its residents in higher education of the selected cities shown in Table 2 below and the fourth largest university student population.

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Table 2
2013 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	196,283	112,236	57.18%	18.19%
Washington, DC	160,155	75,213	46.96%	12.34%
San Diego, CA	375,049	148,101	39.49%	11.51%
Baltimore, MD	163,015	61,380	37.65%	10.28%
Milwaukee, WI	186,848	58,244	31.17%	10.19%
Philadelphia, PA	**413,283**	**147,779**	**35.76%**	**9.96%**
Los Angeles, CA	1,033,797	349,769	33.83%	9.44%
Chicago, IL	718,978	237,382	33.02%	9.12%
San Antonio, TX	402,022	115,793	28.80%	8.74%
Detroit, MI	198,829	55,297	27.81%	8.27%
Cleveland, OH	102,704	30,009	29.22%	7.99%
Houston, TX	579,104	154,833	26.74%	7.50%
Memphis, TN	624,954	46,864	7.50%	7.50%
Phoenix, AZ	408,279	100,507	24.62%	7.07%
United States	**82,819,691**	**23,718,337**	**28.64%**	**7.85%**

Source: 2013 American Community Survey, 3-Year Estimates

ECONOMIC DEVELOPMENT

Mission and Goals of the City of Philadelphia Economic Development Strategy

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 that 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, each discussed below. 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 the City's real estate tax abatement program and access to designated Keystone Opportunity Zones. 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 Center City, the Parkway District, the Avenue of the Arts District and the Navy Yard.

The Philadelphia Department of Commerce oversees 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.

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

As the City's landholding and financing arm for commercial and industrial property, 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) Commonwealth-designated Keystone Innovation Zones (KIZ) in which energy, defense, technology, and life-sciences companies may be eligible for saleable tax credits worth $100,000 annually for the first eight years of operations; (iv) tax increment financing; and (v) commercial corridor revitalization through support of Business Development Districts (BIDs) and reimbursement for certain storefront and interior retail improvements.

Additionally, the City 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.

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

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 world, with more than 4,500 cataloged pieces.

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. Much of the real estate development referenced throughout this Appendix has occurred in these districts.

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. In 2011, 36% of all jobs in Philadelphia were in Center City. 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. According to the Center City District, one of the City's business improvement districts, 305,000 riders took public transportation into Center City daily in 2013. 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. In 2011, 43.3% of all jobs in Philadelphia were located in Greater Center City.

University City – Located west of Center City, University City is a hub for the health care, life sciences, and higher education sectors and accounted for 11% of the City's employment in 2011. 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 PIDC, 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. The Navy Yard surpassed 11,000 employees in January 2014, making the Navy Yard a growing employment area with close to 2% of the City's jobs.

Key Development Achievements

Over the last two decades the efforts of Philadelphia's economic development agencies, and others have spurred significant economic changes throughout the City. In particular, a number of geographic areas have experienced concentrated developments: Philadelphia's Historic District, Avenue of the Arts, North Broad Street, and the Benjamin Franklin Parkway. Many of these developments, especially those located in Center City such as a significant increase to Philadelphia's hotel room inventory and expansion of the Pennsylvania Convention Center, are key to the growth of Philadelphia's leisure and hospitality sector.

As of October, 2014, Philadelphia has 37 major projects under construction concurrently, representing over $4.1 billion in combined public and private investment. Most significantly, in summer 2014 Comcast Corporation broke ground on a 59-story, $1.2 billion office tower adjacent to its headquarters building in Center City. Private developers are currently most actively engaged in project development, with $1.6 billion invested across 13 projects, the majority of which are concentrated in Center City and the Navy Yard, while an additional $1 billion across 11 new residential and mixed use projects are currently under construction across various neighborhoods throughout the City. Projects from higher education and health care institutions in the University City and North Broad neighborhoods represent nearly $1.2 billion dollars in investment. Table 3 reflects major real estate developments under construction as of October 2014. From 2013 through the third quarter of 2014, 50 projects representing more than a $2.6 billion investment were completed.

Table 3
Selected Major Development Investments Under Construction

Project Name, by Neighborhood	*Project Type*	*Cost in Millions*	*Est. Completion Date*
Center City		**$2,050.0**	
Dilworth Park	Public	$55.00	Q4 2014
Family Court	Public	$160.0	Q4 2014
1900 Arch	Residential	$50.0	Q4 2014
AQ Rittenhouse, 2021 Chestnut	Mixed Use	$40.0	Q4 2014
Shirt Corner Development	Mixed Use	$20.0	Q1 2015
The Sterling - Redevelopment	Residential	$50.0	Q2 2015
1116-28 Chestnut	Mixed Use	$65.0	Q2 2015
Rodin Square, Whole Foods	Commercial	$160.0	Q1 2016
Mormon Temple	Religious	$70.0	Q2 2016
Girard Square	Commercial	$180.0	Q3 2016
Comcast Innovation and Technology Center	Commercial / Hotel	$1,200.0	Q3 2017
University City		**$1,459.7**	
Advanced Care Hospital Pavilion - Penn Presbyterian Medical Center	Health Care	$92.0	Q1 2015
Buerger Center for Advanced Pediatric Care	Health Care	$500.0	Q1 2015
3601 Market - UCSC Apartment Tower	Residential	$110.0	Q2 2015
Lancaster Square	University Residential	$170.0	Q3 2015
New College House at Hill Field	University Residential	$127.0	Q3 2015
38 Chestnut	Residential	$105.0	Q3 2015
Dornsife Center	University	$15.7	Q4 2015
FMC Tower at Cira Centre South	Mixed Use	$340.0	Q3 2016
North Broad		**$155.0**	
Science, Education, & Research Center - Temple	University	$137.0	Q4 2014
Rodeph Shalom Expansion	Religious	$18.0	Q4 2015
Broad St Armory	Residential	-	Q2 2016
Navy Yard*		**$9.4**	
Building 661	Commercial	$30.0	Q4 2014
Building 17 - URBN Expansion	Commercial		Q4 2014
Commerce 3 (4000 S 26th Street) - EcoSave	Commercial	-	Q1 2015
201 Rouse Blvd - Franklin Square Capital	Commercial	-	Q1 2015
Central Green (Park)	Public	$9.4	Q2 2015
4701 League Island Blvd	Commercial	-	Q1 2016
Other Neighborhoods		**$426.4**	
Belmont Mansion	Non-Profit	$1.4	Q4 2014
9th St. Marketplace	Commercial	$12.0	Q4 2014
Philadelphia Mills	Commercial	$40.0	Q4 2014
Wynnefield Place Senior Apartments	Residential	-	Q3 2015
St. Christopher's Hospital Expansion	Health Care	$120.0	Q4 2015
Dietz & Watson Facility	Commercial	$50.0	Q4 2015
Park Towne Place - Redevelopment	Residential	$177.0	Q4 2016
University of Pennsylvania South Bank	Commercial	$26.0	Q4 2016
Total		**$4,100.5**	

* Many development costs for Liberty Property Trust buildings at the Philadelphia Navy Yard are confidential, and are not made available for reporting purposes.

Table 4 below presents the 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	$1,325,303,699	$365,286,356	$ 61,761,053	$ 61,448,444	**$ 1,813,799,552**
2009	998,291,508	568,981,181	398,496,674	54,938,140	**2,020,707,503**
2010	1,896,198,986	387,189,372	184,370,000	48,239,260	**2,515,997,618**
2011	1,083,556,111	450,184,510	242,804,057	55,884,593	**1,832,429,272**
2012	1,284,884,089	414,506,773	30,268,474	48,791,152	**1,778,450,488**
2013	2,087,427,032	353,010,877	76,621,374	56,133,908	**2,573,193,191**
2014*	546,072,812	107,044,174	74,672,799	26,870,480	**754,660,265**
Total	**$9,771,169,517**	**$2,773,081,415**	**$1,077,787,662**	**$445,716,012**	**$14,067,754,605**

*Permits through September 26, 2014.
Source: City of Philadelphia Department of Licenses & Inspections

Convention, Hospitality and Tourism Achievements

Chief among Philadelphia's development achievements is the expansion of the City's hospitality sector since 1993. Beyond driving growth in employment, development of amenities and cultural assets improves the tourist experience as well as quality of life for Philadelphia residents.

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 January 2014, SMG began managing and operating the Pennsylvania Convention Center, instituting a number of measures intended to reduce and control show costs and improve customer service. In May 2014, SMG implemented new work rules through a customer service agreement signed by the Convention Center and four of six unions. The Convention Center continues to operate with no plans to replace the two unions which did not sign the agreement. Since the customer service agreement was implemented, five major conventions have booked future meetings, which is expected to bring an estimated $91 million to the City.

Over three million hotel room nights were sold in Center City in 2013, a 3.1% increase over 2012. Contributing to these sales, the Philadelphia Convention and Visitors Bureau (PHL CVB) hosted 453 meetings and conventions in 2013, filling 597,744 hotel room nights across the region, with an estimated economic impact of more than $973 million. The total Convention and Group segment of travelers, which includes smaller conferences and meetings not held in the Convention Center, purchased 35% of all hotel rooms booked in Center City 2013, accounting for 1,010,000 room-nights. In 2014, the Pennsylvania Convention Center expects to fill over 484,496 total hotel room nights across the region, and have an estimated economic impact of more than $729 million, while the total Convention and Group segment of Philadelphia hotel demand is expected to top 1,045,000 hotel nights.

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% occupancy. As of March 2014, the City's hotel room inventory was 11,410 rooms, with occupancy in 2013 at 73.8%. In October 2013, City Council approved a Tax Increment Financing assistance package for the development of a 755-room hotel, home to both the W and Element brands, which will serve as an anchor to the Pennsylvania Convention Center. Additionally in February 2014, Mayor Nutter announced plans for the adaptive reuse of the City's former Family Division of the Court of Common Pleas building to become a 199-room luxury hotel under the Kimpton name.

Table 5 lists notable hotel developments since 2008, representing $782.9 million dollars in investment.

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	60.0
Residence Inn by Marriott, Airport	26.0 (Estimate)
W Hotel / Element Hotel (Opening 2017)	280.4
Kimpton Hotel 1801 Vine St (Opening 2017)	85.0
16th and Arch Hotel	-
Four Seasons Hotel in Comcast Tower	-
Total	***$782.4 million***

Source: City of Philadelphia Commerce Department and PIDC

Despite a drop during the national recession beginning in 2008, Philadelphia's employment in the leisure and hospitality sector had recovered by 2011, with 60,684 employed in the sector, and exceeded pre-recession levels growing even further in 2013 to 64,800 employed. The Bureau of Labor Statistics reports that employment in this sector grew 2.5% in 2013, and 18.7% from 2004 to 2013.

Beyond working to increase convention business, the City and its regional partners work to increase leisure travelers as well. According to a 2013 report by Visit Philadelphia, the region's leisure tourism and marketing corporation, since 1997 overnight leisure hotel stays have grown 80%. This can be attributed to a number of factors, notably, an increased supply of hotel rooms and marketing of the region. The City, through Visit Philadelphia, supports domestic marketing efforts.

The City supports international marketing efforts through the Philadelphia Convention and Visitors Bureau, ("PHLCVB"). The U.S. Office of Travel and Tourism Industries reported that international visitors to Philadelphia in 2013 numbered more than 673,000, an increase of 13 percent over 2012. Table 6 shows the Greater Philadelphia Region's visitation growth from 1997 to 2013.

Table 6
Greater Philadelphia† Visitation Growth, 1997-2013
(in millions)

	1997	*2013*	*Net Change*	*Percent Growth*
Total Visitation	**26.7**	**39.0**	**12.3**	**46%**
Day - Leisure	15.5	20.9	5.4	35%
Overnight - Leisure	7.3	13.4	6.1	84%
Day - Business	2.5	2.6	0.1	4%
Overnight - Business	1.4	2.1	0.7	50%

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

Crucial to tourism 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. In 2013, major attractions in Center City, such as the Liberty Bell Center, Reading Terminal Market, and the Philadelphia Zoo, had over 15.6 million visitors.

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. The

Greater Philadelphia Cultural Alliance reported in 2012 that cultural institutions in the five-county MSA contributed an estimated $1.4 billion in household income in 2011, with $490.3 million in Philadelphia County alone. 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.

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, $613 million worth of improvements and construction have occurred in Philadelphia's historic district, with an additional $100 million either under construction or planned over the next three years. Table 7 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.

Table 7
Select Historic District Investments since 2001

Select Completed Investments	***Estimated Cost (Millions)***
Independence Visitors Center, 2001	$38.0
Independence Park Institute, 2002	2.0
Independence National Historic Park Landscaping, 2003	18.0
National Constitution Center, 2003	185.0
Liberty Bell Center, 2003	13.0
Historic Philadelphia Franklin Square, 2006	10.0
Presidents House, 2010	8.2
National Museum of Jewish American History, 2010	150.0
Hotel Monaco by Kimpton, 2010	88.0
Independence Hall Tower Investments, 2012	4.8
Franklin Court Museum Renovation, 2013	21.0
Penn Medicine at Washington Square , 2013	75.0
Select Completed Investment Total	***$613.0***
Select Future Investments	
The Shirt Corner – Mixed Use (Under Construction)	20.0
National Center For the American Revolution (Under Construction)	100.0
Select Future Investment Total	***$120.0***
Total	***$733.0***

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, in the heart of Philadelphia's Center City. 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 8 provides an overview of investment to date in this district.

Table 8
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
South Star Lofts, Mixed-use Development, 2014	32.0
Selected Completed Investment Total	***$886.7***
Select Future Investments	
Academy of Music Upgrades (Underway)	2.2
260 S. Broad St (Proposed)	-
Avenue Place, Mixed-use Development (Proposed)	-
Selected Future Investment Total	***$2.2***
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.

At Spring Garden Street, the former State office building was redeveloped into 204 rental units and 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 a new state-of-the art 33-story residence facility, Morgan Hall, which opened in summer 2013 and houses approximately 1,275 students. 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. To further develop its North Broad Street frontage; Temple University has begun $1.2 billion of investment. Planned upgrades include a student recreation facility and academic buildings such as a Library and a new science research lab.

Tying the corridor together is a streetscape enhancement project featuring trees, landscaping and decorative light masts, funded with a mix of federal, state and City funding. Table 9 is a list of recent, planned, and proposed projects on the North Broad Street corridor.

Table 9
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
Paseo Verde Residential 2013	48.0
Morgan Hall (Temple University Student Residence) 2013	148.0
Tower Place 2013	70.0
PA Ballet, 2013	17.0
Selected Completed Investment Total	***$1,344.8***
Select Future Investments	
Science, Education, & Research Center – Temple University (Underway)	137.0
Avenue of the Arts N. Streetscape Improvements (Underway)	15.0
Uptown Theatre (Proposed)	2.0
Blue Horizon Development (Proposed)	14.0
Divine Lorraine (Proposed)	42.0
Hannover North Broad (Proposed)	-
Selected Future Investment Total	***$210.0***
Total	***$1,554.8***

Source: City of Philadelphia Department of Commerce and PIDC

Parkway Investments

Complementing the Avenue of the Arts theater district developments, the Philadelphia Parkway is a signature public investment. Conceived as early as 1871, and opening in 1929, the Benjamin Franklin Parkway was originally designed to ease traffic and beautify the City. It runs from the area of City Hall to the Philadelphia Museum of Art and is at the heart of the City’s museum district. 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 10, since 2004 the Parkway has undergone additional transformation, improving streetscape and pedestrian access, and adding additional amenities. Improvements include parks and open space and additions to the City’s inventory of arts assets: Sister Cities Park, The Barnes Foundation Philadelphia Campus, and improvements to the Rodin Museum.

Table 10
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
The Barnes Foundation	100.0
Philadelphia Museum of Art Loading Dock	81.0
Paines Skate Park	5.0
Select Completed Investment Total	***$510.9***
Select Future Investments	
Mormon Temple (Underway)	70.0
Free Library Renovations (Underway)	20.0
Dilworth Plaza Renovation (Underway)	55.0
Franklin Institute (Underway)	65.0
Rodin Square, Whole Foods (Underway)	160.0
Philadelphia Museum of Art Expansion (Planned)	419.0
Holocaust Memorial (Planned)	3.5
1601 Vine, Apartments and Meetinghouse (Planned)	120.0
Select Future Investment Total	***$912.5***
Total	***$1,423.4***

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 had a significant impact on the City's leisure and hospitality industry. In 2013, its first full year of operations, total attendance at The Barnes Foundation was approximately 305,000, 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 Visit Philadelphia, 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 the Fund for Children established by The Philadelphia Foundation.

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% 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. The Phillies attendance rate declined in 2013, but remained in the top ten of Major League

Baseball teams. However, 2014 team performance contributed to a significant decline in overall attendance, dropping the Phillies attendance ranking to 16 out of 30 teams. Average paid home season attendance for the Eagles in Lincoln Financial Field has exceeded 100% 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

Legislation enacted by the Pennsylvania General Assembly currently authorizes 15 casinos with both slot machines and table games, including two stand-alone licenses for the City. Philadelphia's first casino, SugarHouse, opened in September 2010. SugarHouse Casino sits on the Delaware River waterfront offering an array of slot machines, table games and dining options. After a period of significant gains from 2010 through 2012, SugarHouse revenue has leveled off. Without an increase in the number of table games or slot machines offered, current revenue levels are expected to remain relatively unchanged. In 2013 the casino's total revenue was $265,558,237, a decrease of 3.1% from 2012, and it employed 1,128 people, up from 1,098 in 2012.

After previously receiving local approval for an expansion plan, in May 2013, SugarHouse received approval from the Pennsylvania Gaming Control Board to expand its operations, including additional parking and a larger gaming floor. The $155 million expansion, which commenced in July 2014 with completion anticipated by September 2015, is expected to add 500 additional employees to the casino.

The Pennsylvania Gaming Control Board is reviewing four applications to award a second casino license in Philadelphia County. An announcement of the winning proposal is expected in 2014. Pennsylvania ranks behind only Nevada in terms of total gambling revenue and total slot machine revenue.

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 an impetus for environmental remediation and private development 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 City adopted a Master Plan for the Central Delaware in 2011. The 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, cultural, and commercial activities. Successful park projects include Race Street Pier in 2011 and Washington Avenue Green in 2014; both parks are adaptive reuse projects built on former pier structures. Another project, Pier 68 is currently under construction, with an anticipated opening in summer 2015. In April 2014, the DRWC published a feasibility study for redevelopment of Penn's Landing, a major public space along the Delaware River waterfront. The Master Plan calls for a combination of public and private investment for the two million square foot development program.

Schuylkill River Development Corporation. Redevelopment along the Schuylkill 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 2014, SRDC has 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 has added amenities to the Schuylkill River Park such as floating docks, fishing piers, composting toilets, and architectural bridge lighting. 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. The latest Schuylkill Trail extension running from Locust Street to South Street, called the Boardwalk, opened in October 2014; plans to extend the trail farther south to Christian Street are in final design stages. Since 2005, Philadelphia has benefitted from more than $1 billion in development along the Schuylkill River, with more planned by private developers, universities, and healthcare institutions.

Penn Park. Although not publically funded, 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

Starting in 1990, the City began working with business owners, residents, and non-profit organizations to revitalize commercial corridors through the successful creation of key business improvement districts (BIDs). 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 BIDs/Special Services Districts and two voluntary services districts in neighborhoods throughout the City. Since their inception, these districts have seen population growth, increased property values and 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 BIDs in the City and have played a pivotal role in the resurgence of their service areas.

The Center City District was founded in 1990 as a private-sector BID. 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 29.1% of the population, Greater Center City has more than twice the national average of residents ages 25-34, according to the 2012 5-year American Community Survey estimates. In 2012, 75.4% of Center City residents 25 and older had a bachelor degree or higher, compared to the national average of 28.5%. From 2000 to 2010, household income in Center City increased 49% to $59,345 from $39,715.

The University City District, founded in 1997, is Philadelphia's second largest BID by area, population, and employment. There are approximately 72,997 jobs in the 2.2 square mile area, 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 40.9 million square feet of office space in the central business district. Year-to-date total net absorption in the third quarter of 2014 was positive, at 254,430 according to Cushman Wakefield's Q3 2014 Office Market Beat. Notable leases in the third quarter include the announcement in September 2014 that Hill International will relocate their global headquarters to Philadelphia from New Jersey in 2015, adding approximately 220 new jobs in Philadelphia over the next three years, as well as University of Pennsylvania Health System's expansion to nearly 57,000 square feet of office space in the central business district.

Cushman and Wakefield also reported a continued increase in direct asking rental rates in Philadelphia's central business district, to $27.39 per square foot in the third quarter of 2014. The overall vacancy rate for the Philadelphia central business district declined to 11.9 percent in the third quarter of 2014, down from 12.3 percent in the third quarter of 2013. Vacancy rates in suburban markets were nearly 15.9 percent in the same quarter. This makes vacancy rates in Philadelphia much lower than their suburban counterparts, even while rents in the Philadelphia central business district are higher: $27.39 in the Philadelphia central business district compared to $25.52 in suburban markets in the third quarter of 2014.

Two of the City's top corporate tenants continue to grow downtown. In May 2014, Brandywine Realty Trust broke ground on the new 49-story, 861,000 square foot FMC Tower at Cira Center South. Comcast Corporation broke ground in July 2014 on a 59-story, $1.2 billion Comcast Innovation and Technology Center office tower adjacent to its headquarters building in Center City Philadelphia. The new skyscraper will enable Comcast to consolidate employees currently scattered at several sites (in both Philadelphia and the surrounding suburbs) in a single location. The facility will also create a media center in the heart of the City by becoming home to the operations of local broadcast television stations NBC 10/WCAU and Telemundo 62/WWSI and offer space for local technology startups. The tower, when completed in 2017, will also serve as the new home to the Four Seasons Hotel, which will occupy the tower's top floors with approximately 200 rooms. The mixed-use tower is expected to be the tallest building in the United States outside of New York and Chicago and will be one of the largest private development projects in the history of Pennsylvania. Ultimately, the project is expected to create 1,500 permanent jobs in Philadelphia.

Table 11
Comparative Overall Office Vacancy Rates, Selected Office Markets
Third Quarter 2014

New York (Midtown South)	6.7%
New York (Midtown)	10.1%
Boston	10.2%
New York (Downtown)	10.6%
Philadelphia	**11.4%**
Washington DC	12.5%
United States CBD, All Markets	**12.9%**
Chicago	13.6%
Houston	13.7%
Baltimore	15.3%
San Diego	16.4%
San Antonio	16.7%
Cleveland	17.4%
Detroit	17.9%
Los Angeles	19.0%
Phoenix	25.1%

Source:Jones Lang LaSalle, National CBD Data
Third Quarter 2014

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 with 11,000 people working on site across 143 companies. The Navy Yard has 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. In fall 2014, Urban Outfitters expanded its existing headquarters to Building 18, a 92,000 sq. ft. former boiler and blacksmith shop that is undergoing a full renovation. Building 17 is also undergoing renovations to accommodate further Urban Outfitters expansion. In October 2014, restaurateur Marc Vetri opened a 150-seat restaurant, Lo Spiedo, in a 4,700-square-foot former gatehouse.

The Navy Yard is also home to the Consortium for Building Energy Innovation (CBEI), formerly the Energy Efficient Buildings Hub, a consortium of universities, businesses, and economic development groups, working to develop energy efficient building technologies. The CBEI 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 winter 2014, the CBEI plans to relocate to The Center for Building Energy Science (Building 661). The 38,000 square foot building serves as a demonstration laboratory to showcase energy efficiency research. In winter 2014, the CBEI in collaboration with Pennsylvania State University, plans to open a newly constructed 25,000 square foot educational facility, The Center for Building Energy Education & Innovation.

In February of 2013, PIDC released an updated Navy Yard master plan, detailing a comprehensive vision for the Navy Yard. The plan calls 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. Six projects are currently under construction, bringing the Navy Yard closer to its strategic targets. Currently construction projects include: an 80,000 square foot headquarters for Franklin Square Partners, an investment firm; EcoSave, an Australian based energy and water efficiency company, will take 20,000 square feet for their North American headquarters in a new 75,000 square foot flex building; a new five-acre, $9.4 million park broke ground in summer 2014 and will open in 2015. Current and upcoming construction of these developments is valued over $95 million.

Retail Market

Philadelphia continues to establish itself as a retail destination. In October of 2013, Colliers International reported that the fastest rising retail rents in the nation were on Philadelphia's Walnut Street, with 33.8% growth since October 2012. Throughout Philadelphia's downtown, the tenant mix continues to move toward national brands that can support growing rents. Recent additions include Stuart Weitzman, Madewell, Theory, Ulta, Intermix, Nordstrom Rack, Calypso St. Barth, and Suit Supply, the European chain's fifth US store. Japanese retailer Uniqlo opened its first Philadelphia location in Center City in October 2014, the chain's only stand alone store outside of New York City. Van Off the Wall, Forever 21, and Michael Kors are also future central business district retailers.

Plans to revitalize East Market Street continue. Most recently, in October 2014 New York-based department store Century 21 opened its first store outside of New York City in the former Strawbridges building on East Market Street in space that was previously vacant. In March 2014, NREA Development Services announced a mixed-use redevelopment project, also located on East Market Street between 11th and 12th Streets. Once completed in 2016, the project will include 325 apartments, and up to 122,000 square feet of retail space.

Previous developments include announcements in April 2013 that 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. In July 2014, Macerich Co, which owns 55 shopping centers across the nation, acquired a 50 percent interest in the Gallery, investing $106.8 million to revitalize the shopping center. Within a block of The Gallery, Marshalls opened a 60,000 square foot store in October 2012, also on East Market Street. Just one block south of Market Street, Brickstone Co. announced a mixed-use redevelopment project for the 1100 block of Chestnut Street in April 2014. The project, a mix of new construction and historic preservation, will include up to 115 apartments and 90,000 square feet of retail space, and is currently under construction.

Data from the Bureau of Labor Statistics shows 48,809 people were employed in retail trades in Philadelphia in 2013, the highest employment number since 2003. Food service and drinking establishments employed 45,807 in 2013, representing an average annual growth of 1.7% from 2002 to 2013. The number of private retail establishments and private food services and drinking establishments has recovered from pre-recession levels, increasing by 213 and 187 establishments, respectively, from 2007 to 2013.

Table 12 reflects taxable retail sales for the City from Fiscal Years 2007 to 2013.

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Table 12
Taxable Retail Sales 2007-2013
(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
2013	12,880,000

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.

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 2013 the same area had 327 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

Philadelphia International Airport (PHL) is the only major airport serving the City. PHL and Northeast Philadelphia Airport (PNE), PHL's general aviation reliever airport, are owned and operated by the City of Philadelphia.

PHL is classified by the Federal Aviation Administration as a large air traffic hub. According to data reported by Airports Council International – North America, PHL was ranked the eighteenth busiest airport in the United States, serving 30.3 million passengers in calendar year 2012, and was ranked the tenth busiest in the nation based on aircraft operations (take-offs and landings). Origin-destination traffic for Fiscal Year 2013 accounted for approximately 55% of annual passengers, with the remaining 45% being passengers who connected between flights. Enplanement levels at PHL have remained relatively stable despite the overall stagnant global economy since 2009. In Fiscal Year 2013, PHL saw a slight decrease of 0.8 percent in total enplanements, from 15.3 million to 15.2 million. For the first six months of Fiscal Year 2014 (July-December 2013), enplanements have increased 1.2% compared to the first six months of Fiscal Year 2013.

During the second quarter of calendar year 2014, an average of 29 tenant airlines are serving PHL and providing an average of 563 daily departures to 130 destinations, including an average of 60 daily departures to 40 international destinations. Situated on 2,394 acres, the Airport consists of seven terminals and four runways.

PHL Capital Projects

A 10-year planning process and a seven-year environmental review process culminated in January 2011 with the Federal Aviation Administration (FAA) issuing a Record of Decision approving the Airport's Capacity Enhancement Program (CEP) which enables the Airport to proceed with the next steps required to expand and make needed improvements.

In January 2013, PHL and its airline partners agreed upon a two-year extension to the Airport-Airline Use & Lease Agreement that will run through June 30, 2015. The extension allows for $734 million in new capital investments, bringing the total capital improvement program to approximately $1.1 billion. The new projects include: an extension of runway 9R/27L to provide the capability to accommodate large, long-haul aircraft flying to any point on the globe; airside improvements to include new taxiways, aircraft holding bays, and apron areas to allow aircraft to queue more efficiently for departure; a redesigned and enhanced Terminal B/C ticketing area, which will include a new, automated baggage handling and screening system and a new, more spacious, centralized passenger security screening checkpoint to provide for greater efficiency and enhanced passenger flow; replacement of the current rental car facility surface lots with a new, multi-story consolidated rental car facility; initial design for an automated people-mover system between concourses that will make it easier for passengers to connect to other flights; and continued rehabilitation of other existing airport infrastructure to include: security upgrades, roof and window replacements, escalator upgrades, airport restrooms, roadways, concession programs and flight information display systems.

In November 2013, the Governor of the Commonwealth signed a comprehensive transportation bill into law (Act 89 of 2013). This legislation permits the Airport to establish and collect a “Customer Facility Charge” (CFC). The CFC will provide funding for a new consolidated rental car facility, which will serve the Airport’s rental car customers.

Also in November 2013, the newly redesigned Terminal F Hub opened featuring 20 new food, beverage and retail shops, a 300-seat food court area, new permanent artwork and an enhanced bus shelter.

Major Airline Events

On February 14, 2013, AMR Corporation, the parent company of American Airlines, Inc., and US Airways Group, Inc. announced that the boards of directors of both companies unanimously approved a definitive merger agreement under which the companies would combine and operate under the American Airlines name. The merger was completed on December 9, 2013, and in March 2014, US Airways joined the “oneworld” alliance, which allows passengers to book domestic and international flights on oneworld partner airlines. In Fiscal Year 2013, US Airways and American operated an average of 460 daily flights and 16 daily flights at PHL, respectively, accounting for an aggregate 75.9 percent of the Airport’s enplaned passengers.

New Air Service

Since 2012, five new airlines have started service at PHL. Alaska Airlines began daily nonstop flights in June 2012 to its hub in Seattle. In the spring of 2013, Spirit Airlines began serving PHL with daily flights to Dallas-Fort Worth and Las Vegas and seasonal flights to Myrtle Beach. Virgin America began daily nonstop flights in April 2012 to Los Angeles and San Francisco, however in April 2014 the airline announced it had been awarded two gates at Dallas' Love Field and suspended service in Philadelphia in October 2014. In April 2013, JetBlue began serving PHL with daily flights to Boston. Most recently, in April 2014, Qatar Airways began daily nonstop service between Philadelphia and Doha, the capital of the State of Qatar, the first new service by a foreign flag carrier at PHL in more than a decade.

American/US Airways commenced new nonstop daily service from PHL to Watertown, New York in May 2014, and from PHL to Charleston, West Virginia, Lexington, Kentucky, and Memphis, Tennessee in June 2014, adding a total of four new domestic routes to the airline’s network. In addition, American/US Airways commenced new seasonal nonstop daily flights between PHL and Scotland’s capital city of Edinburgh in May 2014.

Port of Philadelphia

The Port of Philadelphia is located on the Delaware River within the City limits. Philadelphia’s 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 four 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 Philadelphia Regional Port Authority is working to increase the Port’s competitiveness with increased capacity. The Port of Philadelphia is 60% complete in deepening the main navigation channel of the Delaware River from 40 to 45 feet. Future plans also include the construction of the Southport facility, a container terminal that will be located at the east end of The Navy Yard. Southport will be the first new terminal in Philadelphia in 50 years. In October, 2014, the Port announced it is pursuing public-private partnerships to develop the Southport terminal. The first component of the project is projected to begin operating in 2018.

The Port of Philadelphia moved 5,100,385 metric tons of cargo in 2013, a 15% increase over 2012. The Port is in the midst of an $120 million expansion project which will ultimately increase cargo capacity for the entire 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 September 2014, the Port welcomed Brazilian company

Fibria Celulose S.A., the world's largest producer of bleached eucalyptus wood pulp, who relocated its Northeastern United States distribution center to the Tioga Marine Terminal from Baltimore. The move is expected to create 228 stevedore and terminal jobs and up to 380 total jobs including rail workers and truckers.

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 the major regional business and personal services center with strengths in insurance, law, finance, health, education, utilities, and the arts. As of 2011, there were approximately 174,000 residents of Philadelphia's four suburban counties (Bucks, Chester, Delaware, and Montgomery) working within the City, and an additional 121,000 from counties outside the five-county region. 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 2013 these sectors - health services, higher education, professional and business services, financial services and leisure and hospitality - collectively represented 71.8% of total employment in the City, and 77% of total private sector wages. Philadelphia has recovered 11,928 private sector jobs since the peak of the recession in 2009. As reflected in Table 13, 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, University City and the Science Center, 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 technology firms, Bentley Systems, Fiberlink, and SevOne that have opened "satellite" offices in close proximity to Philadelphia universities. Also citing access to talent as a key driver, rapid growth companies like brand.com and Bulogics have taken larger steps, relocating their headquarters to Philadelphia. In December 2013, national seed-stage accelerator DreamIt Ventures announced it will open a 17,500 sq. ft. headquarters in University City in collaboration with the University City Science Center, Drexel University, and the City of Philadelphia.

Philadelphia entrepreneurs can access a burgeoning network of incubator, multi-tenant, and co-working spaces across the city. More than 60 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 grants to organizations that offer programming to entrepreneurs.

In 2013, Philadelphia ended the year with a total employment of 666,100, the highest level since 2003 when it was 671,400. The highest levels of growth occurred in Professional and Business Services, Education and Health Services, and Hospitality and Leisure.

Table 13 shows non-farm payroll employment in the City over the last decade by industry sectors.

Table 13
Philadelphia
Non-Farm Payroll Employment(1)
(Amounts in Thousands)

Sector	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014*	Change from 2004	Average Annual % Change	Share of Total Employment
Construction & Mining	11.4	12.0	12.4	11.9	12.1	10.1	10.0	10.0	10.2	10.5	10.5	-7.9%	-0.7%	1.6%
Manufacturing	32.6	31.2	29.9	28.5	27.8	25.7	24.7	23.7	22.9	21.8	21.5	-34.00%	-3.7%	3.2%
Trade, Transportation, & Utilities	90.9	90.0	88.5	87.8	87.6	85.9	86.6	87.4	88.9	89.8	90.7	-0.2%	-0.0%	13.6%
Information	13.6	13.2	12.8	12.6	12.5	12.6	12.2	12.0	12.0	11.6	11.4	-16.2%	-1.6%	1.7%
Financial Activities	49.0	48.2	47.7	47.1	46.5	44.9	42.6	41.6	41.0	41.1	41.7	-14.9%	-1.5%	6.3%
Professional & Business Services	80.3	82.4	84.2	85.8	85.3	80.1	81.6	83.0	84.1	86.2	86.7	8.0%	0.7%	13.0%
Education & Health Services	180.1	182.5	187.7	192.4	196.7	199.2	202.3	206.4	208.1	209.2	209.8	16.5%	1.4%	31.5%
Leisure & Hospitality	54.6	56.6	58.0	58.0	57.9	56.9	58.4	60.6	63.2	64.8	65.2	19.4%	1.6%	9.8%
Other Services	28.5	28.5	28.2	28.0	27.8	26.6	26.5	26.4	26.8	27.4	27.7	-2.8%	-0.3%	4.2%
Private Sector Total	541.0	544.6	549.4	552.1	554.2	542.0	544.9	551.1	557.2	562.4	565.2	4.5%	0.4%	84.8%
Government	116.9	115.7	113.2	110.6	109.2	110.4	112.1	109.0	105.3	103.7	101.4	-13.3%	-1.3%	15.2%
Total	657.9	660.3	662.5	662.7	663.3	652.6	657.1	660.0	662.3	666.1	666.6	1.3%	0.1%	100.0%

Source: Bureau of Labor Statistics (BLS) 2013.
(1) Includes persons employed within the City, without regard to residency.
* 2014 estimates include the average employment of months January through August

Table 14 provides location quotients for Philadelphia's most concentrated sectors. Location quotients quantify how concentrated a particular industry, is in a region as compared to a base reference area, usually the nation. A location quotient greater than 1.00 indicates an industry with a greater share of the local area employment than is the case in the reference area.

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

Industry	Pennsylvania to the US	Philadelphia County to the US
Educational Services	1.50	4.26
Health Care and Social Assistance	1.21	1.72
Management of Companies and Enterprises	1.47	1.28
Finance and Insurance	1.04	1.17
Professional and Technical Services	0.92	1.16
Arts, Entertainment, and Recreation	1.04	1.17
Transportation and Warehousing	1.15	1.08
Other Services	1.05	1.09

Source BLS: 2013 Location Quotient, Quarterly Census of Employment and Wages DataIndustry LQs are calculated by comparing the industry's share of regional employment with its share of national employment.

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%, 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.

Employment gains in the latter part of 2013 and in 2014 have resulted in a decline in Philadelphia's unemployment rate. Preliminary data from BLS shows that September 2014 unemployment rate dipped to 7.1%, a decline of 1.8% since January. Monthly figures are more volatile than annual statistics and these preliminary results are subject to change.

Table 15 below shows six years of unemployment information for Philadelphia, the MSA, the Commonwealth and the United States.

Table 15
Unemployment
Six-Year Unemployment in Selected Geographical Areas, 2008-2013

Geographical Area	2008	2009	2010	2011	2012	2013	2014*	*Change2008-2014*
United States	5.8%	9.3%	9.6%	8.9%	8.1%	7.4%	6.3%	0.5%
Pennsylvania	5.4	7.9	78.4	8.0	7.9	7.4	5.9	0.5
Philadelphia-Camden-Wilmington MSA	5.4	8.2	8.9	8.6	8.5	7.8	6.4	1.0
Philadelphia	**7.1**	**9.6**	**10.8**	**10.9**	**10.8**	**10.0**	**7.9**	**0.8**

Source: Local Area Unemployment Statistics, Bureau of Labor Statistics
* Average of monthly unemployment rates from January through September

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 the period 2010-2012. The effects of the recession on unemployment endured longer in Philadelphia than it did in the rest of the country. However, Philadelphia's unemployment rate has dropped by 2% since 2013.

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. In 2013 the Children's Hospital of Philadelphia completed the construction of a $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).

Table 16 lists the number of licensed and staffed beds in each of the major hospitals and medical centers in the City, as of June 2013, and does not reflect any mergers, consolidations or closures that have occurred since that date.

Table 16
Hospitals and Medical Centers as of June 2013

Institution Name	Total Licensed Beds	Total Staffed Beds
Aria Health[1]	480	480
Belmont Center for Comprehensive Treatment	147	147
Chestnut Hill Hospital	130	67
Einstein Medical Center-Philadelphia	772	445
Fox Chase Cancer Center	98	97
Hahnemann University Hospital	496	496
Hospital of the University of Pennsylvania	789	789
Jeanes Hospital	176	156
Kensington Hospital	45	45
Magee Rehabilitation Hospital	96	96
Mercy Philadelphia Hospital	178	157
Nazareth Hospital	203	173
Penn Presbyterian Medical Center	305	305
Pennsylvania Hospital	496	402
Roxborough Memorial Hospital	141	141
St. Joseph's Hospital[3]	197	182
St. Christopher's Hospital for Children	189	189
Shriners Hospitals for Children - Philadelphia	53	39
Temple University Hospital[2]	728	728
The Children's Hospital of Philadelphia	521	493
Thomas Jefferson University Hospital[4]	969	945

Source: Source: PA Department of Health, Report 1A-1B, 2013.
[1]Aria Health System includes data for all three divisions - Frankford, Torresdale and Bucks County.
[2]Temple University Hospital includes data for Episcopal Hospital.
[3]St. Joseph's Hospital includes data for Girard Medical Center/Continuing Care Hospital of Philadelphia.
[4]Thomas Jefferson University Hospital includes data for the Methodist Hospital Division.

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 projects include phase one of a nine-acre, 1.5 million square foot medical research campus along on the east banks of the Schuylkill River which is expected to be completed by the end of 2016.

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 25,000 staff with an annual budget of $6 billion. In 2011 the University completed a $400 million medical research building, the Smilow Center for Translational Research, 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 opened in October 2013. In February 2014, the University unveiled a master plan for an Innovation and Research Park called South Bank, a 23-acre parcel located on the south side of the Schuylkill River. In October, 2014, the University announced a $26 million project to redevelop an existing building to include 52,000 square feet of wet lab and incubator space that will house all of Penn's technology transfer facilities. The master planning process includes redevelopment plans for the entire acreage, however the University has been leasing various buildings with an innovation center end-use in mind for the past two years. The area already houses diverse technology companies such as KMel Robotics, Netronix, and Novapeutics, each stemming from innovations developed in Philadelphia universities.

The Wistar Institute. The Wistar Institute was founded in 1892 and was the nation's first independent biomedical research facility. The Institute recently completed 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. Most recently, Drexel has drafted a plan to develop more than 12 acres of underutilized land near Philadelphia's 30th Street Station into a transit-oriented live/learn/work neighborhood, called the Innovation Neighborhood.

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 recently completed construction of a $92 million 12-story facility for its LeBow School of Business 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 17 lists Philadelphia's 16 largest employers, by wage tax revenue. Six are hospitals and providers of other medical services, four are renowned universities, and three are in the finance and insurance industry. Other sectors represented include food services, bio-tech, 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.

Table 17
Principal Employers by Wage Tax Revenue, ranked by Employment in Philadelphia, Summer 2014+

Employer	*Sector*	*Employees within Philadelphia*
University of Pennsylvania	Education	25,287
University of Pennsylvania Health System	Health	15,290
Children's Hospital of Philadelphia	Health	10,294
Temple University Hospital, Inc.	Health	8,804
Temple University	Education	8,204
Thomas Jefferson University Hospitals	Health	7,860
Aramark Corporation	Food Service	6,347
Drexel University	Education	6,096
Albert Einstein MedicalThomas Jefferson University	Education	4,243
Independence Blue Cross	Insurance	3,505
PNC Bank N.A.	Finance	2,981
Ace Insurance Company	Insurance	1,568
GlaxoSmithKline LLC	Bio-tech	1,376
Comcast Corporation†	Broadcasting/Cable	
	Total	107,607

Source: City of Philadelphia Department of Commerce
+As of June 2014
†Employment Data unavailable

Median and Average Household Income

Table 18 and 19 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 2005-2012, median family income for Philadelphia increased by 10.1%, while average household income increased by 35.4% over the period 2005-2012 as a result of an influx of higher income households.

Table 18
Median Family Income* for Selected Geographical Areas, 2005-2013

Geographical Area	2005	2006	2007	2008	2009	2010	2011	2012	2013	*Change 2005-2013*
United States	$55,832	$58,526	$60,374	$63,211	$62,367	$62,112	$62,735	$63,105	$63,784	$7,952
Pennsylvania	55,904	58,148	60,243	63,071	62,772	63,040	64,331	65,050	66,098	10,194
Philadelphia-Camden-Wilmington MSA	67,830	70,781	73,536	76,978	76,812	76,710	78,083	77,791	78,511	10,681
Philadelphia	**40,534**	**43,049**	**44,134**	**46,365**	**45,826**	**45,148**	**45,044**	**44,621**	**44,747**	**4,213**

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

Table 19
Median Household Income* for Selected Geographical Areas, 2005-2013

Geographical Area	2005	2006	2007	2008	2009	2010	2011	2012	2013	*Change 2005 – 2013*
United States	$46,242	$48,451	$50,007	$52,175	$51,369	$51,222	$51,484	$51,771	$52,176	$5,934
Pennsylvania	44,537	46,259	47,913	50,272	50,028	50,289	51,016	51,402	51,953	$7,416
Philadelphia-Camden-Wilmington MSA	53,555	55,593	57,831	60,331	60,232	60,037	60,625	60,444	60,683	7,128
Philadelphia	**32,753**	**33,229**	**34,767**	**36,222**	**36,725**	**35,952**	**35,956**	**35,581**	**36,222**	**3,469**

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 152,500 according to the 2012 American Community Survey, 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 20 below.

Table 20
Average Household Income for Selected Geographical Areas
2000-2012

Year	City of Philadelphia	Philadelphia-Camden-Wilmington MSA	Pennsylvania	United States	Philadelphia as % of US
2000	$ 63,914	$ 91,627	$ 77,279	$ 80,665	79.23%
2001	67,092	96,309	80,482	82,815	81.01
2002	70,427	98,780	81,945	83,286	84.56
2003	73,011	101,471	84,167	85,224	85.67
2004	75,348	106,180	88,008	89,624	84.07
2005	78,063	110,239	91,076	93,663	83.35
2006	82,284	117,841	96,989	99,506	82.69
2007	86,623	121,962	101,275	103,633	83.59
2008	93,389	125,801	104,100	106,899	87.36
2009	95,039	124,101	102,680	103,774	91.58
2010	99,278	126,794	105,500	106,166	93.51
2011	103,875	133,065	111,054	111,528	93.14
2012	105,734	136,460	114,019	115,037	91.91

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 21 below. The City markets its relatively low labor costs and cost of living to attract businesses considering locating to the region. Additionally, the City's proposed Twenty-Third Five-Year Plan (as defined in Appendix A) resumed reductions in the Wage, Earnings, and Net Profits Tax, which will further incentivize both business and residents to relocate into the City.

Table 21
2013 Cost of Living Index of Cities in the Northeastern U.S.

Metropolitan Area	CPI
New York-Jersey City-White Plains NY-NJ Metro Div (Queens)	152.0
Washington-Arlington-Alexandria	140.1
Boston-Cambridge-Quincy	139.7
Philadelphia-Camden-Wilmington	121.3
Baltimore-Towson	113.0

Source: Select Greater Philadelphia, 2013 ACCRA Cost of Living Index

HOUSING

The 2013 American Community Survey reported 667,977 housing units in Philadelphia, with 579,165 occupied and 88,812 vacant, representing a vacancy rate of 13.3%. Of occupied housing units, 53.4% were owner-occupied and 46.6% were renter-occupied. The homeowner vacancy rate was just 2.8%, while the rental vacancy rate was 7.3%.

According to a Fels Institute of Government report published October 2014, despite the sporadic nature of Philadelphia's post-recession housing recovery, there are reasons for cautious optimism. With nearly 4,000 home changing hands under arms-length conditions in the third quarter of 2014, Philadelphia's quarterly home sales reached their highest level since 2010. At $170,682, average sale price also continues to rebound, although modestly, with a 1.4% increase from the second quarter. This follows a particularly strong second quarter when city-wide appreciation was 6.3%. The largest third quarter sales price increases, by percent, were seen in Philadelphia's traditionally lowest-priced neighborhoods. Sales velocity has also improved in the third quarter: in October 2014 the average amount of time to sell a home in Philadelphia was 68 days, down from 88 days just over a year ago and down from its all-time peak of 95 days in 2011. However, the Fels report notes that Philadelphia's housing recovery lags that of other large U.S. cities, recovering just slightly more than a third of values, while the top 10 largest cities have recovered about half of the total housing value lost during the Great Recession.

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. More than 100 truck lines serve the Philadelphia area.

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 Amtrak, Philadelphia's 30th Street Station is the 3rd busiest station in the United States. Structural improvements of $30 million were recently completed to the station, and an additional $60 million restoration project is awaiting federal approval.

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 by the Federal Aviation Administration (the "FAA") as a large air traffic hub. According to the Airport Council International – North America, PHL was ranked the eighteenth busiest airport in the United States, serving approximately 30.3 million passengers in calendar year 2012. PHL also ranked as the tenth busiest airport in the nation in calendar year 2012 based on aircraft operations (take-offs and landings), with 443,236 aircraft movements. Origin-destination traffic for Fiscal Year 2013 accounted for approximately 55% of annual passengers, with the remaining 45% being passengers who connected between flights. As of March 2014, twenty-nine tenant airlines serving the airport provided over 560 daily flights to 125 cities, including 91 domestic and an average of 57 flights to 38 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 (134 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 58% of its water from the Delaware River and the balance from the Schuylkill River. The water system serves approximately 483,955 retail customers through 3,172 miles of mains, 3 water treatment plants, 15 pumping stations and provides fire protection through 25,321 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 364 square miles of which 134 square miles are within the City and 230 square miles are in suburban areas. The total number of retail customer accounts is approximately 528,938, including approximately 49,993 storm water only accounts. The wastewater and storm water systems contain three water pollution control plants, a biosolids processing facility, 19 pumping stations, and approximately 3,719 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 2300 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, the world's largest landscaped urban park at 9,200 acres, 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 600,000 tons of rubbish and 125,000 tons of recycling, completes over 48,000 miles of mechanical street cleaning, clears 1,800 major illegal dump sites, and removes over 155,000 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. Philadelphia is on-track to introduce its new bicycle sharing system in 2015. Bicycle share programs have been successfully implemented in other cities worldwide. The new program will have over 600 new bicycles in its first phase and up to 2,000 bicycles once fully implemented.

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APPENDIX C

CITY'S COMPREHENSIVE ANNUAL FINANCIAL REPORT
FOR FISCAL YEAR ENDED JUNE 30, 2013

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City of Philadelphia

PENNSYLVANIA

Founded 1682

Fairmount Park Waterworks

Comprehensive Annual Financial Report

Fiscal Year Ended June 30, 2013

City of Philadelphia

PENNSYLVANIA

Comprehensive Annual Financial Report

Fiscal Year Ended June 30, 2013

Michael Nutter
Mayor

Prepared by:

Office of the Director of Finance

Rob Dubow
Director of Finance

Joseph Oswald
Accounting Director

Table of Contents

Introductory Section

Letter of Transmittal 1
GFOA Certificate of Achievement 5
Organizational Chart 6
List of Elected and Appointed Officials 7

Financial Section

Independent Auditor's Report 9

Management's Discussion and Analysis 13

Basic Financial Statements
Government Wide Financial Statements
Exhibit I Statement of Net Position 28
Exhibit II Statement of Activities 29

Fund Financial Statements
Governmental Funds Financial Statements
Exhibit III Balance Sheet 30
Exhibit IV Statement of Revenues, Expenditures and Changes in Fund Balances 31
Exhibit V Reconciliation of the Statement of Revenues, Expenditures and Changes in Fund Balances of Governmental Funds to the Statement of Activities 32
Proprietary Funds Financial Statements
Exhibit VI Statement of Fund Net Position 33
Exhibit VII Statement of Revenues, Expenses and Changes in Fund Net Position 34
Exhibit VIII Statement of Cash Flows 35
Fiduciary Funds Financial Statements
Exhibit IX Statement of Net Position 36
Exhibit X Statement of Changes in Net Position 37
Component Units Financial Statements
Exhibit XI Statement of Net Position 38
Exhibit XII Statement of Activities 39

Exhibit XIII **Notes to the Financial Statements** 41

Required Supplementary Information Other than Management's Discussion and Analysis

Budgetary Comparison Schedules-Major Funds
Exhibit XIV General Fund 120
Exhibit XV HealthChoices Behavioral Health Fund 121
Exhibit XVI Grants Revenue Fund 122

Exhibit XVII Pension Plans and Other Post Employment Benefits – Schedule of Funding Progress 123
Exhibit XVIII Notes to Required Supplementary Information 124

Financial Section(Continued)

Other Supplementary Information

Schedule I	Combining Balance Sheet - Non-Major Governmental Funds	128
Schedule II	Combining Statement of Revenues, Expenditures and Changes in Fund Balances - Non-Major Governmental Funds	130
Schedule III	Combining Statement of Fiduciary Net Position – Pension Trust Funds	132
Schedule IV	Combining Statement of Changes in Fiduciary Net Position–Pension Trust Funds	133
Schedule V	Combining Statement of Fiduciary Net Position - Agency Funds	134
Schedule VI	Statement of Changes in Fiduciary Net Position - Agency Funds	135
Schedule VII	City Related Schedule of Bonded Debt Outstanding	136
Schedule VIII	Budgetary Comparison Schedule - Water Operating Fund	138
Schedule IX	Budgetary Comparison Schedule - Water Residual Fund	139
Schedule X	Budgetary Comparison Schedule - County Liquid Fuels Tax Fund	140
Schedule XI	Budgetary Comparison Schedule - Special Gasoline Tax Fund	141
Schedule XII	Budgetary Comparison Schedule - Hotel Room Rental Tax Fund	142
Schedule XIII	Budgetary Comparison Schedule - Aviation Operating Fund	143
Schedule XIV	Budgetary Comparison Schedule - Community Development Fund	144
Schedule XV	Budgetary Comparison Schedule - Car Rental Tax Fund	145
Schedule XVI	Budgetary Comparison Schedule - Housing Trust Fund	146
Schedule XVII	Budgetary Comparison Schedule - General Capital Improvement Funds	147
Schedule XVIII	Budgetary Comparison Schedule - Acute Care Hospital Assessment Fund	148
Schedule XIX	Schedule of Budgetary Actual and Estimated Revenues and Obligations – General Fund	149
Schedule XX	Schedule of Budgetary Actual and Estimated Revenues and Obligations – Water Operating Fund	152
Schedule XXI	Schedule of Budgetary Actual and Estimated Revenues and Obligations – Aviation Operating Fund.	153

Statistical Section

Table 1	Net Position by Component	156
Table 2	Changes in Net Positions	157
Table 3	Fund Balances-Governmental Funds	159
Table 4	Changes in Fund Balances-Governmental Funds	160
Table 5	Comparative Schedule of Operations-Municipal Pension Fund	161
Table 6	Wage and Earnings Tax Taxable Income	162
Table 7	Direct and Overlapping Tax Rates	163
Table 8	Principal Wage and Earnings Tax Remitters	165
Table 9	Assessed Value and Estimated Value of Taxable Property	166
Table 10	Principal Property Tax Payers	167
Table 11	Real Property Taxes Levied and Collected	168
Table 12	Ratios of Outstanding Debt by Type	169
Table 13	Ratios of General Bonded Debt Outstanding	170
Table 14	Direct and Overlapping Governmental Activities Debt	171
Table 15	Legal Debt Margin Information	172
Table 16	Pledged Revenue Coverage	173
Table 17	Demographic and Economic Statistics	174
Table 18	Principal Employers	175
Table 19	Full Time Employees by Function	176
Table 20	Operating Indicators by Function	177
Table 21	Capital Assets Statistics by Function	178

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 24, 2014

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, 2013, 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 there is a financial benefit, or burden, to the City 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. 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. In addition, as the chart below demonstrates the city's population, and income, have shown increases in each of the two previous calendar years. 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 $146.8 million in fiscal 2012 to $256.9 million in fiscal 2013. The City's current projection for the fund balance level at the end of fiscal 2014 is $101.5 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, with increases since 2010 in total compensation and lower unemployment rates.

Calendar Year	Population	Personal Income	Per Capita Personal Income	Unemployment Rate
		(thousands of USD)	(USD)	
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	1,538,567	62,632,520	40,708	10.8%
2012	1,547,607	64,151,742	41,452	10.5%

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 five 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 2013, employee benefits (14%) and pensions (17%) combined, comprised 31% of the total budgeted expenditures and encumbrances.

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 benefits programs to reduce the cost to the City, implement efficiency savings and increase employee health benefit contributions. Also, 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. 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, 2012. This was the thirty third 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.

Sincerely,

ROB DUBOW
Director of Finance

Government Finance Officers Association

Certificate of Achievement for Excellence in Financial Reporting

Presented to

City of Philadelphia

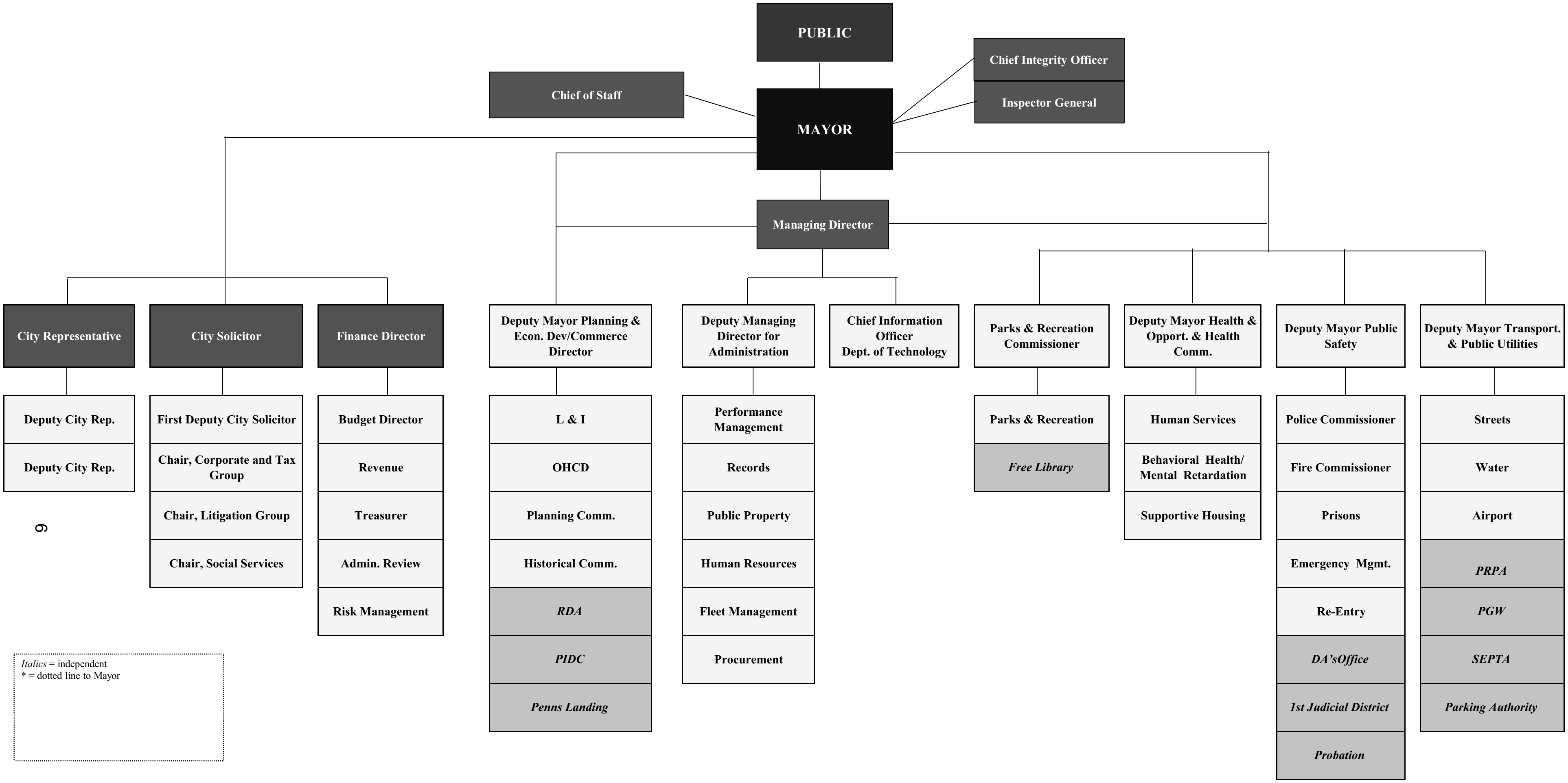
Pennsylvania

For its Comprehensive Annual Financial Report for the Fiscal Year Ended

June 30, 2012

Jeffrey R. Emer

Executive Director/CEO


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

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**
Commissioner	**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**

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
Deputy Mayor for Transportation and Utilities .... Rina Cutler
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 .... Clarena Tolson
Procurement Commissioner .... Hugh Ortman
Police Commissioner .... Charles Ramsey
Prisons Commissioner .... Louis Giorla
Streets Commissioner .... David J. Perri
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

Report on the Financial Statements

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, 2013, and the related notes to the financial statements, which collectively comprise the City of Philadelphia, Pennsylvania's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. With the exception of the School District, 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 which represent 33% and 18% of the total assets and revenues, respectively. Those statements 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 solely 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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall financial statement presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Opinions

In our opinion, based on our audit and the report 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, 2013, and the respective changes in financial position and, where applicable, cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Changes in Accounting Principles

As discussed in Note I.10 to the financial statements, in 2013 the City adopted new accounting principles required by Governmental Accounting Standards Board (GASB) Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*; and GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities*. Our opinion is not modified with respect to this matter.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 13 through 25, 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 120 through 124 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the GASB 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.

Supplementary and Other Information

Our audit for the year ended June 30, 2013 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 Other Supplementary Information for the year ended June 30, 2013, as listed in the table of contents, is presented for purposes of additional analysis and is 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, 2013, 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 above, 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, 2013.

The other information, which includes the Introductory Section and Statistical Section as listed in the table of contents, is presented for the purpose of additional analysis and is not a required part of the basic financial statements. Such information has 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 it.

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, 2012 (not presented herein), and have issued our report thereon dated February 21, 2013, which contained unmodified 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 2012 amounts included in the individual fund schedules of Budgetary Actual and Estimated Revenues and Obligations for the year ended June 30, 2012 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 2012 financial statements. The 2012 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 2012 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, the 2012 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, 2012.

Gerald V. Micciulla

GERALD V. MICCIULLA, CPA
Deputy City Controller
Philadelphia, Pennsylvania
February 24, 2014

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, 2013 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 assets and deferred outflows of the City of Philadelphia exceeded its liabilities by 15.2 million. Its *unrestricted net position* showed a deficit of $2,415.5 million. This deficiency will have to be funded from resources generated in future years.

- During the current fiscal year the city's total net position increased by $50.1 million. The governmental activities of the city experienced an increase of $2.9 million, while the business type activities had an increase of $47.2 million.

- For the current fiscal year, the city's governmental funds reported a combined ending fund balance of $582.5 million, an increase of $35.8 million from last year. The *unassigned fund balance* of the governmental funds ended the fiscal year with a deficit of $134.4 million, a decrease of $47.2 million from last year.

- At the end of the current fiscal year, unrestricted fund balance (the total of the *committed, assigned* and *unassigned* components of the fund balance) for the general fund was $188.0 million, of which, $90.0 million was *unassigned* which represents the residual amounts that have not been assigned to other funds. The *unassigned fund balance* increased by $90.0 million in comparison with the prior year.

- On the legally enacted budgetary basis, the city's general fund ended the fiscal year with a surplus fund balance of $256.9 million, as compared to a $146.8 million surplus last year. This increase of $110.1 million was due to an increase in revenues that resulted in an operating surplus of $84.7 million and the cancellations of prior year obligations further increased the fund balance.

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 position* which includes all of the city's assets, liabilities, and deferred inflows/outflows of resources, with the difference reported as net position. 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 position during the current fiscal year. These changes in net position 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 Position Statement of Activities	Balance Sheet Statement of Revenues, Expenditures and Changes in Fund Balances	Statement of Net Position Statement of Revenues, Expenses and Changes in Net Position Statement of Cash Flows	Statement of Fiduciary Net Position Statement of Changes in Fiduciary Net Position
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, liability and deferred inflow/outflow of resources	All assets, liabilities, deferred inflow/outflow of resources, financial and capital, short and long term	Only assets expected to be used up and liabilities and deferred inflows of resources that come due during the current year or soon thereafter; no capital assets are included	All assets, liabilities, deferred inflow/outflow of resources, 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 position. As noted earlier, net positions are useful indicators of a government's financial position. At the close of the current fiscal year, the City of Philadelphia's assets & deferred outflows exceeded its liabilities by $15.2 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 position, $1,215.0 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.

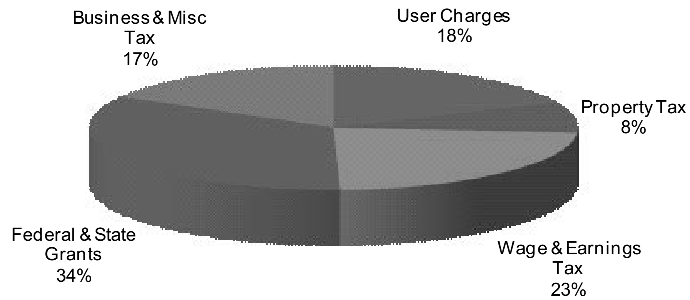
A portion of the city's net position, $1,215.7 million, are subject to external restrictions as to how they may be used. The remaining component of net position is unrestricted. Unrestricted net position ended the fiscal year with a deficit of $2,415.5 million. The governmental activities reported negative *unrestricted net position* of $2,588.9 million. The business type activities reported an unrestricted net assets surplus of $173.4 million. Any deficits will have to be funded from future revenues.

Following is a comparative summary of the city's assets, liabilities and net position:

City of Philadelphia's Net Position
(millions of USD)

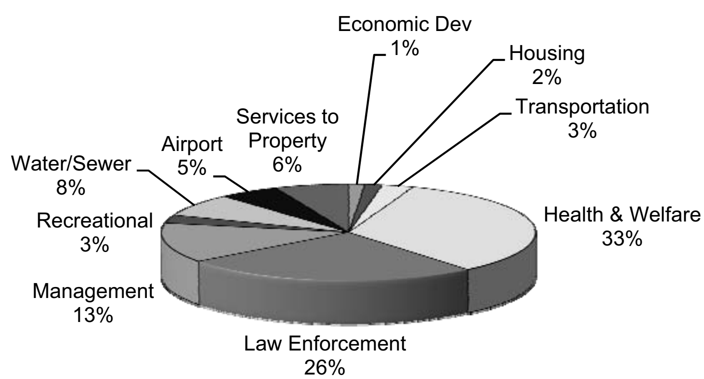
	Governmental Activities		%	Business-type Activities		%	Total Primary Government		%
	2013	2012	Change	2013	2012	Change	2013	2012	Change
Current and other assets	1,956.1	1,967.6	-0.58%	1,320.3	1,530.6	-13.74%	3,276.4	3,498.2	-6.34%
Capital assets	2,249.3	2,200.3	2.23%	3,824.4	3,706.5	3.18%	6,073.7	5,906.8	2.83%
Total assets	**4,205.4**	**4,167.9**	0.90%	**5,144.7**	**5,237.1**	-1.76%	**9,350.1**	**9,405.0**	-0.58%
Deferred Outflows	121.2	-		105.8	-		227.0	-	
Long-term liabilities	5,205.4	5,049.9	3.08%	3,253.0	3,271.4	-0.56%	8,458.4	8,321.3	1.65%
Other liabilities	890.7	890.5	0.02%	212.8	228.1	-6.71%	1,103.5	1,118.6	-1.35%
Total liabilities	**6,096.1**	**5,940.4**	2.62%	**3,465.8**	**3,499.5**	-0.96%	**9,561.9**	**9,439.9**	1.29%
Deferred Inflows	-	-		-	-				
Net Position:									
Net Investment in capital assets	232.5	83.9	177.12%	982.5	887.8	10.67%	1,215.0	971.7	25.04%
Restricted	586.9	621.9	-5.63%	628.8	591.8	6.25%	1,215.7	1,213.7	0.16%
Unrestricted	(2,588.9)	(2,478.2)	-4.47%	173.4	257.9	-32.76%	(2,415.5)	(2,220.3)	-8.79%
Total Net Position	**(1,769.5)**	**(1,772.4)**	0.16%	**1,784.7**	**1,737.5**	2.72%	**15.2**	**(34.9)**	-143.55%

Changes in net position. The city's total revenues this year, $6,939.2 million, exceeded total costs of $6,800.0 million by $139.2 million. Approximately 48% of all revenue came from wage and earnings taxes, property taxes, business and miscellaneous taxes. State, Federal and local grants account for another 34%, and the remaining 18% 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 65% are related to the health, welfare and safety of the general public.



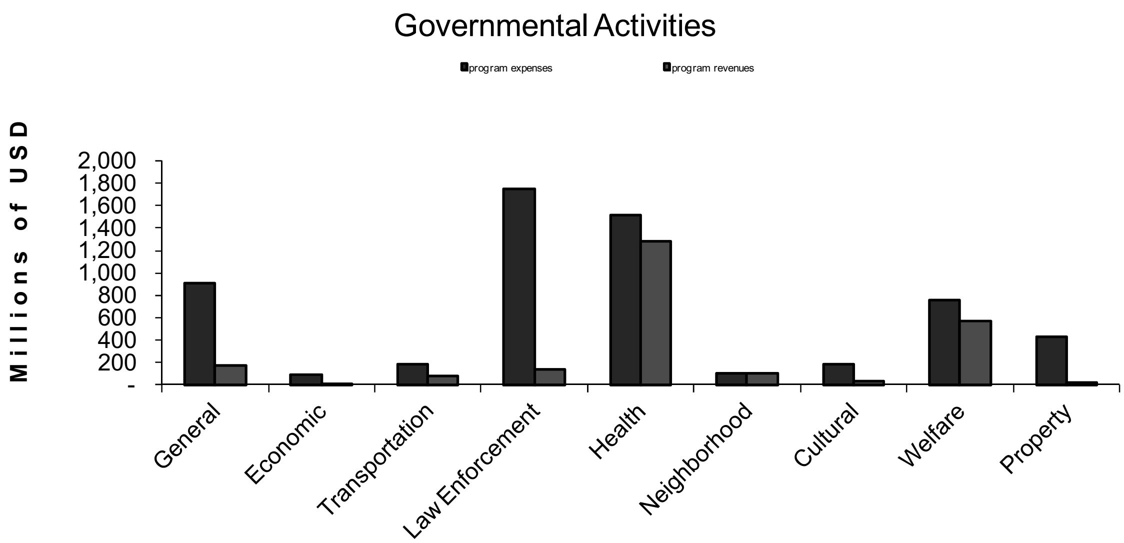
Overall, net position for the city increased by $139.2 million. Total revenues increased by $88.1 million, total expenses increased by $37.4 million over last year. This resulted in the Change in Net Position being $50.7 million higher than in the previous year. Net positions were decreased by $116.9 million from Operating Grants and Contributions, $27.8 million from Capital Grants and Contributions, and $11.7 million from Unrestricted Interest; and, increased by $45.4 million from Charges for Services, $47.0 million for Wage and Earning taxes, $53.0 million from Property taxes, $95.5 million from Other Taxes and $3.6 million from Unrestricted grants and contributions.

Expense increased by $37.4 million with increases of $114.7 million for General Management; $22.6 million in Water and Waste Water, $15.8 million in Airport, and $0.5 in Industrial Land Bank; and, decreases of $8.9 million in Judiciary and Law Enforcement, $5.7 million in Transportation, $34.0 million in Conservation of Health, $34.8 million in Housing and Neighborhood Development, $18.6 million in Improvement in General Welfare, $11.9 million in Services to Taxpayer Property and $2.3 million in Economic Development.



Governmental Activities

The governmental activities of the City resulted in a $17.6 million increase in net position. 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 2013	Program Costs 2012	% Change	Program Revenues 2013	Program Revenues 2012	% Change	Net Cost 2013	Net Cost 2012	% Change
General Welfare	757.7	776.3	-2.4%	569.7	520.8	9.4%	188.0	255.5	-26.4%
Judiciary & Law Enforcement	1,748.2	1,757.1	-0.5%	138.4	139.9	-1.1%	1,609.8	1,617.2	-0.5%
Public Health	1,514.5	1,548.5	-2.2%	1,284.6	1,293.2	-0.7%	229.9	255.3	-9.9%
General Governmental	905.2	790.5	14.5%	174.0	262.0	-33.6%	731.2	528.5	38.4%
Services to Property	433.5	445.4	-2.7%	21.4	20.3	5.4%	412.1	425.1	-3.1%
Housing, Economic & Cultural	568.0	610.9	-7.0%	219.1	274.2	-20.1%	348.9	336.7	3.6%
	5,927.1	**5,928.7**	0.0%	**2,407.2**	**2,510.4**	-4.1%	**3,519.9**	**3,418.3**	3.0%

The cost of all governmental activities this year was $5,927.1 million; the amount that taxpayers paid for these programs through tax payments was $3,310.9 million. The federal and state governments and other charitable organizations subsidized certain programs with grants and contributions in the amount of $2,035.3 million while those who benefited from the programs paid $371.9 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 $226.6 million. The difference of $17.6 million is available to fund future commitments.

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:

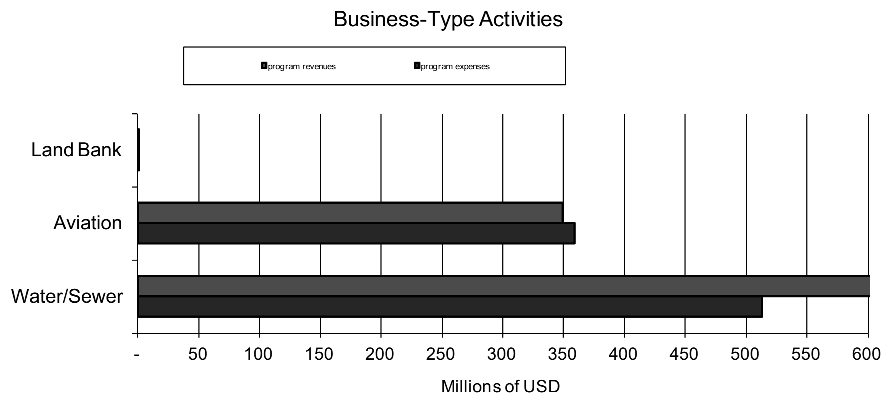
City of Philadelphia-Net Position

(millions of USD)	Governmental Activities 2013	Governmental Activities 2012	Business-type Activities 2013	Business-type Activities 2012	Total 2013	Total 2012	% Change
Revenues:							
Program revenues:							
Charges for services	371.9	365.1	900.5	861.8	1,272.4	1,226.9	3.7%
Operating grants and contributions	1,986.4	2,102.1	2.3	3.5	1,988.7	2,105.6	-5.6%
Capital grants and contributions	48.9	43.2	58.2	91.7	107.1	134.9	-20.6%
General revenues:							
Wage and earnings taxes	1,598.7	1,551.7	-	-	1,598.7	1,551.7	3.0%
Property taxes	553.8	500.8	-	-	553.8	500.8	10.6%
Other taxes	1,158.4	1,062.9	-	-	1,158.4	1,062.9	9.0%
Unrestricted grants and contributions	187.4	223.1	42.2	2.9	229.6	226.0	1.6%
Unrestricted Interest	17.9	33.3	12.7	9.0	30.6	42.3	-27.6%
Total revenues	**5,923.3**	**5,882.2**	**1,015.9**	**968.9**	**6,939.2**	**6,851.1**	1.3%
Expenses:							
Economic development	94.2	96.5	-	-	94.2	96.5	-2.4%
Transportation	183.9	189.6	-	-	183.9	189.6	-3.0%
Judiciary & law enforcement	1,748.2	1,757.1	-	-	1,748.2	1,757.1	-0.5%
Conservation of health	1,514.5	1,548.5	-	-	1,514.5	1,548.5	-2.2%
Housing & neighborhood development	102.9	137.7	-	-	102.9	137.7	-25.3%
Cultural & recreational	187.0	187.1	-	-	187.0	187.1	-0.1%
Improvement of the general welfare	757.7	776.3	-	-	757.7	776.3	-2.4%
Services to taxpayer property	433.5	445.4	-	-	433.5	445.4	-2.7%
General management	743.4	678.4	-	-	743.4	678.4	9.6%
Interest on long term debt	161.8	112.1	-	-	161.8	112.1	44.3%
Water & waste water	-	-	513.4	490.8	513.4	490.8	4.6%
Airport	-	-	358.9	343.1	358.9	343.1	4.6%
Industrial land bank	-	-	0.6	-	0.6	-	0.0%
Total expenses	**5,927.1**	**5,928.7**	**872.9**	**833.9**	**6,800.0**	**6,762.6**	0.6%
Increase (decrease) in net assets before transfers & special items	(3.8)	(46.5)	143.0	135.0	139.2	88.5	
Transfers	21.4	27.5	(21.4)	(27.5)	-	-	
Increase (decrease) in Net Position	**17.6**	**(19.0)**	**121.6**	**107.5**	**139.2**	**88.5**	
Net Position - Beginning	(1,772.5)	(1,753.4)	1,737.5	1,630.0	(35.0)	(123.4)	-71.6%
Adjustment	(14.6)	-	(74.4)	-	(89.0)	-	
Net Position - End	**(1,769.5)**	**(1,772.4)**	**1,784.7**	**1,737.5**	**15.2**	**(34.9)**	-143.7%

Business-type Activities

Business-type activities caused the city's net position to increase by $121.6 million. This increase was comprised of an increase in net position for water/wastewater of $89.1 million, an increase to aviation of $32.6 million and a decrease for industrial & commercial development operations of $0.1 million. Some of the key reasons for these changes are:

- Increased airport rental concession income and a reduction in Other Expenses, in the Aviation Fund.
- Increased user related charges and increased Interest Income, decreased Debt Service Interest and decreased Other Expenses, in the Water Fund.

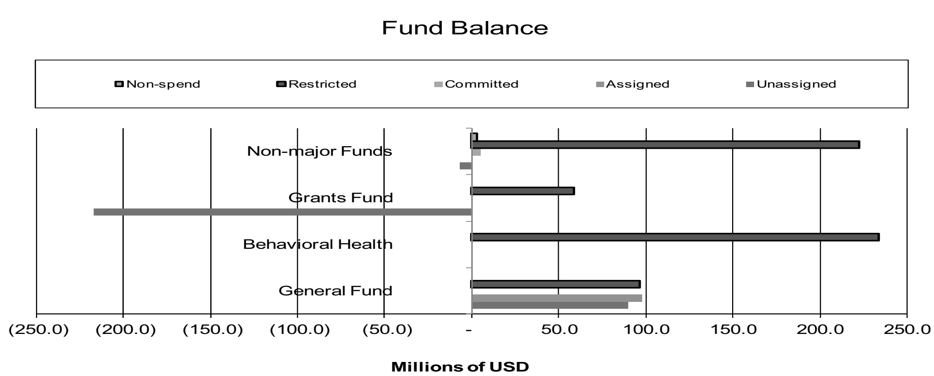


Financial Analysis of the Government's Funds

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. *Unassigned 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 $582.5 million, an increase of $35.8 million over last year. Of the total fund balance, $2.8 million represents *nonspendable fund balance* for amounts that cannot be spent. In addition, $610.9 million represents *restricted fund balance* due to externally imposed constraints by outside parties, or law, to: revitalize neighborhoods ($34.2 million); pay debt service ($81.5 million); support programs funded by independent agencies ($33.9 million); fund a portion of the city's managed care programs ($233.7 million); fund a portion of new sports stadiums ($8.9 million); fund the 9-1-1 emergency phone system ($24.5 million); fund a portion of the central library renovation project ($2.3 million), pay for a portion of the cultural and commercial corridor project ($12.2 million), pay pension obligation bonds interest ($79.8); and trusts ($8.9 million); fund economic development programs ($7.2 million); improve streets and highways ($23.9 million); fund housing and neighborhood development ($15.0 million); provide health services ($15.2 million); preserve parks, libraries and museums ($0.5 million); and support capital projects ($29.2 million). The fund balance is further broken down as to *committed fund balance* for Prisons ($4.4 million) and Parks and Recreation ($0.7 million). The difference between the non-spendable, restricted, committed, assigned and combined fund balance is a deficit of $134.4 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 *assigned fund balance* of $98.0 million and *unassigned fund balance* of $90.0 million at the end of the fiscal year.



Overall, the total fund balance of the general fund increased by $195.7 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:

- An increase of $161.9 in tax revenue due to increased collections for Wage & Earnings Tax, Real Property Tax, Business Income & Receipts Tax, and Real Property Transfer Tax.
- An increase resulting from issuance of debt for $87.8 million.

Expenditures:

- Expenditures for the year increased $95.1 million, an increase of only 2.9%.

The Health Choices Behavioral Health fund ended the fiscal year with a total fund balance of $233.7 million, the entire amount million is reserved for a contractually required equity reserve and reinvestment initiatives. The total fund balance increased during the fiscal year by $3.0 million.

The Grants Revenue fund has a total fund balance deficit of $158.4 million which is comprised of a positive restricted fund balance of $58.7 million (earmarked for neighborhood revitalization for $34.2 million and emergency telephone system programs for $24.5 million) and a deficit unassigned fund balance of $217.1 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 $64.5 million during the current fiscal year due primarily to the Act 148 program being included in this fund beginning with fiscal year 2012.

***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 position* of the proprietary funds increased by $121.6 million during the current fiscal year. This overall increase is attributable to the water/wastewater system which had an increase of $89.1 million, airport operations which experienced an increase of $32.6 million, while industrial & commercial development operations experienced a decrease of $0.1 million.

The proprietary funds reported an *unrestricted nets position* surplus of $173.4 million, comprised of $74.6 million for the water and waste water operations, $79.1 million for the airport and $19.7 million for the industrial & commercial development activities. These unrestricted net position represent an overall decrease of $84.5 million over the previous year, comprised of a decrease of $107.6 million for the water and waste water operations, a decrease of $.1 million for the Land Bank; and, an increase of $23.2 million for the airport.

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)
2013	256.9	110.1
2012	146.8	146.7
2011	0.1	114.1
2010	(114.0)	23.2
2009	(137.2)	(256.7)

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:

- $22.8 million for Office of the Director of Finance Contributions
- $ 8.5 million for Office of the Director of Finance for Employee Benefits
- $15.1 million for Police personal services
- $ 9.6 million for Fire personal services
- $11.5 million for Prisons personal services

The general fund's budgetary fund balance surplus of $256.9 million differs from the general fund's fund financial statement unassigned fund balance of $90.0 million by $166.9 million, which represents the unearned portion of the business income & receipts tax of $166.9 million. Business income & receipts tax is received prior to being earned but have no effect on budgeted cash receipts.

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 $6.1 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 $102.5 million
- Infrastructure improvements for Streets, Highways and Bridges $63.9 million
- Airport terminal and airfield improvements in the amount of $149.6 million.
- City Hall and Municipal Buildings renovations in the amount of $3.6 million.
- Ben Franklin Parkway improvements $4.5 million
- Commuter and Transit System improvements $3.9 million
- Computers, Servers and IT Infrastructure in the amount of $7.9 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
	2013	2012	(Dec)	2013	2012	(Dec)	2013	2012	(Dec)
Land	787.1	779.1	8.0	152.2	125.9	26.3	939.3	905.0	34.3
Fine Arts	1.0	1.0	-	0.0	0.0	-	1.0	1.0	-
Buildings	772.1	679.1	93.0	1,469.0	1,532.8	(63.8)	2,241.1	2,211.9	29.2
Improvements other than buildings	94.0	96.0	(2.0)	121.0	121.0	-	215.0	217.0	(2.0)
Machinery & equipment	70.0	78.0	(8.0)	24.0	24.0	-	94.0	102.0	(8.0)
Infrastructure	424.1	395.1	29.0	1,353.2	1,313.8	39.4	1,777.3	1,708.9	68.4
Construction in progress	29.0	96.0	(67.0)	698.0	582.0	116.0	727.0	678.0	49.0
Transit	72.0	76.0	(4.0)	0.0	0.0	-	72.0	76.0	(4.0)
Intangible Assets	0.0	0.0	-	7.0	7.0	-	7.0	7.0	-
Total	**2,249.3**	**2,200.3**	**49.0**	**3,824.4**	**3,706.5**	**117.9**	**6,073.7**	**5,906.8**	**166.9**

The city's governmental activities experienced an overall increase in capital assets of $49.0 million (net of accumulated depreciation) during the current fiscal year. During the fiscal year there were increases in:

land ($8.0 million); buildings ($93.0 million); and infrastructure ($29.0 million); that were offset by decreases in equipment ($8.0 million); construction in progress ($67.0 million); transit ($4.0 million) and other improvements ($2.0 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 $8.5 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 $3.3 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)	2013	2012	2013	2012	2013	2012
Bonds Outstanding:						
General obligation bonds	1,986.2	2,039.5	-	-	1,986.2	2,039.5
Revenue bonds	-	-	3,185.8	3,203.0	3,185.8	3,203.0
Total Bonds Outstanding	**1,986.2**	**2,039.5**	**3,185.8**	**3,203.0**	**5,172.0**	**5,242.5**
Other Long Term Obligations:						
Service agreements	2,293.7	2,103.6	-	-	2,293.7	2,103.6
Employee related obligations	833.2	814.5	62.1	61.1	895.3	875.6
Indemnities	63.4	51.6	4.8	7.0	68.2	58.6
Leases	28.9	40.7	-	-	28.9	40.7
Other	-	-	0.3	0.3	0.3	0.3
Total Other Long Term Obligations	**3,219.2**	**3,010.4**	**67.2**	**68.4**	**3,286.4**	**3,078.8**
Total Long Term Debt Outstanding	**5,205.4**	**5,049.9**	**3,253.0**	**3,271.4**	**8,458.4**	**8,321.3**

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 $127.0 million in Tax and Revenue Anticipation Notes by June 2013 plus interest. In accordance with statute there are no temporary loans outstanding at year end.

- Effective March 1, 2013 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 $101.1 million for principal and unpaid interest on the 2009B bonds and will expire on March 7, 2016, 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 Fiscal Year 2013, the serial bonds ($65.1 million) for PMA were reclassified to term bonds. This reclassification supports PMA's debt presentation.

- 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 Revenue Bonds, Series 2001A and Series 2001B maturing after November 1, 2012 and pay the costs of issuance related to the Bonds.

- 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 2013, PENNVEST drawdowns totaled $15.4 million. 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 Ratings, Inc.**
General Obligation Bonds	A2	A+	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, 2013 the legal debt limit was $1,670.0 million. There is $1,617.9 million of outstanding tax supported debt leaving a legal debt margin of $52.1 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 2014 fiscal year:

- Philadelphia entered FY14 with a fund balance of $256.9 million. For FY 2014 Wage and Earnings Tax revenue are projected to grow 1.6%, SalesTax revenue are projected to grow by 3.3% and Real Estate transfer tax is projected to grow by 8.5%, while the Business Income and Receipts tax is projected to grow by 3.0%.

- Due to the larger than expected FY 13 fund balance, the city withdrew its appeal of the 2012 IAFF award. In FY 14 the city paid $96.8 million to the IAFF ($47.5 million for wages and $49.3 million for health care costs) to honor the contract.

- The current five year plan (FY 2014 to 2018) includes a resumption of the wage and business tax cuts in FY 2014, previously suspended in the FY 2010 plan.

- Union contracts for District Council 33, District Council 47 and the International Association of fire Fighters are currently unresolved. Funds have been set aside in the FY 14 budget and the FY 14 – FY 18 Five Year Plan as a reserve for the costs of these agreements in the future.

- 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.

- Recovery from the current recession has been slow. 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


SEAL OF THE CITY OF PHILADELPHIA
PHILADELPHIA MANETO

City of Philadelphia
PENNSYLVANIA

Basic Financial Statements

City of Philadelphia

Exhibit I

Statement of Net Position
June 30, 2013

Amounts in thousands of USD

	Primary Government			
	Governmental Activities	Business Type Activities	Total	Component Units
Assets				
Cash on Deposit and on Hand	68,509	30	68,539	317,023
Equity in Pooled Cash and Investments	-	-	-	93,648
Equity in Treasurer's Account	815,154	179,701	994,855	-
Investments	89,254	-	89,254	50,676
Due from Component Units	51,776	-	51,776	-
Due from Primary Government	-	-	-	57,067
Amounts Held by Fiscal Agent	119,303	-	119,303	98,113
Notes Receivable - Net	-	-	-	29,235
Accounts Receivable - Net	348,309	161,897	510,206	324,149
Interest and Dividends Receivable	1,121	-	1,121	22,184
Due from Other Governments - Net	444,240	940	445,180	127,476
Inventories	15,805	31,094	46,899	114,660
Other Assets	2,677	-	2,677	254,128
Restricted Assets:				
Cash and Cash Equivalents	-	300,388	300,388	135,953
Other Assets	-	646,289	646,289	230,101
Capital Assets:				
Land and Other Non-Depreciated Assets	797,552	849,397	1,646,949	277,258
Other Capital Assets (Net of Depreciation)	1,451,732	2,974,980	4,426,712	3,237,792
Total Capital Assets, Net	2,249,284	3,824,377	6,073,661	3,515,050
Total Assets	4,205,432	5,144,716	9,350,148	5,369,463
Deferred Outflows of Resources	121,198	105,762	226,960	-
Liabilities				
Notes Payable	-	39,600	39,600	113,837
Vouchers Payable	58,730	8,379	67,109	73,247
Accounts Payable	189,514	76,271	265,785	105,080
Salaries and Wages Payable	55,507	5,756	61,263	77,635
Accrued Expenses	42,401	27,708	70,109	278,522
Due to Agency Funds	700	-	700	-
Due to Primary Government	-	-	-	43,273
Due to Component Units	50,177	-	50,177	-
Funds Held in Escrow	37,010	1,902	38,912	12,478
Due to Other Governments	-	-	-	34,267
Unearned Revenue	267,974	22,739	290,713	157,154
Overpayment of Taxes	120,255	-	120,255	9,273
Other Current Liabilities	-	-	-	131,073
Derivative Instrument Liability	68,429	31,381	99,810	23,951
Non-Current Liabilities:				
Due within one year	443,974	186,682	630,656	330,543
Due in more than one year	4,761,465	3,065,357	7,826,822	4,859,911
Total Liabilities	6,096,136	3,465,775	9,561,911	6,250,244
Net Position				
Net Investment in Capital Assets	232,508	982,475	1,214,983	68,648
Restricted For:				
Capital Projects	29,231	172,863	202,094	3,318
Debt Service	80,569	294,502	375,071	223,000
Pension Oblig Bond Refunding Reserve	79,743	-	79,743	18,375
Behavioral Health	233,724	-	233,724	-
Neighborhood Revitalization	34,218	-	34,218	-
Stadium Financing	2,096	-	2,096	-
Central Library Project	2,331	-	2,331	-
Cultural & Commercial Corridor Project	12,175	-	12,175	-
Grant Programs	53,726	-	53,726	30,203
Rate Stabilization	-	161,464	161,464	-
Libraries & Parks:				
Expendable	3,109	-	3,109	-
Non-Expendable	2,633	-	2,633	-
Educational Programs	-	-	-	13,862
Other	53,337	-	53,337	266
Unrestricted(Deficit)	(2,588,906)	173,399	(2,415,507)	(1,238,453)
Total Net Position	(1,769,506)	1,784,703	15,197	(880,781)

The notes to the financial statements are an integral part of this statement.

Statement of Activities
For the Fiscal Year Ended June 30, 2013

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 Position: Primary Government: Governmental Activities	Primary Government: Business Type Activities	Primary Government: Total	Component Units
Primary Government:								
Governmental Activities:								
Economic Development	94,202	2,565	2,021	2,000	(87,616)		(87,616)	
Transportation:								
Streets & Highways	112,891	5,268	34,100	42,494	(31,029)		(31,029)	
Mass Transit	71,048	1,853	253	-	(68,942)		(68,942)	
Judiciary and Law Enforcement:								
Police	1,087,927	6,322	12,783	-	(1,068,822)		(1,068,822)	
Prisons	342,153	687	21	-	(341,445)		(341,445)	
Courts	318,077	59,956	58,650	-	(199,471)		(199,471)	
Conservation of Health:								
Emergency Medical Services	49,668	33,345	718	-	(15,605)		(15,605)	
Health Services	1,464,882	16,653	1,233,877	-	(214,352)		(214,352)	
Housing and Neighborhood Development	102,865	23,543	76,577	-	(2,745)		(2,745)	
Cultural and Recreational:								
Recreation	102,311	3,754	8,449	2,678	(87,430)		(87,430)	
Parks	8,556	3,257	6	1,242	(4,051)		(4,051)	
Libraries and Museums	76,111	1,032	7,958	-	(67,121)		(67,121)	
Improvements to General Welfare:								
Social Services	625,271	8,292	507,274	-	(109,705)		(109,705)	
Education	94,399	94	-	-	(94,305)		(94,305)	
Inspections and Demolitions	38,028	53,909	122	-	16,003		16,003	
Service to Property:								
Sanitation	136,723	16,199	1,796	-	(118,728)		(118,728)	
Fire	296,784	924	2,467	-	(293,393)		(293,393)	
General Management and Support	743,377	134,193	39,341	489	(569,354)		(569,354)	
Interest on Long Term Debt	161,796	8	-	-	(161,788)		(161,788)	
Total Governmental Activities	5,927,069	371,854	1,986,413	48,903	(3,519,899)		(3,519,899)	
Business Type Activities:								
Water and Sewer	513,426	608,703	2,285	-	-	97,562	97,562	
Aviation	358,905	291,367	-	58,188	-	(9,350)	(9,350)	
Industrial and Commercial Development	581	430	-	-	-	(151)	(151)	
Total Business Type Activities	872,912	900,500	2,285	58,188	-	88,061	88,061	
Total Primary Government	6,799,981	1,272,354	1,988,698	107,091	(3,519,899)	88,061	(3,431,838)	
Component Units:								
Gas Operations	651,976	683,487	11,131	-				42,642
Housing	57,163	959	-	62,986				6,782
Parking	234,011	240,197	-	-				6,186
Education	3,172,373	41,853	1,009,737	3,809				(2,116,974)
Health	796,234	-	796,234	-				-
Economic Development	199,644	8,539	30,652	157,179				(3,274)
Total Component Units	5,111,401	975,035	1,847,754	223,974				(2,064,638)
General Revenues:								
Taxes:								
Property Taxes					553,795	-	553,795	650,633
Wage & Earnings Taxes					1,598,686	-	1,598,686	-
Business Taxes					452,369	-	452,369	-
Other Taxes					706,005	-	706,005	209,200
Grants & Contributions Not Restricted to Specific Programs					187,369	42,233	229,602	1,085,470
Unrestricted Interest & Investment Earnings					17,916	12,713	30,629	2,554
Miscellaneous					-	-	-	1,347
Special Items					-	-	-	2,258
Transfers					21,380	(21,380)	-	-
Total General Revenues, Special Items and Transfers					3,537,520	33,566	3,571,086	1,951,462
Change in Net Position					17,621	121,627	139,248	(113,176)
Net Position - July 1, 2012					(1,772,472)	1,737,527	(34,945)	(773,441)
Adjustment					(14,655)	(74,451)	(89,106)	5,836
Net Position Adjusted - July 1, 2012					(1,787,127)	1,663,076	(124,051)	(767,605)
Net Position - June 30, 2013					(1,769,506)	1,784,703	15,197	(880,781)

The notes to the financial statements are an integral part of this statement.

City of Philadelphia **Exhibit III**
Balance Sheet
Governmental Funds
June 30, 2013

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	10,080	-	75	58,354	68,509
Equity in Treasurer's Account	458,185	233,592	-	123,377	815,154
Investments	-	-	-	86,248	86,248
Due from Other Funds	16,351	-	-	17	16,368
Due from Component Units	51,776	-	-	-	51,776
Amounts Held by Fiscal Agent	96,345	-	22,958	-	119,303
Taxes Receivable	581,729	-	-	12,649	594,378
Accounts Receivable	369,764	-	3,421	6,416	379,601
Due from Other Governmental Units	96,388	58,133	259,231	41,759	455,511
Allowance for Doubtful Accounts	(624,009)	-	-	(1,661)	(625,670)
Interest and Dividends Receivable	92	948	-	81	1,121
Other Assets	-	-	-	142	142
Total Assets	1,056,701	292,673	285,685	327,382	1,962,441
Liabilities					
Vouchers Payable	27,865	1,198	22,365	7,302	58,730
Accounts Payable	63,725	9,113	83,977	32,649	189,464
Salaries and Wages Payable	52,138	-	3,099	319	55,556
Due to Other Funds	699	-	5,642	10,727	17,068
Due to Component Units	-	48,638	1,371	168	50,177
Funds Held in Escrow	33,839	-	-	3,171	37,010
Due to Other Governmental Units	-	-	-	11,271	11,271
Unearned Revenue	172,440	-	93,367	2,167	267,974
Overpayment of Taxes	120,255	-	-	-	120,255
Total Liabilities	470,961	58,949	209,821	67,774	807,505
Deferred Inflows of Resources	301,382	-	234,310	36,761	572,453
Fund Balances					
Nonspendable	-	-	-	2,833	2,833
Restricted	96,345	233,724	58,693	222,097	610,859
Committed	-	-	-	5,108	5,108
Assigned	98,033	-	-	-	98,033
Unassigned	89,980	-	(217,139)	(7,191)	(134,350)
Total Fund Balances	284,358	233,724	(158,446)	222,847	582,483
Total Liabilities, Deferred Inflows of Resources, and Fund Balances	1,056,701	292,673	285,685	327,382	

Amounts reported for governmental activities in the statement of net position are different because:

a. Capital Assets used in governmental activities are not reported in the funds	2,249,284
b. Unavailable Revenue are reported as Deferred Inflows of Resources in the funds	572,453
c. Long Term Liabilities, including bonds payable are not reported in the funds	(5,205,440)
d. Derivatives and Deferred Outflows of Resources are not reported in the funds	52,769
e. Other	(21,055)
Net Position of Governmental Activities	(1,769,506)

The notes to the financial statements are an integral part of this statement.

City of Philadelphia **Exhibit IV**
Statement of Revenues, Expenditures and Changes in Fund Balances
Governmental Funds
For the Fiscal Year Ended June 30, 2013

Amounts in thousands of USD

	General Fund	HealthChoices Behavioral Health Fund	Grants Revenue Fund	Other Governmental Funds	Total Governmental Funds
Revenues					
Tax Revenue	2,724,307	-	-	580,113	3,304,420
Locally Generated Non-Tax Revenue	267,992	630	48,422	31,561	348,605
Revenue from Other Governments	335,697	812,980	958,854	104,442	2,211,973
Other Revenues	19,489	-	-	8,398	27,887
Total Revenues	3,347,485	813,610	1,007,276	724,514	5,892,885
Expenditures					
Current Operating:					
Economic Development	27,082	-	5,618	53,193	85,893
Transportation:					
Streets & Highways	51,803	-	1,592	28,180	81,575
Mass Transit	66,259	-	253	-	66,512
Judiciary and Law Enforcement:					
Police	1,077,052	-	12,386	-	1,089,438
Prisons	336,674	-	267	1,746	338,687
Courts	261,146	-	48,009	-	309,155
Conservation of Health:					
Emergency Medical Services	49,331	-	718	-	50,049
Health Services	153,019	810,567	361,454	139,584	1,464,624
Housing and Neighborhood Development	2,836	-	50,136	49,876	102,848
Cultural and Recreational:					
Recreation	81,857	-	8,406	-	90,263
Parks	15	-	5	3,853	3,873
Libraries and Museums	63,887	-	7,806	278	71,971
Improvements to General Welfare:					
Social Services	124,166	-	500,163	-	624,329
Education	94,399	-	-	-	94,399
Inspections and Demolitions	31,895	-	13,948	-	45,843
Service to Property:					
Sanitation	135,452	-	1,796	-	137,248
Fire	293,403	-	2,467	-	295,870
General Management and Support	554,846	-	23,266	44,651	622,763
Capital Outlay	-	-	-	161,127	161,127
Debt Service:					
Principal	-	-	-	114,045	114,045
Interest	3,789	-	-	108,421	112,210
Bond Issuance Cost	4,356	-	-	-	4,356
Total Expenditures	3,413,267	810,567	1,038,290	704,954	5,967,078
Excess (Deficiency) of Revenues Over (Under) Expenditures	(65,782)	3,043	(31,014)	19,560	(74,193)
Other Financing Sources (Uses)					
Issuance of Debt	231,185	-	-	-	231,185
Issuance of Refunding Debt	299,805	-	-	-	299,805
Bond Issuance Premium	-	-	-	821	821
Excess Pension Contribution	(252,668)	-	-	-	(252,668)
Bond Defeasance	(190,542)	-	-	-	(190,542)
Transfers In	343,174	-	320	269,649	613,143
Transfers Out	(169,424)	-	(33,799)	(388,547)	(591,770)
Total Other Financing Sources (Uses)	261,530	-	(33,479)	(118,077)	109,974
Net Change in Fund Balance	195,748	3,043	(64,493)	(98,517)	35,781
Fund Balance - July 1, 2012	88,610	230,681	(93,953)	321,364	546,702
Fund Balance - June 30, 2013	284,358	233,724	(158,446)	222,847	582,483

The notes to the financial statements are an integral part of this statement.

Amounts in thousands of USD

Net Change in Fund Balances - Total Governmental Funds	35,781
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 (136,859) exceeded depreciation (138,870) in the current period	(2,011)
b. Revenues in the statement of activities that do not provide current financial resources are not reported as revenues in the funds	57,134
c. Proceeds from debt obligations provide current financial resources to governmental funds, but issuing debt increases long-term liabilities in the statement of net position. Repayment of principal is an expenditure in the governmental funds, but the repayment reduces long-term liabilities in the statement of net position. This is the amount by which repayments (517,135) exceeded proceeds (530,145)	(13,010)
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	35,371
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	(95,644)
Change in Net Position of governmental activities	17,621

The notes to the financial statements are an integral part of this statement.

City of Philadelphia **Exhibit VI**
Statement of Fund Net Position
Proprietary Funds
June 30, 2013

Amounts in thousands of USD

	Business Type Activities - Enterprise Funds			
			Other Non-Major	
Assets	Water and Sewer	Aviation	Industrial & Commercial Development	Total
Current Assets:				
Cash on Deposit and on Hand	30	-	-	30
Equity in Treasurer's Account	82,494	93,581	3,626	179,701
Due from Other Governments	76	864	-	940
Accounts Receivable	160,060	14,596	1,972	176,628
Allowance for Doubtful Accounts	(13,661)	(1,070)	-	(14,731)
Inventories	13,799	3,207	14,088	31,094
Total Current Assets	242,798	111,178	19,686	373,662
Non-Current Assets:				
Restricted Assets:				
Equity in Treasurer's Account	313,927	332,362	-	646,289
Amounts Held by Fiscal Agent	-	341	-	341
Sinking Funds and Reserves	210,990	51,764	-	262,754
Grants for Capital Purposes	252	29,598	-	29,850
Receivables	1,405	6,038	-	7,443
Total Restricted Assets	526,574	420,103	-	946,677
Capital Assets:				
Land	5,919	146,240	-	152,159
Infrastructure	2,167,639	919,139	-	3,086,778
Construction in Progress	373,844	323,394	-	697,238
Buildings and Equipment	1,591,073	1,851,544	-	3,442,617
Less: Accumulated Depreciation	(2,119,125)	(1,435,290)	-	(3,554,415)
Total Capital Assets, Net	2,019,350	1,805,027	-	3,824,377
Total Non-Current Assets	2,545,924	2,225,130	-	4,771,054
Total Assets	2,788,722	2,336,308	19,686	5,144,716
Deferred Outflows of Resources	73,865	31,897	-	105,762
Liabilities				
Current Liabilities:				
Vouchers Payable	6,763	1,616	-	8,379
Accounts Payable	12,655	14,576	-	27,231
Salaries and Wages Payable	4,187	1,569	-	5,756
Construction Contracts Payable	27,530	21,510	-	49,040
Accrued Expenses	23,812	3,896	-	27,708
Funds Held in Escrow	1,902	-	-	1,902
Unearned Revenue	7,531	15,208	-	22,739
Commercial Paper Notes		39,600		39,600
Bonds Payable-Current	127,492	59,190	-	186,682
Total Current Liabilities	211,872	157,165	-	369,037
Derivative Instrument Liability	8,565	22,816	-	31,381
Net Pension Liability	8,962	14,273	-	23,235
Non-Current Liabilities:				
Bonds Payable	1,702,895	1,296,195	-	2,999,090
Other Non-Current Liabilities	32,205	10,827	-	43,032
Total Non-Current Liabilities	1,735,100	1,307,022	-	3,042,122
Total Liabilities	1,964,499	1,501,276	-	3,465,775
Net Position				
Net Investment in Capital Assets	351,160	631,315	-	982,475
Restricted For:				
Capital Projects	99,856	73,007	-	172,863
Debt Service	210,990	83,512	-	294,502
Rate Stabilization	161,464	-	-	161,464
Unrestricted	74,618	79,095	19,686	173,399
Total Net Position	898,088	866,929	19,686	1,784,703

The notes to the financial statements are an integral part of this statement.

City of Philadelphia

Exhibit VII

Statement of Revenues, Expenses and Changes in Fund Net Position
Proprietary Funds
For the Fiscal Year Ended June 30, 2013

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	600,156	88,824	-	688,980
Rentals and Concessions	-	197,913	-	197,913
Operating Grants	2,285	-	-	2,285
Miscellaneous Operating Revenues	8,547	4,630	430	13,607
Total Operating Revenues	610,988	291,367	430	902,785
Operating Expenses:				
Personal Services	110,784	63,191	-	173,975
Purchase of Services	88,395	88,684	-	177,079
Materials and Supplies	38,409	6,557	-	44,966
Employee Benefits	104,713	46,467	-	151,180
Indemnities and Taxes	3,108	1,946	-	5,054
Depreciation	89,045	97,873	-	186,918
Cost of Goods Sold	-	-	581	581
Total Operating Expenses	434,454	304,718	581	739,753
Operating Income (Loss)	176,534	(13,351)	(151)	163,032
Non-Operating Revenues (Expenses):				
Federal, State and Local Grants	880	41,353	-	42,233
Passenger Facility Charges	-	58,188	-	58,188
Interest Income	12,079	632	2	12,713
Net Pension Obligation	2,839	-	-	2,839
Debt Service - Interest	(80,146)	(40,180)	-	(120,326)
Other Revenue (Expenses)	(1,665)	(14,007)	-	(15,672)
Total Non-Operating Revenues (Expenses)	(66,013)	45,986	2	(20,025)
Income (Loss) Before Contributions & Transfers	110,521	32,635	(149)	143,007
Transfers In/(Out)	(21,380)	-	-	(21,380)
Change in Net Position	89,141	32,635	(149)	121,627
Net Position - July 1, 2012	865,320	852,372	19,835	1,737,527
Adjustment	(56,373)	(18,078)	-	(74,451)
Net Position Adjusted - July 1, 2012	808,947	834,294	19,835	1,663,076
Net Position - June 30, 2013	898,088	866,929	19,686	1,784,703

The notes to the financial statements are an integral part of this statement.

City of Philadelphia **Exhibit VIII**

Statement of Cash Flows

Proprietary Funds

For the Fiscal Year Ended June 30, 2013

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	602,342	269,512	-	871,854
Payments to Suppliers	(129,513)	(92,454)	(581)	(222,548)
Payments to Employees	(208,891)	(110,251)	-	(319,142)
Internal Activity-Payments to Other Funds	-	(7,053)	-	(7,053)
Claims Paid	(5,090)	-	-	(5,090)
Other Receipts (Payments)	-	910	430	1,340
Net Cash Provided (Used)	258,848	60,664	(151)	319,361
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES				
Operating Grants Received	2,285	2,188	-	4,473
Operating Subsidies and Transfers from Other Funds	(21,380)	-	-	(21,380)
Net Cash Provided (Used)	(19,095)	2,188	-	(16,907)
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES				
Proceeds from Debt Issuance	97,860	39,600	-	137,460
Capital Grants & Contributions Received	628	27,483	-	28,111
Acquisition and Construction of Capital Assets	(153,388)	(176,083)	-	(329,471)
Interest Paid on Debt Instruments	(76,180)	(43,673)	-	(119,853)
Principal Paid on Debt Instruments	(207,220)	(51,465)	-	(258,685)
Passenger Facility Charges	-	58,444	-	58,444
Net Cash Provided (Used)	(338,300)	(145,694)	-	(483,994)
CASH FLOWS FROM INVESTING ACTIVITIES				
Proceeds from Sale and Maturities of Investments	-	11,858	-	11,858
Interest and Dividends on Investments	(63,653)	923	2	(62,728)
Net Cash Provided (Used)	(63,653)	12,781	2	(50,870)
Net Increase (Decrease) in Cash and Cash Equivalents	(162,200)	(70,061)	(149)	(232,410)
Cash and Cash Equivalents, July 1 (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
Cash and Cash Equivalents, June 30 (including $313.9 mil for Water & Sewer and $332.7 mil for Aviation reported in restricted accounts)	396,451	426,284	3,626	826,361
Reconciliation of Operating Income (Loss) to Net Cash Provided (Used) by Operating Activities:				
Operating Income (Loss)	176,534	(13,351)	(151)	163,032
Adjustments to Reconcile Operating Income to Net Cash Provided (Used) by Operating Activities:				
Depreciation Expense	89,045	97,873	-	186,918
Changes in Assets and Liabilities:				
Receivables, Net	(9,551)	(759)	-	(10,310)
Unearned Revenue	905	(20,186)	-	(19,281)
Inventories	(343)	(243)	-	(586)
Accounts and Other Payables	(4,134)	(2,670)	-	(6,804)
Accrued Expenses	6,392	-	-	6,392
Net Cash Provided by Operating Activities	258,848	60,664	(151)	319,361

The notes to the financial statements are an integral part of this statement.

City of Philadelphia **Exhibit IX**
Statement of Net Position
Fiduciary Funds
June 30, 2013

Amounts in thousands of USD

	Pension Trust Funds	Agency Funds
Assets		
Cash on Deposit and on Hand	-	100,861
Equity in Treasurer's Account	4,908,603	53,156
Investments	-	6,145
Securities Lending Collective Investment Pool	621,546	-
Due from Brokers for Securities Sold	154,907	-
Interest and Dividends Receivable	14,761	-
Due from Other Governmental Units	3,133	-
Due from Other Funds	15,742	699
Total Assets	5,718,692	160,861
Liabilities		
Vouchers Payable	18	31
Accounts Payable	3,853	-
Salaries and Wages Payable	53	-
Payroll Taxes Payable	-	15,262
Funds Held in Escrow	9	145,568
Due on Return of Securities Loaned	622,021	-
Due to Brokers for Securities Purchased	184,142	-
Accrued Expenses	4,778	-
Unearned Revenue	1,792	-
Other Liabilities	488	-
Total Liabilities	817,154	160,861
Net Position Held in Trust for Pension Benefits	4,901,538	-

The notes to the financial statements are an integral part of this statement.

For the Fiscal Year Ended June 30, 2013 Amounts in thousands of USD

	Pension Trust Funds
Additions:	
Contributions:	
Employers' Contributions	805,496
Employees' Contributions	49,747
Total Contributions	855,243
Investment Income:	
Interest and Dividends	134,699
Net Gain in Fair Value of Investments	258,384
(Less) Investments Expenses	(14,152)
Securities Lending Revenue	2,996
Securities Lending Unrealized Gain	118,126
(Less) Securities Lending Expenses	(331)
Net Investment Gain	499,722
Miscellaneous Operating Revenues	469
Total Additions	1,355,434
Deductions	
Personal Services	3,502
Purchase of Services	1,618
Materials and Supplies	69
Employee Benefits	2,941
Pension Benefits	782,105
Refunds of Members' Contributions	5,744
Administrative Expenses Paid	796
Other Operating Expenses	211
Total Deductions	796,986
Change in Net Position	558,448
Net Position - July 1, 2012	4,343,090
Net Position - June 30, 2013	4,901,538

The notes to the financial statements are an integral part of this statement.

City of Philadelphia **Exhibit XI**
Statement of Net Position
Component Units
June 30, 2013

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	100,933	80,918	69,077	502	12,312	32,054	4,114	17,113	317,023
Equity in Pooled Cash and Investments	-	-	-	93,648	-	-	-	-	93,648
Investments	-	-	13,655	-	37,021	-	-	-	50,676
Due from Primary Government	-	4,938	-	-	-	52,129	-	-	57,067
Amounts Held by Fiscal Agent	-	-	-	98,113	-	-	-	-	98,113
Notes Receivable	-	29,164	-	-	-	71	-	-	29,235
Taxes Receivable	-	-	-	173,648	-	-	-	-	173,648
Accounts Receivable-Net	97,749	1,110	970	14,298	6,724	-	3,878	25,772	150,501
Interest and Dividends Receivable	-	21,495	226	415	48	-	-	-	22,184
Due from Other Governments	-	203	-	66,711	2,753	-	-	57,809	127,476
Inventories	80,234	30,910	-	3,516	-	-	-	-	114,660
Other Assets	124,364	483	94,577	29,026	1,338	4,048	166	126	254,128
Restricted Assets:									
Cash and Cash Equivalents	-	10,716	-	109,152	-	-	-	16,085	135,953
Other Assets	155,155	25,572	-	18,375	3,633	-	-	27,366	230,101
Capital Assets:									
Land and Other Non-Depreciated Assets	50,004	-	15,980	168,285	30,877	-	1,850	10,262	277,258
Other Capital Assets (Net of Depreciation)	1,104,983	554	166,205	1,744,887	149,176	2,537	7,176	62,274	3,237,792
Total Capital Assets	1,154,987	554	182,185	1,913,172	180,053	2,537	9,026	72,536	3,515,050
Total Assets	1,713,422	206,063	360,690	2,520,576	243,882	90,839	17,184	216,807	5,369,463
Liabilities									
Notes Payable	-	21,894	5,927	-	86,016	-	-	-	113,837
Vouchers Payable	59,379	-	-	-	13,868	-	-	-	73,247
Accounts Payable	-	4,415	15,919	75,982	-	2,040	1,066	5,658	105,080
Salaries and Wages Payable	3,451	-	-	64,239	4,086	5,859	-	-	77,635
Accrued Expenses	198,317	3,488	728	-	902	74,640	447	-	278,522
Funds Held in Escrow	-	11,653	-	-	187	-	-	638	12,478
Due to Other Governments	-	-	14,825	5,374	1,908	-	-	12,160	34,267
Due to Primary Government	-	1,500	30,106	-	-	-	-	11,667	43,273
Unearned Revenue	4,898	38,184	1,348	17,015	3,418	8,300	5,043	78,948	157,154
Overpayment of Taxes	-	-	-	9,273	-	-	-	-	9,273
Other Current Liabilities	-	-	-	131,073	-	-	-	-	131,073
Derivative Instrument Liability	-	-	-	23,951	-	-	-	-	23,951
Non-Current Liabilities:									
Due within one year	49,800	4,464	10,970	262,985	2,324	-	-	-	330,543
Due in more than one year	1,038,990	33,956	168,421	3,531,628	42,738	-	2,313	41,865	4,859,911
Total Liabilities	1,354,835	119,554	248,244	4,121,520	155,447	90,839	8,869	150,936	6,250,244
Net Position									
Net Investment in Capital Assets	112,660	156	57,466	(236,118)	91,370	2,537	9,025	31,552	68,648
Restricted For:									
Capital Projects	-	-	-	-	3,318	-	-	-	3,318
Debt Service	111,100	11,238	2,434	98,228	-	-	-	-	223,000
Behavioral Health	-	-	-	18,375	-	-	-	-	18,375
Educational Programs	-	-	-	6,283	7,579	-	-	-	13,862
Grant Programs	-	-	-	-	-	-	-	30,203	30,203
Other	-	-	-	266	-	-	-	-	266
Unrestricted	134,827	75,115	52,546	(1,487,978)	(13,832)	(2,537)	(710)	4,116	(1,238,453)
Total Net Position	358,587	86,509	112,446	(1,600,944)	88,435	-	8,315	65,871	(880,781)

* **The Philadelphia Gas Works is presented as of the close of their fiscal year, August 31, 2013. Community Behavioral Health and the Philadelphia Authority for Industrial Development are presented as of the close of their fiscal year, December 31, 2012. The Philadelphia Parking Authority is presented as of the close of their fiscal year, March 31, 2013.**

The notes to the financial statements are an integral part of this statement.

City of Philadelphia **Exhibit XII**
Statement of Activities
Component Units
For the Fiscal Year Ended June 30, 2013

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 Position: 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	651,976	683,487	11,131	-	42,642								42,642
Housing													
Redevelopment Authority	57,163	959	-	62,986		6,782							6,782
Parking													
Parking Authority	234,011	240,197	-	-			6,186						6,186
Education													
School District	2,998,778	8,075	941,634	1,000				(2,048,069)					(2,048,069)
Community College	173,595	33,778	68,103	2,809					(68,905)				(68,905)
Total	3,172,373	41,853	1,009,737	3,809									
Health													
Community Behavioral Health	796,234	-	796,234	-						-			-
Economic Development													
Delaware River Waterfront Corp.	12,380	6,520	5,187	-							(673)		(673)
Authority for Ind. Development	187,264	2,019	25,465	157,179								(2,601)	(2,601)
Total	199,644	8,539	30,652	157,179									
Total Component Units	5,111,401	975,035	1,847,754	223,974									(2,064,638)
General Revenues:													
Property Taxes					-	-	-	650,633	-	-	-	-	650,633
Other Taxes					-	-	-	209,200	-	-	-	-	209,200
Grants & Contributions Not Restricted to Specific Programs					-	-	-	1,025,762	60,033	-	-	(325)	1,085,470
Unrestricted Interest & Investment Earnings					-	1,445	1,548	(1,864)	1,370	-	55	-	2,554
Miscellaneous					-	-	-	-	1,347	-	-	-	1,347
Special Item-Gain (Loss) on Sale of Capital Assets					-	-	-	-	-	-	-	2,258	2,258
Total General Revenue ,Special items and Transfers					-	1,445	1,548	1,883,731	62,750	-	55	1,933	1,951,462
Change in Net Position					42,642	8,227	7,734	(164,338)	(6,155)	-	(618)	(668)	(113,176)
Net Position - July 1, 2012					309,740	78,651	104,712	(1,436,606)	94,590	-	8,933	66,539	(773,441)
Adjustment					6,205	(369)	-	-	-		-	-	5,836
Net Position Adjusted - July 1, 2012					315,945	78,282	104,712	(1,436,606)	94,590	-	8,933	66,539	(767,605)
Net Position - June 30, 2013					358,587	86,509	112,446	(1,600,944)	88,435	-	8,315	65,871	(880,781)

*** The Philadelphia Gas Works is presented as of the close of their fiscal year, August 31, 2013. Community Behavioral Health and the Philadelphia Authority for Industrial Development are presented as of the close of their fiscal year, December 31, 2012. The Philadelphia Parking Authority is presented as of the close of their fiscal year, March 31, 2013.**

The notes to the financial statements are an integral part of this statement.


SEAL OF THE CITY OF PHILADELPHIA
PHILADELPHIA MANETO

Notes to the Financial Statements
FYE 06/30/2013

Table of Contents

I. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES 42

1. Reporting Entity 42
2. Government-Wide and Fund Financial Statements 43
3. Basis of Accounting, Measurement Focus and Financial Statements 44
4. Deposits and Investments 45
5. Inventories 46
6. Capital Assets 46
7. Bonds and Related Premiums, Discounts and Issuance Costs 47
8. Insurance 47
9. Receivables and Payables 47
10. Deferred Outflows/Inflows of Resources and Net Position 47
11. Compensated Absences 48
12. Claims and Judgments 48
13. Unearned Revenue 48

II. LEGAL COMPLIANCE 49

1. Budgetary Information 49

III. DETAILED NOTES ON ALL FUNDS AND ACCOUNTS 50

1. Deposits and Investments 50
2. Securities Lending 57
3. Amounts Held by Fiscal Agent 57
4. Interfund Receivables and Payables 58
5. Capital Asset Activity 59
6. Notes Payable 62
7. Debt Payable 63
8. Lease Commitments and Leased Assets 81
9. Deferred Compensation Plans 83
10. Fund Balance Policies 84
11. Interfund Transactions 86
12. Reconciliation of Government-Wide and Fund Financial Statements 86
13. Prior Period Adjustments and Cumulative Effect of Change in Accounting Principle 87
14. Net Position Restricted by Enabling Legislation 88
15. Fund Deficits 88
16. Advance Service Charge 88

IV. OTHER INFORMATION 89

1. Pension Plans 89
2. Accumulated Unpaid Sick Leave 96
3. Other Post Employment Benefits (OPEB) 96
4. Pennsylvania Intergovernmental Cooperation Authority 103
5. Related Party Transactions 104
6. Risk Management 104
7. Commitments 105
8. Contingencies 106
9. Subsequent Events 116

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. The criteria to determine an entity as a component unit is established by Governmental Accounting Standards Board Statement (GASBS) No. 14 which has been amended by GASB Statements No. 39 and No. 61. GASB No. 61 was implemented in fiscal year 2013 to modify certain requirements for inclusion of component units. 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 Related Organization is an entity which the City appoints board members but for which the city has no significant financial responsibility.

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.

C. **RELATED ORGANIZATION**

Philadelphia Housing Authority (PHA) – 12 South 23RD Street, Philadelphia, PA 19103
PHA was established to provide low cost housing and other social services to the residents of the City. It is governed by a nine member board with all members appointed by the City. PHA provides significant services to the City's residents.

2. GOVERNMENT-WIDE AND FUND FINANCIAL STATEMENTS

The City's *government wide* financial statements (i.e. the Statement of Net Position 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 income and receipts, 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 income and receipts tax, 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.

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 No. 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 Position 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. In FY13 GASB Statement No. 65 was implemented resulting in bond issuance costs being recognized as an expense and reported in the period incurred.

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 30.6% 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 $9.771 on each $100 assessment; $5.309 for the SDP and $4.462 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 OUTFLOWS/INFLOWS OF RESOURCES AND NET POSITION

Beginning with the fiscal year ended June 30, 2013 the City implemented GASB Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position.* This new GASB Statement replaces the term Net Assets with Net Position. Net Position is the residual of (a) assets and deferred outflows, less (b) liabilities and deferred inflows. The new deferred classifications take into consideration the fact that governments enter into transactions that are applicable to future periods.

Also, beginning with the fiscal year ended June 30, 2013 the city chose to early implement GASB Statement No. 65: *Items Previously Reported as Assets and Liabilities*. The objective of Statement No. 65 is to either properly classify or recognize, certain items that were previously reported as assets and liabilities as outflows of resources (expenses/expenditures) or inflows of resources (revenues).

Deferred Outflows of resources represents consumption of net position that applies to a future period(s) and will not be recognized as an expenditure/expense until that time. On the full accrual basis of accounting, the City has two items that qualify for reporting in this category. Derivative instruments are reported for the changes in fair value. Deferred Refunding results from the difference in the refunding of debt and its reacquisition price. These items have been reported as deferred outflows on the Statement of Net Position.

(Amounts in Thousands of USD)	Governmental Activities	Business Type Activities
Deferred Outflows of Resources		
Derivative Instrument	62,510	31,381
Deferred Charge of Refunding	58,688	74,381
Total:	121,198	105,762

Deferred Inflows of resources represents an acquisition of net position that applies to future period(s) and will not be recognized as revenue until that time. On the modified accrual statements, the City has three items that are reported in the Governmental Balance Sheet as deferred inflows: Unavailable Tax revenue, Unavailable Agency revenue and Unavailable Governmental revenue.

(Amounts in Thousands of USD)	General Fund	Grants Revenue Fund	Other Governmental Funds
Deferred Inflows of Resources			
Unavailable Tax Revenue	169,054	-	265
Unavailable Agency Revenue	28,855	-	-
Unavailable Government Revenue	103,473	234,310	36,496
Total:	301,382	234,310	36,761

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.

13. UNEARNED REVENUE

GASB Statement No.65 prohibits the usage of the term "deferred" on any line items other than deferred inflows or outflows. Therefore, the term "Deferred Revenue" has been replaced by "Unearned Revenue". Unearned Revenue as reported in all the City's fund financial statements represents revenue received in advance with the exception of the General Fund. The General Fund reports two types of unearned revenue, Revenue Received in Advance ($5.5 million) and Business Income and Receipts Tax (BIRT) ($166.9 million).

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 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.

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 $411.9 million and $411.9 million respectively. All of the collateralized securities were held in the City's name except for $120.9 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, 2013 the City's Investments including Pension Trust Funds consisted of:

(amounts in thousands of USD)

Classifications	Fair Value	% of Total
Corporate Equities	2,198,128	32.50%
Miscellaneous - Limited Partnership	901,590	13.33%
U.S. Government Securities	645,794	9.55%
U.S. Government Agency Securities	649,675	9.61%
Other Bonds and Investments	610,032	9.02%
Corporate Bonds	591,964	8.75%
Short-Term Investment Pools	558,565	8.26%
Mutual Funds	332,801	4.92%
Commercial Paper	207,462	3.07%
Collateralized Mortgage Obligations	39,502	0.58%
Financial Agreement	23,393	0.35%
Certificate of Deposit	5,000	0.07%
Grand Total	6,763,906	100.00%

Credit Risk: The City's policy to limit credit risks is to invest in US Government securities (9.55%) or US Government Agency obligations (9.61%). 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 (3.07%) 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, 11% 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.

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	346,499	276,365	8,686
Corporate Bonds	108,221	49,369	-
U.S. Government Agency Securities	223,094	199,050	34,752
Commerical Papers	207,462	-	-
Financial Agreement	13,395	9,998	-
Total	898,671	534,782	43,438

Municipal Pension Fund

Credit Risk: Currently, the Municipal Pension Fund owns approximately 65.4% of all investments and is invested primarily in equity securities (77.6%). 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, 13% had Standard & Poor ratings of AAA to A.

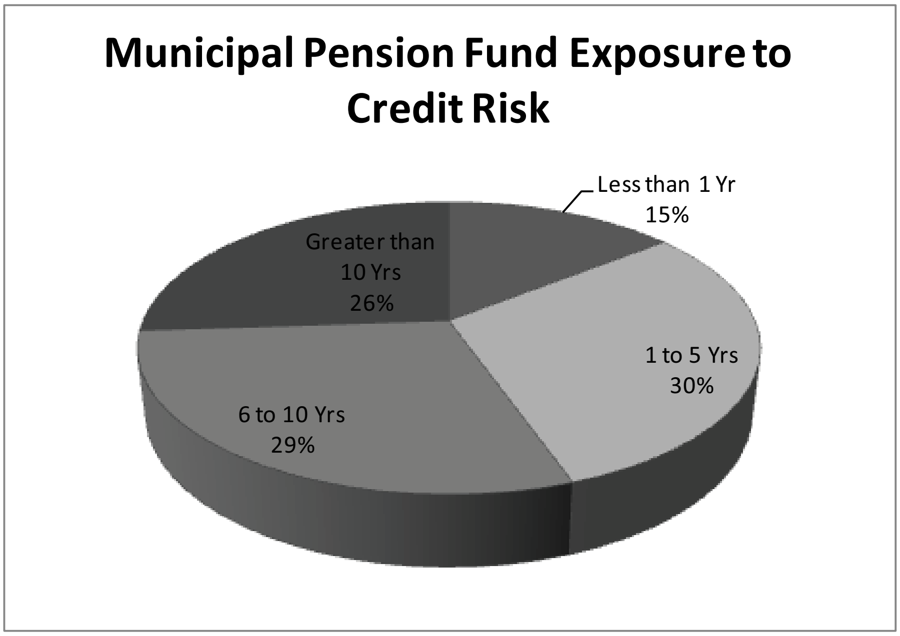
Municipal Pension Fund

Assets subject to foreign currency risk:

(thousands of USD)

Currency	Fixed Income	Equity	% of Equity
Euro Currency	21,679	150,604	21.32%
Pound Sterling	14,328	114,162	16.16%
Japanese Yen	41	115,097	16.30%
Sw iss Franc	-	58,778	8.32%
Hong Kong Dollar	39	58,332	8.26%
Mexican Peso	35,526	11,018	1.56%
South Korean Won	8,356	34,916	4.94%
Australian Dollar	17,216	18,975	2.69%
Brazilian Real	14,428	22,156	3.14%
Canadian Dollar	29	33,165	4.70%
South African Rand	13,717	14,424	2.04%
Malaysian Ringgit	14,866	7,645	1.08%
Polish Zloty	14,956	3,846	0.54%
Singapore Dollar	-	16,632	2.35%
Indonesian Rupiah	6,308	6,422	0.91%
Turkish Lira	7,632	3,977	0.56%
Hungarian Forint	10,992	427	0.06%
Sw edish Krona	-	10,277	1.46%
Thai Baht	4,747	5,343	0.76%
All Others	18,124	20,109	2.85%
	202,984	706,305	100.00%

This chart details the exposure to interest rate changes based on maturity dates of the fixed income securities:



Philadelphia Gas Works Retirement Reserve (PGWRR)

Credit Risk: Currently, the **PGWRR** owns approximately 6.93% of all investments and is primarily invested in equity securities (65.84%). 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	12,960	-	-	-	-
U.S. Government Agency Securities	-	10,969	6,641	1,097	9,583
U.S. Government Securities	448	7,391	3,553	2,676	176
MTG Pass Thrus	-	-	-	-	1,792
Municipal Securities	-	-	836	948	512
Asset Backed Securities	-	358	2,110	2,449	18,574
Corporate bonds	1,887	11,220	11,881	38,171	13,483
	15,295	29,938	25,021	45,341	44,120

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, 2013 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 $114 million. Statement balances were insured or collateralized as follows:

	(thousands of USD)
Insured	4,674
Uninsured and uncollateralized	109,322
Total:	113,996

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, 2013, 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, 2013		
	Classification	Amount	Classification	Amount	Notional
Governmental Activities					
Investment Derivatives:					
Basis Caps	Investment Revenue	(406)	Investment	3,006	324,745

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, 2013, the 2003 Basis Cap had a positive fair value of $733,062. This means that **PICA** would receive this amount to terminate the 2003 basis cap. As of June 30, 2013, the 1999 Basis Cap had a positive fair value of $2,273,256. This means that **PICA** would receive this amount to terminate the 1999 basis cap.

Risk: The basis caps include an additional termination event based on credit ratings. The basis cap may be terminated by the Authority if the counterparty's ratings fall below A- or A3 and collateral is not posted within 15 days.

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	7,195	7,195
U.S. Treasury & Agency obligation	4,250	4,250
U.S. Treasury bonds & notes	750	750
Certificates of Deposit	100	100
Corporate bond & debts	5,334	5,490
	17,629	17,785

All investments were uninsured and collateralized with securities held by the pledging financial institution's trust department or by the Federal Reserve Bank of Philadelphia at June 30, 2013.

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, 2013 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 $313,418 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, 2013, **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 of USD)

	Changes in Fair Value		Fair Value at June 30, 2013		
	Classification	Amount	Classification	Amount	Notional
Governmental Activities					
Investment Derivatives:					
Basis Swap	Investment Revenue	(1,169)	Investment	(5,919)	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 was intended to provide for potentially significant long-term savings while also providing for a diversification of the City's variable rate index on its entire swap portfolio. The restructured portion of the swap was terminated in December 2009 at a benefit.

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.

A portion of the original transaction in the amount of $105 million was amended such that 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 amendment effective date was October 1, 2006, with variable payments to be 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, 2013, the notional amount on the portion of the swap that was not amended was $193.5 million.

Fair Value: As of June 30, 2013, the swap had a negative fair value of ($5.9 million). This means that **PAID** would have to pay this amount to terminate the swap.

Risks: As of June 30, 2013, **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 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.

b. School District of Philadelphia Basis Swaps

Issued and Adopted Accounting Principles: In June 2008, the GASB issued Statement 53, Accounting and Financial Reporting for Derivative Instruments (GASB 53). GASB 53 addresses the recognition, measurement, and disclosure of information regarding derivative instruments entered into by state and local governments. All derivatives are to be reported on the statement of net **position** at fair value. For swaps deemed to be investment instruments under GASB 53, such as the School District's basis swaps, the changes in fair value are reported in the statement of activities as investment revenue or loss.

Objective, Terms, Fair Value and Accounting of Derivative Instruments: The School District engaged an independent pricing service with no vested interest in the interest rate swap transactions to perform the valuations, and evaluation of the swaps for compliance with GASB 53. Fair value takes 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 swaps where the School District pays and receives floating rates--basis swaps--are deemed investment instruments under GASB 53 and are accounted for as investment instruments.

The table below displays the objectives, terms, and fair values of the School District's derivative instruments outstanding as of June 30, 2013 along with the counterparties and their credit ratings.

Associated Bonds	Initial Notional	Current Notional	Effective Date	Maturity Date	Rate Paid	Rate Received	Fair Value	Bank Counterparty	Counterparty Ratings
Series 2003 School Lease Revenue Bonds	$150,000,000	$150,000,000	11/30/06	5/15/2033	SIFMA Swap Index	67% of USD-LIBOR + 0.2788%	($7,185,341)	Wells Fargo Bank N.A.	Aa3/AA-/AA-
Series 2003 School Lease Revenue Bonds	$350,000,000	$350,000,000	11/30/06	5/15/2033	SIFMA Swap Index	67% of USD-LIBOR + 0.2788%	($16,765,796)	JPMorgan Chase Bank, N.A.	Aa1/A+/A+
							($23,951,137)		

Basis Risk - The primary objective of the basis swaps was for the School District to reduce interest cost from the expected benefit resulting from short term tax-exempt rates reflecting prevailing income tax rates throughout the life of the swap. The School District receives a percentage of 1-Month LIBOR plus a spread of 0.2788% and pays the SIFMA tax-exempt rate, with the expectation of a 0.2788% net benefit over the life of the swap as long as tax rates remain the same. The historical average ratio of 1-Month LIBOR (short-term taxable rates) versus SIFMA Swap Rates (short-term tax-exempt rates), a direct function of income tax rates, is approximately 67%. Therefore, there needs to be a spread payable to the School District in exchange for 67% of LIBOR over the long term and this is the value of the benefit, the risk being tax rates change over the life of the basis swap. This additional receipt of 0.2788% to the School District is the expected benefit and reduction to interest cost on the associated bonds for the life of the basis swap transaction. From the date of execution of the two basis swaps through June 30, 2013, the net benefit to the School District has been $9,134,530.

The value of such a swap is determined by the prevailing level of taxable interest rates received versus the level of tax-exempt interest rates paid.

Credit risk - This is the risk that the counterparty fails to perform according to its contractual obligations. The appropriate measurement of this risk at the reporting date is the total fair value of swaps netting, or aggregating under a contract between the School District and each counterparty. The School District would be exposed to credit risk on derivative instruments under a netting agreement that would total to an asset position. As of June 30, 2013, the School District has no credit risk exposure on the two basis swap contracts because the swaps under each netting agreement with each counterparty have negative fair values, meaning the counterparties are exposed to the School District in the amount of the derivatives' fair values. However, should interest rates change and the fair values of the basis swaps become positive, the School District would be exposed to credit risk.

The basis swap agreements contain varying collateral agreements with the counterparties. The basis swaps require collateralization of the fair value of the basis swap should the counterparty's credit rating fall below the applicable thresholds.

Termination risk - Only the School District may terminate the two exiting basis swaps if the counterparty fails to perform under the terms of the respective contracts. If at the time of termination the swaps have a negative fair value, the School District would be liable to the counterparty for a payment equal to the basis 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 100% of the market value of the 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 $.5 million in unrealized loss 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, **PAID**'s Cultural and Commercial Corridor Lease Revenue Bonds Series 2006 and **PAID** City Service Agreement Refunding Revenue Bonds Series 2012.

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	-	-	-	699	699
Non major Special Revenue Funds	16,351	-	-	17	16,368
Non major Debt Service Funds	-	-	-	-	-
Total	16,351	-	-	716	17,067

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	-	-	48,638	-	-	48,638
Grants Revenue	-	-	-	1,371	-	1,371
Non-major Funds	-	-	-	150	-	150
PPA	8,146	22,700	-	-	(739)	30,107
PAID	39,130	-	-	-	(27,463)	11,667
PRA	-	-	-	-	-	-
PGW	-				-	-
School District of Phila	4,500				-	4,500
Timing Difference	-	(22,700)	3,491	3,417	-	(15,792)
Total	51,776	-	52,129	4,938	(28,202)	80,641

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	779	8	-	787
Fine Arts	1	-	-	1
Construction In Process	96	10	(96)	10
Total capital assets not being depreciated	876	18	(96)	798
Capital assets being depreciated:				
Buildings	1,881	158	-	2,039
Other Improvements	313	7	-	320
Equipment	479	22	(20)	481
Infrastructure	1,408	67	-	1,475
Transit	292	-	-	292
Total capital assets being depreciated	4,373	254	(20)	4,607
Less accumulated depreciation for:				
Buildings	(1,202)	(61)	-	(1,263)
Other Improvements	(217)	(9)	-	(226)
Equipment	(382)	(27)	13	(396)
Infrastructure	(1,013)	(38)	-	(1,051)
Transit	(216)	(4)	-	(220)
Total accumulated depreciation	(3,030)	(139)	13	(3,156)
Total capital assets being depreciated, net	1,343	115	(7)	1,451
Governmental activities capital assets, net	2,219	133	(103)	2,249

(Amounts In Millions of USD)

Business-type activities:	Beginning Balance	Increases	Decreases	Ending Balance
Capital assets not being depreciated:				
Land	126	26	-	152
Intangible Assets	-	-	-	-
Construction In Process	582	197	(81)	698
Total capital assets not being depreciated	708	223	(81)	850
Capital assets being depreciated:				
Buildings	3,039	24	(5)	3,058
Other Improvements	244	13	-	257
Equipment	122	22	(17)	127
Intangible Assets	12	1	-	13
Infrastructure	2,963	119	(8)	3,074
Total capital assets being depreciated	6,380	179	(30)	6,529
Less accumulated depreciation for:				
Buildings	(1,506)	(88)	5	(1,589)
Other Improvements	(123)	(13)	-	(136)
Equipment	(98)	(6)	1	(103)
Intangible Assets	(5)	(1)	-	(6)
Infrastructure	(1,649)	(79)	7	(1,721)
Total accumulated depreciation	(3,381)	(187)	13	(3,555)
Total capital assets being depreciated, net	2,999	(8)	(17)	2,974
Business-type activities capital assets, net	3,707	215	(98)	3,824

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	39
Mass Transit	5
Judiciary and Law Enforcement:	
Police	9
Prisons	6
Courts	1
Conservation of Health:	
Health Services	3
Cultural and Recreational:	
Recreation	11
Parks	10
Libraries and Museums	9
Improvements to General Welfare:	
Social Services	1
Service to Property:	
Fire	6
General Management & Support	36
Total Governmental Activities	139
Business-Type Activities:	
Water and Sewer	89
Aviation	98
Total Business Type Activities	187

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
Construction In Process	58	-	(30)	28
Art	8	-	-	8
Total capital assets not being depreciated	198	-	(30)	168
Capital assets being depreciated:				
Buildings	1,753	45	-	1,798
Other Improvements	1,185	45	-	1,230
Intangible Assets	46	1	-	46
Equipment	272	0	(16)	257
Infrastructure	1	-	-	1
Total capital assets being depreciated	3,256	90	(16)	3,331
Less accumulated depreciation for:				
Buildings	(610)	(32)	-	(642)
Other Improvements	(670)	(58)	-	(728)
Intangible Property	(35)	(2)		(37)
Equipment	(181)	(27)	29	(179)
Infrastructure	(1)	-	-	(1)
Total accumulated depreciation	(1,496)	(119)	29	(1,586)
Total capital assets being depreciated, net	1,761	(29)	13	1,745
Capital assets, net	1,959	(29)	(17)	1,913

Business-type Activities:	Beginning Balance	Increases	Decreases	Ending Balance
Capital assets not being depreciated:				
Land	39	1	-	40
Fine Arts	(9)	-	-	(9)
Construction In Process	71	94	(108)	57
Total capital assets not being depreciated	101	95	(108)	88
Capital assets being depreciated:				
Buildings	647	32	-	679
Other Improvements	25	1	(1)	25
Equipment	441	19	(8)	452
Infrastructure	1,482	104	(22)	1,564
Total capital assets being depreciated	2,595	156	(31)	2,720
Less accumulated depreciation for:				
Buildings	(269)	(21)	1	(289)
Other Improvements	(28)	(2)	-	(30)
Equipment	(149)	(29)	4	(174)
Infrastructure	(674)	(61)	20	(715)
Total accumulated depreciation	(1,120)	(113)	25	(1,208)
Total capital assets being depreciated, net	1,475	43	(6)	1,512
Capital assets, net	1,576	138	(114)	1,600

6. NOTES PAYABLE

The Aviation Fund established a commercial paper (CP) program, which closed on January 1, 2013, in the amount of $350 million to provide funding for capital projects currently approved by the airlines. CP is a short-term financing tool with a maximum maturity of 270 days. The Philadelphia International Airport's CP Program will enable projects to be financed on an as-needed basis; lower the Airport's cost of borrowing, as amounts drawn can be closely matched to our capital cash flow requirements; and limit negative arbitrage during the construction period for projects. CP Notes will be "rolled over" until long-term bonds are issued to refund the outstanding commercial paper.

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, 2013).

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 $86 million. The loans have interest rates ranging from 1.198% 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
2014	$	8,498,508
2015		6,160,293
2016		6,170,886
2017		6,147,857
2018		5,980,767
2019		5,329,480
2020-2024		27,688,101
2025-2028		20,040,000
Total	$	86,015,892

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, 2013 was $5,926,559 subject to the following repayment schedule:

Fiscal Year		Amount
2014	$	3,994,001
2015		484,569
2016		504,512
2017		525,584
2018		417,893
Total	$	5,926,559

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, 2013 the statutory limit for the City is $1.7 billion, the General Obligation Debt net of deductions authorized by law is $1.6 billion, leaving a legal debt borrowing capacity of $52.1 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)

	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
Governmental Activity					
Bonds Payable					
Term Bonds	973.8	-	(66.4)	907.4	71.0
Refunding Bonds	821.8	-	(16.8)	805.0	33.4
Serial Bonds	233.6	-	(31.7)	201.9	17.0
Add: Bond Premium	107.8	-	(10.4)	97.4	-
Less: Deferred Amounts					
Unamortized Issuance Expenses	(23.3)	-	1.3	(22.0)	-
Unamortized Discount	(3.7)	-	0.2	(3.5)	-
Total Bonds Payable	2,110.0	-	(123.8)	1,986.2	121.4
Obligations Under Lease & Service Agreements					
Pension Service Agreement	1,379.3	54.3	(262.2)	1,171.4	96.2
Neighborhood Transformation	227.6	-	(7.6)	220.0	7.6
One Parkway	43.5	-	(2.1)	41.4	2.1
Sports Stadium	325.6	-	(11.5)	314.1	12.0
Library	8.2	-	(0.5)	7.7	0.5
Cultural Corridor Bonds	119.4	-	(3.6)	115.8	3.8
City Service Agreement	-	531.0	(107.7)	423.3	123.5
Indemnity Claims	51.6	45.1	(33.3)	63.4	21.7
Worker's Compensation Claims	279.4	46.3	(59.2)	266.5	33.4
Termination Compensation Payable	209.7	29.1	(19.5)	219.3	9.7
Net Pension Obligation	216.4	-	(35.3)	181.1	-
OPEB Obligation	109.0	57.3	-	166.3	-
Leases	40.6	-	(11.7)	28.9	12.1
Governmental Activity Long-term Liabilities	5,120.3	763.1	(678.0)	5,205.4	444.0

The beginning balance of bonds payable changed due to the implementation of GASB Statement No. 65 see Note III.13.A

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 %		1,277.6	Fiscal	2014	to	2042
PMA	2.00 %	to	7.50 %		227.4	Fiscal	2014	to	2039
PICA	4.00 %	to	5.00 %		409.3	Fiscal	2014	to	2023
					1,914.3				

- Effective March 1, 2013 the city remarketed the General Obligation Multi-Modal Refunding Bonds, Series 2009B ($100.0 million), and entered into a letter of credit substitution with Bank of New York Mellon (BNY). 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 BNY. The Letter of Credit (LOC) will permit the fiscal agent to draw up to $101.1 million for principal and unpaid interest on the 2009B bonds and will expire on March 7, 2016, unless earlier cancelled, terminated or renewed. The LOC will constitute both a Credit Facility and Credit Provider and BNY a Liquidity Facility and Liquidity Provider for the 2009B bonds.

- In Fiscal Year 2013, the serial bonds ($165.1 million) for **PMA** were reclassified to term bonds. This reclassification supports PMA's debt presentation.

- As of June 30, 2013, **PMA'**s Statement of Net Position disclosed $11.04 million of accretion to its bond principal payments for fiscal years 2014-2015. Capitalized interest rates entirely to MSB 1990 Series Capital Appreciation Bonds. Accretion value represents cumulative compounded interest due and payable at bond maturity.

The City has General Obligation Bonds authorized and un-issued at year-end of $390.7 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
2014	50.7	66.1	25.1	12.5	45.6	20.4
2015	52.4	63.4	26.6	11.0	47.7	18.1
2016	52.0	60.8	20.6	9.6	49.9	15.7
2017	54.7	58.2	21.6	8.6	52.2	13.3
2018	57.2	55.3	27.7	7.3	45.4	10.6
2019-2023	293.6	231.9	26.3	28.3	168.5	23.2
2024-2028	329.6	152.0	21.0	22.9	-	-
2029-2033	255.1	76.5	21.7	16.4	-	-
2034-2038	84.4	31.0	29.7	8.3	-	-
2039-2043	47.9	5.2	7.1	0.5	-	-
Totals	1,277.6	800.4	227.4	125.4	409.3	101.3

The debt service through maturity for Lease and Service Agreements is as follows:

(Amounts In Millions of USD)

Lease & Service Agreements

Fiscal Year	Pension Service Agreement Principal	Pension Service Agreement Interest	Neighborhood Transformation Principal	Neighborhood Transformation Interest	One Parkway Principal	One Parkway Interest	Sports Stadium Principal	Sports Stadium Interest
2014	91.5	34.5	7.6	10.9	2.1	2.0	12.0	13.3
2015	90.2	40.8	7.9	10.6	2.3	1.8	12.4	12.7
2016	87.6	47.1	8.3	10.2	2.4	1.7	13.0	12.0
2017	82.0	52.7	8.7	9.8	2.5	1.6	13.6	11.3
2018	76.8	57.9	9.2	9.3	2.6	1.5	14.1	10.5
2019-2023	239.2	294.6	53.2	39.4	14.9	5.6	80.2	41.8
2024-2028	279.1	188.5	70.8	24.7	14.6	1.8	98.8	24.0
2029-2033	225.0	7.4	54.3	5.5	-	-	70.0	4.2
Totals	1,171.4	723.5	220.0	120.4	41.4	16.0	314.1	129.8

Fiscal Year	City Service Ageement Principal	City Service Ageement Interest	Cultural Corridors Principal	Cultural Corridors Interest	Central Library Principal	Central Library Interest
2014	123.5	13.3	3.8	5.4	0.5	0.3
2015	-	11.8	3.9	5.3	0.5	0.3
2016	-	11.8	4.2	5.1	0.5	0.3
2017	-	11.7	4.4	4.9	0.6	0.2
2018	-	11.7	4.6	4.6	0.6	0.2
2019-2023	106.9	56.4	26.8	19.4	3.4	0.8
2024-2028	192.9	15.4	34.3	11.8	1.6	0.1
2029-2033	-	-	33.8	3.1	-	-
Totals	423.3	132.1	115.8	59.6	7.7	2.2

(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					
Revenue Bonds	3,248.0	85.8	(258.6)	3,075.2	186.7
Add: Bond Premium	113.8	12.8	(16.0)	110.6	-
Total Bonds Payable	3,361.8	98.6	(274.6)	3,185.8	186.7
Indemnity Claims	7.0	2.1	(4.3)	4.8	-
Worker's Compensation Claims	17.8	8.1	(4.6)	21.3	-
Termination Compensation Payable	15.8	4.5	(2.7)	17.6	-
Net Pension Obligation	27.5	-	(4.3)	23.2	-
Arbitrage	0.3	-	-	0.3	-
Business-type Activity Long-term Liabilities	3,430.2	113.3	(290.5)	3,253.0	186.7

The beginning balance of bonds payable changed due to the implementation of GASB Statement No. 65 see Note III.13.A

The Enterprise Funds have no debt that is classified on their respective balance sheets as General Obligation debt payable as of June 30, 2013.

Also, the City has General Obligation Bonds authorized and un-issued at year end of $303.6 million for the Enterprise Funds.

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	0.05 % to 5.75 %	1,759.8	Fiscal 2014 to 2041
Aviation Fund	2.00 % to 5.375 %	1,315.5	Fiscal 2014 to 2040
Total Revenue Debt Payable		3,075.3	

- 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 Revenue Bonds, Series 2001A and Series 2001B maturing after November 1, 2012 and pay the costs of issuance related to the Bonds. The aggregate difference in debt service between the refunding debt and the refunded debt is $13.2 million. This refunding transaction resulted in a net economic gain of $12.7 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 2013, PENNVEST drawdowns totaled $15.4 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 6/30/2013	Amt Rec'd Yes/No	Purpose
Oct. 2009	2009B	42,886,030	42,339,199	25,908,165	Yes	Water Plant Improvements
Oct. 2009	2009C	57,268,193	56,264,382	40,338,440	Yes	Water Main Replacements
Mar. 2010	2009D	84,759,263	84,404,754	70,930,405	Yes	Sewer Projects
Jul. 2010	2010B	30,000,000	31,376,846	9,254,100	Yes	Green Infrastructure Project
	Totals:	214,913,486	214,385,181	146,431,110		

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
2014	127.5	75.9	59.2	65.2
2015	125.6	70.2	62.4	62.0
2016	137.0	65.6	60.2	58.6
2017	121.8	58.6	63.6	55.4
2018	128.6	53.7	65.9	52.2
2019-2023	292.7	219.5	331.8	212.2
2024-2028	280.5	162.6	364.1	128.5
2029-2033	290.5	99.2	143.0	62.3
2034-2038	179.7	41.0	130.6	26.5
2039-2043	75.9	7.1	34.7	2.6
Totals	1,759.8	853.4	1,315.5	725.5

(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)
Enterprise Funds:	
Water Fund Revenue Bonds	40.5
	40.5

(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 $127.0 million in Tax Revenue Anticipation Notes by June 2013 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, 2012	-
Additions	127.0
Deletions	(127.0)
Balance June 30, 2013	-

(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, 2013, the Aviation Fund had recorded liabilities of $0.3 million.

(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, 2013, classified by type, and the changes in fair value of such derivatives are as follows:

(amounts in thousandsof USD)

	Changes in Fair Value		Fair Value at June 30, 2013		
	Classification	**Amount**	**Classification**	**Amount**	**Notional**
Governmental Activities					
Cash Flow Hedges:					
Pay fixed interest rate swaps	Deferred Outflow	11,218	Debt	(15,798)	100,000
	Deferred Outflow	17,165	Debt	(35,037)	217,275
	Deferred Outflow	5,720	Debt	(11,675)	72,400
Business Type Activities:					
Cash Flow Hedges:					
Pay fixed interest rate swaps	Deferred Outflow	9,370	Debt	(22,816)	148,400
	Deferred Outflow	3,453	Debt	(8,565)	81,995

The following table displays the objective and terms of the City's hedging derivative instruments outstanding at June 30, 2013, along with the credit rating of the associated counterparty.

(amounts in thousands of USD)

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	148,400	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	81,995	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 28, 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, 2013, 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, 2013, the swap had a negative fair value of ($15.80 million). This means that the City would have to pay this amount to terminate the swap.

Risk: As of June 30, 2013, 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, 2013, 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	(0.06000)	%
Net interest rate swap payments		3.76900	%
Variable Rate bond coupon payments	Weekly reset	0.06000	%
Synthetic interest rate on bonds		3.82900	%

Swap payments and associated debt: As of June 30, 2013, 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
2014	$ -	$ 60,000	$ 3,769,000	$ 3,829,000
2015	-	60,000	3,769,000	3,829,000
2016	-	60,000	3,769,000	3,829,000
2017	-	60,000	3,769,000	3,829,000
2018	-	60,000	3,769,000	3,829,000
2019-2023	-	300,000	18,845,000	19,145,000
2024-2028	30,535,000	300,000	18,845,000	19,145,000
2029-2032	69,465,000	106,272	6,675,653	6,781,925
Total:	$ 100,000,000	$ 1,006,272	$ 63,210,653	$ 64,216,925

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. 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, 2013, 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, 2013, the swap with JP Morgan Chase Bank had a negative fair value of ($35.0 million) and the swap with Merrill Lynch Capital Services, Inc. has a negative fair value of ($11.7 million). This means that **PAID** would have to pay these amounts to terminate the swaps.

Risks: As of June 30, 2013, **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, 2013, 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	(0.06000) %
Net interest rate swap payments		3.91130 %
Variable Rate bond coupon payments	Weighted Average Weekly resets	0.34990 %
Synthetic interest rate on bonds		4.26120 %

As of June 30, 2013, 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	(0.06000) %
Net interest rate swap payments		3.91130 %
Variable Rate bond coupon payments	Weekly resets	0.34975 %
Synthetic interest rate on bonds		4.26105 %

Swap payments and associated debt: As of June 30, 2013, 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
2014	$ -	$ 760,241	$ 8,498,277	$ 9,258,518
2015	-	760,241	8,498,277	9,258,518
2016	9,745,000	760,241	8,498,277	9,258,518
2017	10,165,000	603,347	8,117,121	8,720,467
2018	10,595,000	439,690	7,719,537	8,159,227
2019-2023	60,150,000	597,037	32,016,533	32,613,570
2024-2028	74,125,000	254,861	19,205,461	19,460,322
2029-2031	52,495,000	55,252	4,163,579	4,218,831
Total:	$ 217,275,000	$ 4,230,910	$ 96,717,062	$ 100,947,971

Swap payments and associated debt: As of June 30, 2013, 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
2014	$ -	$ 253,219	$ 2,831,781	$ 3,085,000
2015	-	253,219	2,831,781	3,085,000
2016	3,245,000	253,219	2,831,781	3,085,000
2017	3,385,000	200,974	2,704,860	2,905,834
2018	3,530,000	146,476	2,572,462	2,718,938
2019-2023	20,050,000	198,919	10,669,049	10,867,968
2024-2028	24,695,000	84,925	6,399,669	6,484,594
2029-2031	17,495,000	18,413	1,387,534	1,405,947
Total:	$ 72,400,000	$ 1,409,364	$ 32,228,917	$ 33,638,281

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, 2013, the swap had a notional amount of $148.4 million and the associated variable-rate bonds had a $148.4 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, 2013, the swap had a negative fair value of ($22.8 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, 2013, 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 relationship 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, 2013, the rates were:

	Terms	Rates	
Interest Rate Swap			
Fixed payment to JP Morgan under swap	Fixed-declining	4.98577	%
Variable rate payment from JP Morgan under swap	SIFMA	(0.06000)	%
Net interest rate swap payments		4.92577	%
Variable Rate bond coupon payments	Weekly resets	0.07000	%
Synthetic interest rate on bonds		4.99577	%

Swap payments and associated debt: As of June 30, 2013, 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
2014	$ 8,200,000	$ 103,880	$ 7,309,836	$ 7,413,716
2015	9,000,000	98,140	6,542,356	6,640,496
2016	9,800,000	91,840	5,779,656	5,871,496
2017	10,700,000	84,980	4,921,020	5,006,000
2018	11,400,000	77,490	4,262,830	4,340,320
2019-2023	68,100,000	256,900	10,992,930	11,249,830
2024-2025	31,200,000	32,900	844,000	876,900
Total:	$ 148,400,000	$ 746,130	$ 40,652,628	$ 41,398,758

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 is currently paying 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.

In May 2013, the City converted the original variable rate bonds associated with the swap to an index-based rate, terminating the existing letter of credit in the process.

As of June 30, 2013, the swap had a notional amount of $82.0 million and the associated variable-rate bond had an $82.0 million principal amount. The bonds' variable-rate coupons are based on the same index as the receipt on the swap. The bonds mature on August 1, 2018 and the related swap agreement terminates on August 1, 2018.

Fair value: As of June 30, 2013, the swap had a negative fair value of ($8.6 million). This means that the City would have to pay this amount if the swap terminated.

Risk: As of June 30, 2013 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, and paying 68.5% of one month LIBOR plus a fixed spread, the City is no longer exposed to basis risk or tax risk. 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, 2013, 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	(0.13334)	%
Net interest rate swap payments		4.39666	%
Variable Rate bond coupon payments	68.5% of 1-month LIBOR + fixed	0.13334	%
Synthetic interest rate on bonds		4.53000	%

Swap payments and associated debt: As of June 30, 2013, 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
2014	$ 14,820,000	$ 109,328	$ 3,605,045	$ 3,714,373
2015	15,535,000	89,568	2,953,460	3,043,028
2016	16,315,000	68,854	2,270,438	2,339,292
2017	17,145,000	47,101	1,553,122	1,600,223
2018	18,015,000	24,240	799,314	823,554
2019	165,000	221	7,253	7,474
Total:	$ 81,995,000	$ 339,312	$ 11,188,632	$ 11,527,944

(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 $1.2 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 2013 Pension Funding Bonds liability of $1,171.4 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 2013 NTI Service Agreement liability of $220 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 2013, the Sports Stadium Financing Agreement liability of $314.1 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 2013 the liability of $115.8 million is reflected in the City's financial statements as Other Long Term Liabilities.

(11) City Service Agreement

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 ($107.7 million) and April 1, 2014 ($123.5 million). **PAID** issued the bonds at the request of the City of Philadelphia and the proceeds will be used to finance the early repayment of the City's Deferred Funding Obligation Bond in the amount of $230 million and payment of the costs of issuance of the Bonds. The bond is payable as set forth in the Service Agreement solely from revenues of the City. The debt service payments began in 2013. In fiscal 2013 the liability of $123.5 million is reflected in the City's financial statements as Other Long Term Liabilities.

In December 2012, **PAID** issued City Service Agreement Refunding Revenue Bonds, Series 2012 in the amount of 299.8 million. The 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 bonds were issued to refund outstanding Pension Funding Bonds Series 1999B, fund interest on the Bonds through April 15, 2020, make a deposit to the City Retirement System and pay the cost of issuance of the Bonds. The bond is payable as set forth in the Service Agreement solely from revenues of the City. The debt service payments begin in 2021. The reacquisition price exceeded the net carrying value of the old debt by $23.1 million. This amount is being netted against the new debt and amortized over the remaining life of the refunding debt. The portion of the Series 1999B Bonds that were refunded are considered defeased and the liability for those bonds has been removed from the Statement of Net Position.

(12) 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.

(13) Net Pension Liability

Net Pension Liabilities at June 30, 2012 was $216.4 million and $27.5 million for the Governmental and Business Type Activities, respectively. The decrease in the Governmental Activities' Net Pension Obligations (NPO) during fiscal year 2013 of $35.3 million resulted in Net Pension Liabilities of $181.1 million. During FY 2013, the Business Type Activities' NPO decreased by $4.3 million resulting in a Net Pension Liability of $23.2 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 $3,295 million in principal, with interest rates from 2.0% to 6.765% and have due dates from 2014 to 2040. The following schedule reflects the changes in long-term liabilities for the School District:

(Amounts in Millions of USD)

	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
Governmental Activities					
Bonds Payable	3,144.2	265.0	(114.2)	3,295.0	113.7
Add: Bond Premium	100.9	36.9	(8.9)	128.9	9.7
Less: Bond Refunding Losses	(167.3)	-	13.2	(154.1)	(13.2)
Less: Bond Discounts	(10.3)	-	0.5	(9.8)	(0.5)
Total Bonds Payable	3,067.5	301.9	(109.4)	3,260.0	109.7
Termination Compensation Payable	253.5	19.4	(67.5)	205.4	38.8
Severance Payable	166.9	2.1	(36.5)	132.5	17.3
Interfund Loan	7.1	-	(3.0)	4.1	-
Other Liabilities	136.5	33.8	(37.8)	132.5	37.8
Incurred But Not Reported (IBNR) Payable	12.0	0.5	-	12.5	12.5
Deferred Reimbursement	45.3	-	-	45.3	45.3
DHS Liability	4.0	-	(0.5)	3.5	0.5
OPEB Liability	0.1	-	-	0.1	-
Arbitrage Liability	0.3	0.3	-	0.6	0.3
NFS Federal Liability	-	2.5	(0.1)	2.4	0.8
Early Retirement Incentive	11.4	-	(11.4)	-	-
Total	3,704.6	360.5	(266.2)	3,798.9	263.0

Debt service to maturity on the School District's general obligation bonds and lease rental debt at year end is summarized as follows:

(Amounts In Millions of USD)

Fiscal Year	Principal	Interest
2014	117.4	155.3
2015	119.0	146.4
2016	125.9	140.9
2017	130.1	135.4
2018	132.0	129.4
2019-2023	716.9	555.5
2024-2028	786.0	400.4
2029-2033	847.6	223.1
2034-2038	272.6	49.4
2039-2040	47.5	3.5
Totals	3,295.0	1,939.3

(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	5.38 %	1,065.7	Fiscal	2015	to	2040
PPA	3.00 %	to	5.25 %	167.1	Fiscal	2014	to	2030
PRA	4.55 %	to	4.75 %	14.9	Fiscal	2017	to	2028
Total Revenue Debt Payable				1,247.7				

The debt service through maturity for the Revenue Debt Payable of Component Units is as follows:

(Amounts in Millions of USD)

Fiscal Year	Philadelphia Gas Works † Principal	Interest	Philadelphia Parking Authority Principal	Interest	Philadelphia Redevelopment Authority Principal	Interest
2014	49.8	49.2	11.0	8.1	-	0.7
2015	51.0	46.8	11.4	7.6	-	0.7
2016	49.1	44.1	11.9	7.0	-	0.7
2017	49.9	41.7	12.6	6.4	1.8	0.7
2018	49.3	39.2	13.2	5.7	-	0.7
2019-2023	260.6	160.8	68.6	18.7	-	3.1
2024-2028	268.3	101.0	33.1	4.6	13.1	2.5
2029-2033	142.6	51.4	5.3	0.1	-	-
2034-2038	126.7	18.8	-	-	-	-
2039-2040	18.4	1.5	-	-	-	-
Totals	1,065.7	554.5	167.1	58.2	14.9	9.1

† - Gas Works amounts are presented as of its fiscal year ended August 31, 2013

(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 †	32.5
School District of Philadelphia	106.5
Total	139.0

† - Gas Works amounts are presented as of August 31, 2013

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 $34.1 million at August 31, 2013, bearing interest on face value from 0.0% to 7.74%.

As in prior years, the School District defeased certain general obligation bonds by placing the proceeds of new 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, 2013, $91.0 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. As of June 30, 2013, $11.0 million is considered partially defeased in substance for accounting and financial reporting purposes.

The QZABs bond Series 2007C and 2007D of $13.5 and $28.2 million, respectively, were issued December 28, 2007, and due December 28, 2022 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 scheduled payments of the defeased debt. As of June 30, 2013, $4.5 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, 2013, the arbitrage rebate calculation indicates a liability totaling $265,502 related to the Series A and B Bonds of 2006 issued through the State Public School Building Authority. This liability will continue to decrease since the project funds are no longer earning above the bond yield. The School District will continue to perform an annual audit rebate calculation until all funds have been expended. The actual amount payable may be less than the amount recorded as a liability as of June 30, 2013.

The School District has reserved $265,502 under the fund balance of the Capital Projects Fund. In addition, a contingent liability for this amount has been accounted for in the governmental activities column of the government-wide statement of net position.

(5) Derivative Instruments

a. PGW Interest Rate Swap Agreement

In January 2006, the City entered into a fixed rate payer, floating rate receiver interest rate swap to create a synthetic fixed rate for the Sixth Series Bonds. The interest rate swap was used to hedge interest rate risk.

The swaps have a maturity date of August 1, 2031 and require the City to pay a fixed rate of 3.6745% and receive a variable rate equal to 70.0% of one month LIBOR until maturity.

In August 2009, the City terminated approximately $54.8 million 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 $3.8 million 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.

In September 2011, the underlying variable rate bonds were remarketed with new letters of credit. During the remarketing, PGW partially redeemed portions of the bonds, and re-allocated remaining principal amongst the bond subseries. At the same time, the City terminated an aggregate notional amount of $29.5 million of the swaps, keeping the remaining portion of the swap to hedge the remaining variable rate bonds backed with letters of credit. The partial termination was competitively bid, with the winning swap counterparty providing the lowest cost of termination/assignment. PGW paid a swap termination payment of $7.0 million to partially terminate the swaps. The remaining notional amounts of each of the swaps were adjusted to match the reallocation of the underlying bonds.

In April 2013, each of the swaps was amended to include additional language specifying the exact process to be used to calculate a termination amount in the event of an optional termination at the request of the City on or before April 1, 2015.

As of August 31, 2013, the swaps had a notional amount of $225.5 million and the associated variable rate debt had a $225.5 million principal amount, broken down by series as follows:

- The Series B swap had a notional amount of $50.3 million and the associated variable rate bonds had a $50.3 million principal amount.
- The Series C swap had a notional amount of $50.0 million and the associated variable rate bonds had a $50.0 million principal amount.

- The Series D swap had a notional amount of $75.0 million and the associated variable rate bonds had a $75.0 million principal amount.
- The Series E swap had a notional amount of $50.2 million and the associated variable rate bonds had a $50.2 million principal amount.

The final maturity date for all swaps is on August 1, 2028.

As of August 31, 2013, the swaps had a combined negative fair value of approximately $33.4 million. 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.

As of August 31, 2013, 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 A2/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, 2013 and 2012 is as follows (thousands of U.S. dollars):

	Interest rate swap liability	Deferred outflow of resources
Balance August 31, 2012	57,435	34,712
Change in fair value through August 31, 2013	(24,072)	(22,653)
Balance August 31, 2013	33,363	12,059

	Interest rate swap liability	Deferred outflow of resources
Balance August 31, 2011	51,671	25,360
Change in fair value through August 31, 2012	5,764	9,352
Balance August 31, 2012	57,435	34,712

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, 2013, classified by type, and the changes in fair value of such derivative instruments for the year then ended as reported in the 2013 financial statements are as follows (amounts in thousands; debit (credit)):

	Change in Fair Value		Fair Value at June 30, 2013		
Governmental Activities	Classification	Amount	Classification	Amount	Notional
Investment derivatives:					
Pays-variable Interest rate swaps	Investment expense	$ (1,864)	Investment	$(23,951)	$ 500,000
				$(23,951)	

As of June 30, 2013, 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.

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:

	Primary Government		Component Units
(Amounts In Thousands of USD)	Governmental Funds	Proprietary Funds	
Minimum Rentals	8,319	28,758	3,853
Additional Rentals	-	153,316	185
Sublease	12,281	-	1,985
Total Rental Income	20,600	182,074	6,023

Future minimum rentals receivable under non-cancelable operating leases are as follows:

(Amounts In Thousands of USD)

Fiscal Year Ending June 30	Primary Government Governmental Funds	Primary Government Proprietary Funds	Component Units
2014	3,898	13,815	4,375
2015	4,142	7,534	3,492
2016	4,384	6,897	3,183
2017	4,371	6,549	2,355
2018	4,687	6,557	1,377
2019-2023	29,121	25,304	2,890
2024-2028	41,662	16,551	1,637
2029-2033	59,311	10,859	855
2034-2038	85,649	5,754	717
2039-2043	-	-	717
2044-2048	-	-	717
2049-2053	-	-	717
2054-2058	-	-	717
2059-2063	-	-	717
2064-2068	-	-	717
2069-2073	-	-	717
2074-2078	-	-	717
2079-2083	-	-	704
2084-2088	-	-	623
2089-2093	-	-	47
Total	237,225	99,820	27,991

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 Governmental Funds	Primary Government Proprietary Funds	Component Units
Minimum Rentals	174,594	36,910	205,593
Additional	-	-	77
Sublease	-	-	1,982
Total Rental Expense	174,594	36,910	207,652

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)

	Primary Government		Component Units
Fiscal Year Ending June 30	Governmental Funds	Proprietary Funds	
2014	36,096	537	208,180
2015	29,277	49	206,212
2016	28,841	-	206,166
2017	26,944	-	206,235
2018	25,545	-	207,828
2019-2023	78,603	-	199,850
2024-2028	36,052	-	-
2029-2033	16,257	-	-
2034-2038	16,414	-	-
Total	294,029	586	1,234,471

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
2014	2,324
2015	1,734
2016	1,544
2017	1,255
2018	944
2019-2023	2,370
Future Minimum Rental Payments	10,171
Interest Portion of Payments	(957)
Obligation Under Capital Leases	9,214

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, 2013, 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

In December 2011, the Pension Plan for **PGW** sponsored by the City was amended by Ordinance and a new deferred compensation plan was authorized by Ordinance as well. Newly hired employees will 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. 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 Ordinance did not affect the retirement benefits of active employees, current retirees and beneficiaries, or terminated employees entitled to benefits but not yet receiving them.

10. FUND BALANCE POLICIES

Fund Balance of governmental funds is reported in various categories based on the nature of any limitations requiring the use of resources for specific purposes. 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:

- 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 ($.2 million) and Permanent Funds ($2.6 million) were non-spendable.

- 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 $96.3 million at June 30, 2013. The fund balances in the following Special Revenue Funds were restricted: HealthChoices Behavioral Health ($233.7 million); Grants Revenue ($58.7 million); County Liquid Fuels ($2.6 million); Special Gasoline Tax ($21.3 million); Hotel Room Rental Tax ($7.2 million); Car Rental Tax ($6.8 million); Housing Trust ($15 million); Acute Care Hospital Assessment ($15.2 million); Departmental ($6.3 million); Municipal Authority Administrative ($.3 million); PICA Administrative ($33.9 million). The entire fund balances of the Debt Service ($81.2 million) and Capital Improvement ($29.2 million) funds were restricted. The Permanent Fund had a restricted fund balance of $3.1 million at June 30, 2013.

- 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 ($4.4 million) and Departmental ($.7 million).

- Assigned Fund Balance ─ Includes amounts that are constrained by government's intent to be used for a specific purpose but are neither restricted nor committed. The intent may be expressed by the Budget Director, other authorized department heads or their designees to which the Finance Director has granted the authority to assign amounts to be used for specific purposes. There is no prescriptive action to be taken by the authorized officials in removing or modifying the constraints imposed on the use of the assigned amounts. The General fund reported an assigned fund balance of $98 million at June 30, 2013 which represents the encumbrance balance at the end of the reporting period.

- 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 non-spendable. The General Fund had a $90 million unassigned fund balance at June 30, 2013. Within the Special Revenue Funds the Grants Revenue fund had a negative fund balance of $217.1 million and the Community Development fund had a negative fund balance of $7.2 million at June 30, 2013.

To the extent that funds are available for expenditure in both the restricted and the other fund balance categories, except for the non-spendable category, funds shall be expended first from restricted amounts and then from the other fund balance categories amounts excluding non-spendable. To the extent that funds are available for expenditure in these other categories, except for the non-spendable 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, 2013:

(Amounts In Thousands of USD)	General Fund	HealthChoices Behavioral Health Fund	Grants Revenue Fund	Other Governmental Funds	Total Governmental Funds
Nonspendable:					
Permanent Fund (Principal)	-	-	-	2,833	2,833
Subtotal Nonspendable:	-	-	-	2,833	2,833
Restricted for:					
Neighborhood Revitalization	-	-	34,218	-	34,218
Economic Development	-	-	-	7,150	7,150
Public Safety Emergency Phone System	-	-	24,475	-	24,475
Streets & Highways	-	-	-	23,904	23,904
Housing & Neighborhood Dev	-	-	-	15,042	15,042
Health Services	-	-	-	15,196	15,196
Behavioral Health	-	233,724	-	-	233,724
Parks & Recreation	-	-	-	418	418
Libraries & Museums	-	-	-	96	96
Intergovernmental Financing (PICA)	-	-	-	33,880	33,880
Intergovernmentally Financed Programs	-	-	-	-	-
Central Library Project	2,331	-	-	-	2,331
Stadium Financing	2,096	-	-	6,822	8,918
Cultural & Commercial Corridor Project	12,175	-	-	-	12,175
Capitalized Interest	79,743	-	-	-	79,743
Debt Service Reserve	-	-	-	81,474	81,474
Capital Projects	-	-	-	29,230	29,230
Trust Purposes	-	-	-	8,885	8,885
Subtotal Restricted	96,345	233,724	58,693	222,097	610,859
Committed, reported in:					
Social Services	-	-	-	34	34
Prisons	-	-	-	4,401	4,401
Parks & Recreation	-	-	-	673	673
Subtotal Committed	-	-	-	5,108	5,108
Assigned, reported in:					
General Fund	98,033	-	-	-	98,033
Subtotal Assigned:	98,033	-	-	-	98,033
Unassigned Fund Balance:	89,980	-	(217,139)	(7,191)	(134,350)
Total Fund Balances	284,358	233,724	(158,446)	222,847	582,483

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)	Transfers To: Governmental	Non major Governmental				
Transfers From:	**General**	**Grants**	**Special Revenue**	**Debt Service**	**Capital Improvement**	**Total**
General	-	320	12,005	156,070	1,029	169,424
Grants	26,772	-	1,433	-	5,594	33,799
Non major Special Revenue Funds	315,842	-	-	63,849	8,850	388,541
Water Fund	560	-	20,820	-	-	21,380
Total	343,174	320	34,258	219,919	15,473	613,144

12. RECONCILIATION OF GOVERNMENT-WIDE AND FUND FINANCIAL STATEMENTS

The governmental fund balance sheet (Exhibit III) includes reconciliation to the Net Position 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	1,986.2
Service Agreements	2,293.7
Employee Related Obligations	652.1
Indemnities	63.4
Arbitrage	-
Leases	28.9
Net Pension Obligation	181.1
Total Adjustment	5,205.4

13. PRIOR PERIOD ADJUSTMENTS AND CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE

A. PRIMARY GOVERNMENT

- The **PMA** net position beginning balance was increased by $19.1 million. This increase was a result of an adjustment from "Expense-General Management and Support" to "Other Capital Assets (Net of Depreciation)". This adjustment involved the correction of a **PMA** purchase of capital assets being incorrectly recorded as an expense in the 2012 full accrual financial statements.

- The City implemented GASB No. 65, *Items Previously Reported as Assets and Liabilities*. GASB No. 65 amends the accounting and financial reporting guidance for certain items previously required to be reported as assets and liabilities. As a result of this accounting change, the beginning net position as of July 1, 2012 has been decreased by $33.8 million in Governmental Activities and $74.5 million in Business-Type Activities. GASB No. 65 requires bond issuance costs to be expensed. Prior unamortized costs were retroactively written off as reflected in the effect of restating prior periods.

  The impact of these changes in the primary government is as follows:

(Amounts in Thousands of USD)

	Governmental Activities	Business-Type Activities
Net Position as previously reported	(1,772,472)	1,737,527
Cumulative effect for a change in accounting principles:		
Related to bond issuance cost	(33,792)	(74,451)
Prior Period Adjustment	19,137	
Total Adjustments	(14,655)	(74,451)
Net Position as restated	(1,787,127)	1,663,076

B. COMPONENT UNIT

- **PGW** net position beginning balance was increased by $11.8 million. The City historically used **PGW** financial statements from their previous fiscal year (August 31, 2012). However, in FY13 to comply with GASB 14, which states that it is acceptable to incorporate an entity's fiscal year if the component unit's fiscal year ends within the first quarter, **PGW** financial statements ending August 31, 2013 were used to provide a timely and accurate presentation of the financial statements.

- **PGW** implemented GASB No. 65, *Items Previously Reported as Assets and Liabilities*, that amends or supersedes the accounting and financial reporting guidance for certain items previously required to be reported as assets or liabilities. The objective is to either properly classify certain items that were previously reported as assets and liabilities as deferred outflows of resources or deferred inflows of resources or recognize certain items that were previously reported as assets and liabilities as outflows of resources (expenses) or inflows of resources (revenues). Certain debt issuance costs are now expensed rather than recorded as an asset and amortized over the life of the debt. This provision was applied retroactively and resulted in beginning net assets as of September 1, 2011 being reduced by $5.6 million.

14. NET POSITION RESTRICTED BY ENABLING LEGISLATION

The government-wide statement of net position reports $1,266.2 million of restricted net position, of which $68.1 million is restricted by enabling legislation as follows:

(Amounts in Thousands of USD)	Restricted Net Position	Restricted by Enabling Legislation
Capital Projects	252,657	-
Debt Service	375,071	-
Pension Oblig Bond Refunding Reserve	79,743	-
Behavioral Health	233,724	-
Neighborhood Revitalization	34,218	-
Stadium Financing	2,096	-
Central Library Project	2,331	-
CCC Project	12,175	-
Grant Programs	53,726	15,042
Rate Stabilization	161,464	-
Libraries & Parks:		
Expendable	3,109	-
Non-Expendable	2,633	-
Other	53,337	53,072
Total	1,266,284	68,114

15. FUND DEFICITS

- The Grants Revenue fund, which is a Special Revenue Fund, has a Fund Balance Deficit at year end of $158.4 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 $7.2 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 (1994-2012). 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 FY 2013, 333 disconnection permits were issued resulting in a refund or final credit of approximately $149,760. During the period of July 1, 2012 and December 31, 2012, 403 new connection permits were issued resulting in additional advance service charges of approximately $175,765. As part of the process for setting rates and charges, the Department revised the regulations to freeze advanced service charges at their then current levels starting on January 1, 2013. As a result, advance service charges will no longer be collected or charged to new customers of the system.

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, 2012 was as follows:

Retirees and beneficiaries currently receiving benefits	36,890
Terminated members entitled to benefits but not yet receiving them	1,289
Active members	26,306
Total Members	64,485

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 $727.6 million or 51.1% of the covered payroll of $1,423.4 million. The City's actual contribution was $763.7 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
2011	721.7	65.14%	80.0
2012	719.6	77.22%	243.9
2013	729.1	105.43%	204.3

The actuarial valuation used to compute the current year's required contribution was performed as of July 1, 2012. 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 7.95%
- projected annual salary increases based on new age based scale
- payroll growth rate is 3.3%
- 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	Actuarial Accrued Liability (AAL)	Unfunded AAL (UAAL)	Funded Ratio	Covered Payroll	UAAL as a Percent of Covered Payroll
	(a)	(b)	(b - a)	(a / b)	(c)	(b - a) / c
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%
07/01/2012	4,486.8	9,799.9	5,313.1	45.78%	1,372.2	387.20%

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)	738,010
Interest on Net Pension Obligation (NPO)	19,756
Adjustment to ARC	(28,660)
Annual Pension Cost	729,106
Contributions Made	(768,702)
Increase in NPO	(39,596)
NPO at beginning of year	243,898
NPO at end of year	204,302
Interest Rate	8.10%
15 Year amortization Factor (EOY)	8.51%

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 arrangements 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, 2013:

List of Derivatives Aggregated by Investment Type

	Changes in Fair Value		Fair Value at June 30, 2013		
	Classification	Amount	Classification	Amount	Notional
Investment Derivatives					
Forward Currency Contracts	Net appreciation/(depreciation) in investments	$ 2,036,338	Accrued interest and other receivables	$ 1,742,854	$ 211,776,936
Futures	Net appreciation/(depreciation) in investments	(153,003)	Accrued interest and other receivables	(27,773)	36
Swaps	Net appreciation/(depreciation) in investments	284,636	Accrued interest and other receivables	-	-
Grand Totals		$2,167,971		$1,715,081	$211,776,972

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 (70.79%). 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, 59.8% had Standard & Poors ratings of AAA to A.

***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 require 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, 2013, was $1,742,854. 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 ($27,773) of collateral or liabilities included in netting arrangements with those counterparties, resulting in a net exposure to credit risk of $1,715,082.

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, 2013 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.

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 Fund are prepared using the accrual basis of accounting. Member contributions are recognized in the period in which the contributions are due. Employer contributions are recognized when due and the employer has made a formal commitment to provide the contributions. Benefits and refunds of contributions are recognized when due and payable in accordance with the terms of the Fund. Investments are valued as described in Footnote III.1.

(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, 2012 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	2,373
Current Employees	1,473
Total Members	3,846

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 $23.6 million (approximately 22.3% of covered payroll) were made to the PGW Plan during the year.

Beneficiary payments of $41.6 million were made in FY 2013. Withdrawals from the pension assets of $14.5 million were utilized to meet these beneficiary payments. Additionally, $3.5 million is due to the Company from the pension fund at the end of FY 2013.

In December 2011, the Pension Plan sponsored by the City was amended by Ordinance and a new deferred compensation plan was authorized by Ordinance as well. Newly hired employees will 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. 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 Ordinance did not affect the retirement benefits of active employees, current retirees and beneficiaries, or terminated employees entitled to benefits but not yet receiving them.

c. Funding Status

The funded status of the **PGW** plan as of September 1, 2012 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
09/01/2012	$437,780	$585,632	$147,852	74.8%	$106,000	139.5%
09/01/2011	$421,949	$572,190	$150,241	73.7%	$106,308	141.3%
09/01/2010	$381,975	$533,630	$151,655	71.6%	$106,125	142.9%

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 $23.6 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 7.95%, compounded annually, projected salary increases of 3.00% of the salary at the beginning of FY 2013, 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
2013	23.6	100%
2012	24.0	100%
2011	22.6	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 2013, the City paid $57.1 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:

	(Amounts in Thousands of USD)
Annual required contribution	113,934
Interest on net OPEB obligation	4,633
Adjustment to ARC	(4,175)
Annual OPEB cost	114,392
Payments made	(57,096)
Increase/(Decrease) in net OPEB Obligation	57,296
Net OPEB obligation - beginning of year	109,019
Net OPEB obligation - end of year	166,315

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, 2013 was as follows:

(Amounts in thousands USD)

Fiscal Year Ended	Annual OPEB Cost	Percentage of Annual OPEB Contributed	Net OPEB Obligation
6/30/2013	$ 114,392	50%	$ 166,314
6/30/2012	$ 105,369	72%	$ 109,019
6/30/2011	$ 101,713	64%	$ 79,481

Funded Status and Funding Progress: As of July 1, 2012, 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 $1.5 billion. The covered annual payroll was $ 1.372 billion and the ratio of the UAAL to the covered payroll was 110.2 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 4.25% per year. The actuarial assumption included a 7.95% 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 7.95% Investment Rate of Return, a 3.30% Rate of Salary increases; and, a 4% 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**, 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), an 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 **SDP** has elected to amortize the OPEB obligation as an open amortization period, which is recalculated at each biennial actuarial valuation date, amortized over a 30 year period for the valuation period ending June 30, 2012, 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:

Normal Cost	$	206,936
Amortization of Unfunded Actuarial Accrued Liability (UAAL)		603,813
Annual Required Contribution (ARC)		810,749
Interest on Net OPEB Obligation		-
Adjustment to the ARC		-
Annual OPEB Cost	$	810,749
Net OPEB Obligation as of June 30, 2012	$	130,344
Annual OPEB Cost		810,749
Employer Contributions		(552,663)
Increase/(Decrease) in net OPEB Obligation	$	258,086
Net OPEB Obligation as of June 30, 2013	$	388,430

The **SDP**'s annual OPEB cost, the percentage of annual OPEB cost contributed to the Plan, and the net OPEB obligation for the fiscal year ending June 30, 2013 was as follows:

Year Ended June 30	Annual OPEB Cost (APC)	Percentage of APC Contributed	Net OPEB Obligation
2011	$673,167	100%	$0
2012	810,749	83.9%	130,344
2013	810,749	68.2%	388,430

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

***P*lan Description: PGW** sponsors a single employer defined benefit healthcare plan and provided postemployment healthcare and life insurance benefits to approximately 2,044 participating retirees and their beneficiaries and dependents in FY 2013, in accordance with their retiree medical program. The annual covered payroll (which was substantially equal to total payroll) was $110.1 million at August 31, 2013.

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. Retirees may also contribute toward enhanced dental plan and life insurance coverage. **PGW** pays 100% of the cost for the prescription drug plan after drug co-pays. Union employees hired on or after May 21, 2011 and Non-Union employees hired on or after December 21, 2011 are entitled to receive post-retirement medical, prescription, and dental benefits for five years only. Currently, **PGW** provides for the cost of healthcare and life insurance benefits for retirees and their beneficiaries on a pay-as-you-go basis.

Total expense incurred for healthcare and life insurance related to retirees amounted to $23.7 million in FY 2013. In addition, **PGW** expensed $18.5 million of funding for the OPEB Trust. Retirees contributed $0.4 million towards their healthcare in FY 2013. These contributions represent the additional cost of healthcare plans chosen by retirees above the basic plan offered by **PGW**. Total premiums for group life insurance were $2.2 million in FY 2013 which included $1.7 million for retirees. Retirees contributed $0.1 million towards their life insurance in FY 2013.

Annual Postemployment Benefit Cost, Contributions Required, and Contributions Made*:* The amount paid by the Company for retiree benefits in FY 2013 was $42.2 million, consisting of $22.2 million of healthcare expenses, $1.5 million of life insurance expenses, and $18.5 million contributed to the OPEB trust. The difference between the AOC and the Company's contributions resulted in an increase in the OPEB obligation of $2.0 million in FY 2013, which was recorded to other liabilities and expensed. The actuarial accrued liability for benefits at August 31, 2013 was $436.5 million. The ratio of the unfunded actuarial accrued liability to the covered payroll was 340.3% as of August 31, 2013.

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 2013. This rate is based on the expected return of investments of the OPEB Trust.

	Healthcare cost trend rates			
Year	Medical (pre-65)	Medical (post-65)	Prescription	Dental
1	10.0%	8.0%	8.0%	4.5%
2	9.0	7.0	7.0	4.5
3	8.0	6.0	6.0	4.5
4	7.0	5.0	5.0	4.5
5	6.5	4.5	4.5	4.5
6	6.0	4.5	4.5	4.5
7	5.5	4.5	4.5	4.5
8	5.0	4.5	4.5	4.5
9	4.5	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.

The following table shows the calculation of **PGW's** OPEB liability for FY2013. 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	41,216
Interest on net OPEB obligation	8,885
Adj to annual required contribution	(9,866)
Annual OPEB cost	40,235
Payments made	(42,242)
Increase/(Decrease) in net OPEB obligation	(2,007)
Net OPEB obligation - beginning of year	111,067
Net OPEB obligation - end of year	109,060

PGW's annual OPEB cost, the percentage of annual OPEB cost contributed to the plan, and the net OPEB obligation for FY2013 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
8/31/2013	$ 40,235	105.00%	$ 109,060
8/31/2012	46,105	96.50%	111,067
8/31/2011	45,691	91.31%	109,448

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 2013 this transfer amounted to $314 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 $65.17 million to SEPTA.

B. OTHER ORGANIZATIONS

The City provides varying levels of subsidy and other support payments (which totaled $199.9 million during the year) to the following organizations:

- 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 $356.1 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, 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	371.3	82.0	(99.8)	353.5
Fiscal 2012	353.5	102.1	(99.8)	355.8
Fiscal 2013	355.8	101.6	(101.3)	356.1

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 $4.6 million for Unemployment Compensation claims and $63.8 million for Workers' Compensation claims.

The City's estimated outstanding workers' compensation liabilities are $287.8 million discounted at 3.5%. On an undiscounted basis, these liabilities total $375.8 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 $259.9 million (discounted) and $339.9 million (undiscounted).

During the last five (5) 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** has self-Insured Medical Benefits and Workers' Compensation coverage which is funded by a pro-rata charge to the various funds while both the **SDP** and covered employees share the cost of Weekly Indemnity and Unemployment Compensation coverage. **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 totaled $195.9 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, 2012 resulted from the following:

(Amounts in Millions of USD)

	Beginning Liability	Current Year Claims and Changes In Estimates	Claim Payments	Ending Liability
Fiscal 2012	184.8	283.0	(268.0)	199.8
Fiscal 2013	199.8	250.4	(254.3)	195.9

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 $26.3 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 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 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 $356.1 million. Of this amount, $26.1 million is charged to current operations of the Enterprise Funds. The remaining $330.0 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 $75 million to the General Fund and $2.5 million to the Enterprise Funds.

Significant cases included in the current litigation against the City are as follows:

- **Condemnation of Tract of Land k/a Parcel C (within Eastwick Urban Renewal Area)**

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") (formerly known as the "Redevelopment Authority of the City of Philadelphia" or "RDA") 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.

In 2007, Eastwick Development Joint Venture IX, L.P. and New Eastwick Corporation ("Eastwick Development") petitioned the Court for appointment of a Board of View 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. 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.

The City filed its appeal to the Court of Common Pleas in November 2009, requesting a jury trial de novo. 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. 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 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 ordered the case to remain in deferred status to allow for implementation of the settlement.

The parties have agreed to extend the potential Effective Date of the settlement until June 30, 2014. 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. vs. Ernest Bock & Sons, Inc, et al**

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 had 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 but 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 Daroff from the case pursuant to a voluntary discontinuance of claims against Daroff.

The parties have 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.

Judge Snite agreed with the City and Bock that the case cannot be tried until at least the baggage handling system had 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. Judge Snite, on August 28, 2012, after an on-the-record conference, granted the Motions for Extraordinary Relief over G&T's opposition. As a result, Judge Snite reopened discovery and rescheduled trial.

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.

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 and that the testing conformed to the applicable standards and that ISAT demonstrated that the BHS fails to meet the contract standards. The Court denied this Motion without prejudice.

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, and 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 pursuant to the terms of the contract between the City and Bock. Bock and G&T responded and the Motion is currently pending. However, the Court did order that a copy of the source code currently on the BHS be placed in escrow pending further order of the Court.

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 to allow the Judge to hear the matter. On January 28, 2013, 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.

After termination, the Court ordered that G&T assist in the copying of all software and source code on the BHS and provide copies of all pass words and passcodes for the BHS and place all the information in escrow. As part of that order, the Court required that the BHS not be modified pending further order of the Court. G&T failed to comply with portions of the Order concerning copying and escrow. The City moved for contempt of the Order, and the Court held G&T in contempt.

Bock and G&T also moved to have the Court order testing to determine the status of the BHS at testing. The Court ordered that Alliant, a company previously under contract with both Bock and G&T, would perform the status quo testing. To the extent G&T requested testing different than G&T's requested testing, the Judge denied G&T's request. Testing was to begin by March 18, 2013 and conclude by April 5, 2013. Testing concluded on March 27, 2013 with Alliant determining that the BHS was not ready for ISAT and further demonstrating the basis for termination. As part of the testing order, the Court maintained requirement that the BHS not be modified pending further order of the Court.

On April 4, 2013, the Court transferred all of the Bock and City cases to another Judge. The City moved to remove the limitation on modification of the BHS. The Court held argument on the City's Motion to Lift the Stay on June 6, 2013. During this time, G&T had appealed to the Superior Court the Judge's denial of G&T's testing plan to the extent it was different than Bock's testing plan. On July 8, 2013, the Superior Court granted the City's Motion to squash G&T's appeal. That same day the City's Motion was granted to Lift the Stay.

Subsequently, G&T moved for permission to retest the BHS. On September 10, 2013, the Court granted G&T the opportunity to retest provided it met a number of requirements including securing TSA's approval and beginning testing by October 7, 2013. Testing did not begin by October 7 and TSA denied G&T's request to test. Testing was to conclude by November 11, 2013. On November 13, 2013, the Court issued an order which denied G&T's supplemental request to extend the time to test, held the time for testing had expired and stated that the Court's prior order allowing repairs to go forward remained in effect. Repair efforts have proceeded, with repairs and confirmatory testing scheduled to be completed in the first quarter of 2015.

Discovery is expected to close on February 28, 2014, and trial is scheduled for August of 2014. However, there is a pending Motion filed by G&T to extend the case management deadlines until after the completion of ISAT in 2015.

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 vs. John Green and O'Hara vs. City**

John 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, Plaintiffs allege that they are owed excess proceeds of approximately $9,000 and $10,000 respectively from the sheriff's sale of two properties that were not paid to them. They assert claims in unjust enrichment, equitable conversion, fraudulent concealment, violation of the Pennsylvania Constitution, mandamus relief, an award of damages to plaintiffs and the class of the excess proceeds due them, interest, attorney's fees and costs and all such other relief that the Court deems proper.

The Court granted the Treasurer's request to intervene in the consolidated lawsuit and subsequently denied plaintiffs' motion for class certification. Plaintiffs have appealed that denial to Commonwealth Court.

If the class were to be certified, it is unclear the number of class members entitled to relief, whether the plaintiffs will succeed on the merits and whether plaintiffs will recover from City monetary damages in excess of $8,000,000.

- **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. In August 2013, EPA issued a proposed plan identifying its preferred remedy and proposed cleanup plan. The comment period on the proposed plan expired at the end of September 2013. Once EPA reviews the public comments, it will 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 removal and remedial actions for which EPA may assert cost recovery claims are estimated to be in the range of 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 or approximately ($6 million- $10 million).

- **Fraternal Order of Police grievance of deplorable conditions**

The police union, the FOP, has filed a grievance against the City protesting the conditions at police facilities, including district stations, the Police Academy, Police 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. Additional hearings were held, and briefs submitted.

The arbitrator issued an interim award on April 6, 2013, finding that the City had breached the collective bargaining agreement and ordering the parties to create a working group. That group meets on a monthly basis and discusses what issues need to be addressed and the City's progress. Reports are sent to the arbitrator on a quarterly basis. If the parties are unable to resolve a dispute, the arbitrator retains jurisdiction to hold a hearing and issue an additional award. Under the interim award the City has not been exposed to excessive costs, but the FOP recently indicated that it would like to return to the arbitrator for additional remedies. Depending on what, if any, additional remedies are awarded, the City could face a substantial financial loss.

- **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-appeals seeking higher market values in all of those cases. Roughly 1,500 of those cases now have been resolved at a total estimated cost of $7 million. We believe a prudent yet reasonable (as opposed to worst case) estimate for the loss on the remaining 500 cases would be around $7.3 million for both the City and the School District.

New state legislation ("Act 131") mandates that 2013 real estate taxes will be based on 2011 assessed values (with adjustments for subsequent demolitions and improvements) and will not be subject to adjustment for the common level ratio, so this issue should not resurface next year. Act 131 also mandates the adoption of actual values for 2014 real estate taxes; therefore this issue also should not arise for 2014 real estate taxes because the CLR does not apply to assessment appeals made immediately after a full reassessment. To date, about 857 taxpayers with property collectively valued at about $814 million filed assessment appeals with the BRT. The School District filed cross appeals in all cases deemed appropriate. The deadline to file an assessment appeal for 2013 expired on October 1, 2013 for all but about 5,000 taxpayers. We believe a prudent yet reasonable estimate of the amount of potential loss on the 800 cases for 2013 would be less than $5 million.

- **Reach Communications Specialists, Inc (Reach) vs. Jewell Williams, Sheriff, et al**

Reach, for itself and t/a RCS Searchers, Inc., commenced an action by writ of summons in Court of Common Pleas of Philadelphia County in January 2013 against, among others, Sheriff Williams in his official capacity, the City of Philadelphia, Alan Butkovitz, Controller in his official and individual capacity and Barbara Deeley, former Acting Sheriff, in her individual and official capacity ("collectively City Defendants"). Reach thereafter filed a complaint. The following summary is drawn from the complaint.

Reach pleaded federal law and state law claims for damages against City Defendants. Reach alleged in pertinent part that Acting Sheriff Deeley, immediately after her appointment as Acting Sheriff and following the retirement of former Sheriff Green, in January 2011, "unlawfully" terminated cettain alleged contracts ("Alleged Contracts") made between former Sheriff Green and Reach/RCS for advettising and printing services, settlement services, distribution policies of title insurance, and computer systems and website technical support and services, relating to the official functions of the Office of the Sheriff in connection with judicial sales of real property. Reach further alleged that it had provided (and expected to continue to render), such services or distribution policies pursuant to those Alleged Contracts (a series of oral and written agreements and amendments with former Sheriff Green or his staff).

Reach asserted that it has been a minority-owned and controlled corporation, with mostly black employees, and has acquired an imputed racial identity as a "black corporation". Reach also asserted that it actively and publicly supported and assisted Sheriff Green's efforts to help homeowners from foreclosure sales and to maintain the power and office of Sheriff from its alleged dissolution.

Reach alluded to certain official actions taken, statements made, familial connections and employment relationships by the former Sheriff, her daughter and Controller Butkovitz or by and between Chief Deputy Sheriff Vignola and Lexington officials, in connection with the Controller's audit of Sheriff Office operations (and critical Auditor's Report), the engagement of Lexington Technology Auditing, Inc. ("Lexington") to assist in that audit and the information Lexington purportedly obtained about Reach, and the President Judge of the Court of Common Pleas' involvement in the termination of Reach and First Judicial District's hiring of Lexington. Reach contended that these relationships, actions and statements established improper motivation and conspiratorial conduct to terminate the Alleged Contracts unlawfully and take over the functions, powers and monies of Sheriff's Office. Additionally, Reach contended that the termination of Reach's Alleged Contracts fits into a pattern and practice of racial discrimination engaged in by Acting Sheriff Deeley and results from her retaliatory animus or conspiratorial activity.

Reach made claims for damages (compensatory and punitive), interest, attorneys fees and costs under 42 U.S.C. §§1983 and 1985(3) arising out of former Sheriff Deeley's termination of the Alleged Contracts and her (and current Sheriff Williams') refusal to continue the relationships. In summary, Reach alleged: deprivation of property without due process by former Sheriff Deeley and Sheriff Williams; retaliation by City and City Official Defendants for protected First Amendment conduct in violation of the First Amendment; racial discrimination by Controller Butkovitz, former Sheriff Deeley and Sheriff Williams in violation of 42 U.S.C. § 1981; and conspiracies by all in violation of Section 1983 and 42 U.S.C. § 1985(3).

Reach also made claims for damages against Sheriff Williams, in his official capacity, for breach of contract, or alternatively promissory estoppel or unjust enrichment, and against City for breach of contract or alternatively unjust enrichment. Reach asserted in substance that Sheriff Williams (or City) refused to be bound by the Alleged Contracts, alleged promises of Green or implied restitutionary obligations and refused to pay post-termination any alleged unpaid balances due and owing for services rendered. Reach contended such actions resulted in breach of those Alleged Contracts (or alternatively) necessitated enforcement of Green's promises to pay to avoid injustice or justified creation of implied contracts (at law) to avoid unjust enrichment.

The City Defendants, with the consent of other co-Defendant Lexington Technology Auditing, Inc. ("Lexington"), removed the action to federal court, specifically the Eastern District of Pennsylvania. The case was assigned to a Federal Judge.

Lexington and City Defendants filed motions to dismiss the Complaint and Reach responded. The Court denied the motions by Order of August 12, 2013. The Court scheduled a Rule 16 conference. As a result of the conference, based on the Court's determination that continued litigation may interfere with an ongoing criminal investigation, the Court issued an order placing the case in suspense (deferred status).

If and when the case is removed from suspense status and litigation resumes, The City (and City Defendants in their official capacities) intend to pursue defenses and potentially counterclaims vigorously to defeat Reach's claims. At this very early stage of the action, and based on filed papers and matters of record, the City's lawyers reasonably believe that Reach will not likely succeed on their claims or for the amount of damages sought and that the City's defenses/counterclaims have merit.

- **Grubel vs. City of Philadelphia, et al**

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. The addition of prejudgment interest (at 6%) and attorneys' fees raises the total potential liability to about $8.4 million.

The City Commissioners Office requested and was granted a waiver from the Office of Labor Standards. Such a waiver is expressly permitted by the Ordinance and excuses the employer from the obligation to the Philadelphia minimum wage. This should cut off any potential liability for the May 2013 and all future elections. However, the plaintiffs contend that the waiver establishes that the City was liable to pay pursuant to the Ordinance before the waiver, and is now estopped from continuing to assert that the election workers were not covered employees under the Ordinance. The plaintiffs also contend that the change to the Home Rule Charter in 2010 did not grant City Council the right to regulate compensation of City employees; it "merely confirmed" Council's pre-existing authority. This is based on the wording of the amendment as submitted to the voters.

The Court has denied plaintiffs' motion for summary judgment. The case had been scheduled for trial starting June 3, 2013, but the Court instead ordered the parties to participate in mediation. The mediator proposed some parameters for a partial settlement, which the City considered, but decided that if a global settlement was not possible, it would be in the City's interest to defend the action globally.

A conference was held February 11, 2014 by the Judge, who will decide a pending motion and who will probably allow the City to file another motion for summary judgment.

- **Ernest Bock & Sons, Inc. vs. City of Philadelphia**

Ernest Bock & Sons, Inc. filed a suit against the City on February 6, 2014, seeking $5,900,000 in damages plus penalty, interest, and attorney fees arising out of alleged contract delays and change orders in a contract at Philadelphia International Airport (Bid No. 6843, Contract No. 084016) for Terminal D-E Bag Claim Expansion & Ticketing Renovations. The complaint includes counts for declaratory judgment, breach of contract, violation of Pennsylvania's Contracts for Public Works Statute, and quantum meruit. The City expects to contest the claim vigorously.

- **District Council 33, District Council 47 and Firefighter's union contracts**

Union contracts for District Council 33, District Council 47 and the International Association of Firefighters are currently unresolved. Some funds have been set aside in FY14-FY18 Five Year Plan as a reserve for the costs of these agreements in the future; however, the full amount of costs cannot be calculated until the contracts are resolved.

- **Prison Overcrowding**

A Prison Overcrowding case is currently in the discovery phase. At the conclusion of the discovery phase, the city anticipates filing a summary judgment motion, which could be ruled upon in mid to late calendar year 2015. Also, the city feels it has valid defenses to the claims. In the event that the City is unsuccessful, monetary damages are unlikely, however, there is potential exposure for capital expenditures in excess of $8 million.

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)

HUD Section 108 Loans	112,740
Philadelphia Parking Authority	14,250
Total:	126,990

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, 2012, which accounted for $968.3 million for all open programs as of December 27, 2013. Of this amount, $540.1 million represents unresolved cost due to the inability to obtain audit reports from sub-recipients for the year ended June 30, 2012 due to timing differences in audit requirements, $80.2 million represents questioned costs due to the inability to obtain sub recipient audit reports for the fiscal years June 30, 2012 and prior and $348.0 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 $267.1 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 $112.7 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. In FY2013 the Grants Revenue fund had expenditures totaling $457.8 million and revenue totaling $437.3 million. At June 30, 2013 the Grants Revenue Fund had a $153 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 eighty-seven (287) various claims against the School District, by or on behalf of students, which aggregate to a total potential liability of $1.9 million.

Of those, two hundred seventy-seven (277) 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 thirty-nine (139) unfavorable outcomes are deemed probable and one hundred and seventeen (117) are considered reasonably possible, in the aggregate of $1.0 million and $0.4 million respectively.

There are three (3) 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 two (2) are deemed probable in the aggregate amounts of approximately $0.03 million.

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 $0.22 million and $0.05 million respectively.

Another special education case which the School District is considering whether to file a petition with the Supreme Court of the United States is deemed by General Counsel to be reasonably possible in the amount of $0.1 million.

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 $24.1 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 $2.4 million and $6.1 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 $1.9 million and $2.7 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 average daily membership ("ADM"). 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 ADM 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 ADM figures, an audit of reported ADM 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 ADM 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.

The Pennsylvania Auditor General'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 on the amount of $40 million.

Federal Audit - 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 commencing 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. On January 15, 2010, the OIG issued an audit report, assessing the School District's management of federal grant funds during the 2006 fiscal year. The report identified $138.8 million in findings resulting from the audit of controls over federal expenditures, of which $121.1 million were considered inadequately supported and $17.7 million were considered unallowable costs. The report included five findings, the largest of which related to undocumented salary and benefits charged to federal programs in the amount of $123 million.

As of June 30, 2013 and continuing until the date of this letter, in the opinion of outside counsel, the School District has potential material liability related to the OIG audit issued in January 2010. The OIG issued an audit report to the School District assessing the School District's management of federal grant funds during the 2006 fiscal year.

To date, the U.S. Department of Education (DOE) has issued two program determination letters (PDLs) related to the 2010 audit report seeking a recovery of funds. The PDLs were issued to the Pennsylvania Department of Education (PDE) and appeals of both are pending. DOE issued a third PDL on the remaining findings that required corrective actions, but did not result in monetary exposure. Most of the corrective actions have already been implemented or are being addressed as part of the corrective action plan agreed upon with the PDE and DOE. DOE has indicated that it may issue a fourth (final) PDL related to the 2010 audit seeking a recovery of questioned costs under Funds for the Improvement of Education (FIE) and Gaining Early Awareness and Readiness for Undergraduate Programs (GEAR UP). The fourth PDL will likely result in additional sustained liabilities related to these programs; however, the District has arguments to defend against the recovery.

The first PDL demanded a recovery of $9.9 million and was appealed to the Office of Administrative Law Judge. Of that amount, DOE's counsel stipulated to approximately $2.8 million as barred by the statute of limitations, leaving a balance of $7.2 million. To extinguish the remaining liability, the School District submitted, on April 27, 2012, documentation for equitable offset. The case is briefed and the Administrative Law Judge may issue the decision entirely on the bases of the briefs, or may schedule a hearing. Once the initial decision is rendered by the Administrative Law Judge, either party may request a review of that initial decision by the Secretary. The Secretary may affirm, remand or set aside the decision. The Secretary's final decision may be appealed to the U.S. Court of Appeals for the Third Circuit.

The second PDL demanded a recovery of $2.5 million. That PDL was not timely appealed by PDE. However, the PDL invited the State to present evidence to DOE of the amount barred by the statute of limitations. PDE and the School District have assembled documentation demonstrating the application of the statute of limitations. DOE will then review the documentation and indicate what costs DOE agrees are barred by the statute of limitations.

On December 18, 2012, DOE's office of the Chief Financial Officer (OCFO) requested the School District provide additional documentation $341,693 of questioned GEAR UP expenditures. The School District provided documentation supporting $281,858 of the costs at issue to OCFO, as well as evidence covering the remaining liability through equitable offset, on January 30, 2013. The School District continued to work with OCFO regarding the documentation requests, and provided additional evidence on April 12, 2013. In April 2013, OCFO also asked about costs related to the FIE program. The School District provided the requested supporting documentation for FIE expenditures to OCFO on May 1, 2013. To date, DOE has not issued a formal determination regarding these expenditures.

Because of the long appeal process, no assurance can be given as to the final resolution of the OIG audit findings, or the amounts, if any, which may be required to be repaid by the School District at this time.

Therefore, no assurance can be given by outside counsel 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. Of the $9.7 remaining exposure from the $138.8 million of findings, the School District is optimistic that all of the liability included on the PDLs will be eliminated based on the application of the statute of limitations and equitable offset. In the opinion of the School District, with regard to the March PDL and the September PDL, the likelihood of a recovery by USDE in the amount of $9.7 million is remote.

The School District of Philadelphia 403(b) Plan and 457(b) Deferred Compensation Plan

Pursuant to resolutions approved by the School Reform Commission, the School District implemented The School District of Philadelphia 403(b) Plan ("403(b) Plan") and The School District of Philadelphia 457(b) Deferred Compensation Plan (the "457(b) Plan")(collectively, the 403(b) Plan and the 457(b) Plan shall be known as 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 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, after withholding all applicable payroll taxes, (i) would pay termination pay owed to a resigning or retiring employee in cash or, (ii) 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 retiring or resigning during or after the calendar year in which they attain age 55, 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. 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 FICA, Pennsylvania Personal Income Tax or Philadelphia Wage Tax. Since employer contributions to a 457(b) Plan are considered wages for FICA purposes, the School District has withheld FICA taxes from its termination payments made to the 457(b) Plan. Employer contributions to 457(b) Plan are not subject to 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 arrangement 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 following its revised policy concerning the treatment of termination pay under the 403(b) Plan, and thus no federal employment tax liability exists. By letter dated November 18, 2013, the Department of Revenue of the City of Philadelphia determined that the contributions of termination pay to the 403(b) Plan are employer contributions, and, as such, are not subject to City Wage Taxes at the time of contribution, and the School District is not required to withhold City Wage Tax from such contributions. The School District management believes that if it were finally determined that any liability for State taxes (including interest and penalties) relating to these plans existed at June 30, 2013, such liability would not be material to the School District's financial position or results of operations for the fiscal year ended June 30, 2013.

Administrative Appeals in Pennsylvania Department of Education

The School District received several subsidy withholding requests filed with the Pennsylvania Department of Education (PDE) by charter schools that have enrolled resident students from the School District. These withholding requests address whether the PDE's charter school funding form (PDE-363) used to calculate charter school tuition contains an allowance for improper deductions in the calculation of the regular education expenditure. The issue is not whether the School District made improper calculations on the form, but whether the form itself is flawed, in that PDE has authorized federal funding to be deducted from the expenditure calculation in violation of the law. This is an issue pending with respect to more than 200 subsidy withholding requests were submitted to PDE, seeking additional subsidies from school districts throughout the Commonwealth, all of which requests raise the same issue.

Because there are over 200 appeals pending, PDE elected to select four cases involving Pittsburgh School District and charter schools as example cases on the legal issues involved. PDE has assigned a Hearing Officer to hear these administrative appeals and to make a recommendation to the Secretary of Education. The School District of Philadelphia intends to Petition to Intervene in the example case so that the School District's interests can be adequately represented. It is not yet known when that Petition will be filed or if the School District will be permitted to intervene. The direct cases against the School District are currently stayed pending the outcome of the example case.

The School District intends to vigorously defend its position in this matter, both as an intervenor and as a party, if the direct cases against the School District ever move forward. It is the belief of the School District – and of PDE according to their own form and guidance documents – that federal funding is not appropriately included in the calculation of charter school funding due to the nature of the funding itself and the fact that charter schools are equally eligible for the same federal funding as school districts. Although it is impossible to determine with any degree of certainty, based upon our evaluation of the case and the legal claims, it is the opinion of outside counsel that there is a high likelihood of success for the School Districts' positions in this matter. The likelihood of an unfavorable outcome, in the opinion of outside counsel, would be between reasonably possible and remote. If, however, the charter schools successfully argue that they are entitled to a portion of the School District's federal funding, the exposure to the School District is approximately $5.7 million in terms of the pending withholding requests of which we are aware. The exposure in terms of future effects if the PDE-363 form is invalidated and all charter schools are permitted, going forward, to receive a portion of the School District's federal funding on an annual basis, is estimated to be upwards of $100 million each year.

On December 9, 2013, the lead petitioner Urban Pathways 6-12 Charter Schools withdrew its requests for withholding and reimbursement from Pittsburg Public Schools. The proceedings are in suspense until PDE determines who will be the lead petitioner.

9. SUBSEQUENT EVENTS

In preparing the accompanying financial statements, the City has reviewed events that occurred subsequent to June 30, 2013 through and including February 24, 2014. The following events are described below:

A. PRIMARY GOVERNMENT

1) In July 2013, the City issued $208 million of General Obligation Bonds Series 2013 A. Serial bonds were issued with interest rates ranging from 1% to 5.25%. The 2013 Bonds were issued to provide funds for a portion of the city's capital program, for the purpose of refunding Series the City's outstanding Series 2003 A General Obligation Bonds and for the cost relating to the issuance of the 2013 Bonds.

2) In August 2013, the City issued Water and Wastewater Revenue Bonds Series 2013 A in the amount of $170 million. Serial bonds were issued in the amount of $120 million with interest rates ranging from 3% to

5% and have a maturity date of 2023. Term Bonds were issued in the amount of $50 million with an interest rate of 5.125% and mature in 2043. The proceeds of the bonds together with other available funds of the City's Water Department will be used to finance capital improvements to the City's Water and Wastewater systems, a deposit to the Debt Reserve account of the Sinking Fund and the cost of issuance relating to the Bonds.

3) In December 2013 the city issued $100 million of Tax and Revenue Anticipation Notes (TRAN), Series A of 2013-2014 to provide cash to supplement the receipts of the City in the General Fund for the purpose of paying the general expenses of 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, 2014.

4) Through January 24, 2014 drawdowns totaling $23.6 million represent new loans from the Pennsylvania State Infrastructure Financing Authority ("PENNVEST") for: Water Treatment Plant ($2.9 million); Sewer Piping Replacement ($.8 million); Water Main Replacement ($1.4 million); Green Infrastructure ($18.5 million).

5) In January 2014 the City issued Water and Wastewater Revenue Bonds Series 2014A in the amount of $123.2 million. Serial Bonds were issued for $93.2 million with interest rates ranging from 3.0% to 5.0% maturing July 1, 2027. Term bonds were issued in the amount of $30 million with a 5.0% interest rate maturing July 1, 2043. The purpose of the bonds is to provide funds that will be used for the advance refunding of a portion of the City's outstanding Water and Wastewater Revenue Bonds, Series 2005A, capital improvements to the City's Water and Wastewater System, a deposit to the Debt Reserve Sinking Fund and the cost of issuance relating to the bonds.

6) In February 2014 the City issued General Obligation Refunding Bonds, Series 2014A in the amount of $154.3 million. Serial Bonds were issued in the amount of $112 million with interest rates ranging from 3.0% to 5.25% and mature July 15, 2034. Term Bonds were issued in the amount of $42.3 million with an interest rate of 5.0% and mature July 15, 2038. The 2014 Bonds were issued to refund certain maturities of the City's outstanding General Obligation Bonds, Series 2008B and for the payment of the cost relating to the issuance of the Bonds.

7) During fiscal year 2013, the City engaged a team of legal and financial advisors, as well as brokers, to assist with a process to consider the sale of PGW to a private entity. Lazard Frères & Co. LLC is serving as financial advisor and has conducted a financial review of the proposed transaction, including an analysis of the anticipated loss to the City of the $18 million annual payment from PGW. Lazard prepared a report for the City, which was completed in October 2013. The City's brokers, J.P. Morgan Securities LLC and Loop Capital Markets LLC, are assisting the City in managing the bidding process. On August 30, 2013, the City received more than 30 responses to its Request for Qualifications from potential bidders, and later received indicative bids from a number of prequalified bidders on November 1, 2013. A short-list of bidders was approved to continue in the process, and final bids were received on January 31, 2014. Negotiations with potential Buyers are underway, and the City expects to finalize the terms of any sale in February/March 2014. If an agreement is reached, the sale must then be authorized by Philadelphia City Council and approved by the Pennsylvania Public Utility Commission. It should be noted that no sale can be finalized without providing for the defeasance of the City's outstanding Gas Works Revenue Bonds and Notes. After all outstanding PGW obligations are met, it is the City's intention to utilize the proceeds of the Sale to fund other long-term obligations of the City, most likely through a deposit into the City's Pension fund. As part of the evaluation of the benefits of the sale, the City will be conducting a more detailed analysis of the long-term impact of this deposit into the Pension Fund. Currently, the City is under no obligation to sell PGW.

B. COMPONENT UNITS

1) On July 2, 2013 the **SDP** issued Tax and Revenue Anticipation Notes, the Series A of 2013-2014 in the principal amount of $125 million ("Series A Notes"). The Commonwealth of Pennsylvania provided the School District with $400 million of basic education subsidy advances. Both the Series A Notes and the advances were for cash flow purposes.

2) On September 23, 2013 the **SDP** authorized the extension and amendment of two letters of Credit agreements and authorized two new Letters of Credit agreements effective October 31, 2013 through January 3, 2017. The LOC providers are, Barclays Bank for the Series F2010 Bonds, PNC Bank for the Series G 2010 Bonds, RBC Bank for the series H 2010 Bonds and TD Securities for the Series C 2009 Bonds. These LOCs cover $349 million of existing variable rate demand bonds.

3) In October 2013, an Ordinance was introduced in City Council which authorizes the City to sell **PGW** Revenue Capital Project Commercial Paper Notes in an aggregate principal amount of up to $120.0 million at any one time outstanding to pay the costs related to any or all of the purposes set forth in the Ordinance. This includes providing funds for any or all of the following purposes: (a) the capital projects included in the capital program of **PGW**, which may include, without limitation, (i) the acquisition of land or rights therein; (ii) the acquisition, construction or improvement of buildings, structures and facilities together with their related furnishings, equipment, machinery and apparatus; (iii) the acquisition, construction or replacement of pipes and pipe lines; and (iv) the acquisition or replacement of property of a capital nature for use in the operation, maintenance and administration of the Gas Works system of the City; (b) the provision of interest on the Notes during construction of the capital projects; (c) paying the costs of issuing the Notes; and (d) paying any other Project Costs (as defined in the First Class Revenue Bond Act of October 18, 1972, Act No. 234). The Ordinance was passed by City Council on November 21, 2013 and was signed by the Mayor on December 4, 2013. This Ordinance does not expire.

4) In September 2013, **PMA** adopted a resolution to proceed with the project of refunding the 2003 Series Bonds with the issuance of its City Agreement Revenue Refunding Bonds, 2013 Series A, in the aggregate principal amount not to exceed $100 million. In April 2013, the City Council of the City of Philadelphia, by Ordinance approved by the mayor authorized the refunding project to refund all or a portion of the Lease Revenue Refunding Bonds, 2003 Series A and B of which $106 million was outstanding as of June 30, 2013.

City of Philadelphia
PENNSYLVANIA

Required Supplementary Information

(Other than Management's Discussion and Analysis)

City of Philadelphia
Exhibit XIV

Required Supplementary Information
Budgetary Comparison Schedule
General Fund
For the Fiscal Year Ended June 30, 2013

Amounts in thousands of USD

	Budgeted Amounts			Final Budget to Actual Positive
	Original	Final	Actual*	(Negative)
Revenues				
Tax Revenue	2,614,398	2,712,511	2,733,457	20,946
Locally Generated Non-Tax Revenue	246,253	258,606	266,173	7,567
Revenue from Other Governments	653,817	650,864	651,539	675
Revenue from Other Funds	53,253	58,583	46,821	(11,762)
Total Revenues	3,567,721	3,680,564	3,697,990	17,426
Expenditures and Encumbrances				
Personal Services	1,341,313	1,373,989	1,362,360	11,629
Pension Contributions	629,106	620,806	618,874	1,932
Other Employee Benefits	489,151	504,078	500,200	3,878
Sub-Total Employee Compensation	2,459,570	2,498,873	2,481,434	17,439
Purchase of Services	768,574	799,068	757,803	41,265
Materials and Supplies	63,219	69,222	68,090	1,132
Equipment	16,071	19,112	17,326	1,786
Contributions, Indemnities and Taxes	137,862	138,414	138,273	141
Debt Service	127,433	118,874	118,874	-
Payments to Other Funds	31,138	31,598	31,466	132
Total Expenditures and Encumbrances	3,603,867	3,675,161	3,613,266	61,895
Operating Surplus (Deficit) for the Year	(36,146)	5,403	84,724	79,321
Fund Balance Available for Appropriation, July 1, 2012	98,970	146,754	146,754	-
Operations in Respect to Prior Fiscal Years				
Commitments Cancelled - Net	24,500	24,500	25,441	941
Revenue Adjustments - Net	-	(6,225)	(13)	6,212
Prior Period Adjustments	-	-	(4)	(4)
Funding for Future Obligations	-	(11,633)	-	11,633
Other Adjustments	(6,000)	(550)	-	550
Adjusted Fund Balance, July 1, 2012	117,470	152,846	172,178	19,332
Fund Balance Available for Appropriation, June 30, 2013	81,324	158,249	256,902	98,653

* Refer to the notes to required supplementary information.

City of Philadelphia **Exhibit XV**

Required Supplementary Information
Budgetary Comparison Schedule
HealthChoices Behavioral Health Fund
For the Fiscal Year Ended June 30, 2013

Amounts in thousands of USD

	Budgeted Amounts			Final Budget to Actual Positive
	Original	Final	Actual*	(Negative)
Revenues				
Locally Generated Non-Tax Revenue	2,500	1,500	630	(870)
Revenue from Other Governments	840,143	815,995	812,979	(3,016)
Total Revenues	842,643	817,495	813,609	(3,886)
Other Sources				
Increase in Unreimbursed Committments	-	-	2,477	2,477
Increase in Financed Reserves	-	-	(20,727)	(20,727)
Total Revenues and Other Sources	842,643	817,495	795,359	(22,136)
Expenditures and Encumbrances				
Purchase of Services	899,317	898,512	814,451	84,061
Equipment	100	100	-	100
Payments to Other Funds	1,226	2,031	1,679	352
Total Expenditures and Encumbrances	900,643	900,643	816,130	84,513
Operating Surplus (Deficit) for the Year	(58,000)	(83,148)	(20,771)	62,377
Fund Balance Available for Appropriation, July 1, 2012	-	25,164	25,164	-
Operations in Respect to Prior Fiscal Years				
Commitments Cancelled - Net	-	-	3,087	3,087
Other Adjustments	58,000	(1,333)	-	1,333
Adjusted Fund Balance, July 1, 2012	58,000	23,831	28,251	4,420
Fund Balance Available for Appropriation, June 30, 2013	-	(59,317)	7,480	66,797

* Refer to the notes to required supplementary information.

City of Philadelphia **Exhibit XVI**
Required Supplementary Information
Budgetary Comparison Schedule
Grants Revenue Fund
For the Fiscal Year Ended June 30, 2013

Amounts in thousands of USD

	Budgeted Amounts			Final Budget to Actual Positive
	Original	Final	Actual*	(Negative)
Revenues				
Locally Generated Non-Tax Revenue	76,955	79,745	46,317	(33,428)
Revenue from Other Governments	1,351,315	1,187,637	875,991	(311,646)
Total Revenues	1,428,270	1,267,382	922,308	(345,074)
Other Sources				
Decrease in Unreimbursed Committments	-	-	(12,708)	(12,708)
Decrease in Financed Reserves	-	-	22,437	22,437
Total Revenues and Other Sources	1,428,270	1,267,382	932,037	(335,345)
Expenditures and Encumbrances				
Personal Services	178,960	179,499	139,436	40,063
Pension Contributions	31,441	48,563	27,569	20,994
Other Employee Benefits	40,279	42,910	29,059	13,851
Sub-Total Employee Compensation	250,680	270,972	196,064	74,908
Purchase of Services	998,413	975,684	768,477	207,207
Materials and Supplies	39,329	20,608	13,567	7,041
Equipment	-	19,207	7,313	11,894
Contributions, Indemnities and Taxes	-	467	467	-
Payments to Other Funds	39,848	45,047	46,644	(1,597)
Advances, Subsidies, Miscellaneous	100,000	21,197	-	21,197
Total Expenditures and Encumbrances	1,428,270	1,353,182	1,032,532	320,650
Operating Surplus (Deficit) for the Year	-	(85,800)	(100,496)	(14,695)
Fund Balance Available for Appropriation, July 1, 2012	-	(175,082)	(175,082)	-
Operations in Respect to Prior Fiscal Years				
Commitments Cancelled - Net	-	-	58,483	58,483
Revenue Adjustments - Net	-	-	(44)	(44)
Prior Period Adjustments	-	175,082	-	(175,082)
Adjusted Fund Balance, July 1, 2012	-	-	(116,643)	(116,643)
Fund Balance Available for Appropriation, June 30, 2013	-	(85,800)	(217,139)	(131,338)

* Refer to the notes to required supplementary information.

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						
07/01/2007	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	4,230.9	9,317.0	5,086.1	45.41%	1,421.2	357.87%
07/01/2011	4,489.1	9,487.5	4,998.4	47.32%	1,371.3	364.50%
07/01/2012	4,486.8	9,799.9	5,313.1	45.78%	1,372.2	387.20%
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%
07/01/2012	-	1,511.9	1,511.9	0.00%	1,371.6	110.23%
Philadelphia Gas Works Pension Plan						
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%
09/01/2011	421.9	572.2	150.2	73.73%	106.3	141.30%
09/01/2012	437.8	585.6	147.9	74.76%	106.0	139.53%

For the Fiscal Year Ended June 30, 2013 Amounts in thousands of USD

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	3,697,990	813,610	922,308
Transfers	(343,174)	-	-
Program Income	-	-	73,760
Change in Amount Held by Fiscal Agent	1,739	-	-
Change in BPT Adjustment	(9,070)	-	-
Other	-	-	11,208
Statement of Revenues, Expenditures & Changes in Fund Balance	3,347,485	813,610	1,007,276
Expenditures and Encumbrances			
Budgetary Comparison Schedule	3,613,266	816,131	1,032,532
Transfers	(169,424)	-	(33,799)
Bond Issuance Costs	4,356	-	-
Expenditures applicable to Prior Years Budgets	30,872	(3,627)	24,085
Program Income	-	-	73,760
Other	-	-	11,573
Change in Amount Held by Fiscal Agent	6,922	-	-
Current Year Encumbrances	(72,725)	(1,937)	(69,861)
Statement of Revenues, Expenditures & Changes in Fund Balance	3,413,267	810,567	1,038,290

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.

<u>NON-MAJOR GOVERNMENTAL FUNDS (Cont'd)</u>

<u>DEBT SERVICE FUNDS</u>

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.

<u>CAPITAL IMPROVEMENT FUNDS</u>

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.

<u>PERMANENT FUNDS</u>

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, 2013

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	-	-	-	-	-	-	-	-	-	-	5,639	313	20,621	26,573
Equity in Treasurer's Account	3,281	22,699	7,845	-	6,293	15,582	27,706	34	5,059	-	1,665	-	-	90,164
Investments	-	-	-	-	-	-	-	-	-	-	1,283	100	13,398	14,781
Due from Other Funds	-	-	-	-	-	-	-	-	-	-	17	-	-	17
Taxes Receivable	-	-	5,961	-	548	-	1,163	-	-	-	-	-	4,977	12,649
Accounts Receivable	-	-	-	2,793	-	-	-	-	-	-	-	3,623	-	6,416
Due from Other Governmental Units	-	-	-	4,420	-	-	-	-	-	-	-	-	-	4,420
Allowance for Doubtful Accounts	-	-	(600)	-	(15)	-	(1,046)	-	-	-	-	-	-	(1,661)
Interest and Dividends Receivable	-	-	-	-	1	-	-	-	-	-	-	-	1	2
Other Assets	-	-	-	-	-	-	-	-	-	-	119	-	22	141
Total Assets	3,281	22,699	13,206	7,213	6,827	15,582	27,823	34	5,059	-	8,723	4,036	39,019	153,502
Liabilities														
Vouchers Payable	205	597	-	495	-	28	1	-	147	-	193	-	-	1,666
Accounts Payable	488	786	5,912	3,683	-	494	1,174	-	64	-	530	3,731	112	16,974
Salaries and Wages Payable	-	-	-	115	-	-	65	-	-	-	-	-	49	229
Due to Other Funds	-	-	-	5,732	-	-	-	-	-	-	17	-	4,978	10,727
Due to Component Units	-	-	-	150	-	18	-	-	-	-	-	-	-	168
Funds Held in Escrow	-	-	-	-	-	-	-	-	447	-	820	-	-	1,267
Due to Other Governmental Units	-	-	-	-	-	-	11,271	-	-	-	-	-	-	11,271
Unearned Revenue	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Liabilities	693	1,383	5,912	10,175	-	540	12,511	-	658	-	1,560	3,731	5,139	42,302
Deferred Inflows of Resources	-	-	144	4,229	5	-	116	-	-	-	-	-	-	4,494
Fund Balances														
Nonspendable	-	-	-	-	-	-	-	-	-	-	200	-	-	200
Restricted	2,588	21,316	7,150	-	6,822	15,042	15,196	-	-	-	6,290	305	33,880	108,589
Committed	-	-	-	-	-	-	-	34	4,401	-	673	-	-	5,108
Unassigned	-	-	-	(7,191)	-	-	-	-	-	-	-	-	-	(7,191)
Total Fund Balances	2,588	21,316	7,150	(7,191)	6,822	15,042	15,196	34	4,401	-	7,163	305	33,880	106,706
Total Liabilities, Deferred Inflows of Resources, and Fund Balances	3,281	22,699	13,206	7,213	6,827	15,582	27,823	34	5,059	-	8,723	4,036	39,019	153,502

City of Philadelphia **Schedule I**

Combining Balance Sheet

Non-Major Governmental Funds(Continued)

June 30, 2013

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	-	-	31,526	31,526	-	-	-	255	58,354
Equity in Treasurer's Account	1,180	-	-	1,180	32,033	-	32,033	-	123,377
Investments	-	11	48,451	48,462	-	17,518	17,518	5,487	86,248
Due from Other Funds	-	-	-	-	-	-	-	-	17
Taxes Receivable	-	-	-	-	-	-	-	-	12,649
Accounts Receivable	-	-	-	-	-	-	-	-	6,416
Due from Other Governmental Units	-	-	-	-	37,339	-	37,339	-	41,759
Allowance for Doubtful Accounts	-	-	-	-	-	-	-	-	(1,661)
Interest and Dividends Receivable	-	-	1	1	26	52	78	-	81
Other Assets	-	-	-	-	-	-	-	1	142
Total Assets	1,180	11	79,978	81,169	69,398	17,570	86,968	5,743	327,382
Liabilities									
Vouchers Payable	-	-	-	-	5,636	-	5,636	-	7,302
Accounts Payable	-	-	-	-	13,466	2,208	15,674	1	32,649
Salaries and Wages Payable	-	-	-	-	90	-	90	-	319
Due to Other Funds	-	-	-	-	-	-	-	-	10,727
Due to Component Units	-	-	-	-	-	-	-	-	168
Funds Held in Escrow	-	-	-	-	1,904	-	1,904	-	3,171
Due to Other Governmental Units	-	-	-	-	-	-	-	-	11,271
Unearned Revenue	-	-	-	-	2,167	-	2,167	-	2,167
Total Liabilities	-	-	-	-	23,263	2,208	25,471	1	67,774
Deferred Inflows of Resources	-	-	-	-	32,267	-	32,267	-	36,761
Fund Balances									
Nonspendable	-	-	-	-	-	-	-	2,633	2,833
Restricted	1,180	11	79,978	81,169	13,868	15,362	29,230	3,109	222,097
Committed	-	-	-	-	-	-	-	-	5,108
Unassigned	-	-	-	-	-	-	-	-	(7,191)
Total Fund Balances	1,180	11	79,978	81,169	13,868	15,362	29,230	5,742	222,847
Total Liabilities, Deferred Inflows of Resources, and Fund Balances	1,180	11	79,978	81,169	69,398	17,570	86,968	5,743	327,382

City of Philadelphia
Combining Statement of Revenues, Expenditures and Changes in Fund Balances
Non-Major Governmental Funds
For the Fiscal Year Ended June 30, 2013

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	-	-	50,042	-	5,383	-	148,309	-	-	-	-	-	376,379	580,113
Locally Generated Non-Tax Revenue	-	1	-	7,856	3	12,749	-	-	2,934	353	4,596	1,213	193	29,898
Revenue from Other Governments	4,728	24,189	-	33,078	-	-	-	-	-	-	-	-	-	61,995
Other Revenues	-	-	-	-	-	-	-	-	-	-	539		3,903	4,442
Total Revenues	4,728	24,190	50,042	40,934	5,386	12,749	148,309	-	2,934	353	5,135	1,213	380,475	676,448
Expenditures														
Current Operating:														
Economic Development	-	-	53,193	-	-	-	-	-	-	-	-	-	-	53,193
Transportation:														
Streets & Highways	4,719	23,461	-	-	-	-	-	-	-	-	-	-	-	28,180
Judiciary and Law Enforcement:														
Prisons	-	-	-	-	-	-	-	-	1,746	-	-	-	-	1,746
Conservation of Health:														
Health Services	-	-	-	-	-	-	139,584	-	-	-	-	-	-	139,584
Housing and Neighborhood Development	-	-	-	41,640	-	8,236	-	-	-	-	-	-	-	49,876
Cultural and Recreational:														
Parks & Recreation	-	-	-	-	-	-	-	-	-	-	3,781	-	-	3,781
Libraries and Museums	-	-	-	-	-	-	-	-	-	-	278	-	-	278
General Management and Support	-	-	-	-	5,000	-	-	-	987	353	1,862	35,082	1,284	44,568
Capital Outlay	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Debt Service:														
Principal	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Expenditures	4,719	23,461	53,193	41,640	5,000	8,236	139,584	-	2,733	353	5,921	35,082	1,284	321,206
Excess (Deficiency) of Revenues Over (Under) Expenditures	9	729	(3,151)	(706)	386	4,513	8,725	-	201	-	(786)	(33,869)	379,191	355,242
Other Financing Sources (Uses)														
Bond Issuance Premium	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfers In	-	-	-	-	-	-	-	-	-	-	1,150	33,868		35,018
Transfers Out	-	-	-	-	-	-	(3,000)	-	-	-	-	-	(385,547)	(388,547)
Total Other Financing Sources (Uses)	-	-	-	-	-	-	(3,000)	-	-	-	1,150	33,868	(385,547)	(353,529)
Net Change in Fund Balances	9	729	(3,151)	(706)	386	4,513	5,725	-	201	-	364	(1)	(6,356)	1,713
Fund Balance - July 1, 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
Fund Balance - June 30, 2013	2,588	21,316	7,150	(7,191)	6,822	15,042	15,196	34	4,401	-	7,163	305	33,880	106,706

City of Philadelphia **Schedule II**

Combining Statement of Revenues, Expenditures and Changes in Fund Balances
Non-Major Governmental Funds(Continued)
For the Fiscal Year Ended June 30, 2013

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	-	-	-	-	-	-	-	-	580,113
Locally Generated Non-Tax Revenue	-	-	1,210	1,210	-	80	80	373	31,561
Revenue from Other Governments	-	-	-	-	42,447	-	42,447	-	104,442
Other Revenues	-	-	-	-	3,956	-	3,956	-	8,398
Total Revenues	-	-	1,210	1,210	46,403	80	46,483	373	724,514
Expenditures									
Current Operating:									
Economic Development	-	-	-	-	-	-	-	-	53,193
Transportation:									
Streets & Highways	-	-	-	-	-	-	-	-	28,180
Judiciary and Law Enforcement:									
Prisons	-	-	-	-	-	-	-	-	1,746
Conservation of Health:									
Health Services	-	-	-	-	-	-	-	-	139,584
Housing and Neighborhood Development	-	-	-	-	-	-	-	-	49,876
Cultural and Recreational:									
Parks & Recreation	-	-	-	-	-	-	-	72	3,853
Libraries and Museums	-	-	-	-	-	-	-	-	278
General Management and Support	-		-	-	-	83	83	-	44,651
Capital Outlay	-	-	-	-	134,148	26,979	161,127	-	161,127
Debt Service:									
Principal	48,535	21,855	43,655	114,045	-	-	-	-	114,045
Interest	68,055	17,827	22,539	108,421	-	-	-	-	108,421
Total Expenditures	116,590	39,682	66,194	222,466	134,148	27,062	161,210	72	704,954
Excess (Deficiency) of Revenues Over (Under) Expenditures	(116,590)	(39,682)	(64,984)	(221,256)	(87,745)	(26,982)	(114,727)	301	19,560
Other Financing Sources (Uses)									
Bond Issuance Premium	821	-	-	821	-	-	-	-	821
Transfers In	115,627	39,682	63,849	219,158	15,473		15,473	-	269,649
Transfers Out	-	-	-	-	-	-	-	-	(388,547)
Total Other Financing Sources (Uses)	116,448	39,682	63,849	219,979	15,473	-	15,473	-	(118,077)
Net Change in Fund Balances	(142)	-	(1,135)	(1,277)	(72,272)	(26,982)	(99,254)	301	(98,517)
Fund Balance - July 1, 2012	1,322	11	81,113	82,446	86,140	42,344	128,484	5,441	321,364
Fund Balance - June 30, 2013	1,180	11	79,978	81,169	13,868	15,362	29,230	5,742	222,847

City of Philadelphia **Schedule III**

Combining Statement of Fiduciary Net Position

Pension Trust Funds

June 30, 2013

Amounts in thousands of USD

	Gas Works Retirement Reserve Fund	Municipal Pension Fund	Total
Assets			
Equity in Treasurer's Account	469,768	4,438,835	4,908,603
Securities Lending Collective Investment Pool	7,279	614,267	621,546
Due from Brokers for Securities Sold	1,351	153,556	154,907
Interest and Dividends Receivable	1,461	13,300	14,761
Due from Other Governmental Units	-	3,133	3,133
Due from Other Funds	-	15,742	15,742
Total Assets	479,859	5,238,833	5,718,692
Liabilities			
Vouchers Payable	-	18	18
Accounts Payable	562	3,291	3,853
Salaries and Wages Payable	-	53	53
Funds Held in Escrow	-	9	9
Due on Return of Securities Loaned	7,279	614,742	622,021
Due to Brokers for Securities Purchased	13,360	170,782	184,142
Accrued Expenses	2,344	2,434	4,778
Unearned Revenue	-	1,792	1,792
Other Liabilities	-	488	488
Total Liabilities	23,545	793,609	817,154
Net Position Held in Trust for Pension Benefits	456,314	4,445,224	4,901,538

City of Philadelphia **Schedule IV**

Combining Statement of Changes in Fiduciary Net Position

Pension Trust Funds

For the Fiscal Year Ended June 30, 2013

Amounts in thousands of USD

	Gas Works Retirement Reserve Fund	Municipal Pension Fund	Total
Additions			
Contributions:			
Employer's Contributions	23,673	781,823	805,496
Employees' Contributions	133	49,614	49,747
Total Contributions	23,806	831,437	855,243
Investment Income:			
Interest and Dividends	11,806	122,893	134,699
Net Gain in Fair Value of Investments	44,510	213,874	258,384
(Less) Investments Expenses	(1,926)	(12,226)	(14,152)
Securities Lending Revenue	-	2,996	2,996
Unrealized Gain	-	118,126	118,126
(Less) Securities Lending Expenses	-	(331)	(331)
Net Investment Gain	54,390	445,332	499,722
Miscellaneous Operating Revenues	-	469	469
Total Additions	78,196	1,277,238	1,355,434
Deductions			
Personal Services	-	3,502	3,502
Purchase of Services	-	1,618	1,618
Materials and Supplies	-	69	69
Employee Benefits	-	2,941	2,941
Pension Benefits	41,359	740,746	782,105
Refunds of Members' Contributions	-	5,744	5,744
Administrative Expenses Paid	796	-	796
Other Operating Expenses	-	211	211
Total Deductions	42,155	754,831	796,986
Change in Net Position	36,041	522,407	558,448
Net Position - July 1, 2012	420,273	3,922,817	4,343,090
Net Position - June 30, 2013	456,314	4,445,224	4,901,538

City of Philadelphia **Schedule V**
Combining Statement of Fiduciary Net Position
Agency Funds
June 30, 2013

Amounts in thousands of USD

	Escrow Fund	Employee Health & Welfare Fund	Departmental Custodial Accounts	Total
Assets				
Cash on Deposit and on Hand	-	-	100,861	100,861
Equity in Treasurer's Account	27,453	25,703	-	53,156
Investments	-	-	6,145	6,145
Due from Other Funds	-	-	699	699
Total Assets	27,453	25,703	107,705	160,861
Liabilities				
Vouchers Payable	6	25	-	31
Payroll Taxes Payable	-	15,262	-	15,262
Funds Held in Escrow	27,447	10,416	107,705	145,568
Total Liabilities	27,453	25,703	107,705	160,861
Net Position	-	-	-	-

City of Philadelphia
Schedule VI

Statement of Changes in Fiduciary Net Position
Agency Funds
For the Fiscal Year Ended June 30, 2013

Amounts in thousands of USD

	Balance 7-1-2012	Additions	Deductions	Balance 6-30-2013
Escrow Fund				
Assets				
Equity in Treasurer's Account	17,494	390,755	380,796	27,453
Liabilities				
Funds Held in Escrow	14,452	390,741	377,746	27,447
Vouchers Payable	3,042	1,202	4,238	6
Total Liabilities	17,494	391,943	381,984	27,453
Employee Health and Welfare Fund				
Assets				
Equity in Treasurer's Account	24,741	886,599	885,637	25,703
Liabilities				
Vouchers Payable	90	8,941	9,006	25
Payroll Taxes Payable	14,589	787,499	786,826	15,262
Funds Held in Escrow	10,062	84,014	83,660	10,416
Total Liabilities	24,741	880,454	879,492	25,703
Departmental Custodial Accounts				
Assets				
Cash on Deposit and on Hand	104,934	261,319	265,392	100,861
Investments	9,676	-	3,531	6,145
Due from Other Funds	826	-	127	699
Total Assets	115,436	261,319	269,050	107,705
Liabilities				
Funds Held in Escrow	115,436	261,319	269,050	107,705
Totals - Agency Funds				
Assets				
Cash on Deposit and on Hand	104,934	261,319	265,392	100,861
Equity in Treasurer's Account	42,235	1,277,354	1,266,433	53,156
Investments	9,676	-	3,531	6,145
Due from Other Funds	826	-	127	699
Total Assets	157,671	1,538,673	1,535,483	160,861
Liabilities				
Vouchers Payable	3,132	10,143	13,244	31
Payroll Taxes Payable	14,589	787,499	786,826	15,262
Funds Held in Escrow	139,950	736,074	730,456	145,568
Total Liabilities	157,671	1,533,716	1,530,526	160,861

City Related Schedule of Bonded Debt Outstanding
June 30, 2013

Amounts in USD

	Original Authorization	Date of Issuance	Issued	Fiscal 2013 Outstanding	Maturities	Interest Rates	FY 2014 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	5.00	26,599	-
	7,222,518	07/27/2006	7,222,518	7,222,518	8/2030 to 8/2031	5.00	361,126	-
	11,024,437	07/27/2006	11,024,437	11,024,437	8/2030 to 8/2031	5.00	551,222	-
	10,131,057	07/27/2006	10,131,057	10,131,057	8/2030 to 8/2031	5.00	506,553	-
	113,608,890	01/06/2009	113,608,890	113,608,890	7/2013 to 7/2038	5.25 to 7.125	7,859,694	239,739
	30,926,110	01/06/2009	30,926,110	30,926,110	7/2013 to 7/2038	5.25 to 7.125	2,139,531	65,261
	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			17,467,606	305,000
Refunding Issues	188,910,000	12/20/2007	188,910,000	159,520,000	8/2013 to 8/2019	5.00 to 5.25	7,573,212	21,075,000
	195,170,000	05/01/2008	195,170,000	192,885,000	12/2013 to 12/2032	4.00 to 5.25	10,011,138	470,000
	237,025,000	08/13/2009	237,025,000	237,025,000	8/2019 to 8/2031	4.25 to 5.50	12,030,260	-
	100,000,000	08/13/2009	100,000,000	100,000,000	8/2027 to 8/2031	variable rates	3,829,000	-
	114,570,000	04/19/2011	114,570,000	79,410,000	8/2013 to 8/2020	2.00 to 5.25	3,485,023	11,850,000
	21,295,000	05/08/2012	21,295,000	21,295,000	9/2014 to 9/2021	5.00	1,064,750	-
Total Refunding Bonds	856,970,000		856,970,000	790,135,000			37,993,383	33,395,000
Serial Bonds	99,400,449 [1]	07/27/2006	3,472,002	2,907,166	8/2013 to 8/2029	4.75 to 5.125	141,551	111,329
	12,165,000	12/02/2003	12,165,000	1,661,739	2/2014	5.25	87,241	1,661,739
	84,972,482	12/02/2003	37,835,000	5,168,261	2/2014	5.25	271,334	5,168,261
	[1]	07/27/2006	47,137,482	39,469,022	8/2013 to 8/2029	4.75 to 5.125	1,921,754	1,511,457
	71,950,563 [1]	07/27/2006	71,950,563	60,245,441	8/2013 to 8/2029	4.75 to 5.125	2,933,362	2,307,086
	66,119,953 [1]	07/27/2006	66,119,953	55,363,371	8/2013 to 8/2029	4.75 to 5.125	2,695,653	2,120,128
	16,086,110 [1]	01/06/2009	16,086,110	9,404,852	7/2013 to 7/2018	4.75 to 6.00	480,348	1,678,175
	4,378,890 [1]	01/06/2009	4,378,890	2,560,148	7/2013 to 7/2018	4.75 to 6.00	130,758	456,825
	5,950,427 [1]	04/19/2011	5,950,427	5,674,589	8/2013 to 8/2026	4.00 to 5.375	281,375	287,213
	16,192,628 [1]	04/19/2011	16,192,628	15,442,002	8/2013 to 8/2026	4.00 to 5.375	765,694	781,580
	19,706,945 [1]	04/19/2011	19,706,945	18,793,409	8/2013 to 8/2026	4.00 to 5.375	931,874	951,207
Total Serial Bonds	396,923,447		300,995,000	216,690,000			10,640,944	17,035,000
Total General Obligation Bonds	1,621,600,000		1,428,710,000	1,277,570,000			66,101,933	50,735,000
Revenue Bonds:								
Water and Sewer Revenue Bonds:								
Series 1995	221,630,000	04/15/1995	-	-	8/2012	6.25	-	-
Series 1997 B	100,000,000 [2]	11/25/1997	100,000,000	67,000,000	8/2013 to 8/2027	variable rates	32,062	3,200,000
Series 1998	135,185,000	12/25/1998	135,185,000	74,100,000	12/2013 to 12/2014	5.25	2,943,281	36,075,000
Series 1999 A	6,700,000	N.A.	6,700,000	488,418	7/2013 to 4/2019	2.73	12,354	78,311
Series 2005 A	250,000,000	05/04/2005	250,000,000	220,580,000	7/2013 to 7/2035	3.60 to 5.25	10,988,400	5,260,000
Series 2005 B	86,105,000 [2]	05/04/2005	86,105,000	81,995,000	8/2013 to 8/2018	variable rates	3,378,701	14,820,000
Series 2007 A	191,440,000	05/09/2007	191,440,000	145,135,000	8/2013 to 8/2027	4.50 to 5.00	6,754,325	8,125,000
Series 2007 B	153,595,000	05/09/2007	153,595,000	152,455,000	11/2013 to 11/2031	4.00 to 5.00	6,932,675	235,000
Series 2009 A	325,000,000	05/21/2009	140,000,000	140,000,000	1/2017 to 1/2036	4.00 to 5.75	7,294,038	-

City of Philadelphia
City Related Schedule of Bonded Debt Outstanding
June 30, 2013

Schedule VII

Amounts in USD

	Original Authorization	Date of Issuance	Issued	Fiscal 2013 Outstanding	Maturities	Interest Rates	FY 2014 Debt Service Requirements Interest	FY 2014 Debt Service Requirements Principal
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 2009B	42,886,030	10/14/2009	22,827,986	24,318,749	7/2013 to 1/2024	1.19	278,485	2,132,855
Series 2009C	57,268,193	10/14/2009	35,666,542	37,574,905	7/2013 to 10/2025	1.19	433,063	2,786,940
Series 2009D	84,759,263	03/31/2010	64,380,070	67,866,366	7/2013 to 6/2028	1.19	787,144	4,124,132
Series 2010B	30,000,000	02/16/2011	9,254,100	9,254,100	7/2014 to 6/2019	1.19	106,737	1,054,598
Series 2010A	396,460,000	04/15/2010	396,460,000	298,785,000	6/2013 to 6/2019	3.00 to 5.00	14,324,785	46,955,000
Series 2011A	135,000,000	11/16/2011	135,000,000	135,000,000	1/2036 to 1/2041	4.50 to 5.00	6,737,000	-
Series 2011B	49,855,000	11/16/2011	49,855,000	49,855,000	11/2016 to 11/2026	4.00 to 5.00	2,460,500	-
Series 2012	70,370,000	11/01/2012	70,370,000	70,370,000	11/2013 to 11/2028	1.00 to 5.00	3,372,275	2,645,000
Total Water Revenue Bonds	2,336,253,486		2,031,838,698	1,759,777,538			75,858,075	127,491,836
Aviation Revenue Bonds:								
Series 1998 B	443,700,000	07/01/1998	443,700,000	5,000	7/2028	5.125	256	-
Series 2005 C	189,500,000 [2]	06/02/2005	189,500,000	148,400,000	6/2014 to 6/2025	variable rates	7,398,876	8,200,000
Series 2005 A	124,985,000	08/04/2005	124,985,000	112,060,000	6/2014 to 6/2035	4.20 to 5.00	5,333,455	2,985,000
Series 2007 A	172,470,000	08/16/2007	172,470,000	162,520,000	6/2014 to 6/2037	5.00	8,126,000	3,650,000
Series 2007 B	82,915,000	08/16/2007	82,915,000	63,065,000	6/2014 to 6/2027	5.00	3,153,250	3,775,000
Series 2009 A	45,715,000	04/14/2009	45,715,000	40,595,000	6/2014 to 6/2029	3.25 to 5.375	1,941,016	1,805,000
Series 2010A	273,065,000	11/15/2010	273,065,000	273,050,000	6/2014 to 6/2040	3.00 to 5.25	13,599,413	5,070,000
Series 2010B	24,395,000	11/15/2010	24,395,000	10,360,000	6/2014 to 6/2015	5.00	518,000	5,055,000
Series 2010C	54,730,000	11/15/2010	54,730,000	40,895,000	6/2014 to 6/2018	5.00	2,044,750	7,400,000
Series 2010D	272,475,000	11/15/2010	272,475,000	245,585,000	6/2014 to 6/2028	4.00 to 5.25	12,403,850	13,985,000
Series 2011A	199,040,000	12/14/2011	199,040,000	187,200,000	6/2014 to 6/2028	4.625 to 5.00	9,304,406	6,015,000
Series 2011B	34,790,000	12/14/2011	34,790,000	31,720,000	6/2014 to 6/2031	2.00 to 5.00	1,343,019	1,250,000
Total Aviation Revenue Bonds	1,917,780,000		1,917,780,000	1,315,455,000			65,166,291	59,190,000
Total Revenue Bonds	4,254,033,486		3,949,618,698	3,075,232,538			141,024,366	186,681,836
Total All Bonds	5,875,633,486		5,378,328,698	4,352,802,538 [3]			207,126,299	237,416,836

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	1,277,570,000	-	1,277,570,000
Proprietary Fund Types:			
Water Fund	-	1,759,777,538	1,759,777,538
Aviation Fund	-	1,315,455,000	1,315,455,000
Total Proprietary Funds	-	3,075,232,538	3,075,232,538
Total All Funds	1,277,570,000	3,075,232,538	4,352,802,538

City of Philadelphia **Schedule VIII**

Budgetary Comparison Schedule

Water Operating Fund

For the Fiscal Year Ended June 30, 2013

Amounts in thousands of USD

	Budgeted Amounts			Final Budget to Actual Positive
	Original	Final	Actual	(Negative)
Revenues				
Locally Generated Non-Tax Revenue	584,399	573,855	572,017	(1,838)
Revenue from Other Governments	1,500	2,250	2,727	477
Revenue from Other Funds	85,990	69,691	37,212	(32,479)
Total Revenues	671,889	645,796	611,956	(33,840)
Expenditures and Encumbrances				
Personal Services	115,699	115,699	104,392	11,307
Pension Contributions	56,068	56,068	55,960	108
Other Employee Benefits	43,130	43,130	40,369	2,761
Sub-Total Employee Compensation	214,897	214,897	200,721	14,176
Purchase of Services	156,865	156,865	134,417	22,448
Materials and Supplies	49,066	49,085	45,492	3,593
Equipment	4,869	4,850	2,802	2,048
Contributions, Indemnities and Taxes	6,601	6,601	5,090	1,511
Debt Service	201,986	201,986	201,016	970
Payments to Other Funds	57,605	57,605	53,566	4,039
Total Expenditures and Encumbrances	691,889	691,889	643,104	48,785
Operating Surplus (Deficit) for the Year	(20,000)	(46,093)	(31,148)	14,945
Fund Balance Available for Appropriation, July 1, 2012	-	-	-	-
Operations in Respect to Prior Fiscal Years				
Commitments Cancelled - Net	20,000	20,000	31,148	11,148
Adjusted Fund Balance, July 1, 2012	20,000	20,000	31,148	11,148
Fund Balance Available for Appropriation, June 30, 2013	-	(26,093)	-	26,093

City of Philadelphia **Schedule IX**
Budgetary Comparison Schedule
Water Residual Fund
For the Fiscal Year Ended June 30, 2013

Amounts in thousands of USD

	Budgeted Amounts			Final Budget to Actual
	Original	Final	Actual	Positive (Negative)
Revenues				
Locally Generated Non-Tax Revenue	-	828	9	(819)
Revenue from Other Funds	28,060	23,241	27,293	4,052
Total Revenues	28,060	24,069	27,302	3,233
Expenditures and Encumbrances				
Payments to Other Funds	72,605	72,605	71,099	1,506
Total Expenditures and Encumbrances	72,605	72,605	71,099	1,506
Operating Surplus (Deficit) for the Year	(44,545)	(48,536)	(43,797)	4,739
Fund Balance Available for Appropriation, July 1, 2012	52,813	44,644	44,644	-
Fund Balance Available for Appropriation, June 30, 2013	8,268	(3,892)	847	4,739

City of Philadelphia **Schedule X**
Budgetary Comparison Schedule
County Liquid Fuels Tax Fund
For the Fiscal Year Ended June 30, 2013

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	4,728	(222)
Total Revenues	4,950	4,950	4,728	(222)
Expenditures and Encumbrances				
Personal Services	3,734	3,734	3,734	-
Purchase of Services	861	861	856	5
Materials and Supplies	336	336	231	105
Payments to Other Funds	19	19	19	-
Total Expenditures and Encumbrances	4,950	4,950	4,840	110
Operating Surplus (Deficit) for the Year	-	-	(112)	(112)
Fund Balance Available for Appropriation, July 1, 2012	2,060	2,352	2,352	-
Operations in Respect to Prior Fiscal Years				
Commitments Cancelled - Net	25	25	148	123
Adjusted Fund Balance, July 1, 2012	2,085	2,377	2,500	123
Fund Balance Available for Appropriation, June 30, 2013	2,085	2,377	2,388	11

City of Philadelphia **Schedule XI**

Budgetary Comparison Schedule

Special Gasoline Tax Fund

For the Fiscal Year Ended June 30, 2013

Amounts in thousands of USD

	Budgeted Amounts			Final Budget to Actual
	Original	Final	Actual	Positive (Negative)
Revenues				
Locally Generated Non-Tax Revenue	20	3	1	(2)
Revenue from Other Governments	24,579	23,413	24,189	776
Total Revenues	24,599	23,416	24,190	774
Expenditures and Encumbrances				
Personal Services	4,000	4,000	4,000	-
Pension Contributions	500	500	500	-
Other Employee Benefits	500	500	500	-
Sub-Total Employee Compensation	5,000	5,000	5,000	-
Purchase of Services	15,459	15,459	14,368	1,091
Materials and Supplies	3,990	3,990	2,988	1,002
Equipment	-	-	723	(723)
Payments to Other Funds	20	20	20	-
Total Expenditures and Encumbrances	24,469	24,469	23,099	1,370
Operating Surplus (Deficit) for the Year	130	(1,053)	1,091	2,144
Fund Balance Available for Appropriation, July 1, 2012	16,460	16,507	16,507	-
Operations in Respect to Prior Fiscal Years				
Commitments Cancelled - Net	150	500	1,809	1,309
Adjusted Fund Balance, July 1, 2012	16,610	17,007	18,316	1,309
Fund Balance Available for Appropriation, June 30, 2013	16,740	15,954	19,407	3,453

City of Philadelphia
Budgetary Comparison Schedule
Hotel Room Rental Tax Fund
For the Fiscal Year Ended June 30, 2013

Schedule XII

Amounts in thousands of USD

	Budgeted Amounts			Final Budget to Actual Positive
	Original	Final	Actual	(Negative)
Revenues				
Taxes	48,644	50,540	50,042	(498)
Locally Generated Non-Tax Revenue	2	2	-	(2)
Total Revenues	48,646	50,542	50,042	(500)
Expenditures and Encumbrances				
Contributions, Indemnities and Taxes	48,646	50,542	50,542	-
Total Expenditures and Encumbrances	48,646	50,542	50,542	-
Operating Surplus (Deficit) for the Year	-	-	(500)	(500)
Fund Balance Available for Appropriation, July 1, 2012	6,562	7,352	7,352	-
Fund Balance Available for Appropriation, June 30, 2013	6,562	7,352	6,852	(500)

Schedule XIII

Amounts in thousands of USD

	Budgeted Amounts			Final Budget to Actual Positive
	Original	Final	Actual	(Negative)
Revenues				
Locally Generated Non-Tax Revenue	371,050	321,825	301,099	(20,726)
Revenue from Other Governments	3,500	3,500	2,528	(972)
Revenue from Other Funds	2,500	2,575	989	(1,586)
Total Revenues	377,050	327,900	304,616	(23,284)
Expenditures and Encumbrances				
Personal Services	64,235	64,235	60,461	3,774
Pension Contributions	27,811	26,511	30,365	(3,854)
Other Employee Benefits	18,264	19,564	19,564	-
Sub-Total Employee Compensation	110,310	110,310	110,390	(80)
Purchase of Services	114,435	114,435	97,824	16,611
Materials and Supplies	8,757	9,022	7,899	1,123
Equipment	9,110	8,845	1,862	6,983
Contributions, Indemnities and Taxes	5,262	5,262	1,946	3,316
Debt Service	112,549	112,549	109,521	3,028
Payments to Other Funds	21,373	21,373	9,870	11,503
Total Expenditures and Encumbrances	381,796	381,796	339,312	42,484
Operating Surplus (Deficit) for the Year	(4,746)	(53,896)	(34,696)	19,200
Fund Balance Available for Appropriation, July 1, 2012	58,060	64,679	64,679	-
Operations in Respect to Prior Fiscal Years				
Commitments Cancelled - Net	10,000	10,000	16,925	6,925
Adjusted Fund Balance, July 1, 2012	68,060	74,679	81,604	6,925
Fund Balance Available for Appropriation, June 30, 2013	63,314	20,783	46,908	26,125

City of Philadelphia
Budgetary Comparison Schedule
Community Development Fund
For the Fiscal Year Ended June 30, 2013

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	7,856	7,606
Revenue from Other Governments	84,877	64,877	30,460	(34,417)
Total Revenues	85,127	65,127	38,316	(26,811)
Other Sources				
Increase in Financed Reserves	-	-	(12,327)	(12,327)
Total Revenues and Other Sources	85,127	65,127	25,989	(39,138)
Expenditures and Encumbrances				
Personal Services	6,544	6,576	3,999	2,577
Pension Contributions	2,395	2,609	1,844	765
Other Employee Benefits	2,186	1,972	1,147	825
Sub-Total Employee Compensation	11,125	11,157	6,990	4,167
Purchase of Services	53,625	53,593	36,495	17,098
Materials and Supplies	205	227	141	86
Equipment	142	120	33	87
Payments to Other Funds	30	30	20	10
Advances, Subsidies, Miscellaneous	20,000	20,000	-	20,000
Total Expenditures and Encumbrances	85,127	85,127	43,679	41,448
Operating Surplus (Deficit) for the Year	-	(20,000)	(17,690)	2,310
Fund Balance Available for Appropriation, July 1, 2012	-	(6,485)	(6,485)	-
Operations in Respect to Prior Fiscal Years				
Commitments Cancelled - Net	-	-	16,984	16,984
Prior Period Adjustments	-	6,485		(6,485)
Adjusted Fund Balance, July 1, 2012	-	-	10,499	10,499
Fund Balance Available for Appropriation, June 30, 2013	-	(20,000)	(7,191)	12,809

City of Philadelphia **Schedule XV**

Budgetary Comparison Schedule

Car Rental Tax Fund

For the Fiscal Year Ended June 30, 2013

Amounts in thousands of USD

	Budgeted Amounts			Final Budget to Actual Positive
	Original	Final	Actual	(Negative)
Revenues				
Taxes	5,330	5,330	5,383	53
Locally Generated Non-Tax Revenue	3	3	3	-
Total Revenues	5,333	5,333	5,386	53
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	333	333	386	53
Fund Balance Available for Appropriation, July 1, 2012	6,466	6,436	6,436	-
Fund Balance Available for Appropriation, June 30, 2013	6,799	6,769	6,822	53

City of Philadelphia
Schedule XVI

Budgetary Comparison Schedule
Housing Trust Fund
For the Fiscal Year Ended June 30, 2013

Amounts in thousands of USD

	Budgeted Amounts			Final Budget to Actual
	Original	Final	Actual	Positive (Negative)
Revenues				
Locally Generated Non-Tax Revenue	10,610	12,020	12,749	729
Total Revenues	10,610	12,020	12,749	729
Expenditures and Encumbrances				
Personal Services	700	700	700	-
Purchase of Services	14,800	16,800	13,289	3,511
Total Expenditures and Encumbrances	15,500	17,500	13,989	3,511
Operating Surplus (Deficit) for the Year	(4,890)	(5,480)	(1,240)	4,240
Fund Balance Available for Appropriation, July 1, 2012	3,484	1,929	1,929	-
Operations in Respect to Prior Fiscal Years				
Commitments Cancelled - Net	4,000	4,750	4,904	154
Adjusted Fund Balance, July 1, 2012	7,484	6,679	6,833	154
Fund Balance Available for Appropriation, June 30, 2013	2,594	1,199	5,593	4,395

City of Philadelphia **Schedule XVII**
Budgetary Comparison Schedule
General Capital Improvement Funds
For the Fiscal Year Ended June 30, 2013

Amounts in thousands of USD

	Budgeted Amounts			Final Budget to Actual Positive
	Original	Final	Actual	(Negative)
Revenues				
Locally Generated Non-Tax Revenue	481,674	482,129	4,200	(477,929)
Revenue from Other Governments	347,194	347,429	48,297	(299,132)
Revenue from Other Funds	-	-	9,379	9,379
Total Revenues	828,868	829,558	61,876	(767,682)
Other Sources (Uses)				
Decrease in Unreimbursed Committments	-	-	(34,243)	(34,243)
Total Revenues and Other Sources	828,868	829,558	27,633	(801,925)
Expenditures and Encumbrances				
Capital Outlay	828,868	829,558	118,914	710,644
Operating Surplus (Deficit) for the Year	-	-	(91,281)	(91,281)
Fund Balance Available for Appropriation, July 1, 2012	-	-	31,293	31,293
Operations in Respect to Prior Fiscal Years				
Commitments Cancelled - Net	-	-	804	804
Adjusted Fund Balance, July 1, 2012	-	-	32,097	32,097
Fund Balance Available for Appropriation, June 30, 2013	-	-	(59,184)	(59,184)

City of Philadelphia **Schedule XVIII**
Budgetary Comparison Schedule
Acute Care Hospital Assessment Fund
For the Fiscal Year Ended June 30, 2013

Amounts in thousands of USD

	Budgeted Amounts			Final Budget to Actual Positive
	Original	Final	Actual	(Negative)
Revenues				
Tax Revenue	142,000	142,000	148,309	6,309
Total Revenues	142,000	142,000	148,309	6,309
Other Sources				
Increase in Unreimbursed Committments	-	-	5,324	5,324
Total Revenues and Other Sources	142,000	142,000	153,633	11,633
Expenditures and Encumbrances				
Personal Services	4,303	3,008	2,730	278
Pension Contributions	100	87	87	-
Other Employee Benefits	139	152	152	-
Sub-Total Employee Compensation	4,542	3,247	2,969	278
Purchase of Services	137,869	142,059	142,059	-
Materials and Supplies	3	6	5	1
Equipment	6	6	-	6
Payments to Other Funds	3,000	3,000	3,000	-
Total Expenditures and Encumbrances	145,420	148,318	148,033	285
Operating Surplus (Deficit) for the Year	(3,420)	(6,318)	5,600	11,918
Fund Balance Available for Appropriation, July 1, 2012	6,623	9,471	9,471	-
Operations in Respect to Prior Fiscal Years				
Commitments Cancelled - Net	-	-	125	125
Adjusted Fund Balance, July 1, 2012	6,623	9,471	9,596	125
Fund Balance Available for Appropriation, June 30, 2013	3,203	3,153	15,196	12,043

City of Philadelphia

Schedule XIX

Schedule of Budgetary Actual and Estimated Revenues and Obligations
General Fund
For the Fiscal Year Ended June 30, 2013 (with comparative actual amounts for the Fiscal Year Ended June 30, 2012)

Amounts in thousands of USD

	Budgeted Amounts			Final Budget to Actual		
	Original	Final	FY 2013 Actual	Positive (Negative)	FY 2012 Actual	Increase (Decrease)
Revenue						
Taxes						
Real Property Tax:						
Current	479,905	500,149	504,207	4,058	464,420	39,787
Prior Years	35,000	35,000	36,324	1,324	36,301	23
Total Real Property Tax	514,905	535,149	540,531	5,382	500,721	39,810
Wage and Earnings Taxes:						
Current	1,197,814	1,227,484	1,219,500	(7,984)	1,192,221	27,279
Prior Years	10,000	4,250	2,006	(2,244)	4,102	(2,096)
Total Wage and Earnings Taxes	1,207,814	1,231,734	1,221,506	(10,228)	1,196,323	25,183
Business Taxes:						
Business Income & Receipts Taxes:						
Current	359,920	399,959	411,731	11,772	370,189	41,542
Prior Years	35,000	35,000	39,180	4,180	19,197	19,983
Total Business Income & Receipts Taxes	394,920	434,959	450,911	15,952	389,386	61,525
Net Profits Tax:						
Current	9,791	9,972	17,230	7,258	12,193	5,037
Prior Years	2,500	2,500	1,934	(566)	2,928	(994)
Total Net Profits Tax	12,291	12,472	19,164	6,692	15,121	4,043
Total Business Taxes	407,211	447,431	470,075	22,644	404,507	65,568
Other Taxes:						
Sales Tax	259,316	259,263	257,550	(1,713)	253,523	4,027
Amusement Tax	22,064	19,064	19,081	17	21,911	(2,830)
Real Property Transfer Tax	124,541	143,300	147,968	4,668	119,364	28,604
Parking Lot Tax	75,138	73,162	73,261	99	70,930	2,331
Smokeless Tobacco	631	631	728	97	628	100
Miscellaneous Taxes	2,778	2,777	2,756	(21)	2,538	218
Total Other Taxes	484,468	498,197	501,344	3,147	468,894	32,450
Total Taxes	2,614,398	2,712,511	2,733,456	20,945	2,570,445	163,011
Locally Generated Non-Tax Revenue						
Rentals from Leased City Properties	5,290	5,790	5,933	143	5,507	426
Licenses and Permits	45,148	51,108	55,253	4,145	47,993	7,260
Fines, Forfeits, Penalties, Confiscated Money and Property	19,775	19,825	19,020	(805)	21,716	(2,696)
Interest Income	3,135	2,170	1,843	(327)	7,727	(5,884)
Service Charges and Fees	127,407	126,541	126,685	144	120,762	5,923
Other	45,498	53,172	57,440	4,268	52,989	4,451
Total Locally Generated Non-Tax Revenue	246,253	258,606	266,174	7,568	256,694	9,480
Revenue from Other Governments						
United States Government:						
Grants and Reimbursements	43,056	41,766	39,706	(2,060)	96,998	(57,292)
Commonwealth of Pennsylvania:						
Grants and Other Payments	244,066	232,853	233,634	781	536,806	(303,172)
Other Governmental Units	366,695	376,245	378,199	1,954	82,069	296,130
Total Revenue from Other Governments	653,817	650,864	651,539	675	715,873	(64,334)
Revenue from Other Funds	53,253	58,583	46,821	(11,762)	48,341	(1,520)
Total Revenues	3,567,721	3,680,564	3,697,990	17,426	3,591,353	106,637

City of Philadelphia

Schedule XIX

Schedule of Budgetary Actual and Estimated Revenues and Obligations

General Fund

Amounts in thousands of USD

For the Fiscal Year Ended June 30, 2013 (with comparative actual amounts for the Fiscal Year Ended June 30, 2012)

	Budgeted Amounts			Final Budget to Actual		
	Original	Final	FY 2013 Actual	Positive (Negative)	FY 2012 Actual	Increase (Decrease)
Obligations						
General Government						
City Council	35,549	15,672	13,468	2,204	13,758	(290)
Mayor's Office:						
Mayor's Office	3,711	3,738	3,729	9	3,514	215
Scholarships	200	318	318	-	196	122
Mural Arts Program	941	1,149	947	202	996	(49)
Labor Relations	541	550	543	7	517	26
MDO Office of Technology	70,044	71,254	63,234	8,020	63,272	(38)
Office of Property Assessment	11,715	14,693	11,564	3,129	7,967	3,597
Transportation	546	634	604	30	498	106
Law	12,771	15,340	14,827	513	14,501	326
Board of Ethics	898	909	713	196	683	30
Youth Commission	94	94	57	37	42	15
Inspector General	1,256	1,461	1,259	202	1,239	20
City Planning Commission	2,212	2,257	2,252	5	2,209	43
Commission on Human Relations	1,998	2,025	1,688	337	1,830	(142)
Zoning Code Commisssion	-	-	-	-	216	(216)
Arts & Culture	2,670	2,675	2,596	79	2,662	(66)
Board of Revision of Taxes	709	1,058	1,056	2	576	480
Total General Government	145,855	133,827	118,855	14,972	114,676	4,179
Operation of Service Departments						
Housing	2,520	2,840	2,840	-	4,213	(1,373)
Managing Director	69,476	74,123	73,276	847	21,732	51,544
Police	556,818	585,104	585,104	-	568,922	16,182
Streets	111,818	124,300	118,695	5,605	123,523	(4,828)
Fire	189,305	200,545	200,457	88	195,532	4,925
Public Health	111,646	112,378	109,077	3,301	107,770	1,307
Office-Behavioral Health/Mental Retardation	14,272	14,287	14,145	142	14,240	(95)
Parks and Recreation	47,781	53,184	52,468	716	47,344	5,124
Atwater Kent Museum	269	270	270	-	266	4
Public Property	180,671	182,446	172,472	9,974	169,143	3,329
Department of Human Services	111,038	103,285	90,871	12,414	103,761	(12,890)
Philadelphia Prisons	227,851	242,659	242,659	-	232,232	10,427
Office of Supportive Housing	39,641	42,706	42,112	594	38,384	3,728
Office of Fleet Management	55,375	60,949	60,810	139	55,944	4,866
Licenses and Inspections	21,661	21,937	21,649	288	21,429	220
Board of L & I Review	153	161	127	34	124	3
Board of Building Standards	70	71	57	14	58	(1)
Zoning Board of Adjustment	356	366	361	5	366	(5)
Records	4,009	4,022	3,933	89	3,841	92
Philadelphia Historical Commission	388	395	352	43	359	(7)
Art Museum	2,300	2,400	2,400	-	2,315	85
Philadelphia Free Library	33,682	34,040	33,591	449	33,399	192
Total Operations of Service Departments	1,781,100	1,862,468	1,827,726	34,742	1,744,897	82,829
Financial Management						
Office of Director of Finance	9,960	14,961	14,216	745	12,469	1,747
Department of Revenue	19,338	19,594	18,661	933	18,850	(189)
Sinking Fund Commission	222,473	211,883	209,845	2,038	201,046	8,799
Procurement	4,152	4,633	4,564	69	4,461	103
City Treasurer	887	896	884	12	825	59
Audit of City Operations	7,449	7,665	7,027	638	7,289	(262)
Total Financial Management	264,259	259,632	255,197	4,435	244,940	10,257

Schedule of Budgetary Actual and Estimated Revenues and Obligations
General Fund
Amounts in thousands of USD
For the Fiscal Year Ended June 30, 2013 (with comparative actual amounts for the Fiscal Year Ended June 30, 2012)

	Budgeted Amounts			Final Budget to Actual		
	Original	Final	FY 2013 Actual	Positive (Negative)	FY 2012 Actual	Increase (Decrease)
Obligations (Continued)						
City-Wide Appropriations Under the Director of Finance						
Fringe Benefits	1,118,256	1,124,884	1,119,075	5,809	1,066,251	52,824
Community College of Philadelphia	25,409	25,409	25,409	-	25,409	-
Legal Services	-	-	-	-	37,066	(37,066)
Hero Award	25	25	21	4	28	(7)
Refunds	250	93	-	93	-	-
Indemnities	32,458	258	295	(37)	14	281
Office of Risk Management	3,019	3,056	2,916	140	2,925	(9)
Witness Fees	172	172	132	40	140	(8)
Contribution to School District	48,990	68,990	68,990	-	48,930	20,060
Total City-Wide Under Director of Finance	1,228,579	1,222,887	1,216,838	6,049	1,180,763	36,075
Promotion and Public Relations						
City Representative	890	960	960	-	879	81
Commerce	18,976	18,998	18,839	159	18,361	478
Total Promotion and Public Relations	19,866	19,958	19,799	159	19,240	559
Personnel						
Civic Service Commission	167	171	171	-	167	4
Personnel Director	5,347	5,560	5,301	259	4,945	356
Total Personnel	5,514	5,731	5,472	259	5,112	360
Administration of Justice						
Register of Wills	3,331	3,333	3,269	64	3,312	(43)
District Attorney	31,055	31,489	31,450	39	30,888	562
Sheriff	14,089	15,146	15,146	-	15,462	(316)
First Judicial District	99,935	110,374	109,394	980	115,562	(6,168)
Total Administration of Justice	148,410	160,342	159,259	1,083	165,224	(5,965)
City-Wide Appropriations Under the First Judicial District						
Juror Fees	1,437	1,437	1,437	-	1,412	25
Conduct of Elections						
City Commissioners	8,847	8,879	8,683	196	8,611	72
Total Obligations	3,603,867	3,675,161	3,613,266	61,895	3,484,875	128,391
Operating Surplus (Deficit) for the Year	(36,146)	5,403	84,724	79,321	106,478	(21,754)

City of Philadelphia

Schedule XX

Schedule of Budgetary Actual and Estimated Revenues and Obligations

Water Operating Fund

Amounts in thousands of USD

For the Fiscal Year Ended June 30, 2013 (with comparative actual amounts for the Fiscal Year Ended June 30, 2012)

	Budgeted Amounts Original	Budgeted Amounts Final	FY 2013 Actual	Final Budget to Actual Positive (Negative)	FY 2012 Actual	Increase (Decrease)
Revenue						
Locally Generated Non-Tax Revenue						
Sales and Charges - Current	481,100	486,740	489,134	2,394	474,478	14,656
Sales and Charges - Prior Years	52,250	39,500	33,511	(5,989)	34,224	(713)
Fire Service Connections	2,086	2,129	2,026	(103)	2,097	(71)
Surcharges	5,733	5,671	5,656	(15)	5,110	546
Fines and Penalties	1,037	960	1,026	66	838	188
Miscellaneous Charges	1,950	1,439	1,446	7	1,223	223
Charges to Other Municipalities	34,000	30,000	29,512	(488)	35,160	(5,648)
Licenses and Permits	2,250	2,480	3,184	704	2,398	786
Interest Income	850	850	551	(299)	246	305
Fleet Management - Sale of Vehicles & Equipment	195	175	125	(50)	108	17
Contributions from Sinking Fund Reserve	-	-	1,707	1,707	1,086	621
Reimbursement of Expenditures	186	316	569	253	438	131
Repair Loan Program	1,866	2,645	2,802	157	2,489	313
Other	896	950	768	(182)	417	351
Total Locally Generated Non-Tax Revenue	584,399	573,855	572,017	(1,838)	560,312	11,705
Revenue from Other Governments						
State	500	350	163	(187)	327	(164)
Federal	1,000	1,900	2,564	664	2,865	(301)
Total Revenue from Other Governments	1,500	2,250	2,727	477	3,192	(465)
Revenue from Other Funds	85,990	69,691	37,212	(32,479)	28,985	8,227
Total Revenues	671,889	645,796	611,956	(33,840)	592,489	19,467
Obligations						
Mayor's Office of Information Services	16,971	16,971	14,046	2,925	11,530	2,516
Public Property	3,740	3,740	3,739	1	3,726	13
Office of Fleet Management	8,510	8,510	7,219	1,291	7,603	(384)
Water Department	335,863	340,954	302,494	38,460	292,887	9,607
City-Wide Appropriation Under the Director of Finance:						
Pension Contributions	56,068	56,068	55,959	109	48,613	7,346
Other Employee Benefits	43,130	43,130	40,369	2,761	38,395	1,974
Contributions, Indemnities and Taxes	6,500	1,410	-	1,410	-	-
Department of Revenue	15,708	15,707	14,602	1,105	13,933	669
Sinking Fund Commission	201,986	201,986	201,576	410	193,509	8,067
Procurement Department	69	69	69	-	46	23
Law	3,108	3,108	2,861	247	2,993	(132)
Mayor's Office of Transportation	236	236	170	66	56	114
Total Obligations	691,889	691,889	643,104	48,785	613,291	29,813
Operating Surplus (Deficit) for the Year	(20,000)	(46,093)	(31,148)	14,945	(20,802)	(10,346)

City of Philadelphia
Schedule XXI

Schedule of Budgetary Actual and Estimated Revenues and Obligations
Aviation Operating Fund
Amounts in thousands of USD
For the Fiscal Year Ended June 30, 2013 (with comparative actual amounts for the Fiscal Year Ended June 30, 2012)

	Budgeted Amounts			Final Budget to Actual		
	Original	Final	FY 2013 Actual	Positive (Negative)	FY 2012 Actual	Increase (Decrease)
Revenue						
Locally Generated Non-Tax Revenue						
Concessions	26,000	35,000	34,123	(877)	35,284	(1,161)
Space Rentals	140,000	110,000	105,207	(4,793)	97,483	7,724
Landing Fees	65,000	65,000	60,025	(4,975)	57,669	2,356
Parking	29,000	25,500	24,041	(1,459)	25,035	(994)
Car Rentals	23,000	20,000	19,711	(289)	18,274	1,437
Interest Earnings	1,000	1,000	333	(667)	666	(333)
Sale of Utilities	5,000	4,200	3,227	(973)	4,119	(892)
Passenger Facility Charge	35,000	32,000	31,160	(840)	31,573	(413)
Overseas Terminal Facility Charges	-	-	11	11	13	(2)
International Terminal Charge	28,000	20,000	19,744	(256)	16,349	3,395
Other	19,050	9,125	3,517	(5,608)	7,298	(3,781)
Total Locally Generated Non-Tax Revenue	371,050	321,825	301,099	(20,726)	293,763	7,336
Revenue from Other Governments						
State	500	500	-	(500)	-	-
Federal	3,000	3,000	2,528	(472)	4,493	(1,965)
Total Revenue from Other Governments	3,500	3,500	2,528	(972)	4,493	(1,965)
Revenue from Other Funds	2,500	2,575	989	(1,586)	947	42
Total Revenue	377,050	327,900	304,616	(23,284)	299,203	5,413
Obligations						
Mayor's Office of Information Services	6,728	6,728	5,966	762	5,684	282
Police	14,148	14,148	14,050	98	13,738	312
Fire	6,203	6,203	5,645	558	5,641	4
Public Property	26,900	26,900	21,930	4,970	26,894	(4,964)
Office of Fleet Management	8,109	8,109	3,552	4,557	3,255	297
City-Wide Appropriation Under the Director of Finance:						
Pension Contributions	27,811	30,365	30,365	-	25,441	4,924
Other Employee Benefits	18,264	19,564	19,564	-	16,271	3,293
Purchase of Services	4,146	2,574	2,574	-	2,641	(67)
Contributions, Indemnities and Taxes	2,512	-	-	-	-	-
Sinking Fund Commission	112,549	111,361	109,521	1,840	103,178	6,343
Commerce	152,234	153,652	124,249	29,403	124,759	(510)
Law	1,878	1,878	1,709	169	1,686	23
Mayor's Office of Transportation	314	314	187	127	56	131
Total Obligations	381,796	381,796	339,312	42,484	329,244	10,068
Operating Surplus (Deficit) for the Year	(4,746)	(53,896)	(34,696)	19,200	(30,041)	(4,655)


SEAL OF THE CITY OF PHILADELPHIA
PHILADELPHIA MANETO

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.

Table 1 Net Position by Component 156
Table 2 Changes in Net Positions 157
Table 3 Fund Balances-Governmental Funds 159
Table 4 Changes in Fund Balances-Governmental Funds 160
Table 5 Comparative Schedule of Operations-Municipal Pension Fund 161

Revenue Capacity

These tables contain information to help the reader assess the City's most significant local revenue source, the wage and earnings tax. Property tax information is also presented.

Table 6 Wage and Earnings Tax Taxable Income 162
Table 7 Direct and Overlapping Tax Rates 163
Table 8 Principal Wage and Earnings Tax Remitters 165
Table 9 Assessed Value and Estimated Value of Taxable Property 166
Table 10 Principal Property Tax Payers 167
Table 11 Real Property Taxes Levied and Collected 168

Debt Capacity

These tables present information to help the reader assess the affordability of the City's current levels of outstanding debt and the City's ability to issue additional debt.

Table 12 Ratios of Outstanding Debt by Type 169
Table 13 Ratios of General Bonded Debt Outstanding 170
Table 14 Direct and Overlapping Governmental Activities Debt 171
Table 15 Legal Debt Margin Information 172
Table 16 Pledged Revenue Coverage 173

Demographic & Economic Information

These tables offer demographic and economic indicators to help the reader understand the environment within which the City's financial activities take place.

Table 17 Demographic and Economic Statistics 174
Table 18 Principal Employers 175

Operating Information

These tables contain service and infrastructure information data to help the reader understand how the information in the City's financial report relates to the services the city provides and the activities it performs.

Table 19 Full Time Employees by Function 176
Table 20 Operating Indicators by Function 177
Table 21 Capital Assets Statistics by Function 178

2/20/2014

City of Philadelphia **Table 1**
Net Position by Component
For the Fiscal Years 2004 Through 2013

Amounts in millions of USD

(full accrual basis of accounting)

	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Governmental Activities										
Net Investment in Capital Assets	175.0	241.3	248.6	161.4	206.4	(5.8)	(59.3)	(47.5)	83.9	232.5
Restricted	484.1	516.5	471.5	689.7	641.0	833.8	705.1	789.5	621.8	586.8
Unrestricted	(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)	(2,588.9)
Total Governmental Activities Net Position	(47.9)	(270.8)	(290.8)	(369.4)	(719.7)	(1,292.6)	(1,776.1)	(1,753.5)	(1,772.5)	(1,769.6)
Business-Type Activities										
Net Investment in Capital Assets	541.0	548.4	537.4	544.0	591.8	750.6	831.8	845.1	887.8	982.5
Restricted	504.0	472.0	551.9	635.1	644.1	511.2	489.3	550.6	591.8	628.9
Unrestricted	91.3	269.7	273.9	257.3	266.2	269.8	257.3	234.3	257.9	173.4
Total Business-Type Activities Net Position	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	1,784.8
Primary Government										
Net Investment in Capital Assets	716.0	789.7	786.0	705.4	798.2	744.8	772.5	797.6	971.7	1,215.0
Restricted	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	1,215.7
Unrestricted	(615.7)	(758.9)	(737.0)	(963.2)	(1,300.9)	(1,850.8)	(2,164.6)	(2,261.2)	(2,220.3)	(2,415.5)
Total Primary Government Net Position	1,088.4	1,019.3	1,072.4	1,067.0	782.4	239.0	(197.7)	(123.5)	(35.0)	15.2

City of Philadelphia **Table 2**
Changes in Net Positions
For the Fiscal Years 2004 Through 2013

Amounts in millions of USD

(full accrual basis of accounting)

	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Expenses										
Governmental Activities:										
Economic Development	127.4	89.5	89.8	92.6	116.4	116.0	145.0	92.2	96.5	94.2
Transportation:										
Streets & Highways	109.9	119.0	116.0	116.6	117.7	119.1	129.4	136.3	115.6	112.9
Mass Transit	81.3	84.9	84.5	85.1	88.3	90.5	82.7	75.2	74.0	71.0
Judiciary and Law Enforcement:										
Police	793.8	817.1	836.0	921.4	1,002.9	985.6	990.5	1,048.1	1,094.2	1,087.9
Prisons	237.1	250.2	268.7	293.2	311.4	339.1	343.8	340.4	336.7	342.2
Courts	277.2	284.9	287.1	304.1	321.6	318.7	312.0	315.0	326.2	318.1
Conservation of Health:										
Emergency Medical Services	30.6	34.2	35.6	36.0	37.2	36.9	47.8	53.3	48.4	49.7
Health Services	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	1,464.9
Housing and Neighborhood Development	119.0	123.0	149.5	111.2	142.1	149.1	131.3	126.1	137.7	102.9
Cultural and Recreational										
Recreation	118.4	68.3	73.3	73.4	86.2	77.3	77.0	98.7	97.3	102.3
Parks	32.6	30.2	28.9	32.6	36.6	37.7	37.9	14.0	9.0	8.6
Libraries and Museums	67.5	80.7	68.6	90.3	87.0	92.8	79.0	75.7	80.8	76.1
Improvements to General Welfare:										
Social Services	691.2	697.6	702.0	765.5	794.1	756.3	718.8	718.4	675.5	625.3
Education	58.6	61.6	59.9	64.0	65.5	67.2	65.4	64.0	74.3	94.4
Inspections and Demolitions	81.3	79.0	55.3	64.3	47.3	27.8	23.4	30.1	26.5	38.0
Service to Property:										
Sanitation	121.0	126.0	128.8	134.4	138.0	137.8	142.7	143.0	153.2	136.7
Fire	215.4	229.6	236.1	285.3	284.8	278.6	266.0	285.9	292.2	296.8
General Management and Support	576.9	519.9	574.8	568.7	636.9	684.1	683.3	561.0	678.4	743.4
Interest on Long Term Debt	98.3	138.2	136.9	149.5	95.1	214.6	174.9	136.3	112.1	161.8
Total Governmental Activities Expenses	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	5,927.2
Business-Type Activities:										
Water and Sewer	416.9	442.3	455.4	476.2	504.3	530.8	502.5	520.2	490.8	513.4
Aviation	261.0	269.5	303.1	314.3	323.1	326.2	330.1	336.0	343.1	358.9
Industrial and Commercial Development	2.5	4.7	2.1	3.7	2.1	3.0	0.1	1.9	-	0.6
Total Business-Type Activities Expenses	680.4	716.5	760.6	794.2	829.5	860.0	832.7	858.1	833.9	872.9
Total Primary Government Expenses	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	6,800.1
Program Revenues										
Governmental Activities:										
Charges for Services:										
Economic Development	6.9	0.1	-	-	-	0.3	0.1	-	1.1	2.6
Transportation:										
Streets & Highways	1.5	1.9	2.2	3.5	3.9	2.8	4.4	5.1	5.2	5.3
Mass Transit	0.5	0.5	0.6	0.6	0.5	0.4	0.5	0.6	1.3	1.9
Judiciary and Law Enforcement:										
Police	2.4	2.2	7.2	1.7	4.3	5.0	3.3	3.5	5.5	6.3
Prisons	0.5	0.4	0.4	0.3	0.3	0.4	0.5	0.5	0.9	0.7
Courts	52.5	48.4	51.5	51.5	52.7	51.8	53.4	45.6	60.6	59.9
Conservation of Health:										
Emergency Medical Services	20.7	23.1	25.0	27.7	27.6	37.5	36.8	34.7	27.5	33.3
Health Services	11.6	13.5	14.0	12.6	15.3	14.4	16.2	16.7	14.8	16.7
Housing and Neighborhood Development	12.0	10.0	22.3	45.2	25.2	31.3	20.8	23.1	28.6	23.5
Cultural and Recreational:										
Recreation	13.0	0.8	0.4	0.2	0.3	3.2	(0.1)	2.8	2.2	3.8
Parks	1.7	0.9	0.4	0.5	1.5	0.6	0.9	5.0	4.8	3.3
Libraries and Museums	0.4	0.5	0.9	0.9	0.8	1.3	0.9	1.8	1.2	1.0
Improvements to General Welfare:										
Social Services	6.9	7.6	7.4	7.3	6.4	7.6	14.4	6.8	5.2	8.3
Education	-	-	-	-	-	1.1	-	-	-	0.1
Inspections and Demolitions	0.8	0.7	0.7	44.4	44.9	40.3	43.9	45.5	50.0	53.9
Service to Property:										
Sanitation	2.0	2.1	1.8	-	3.1	2.9	2.0	11.6	15.9	16.2
Fire	0.1	0.5	0.4	0.7	0.2	0.7	0.3	0.5	0.3	0.9
General Management and Support	138.2	130.8	179.1	107.5	110.6	131.9	127.9	136.6	139.7	134.2
Interest on Long Term Debt	-	-	-	-	-	-	-	9.2	0.3	-
Operating Grants and Contributions	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	1,986.4
Capital Grants and Contributions	19.6	9.1	21.4	15.8	10.0	35.0	46.9	32.1	43.2	48.9
Total Governmental Activities Program Revenues	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	2,407.2

City of Philadelphia **Table 2**

Changes in Net Positions

For the Fiscal Years 2004 Through 2013

Amounts in millions of USD

(full accrual basis of accounting)

	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Business-Type Activities:										
Charges for Services:										
Water and Sewer	401.6	450.6	470.8	493.6	503.3	499.7	552.4	558.5	598.3	608.7
Aviation	251.9	278.4	295.0	309.2	303.2	251.7	240.0	258.1	263.2	291.4
Industrial and Commercial Development	1.2	1.1	1.2	1.5	1.5	0.5	0.3	0.5	0.4	0.4
Operating Grants and Contributions	4.8	2.0	2.5	2.8	5.4	2.6	6.1	4.8	3.5	2.3
Capital Grants and Contributions	21.0	20.7	25.3	22.4	36.6	109.4	90.5	105.9	91.6	58.2
Total Business-Type Activities Program Revenues	680.5	752.8	794.8	829.5	850.0	863.9	889.3	927.8	957.0	961.0
Total Primary Government Revenues	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	3,368.2
Net (Expense)/Revenue										
Governmental Activities	(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)	(3,520.0)
Business-Type Activities	0.1	36.3	34.2	35.3	20.5	3.9	56.6	69.7	123.1	88.1
Total Primary Government Net Expense	(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)	(3,431.9)
General Revenues and Other Changes in Net Position										
Governmental Activities:										
Taxes:										
Property Taxes	374.4	381.8	386.3	399.2	401.3	409.2	400.8	506.6	500.8	553.8
Wage & Earnings Taxes	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	1,598.7
Business Taxes	319.2	367.9	430.2	453.7	414.5	407.6	385.2	364.2	399.2	452.4
Other Taxes	342.1	406.4	457.7	460.3	457.0	435.0	578.3	645.8	663.6	706.0
Unrestricted Grants & Contributions	47.1	84.3	81.7	104.1	104.7	107.8	171.4	173.8	223.2	187.4
Interest & Investment Earnings	26.0	32.9	60.2	81.8	65.3	46.1	25.5	35.8	33.3	17.9
Special Items	-	-	-	-	-	-	-	-	-	-
Transfers	-	4.4	5.0	4.9	4.9	4.2	28.3	24.9	27.5	21.4
Total Governmental Activities	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	3,537.6
Business-Type Activities:										
Interest & Investment Earnings	6.6	15.8	43.8	45.7	48.7	22.9	7.7	6.9	9.0	12.7
Unrestricted Grants & Contributions	-	-	-	-	-	-	-	-	2.9	42.2
Transfers	-	(4.4)	(4.9)	(4.9)	(4.9)	(4.2)	(28.3)	(24.9)	(27.5)	(21.4)
Total Business-Type Activities	6.6	11.4	38.9	40.8	43.8	18.7	(20.6)	(18.0)	(15.6)	33.5
Total Primary Government	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	3,571.1
Change in Net Position										
Governmental Activities	(307.4)	(137.9)	(19.9)	(103.0)	(362.0)	(548.7)	(436.1)	22.6	(19.0)	17.6
Business-Type Activities	6.7	47.7	73.1	76.1	64.3	22.6	36.0	51.7	107.5	121.6
Total Primary Government	(300.7)	(90.2)	53.2	(26.9)	(297.7)	(526.1)	(400.1)	74.3	88.5	139.2

City of Philadelphia **Table 3**
Fund Balances
Governmental Funds
For the Fiscal Years 2004 Through 2013

Amounts in millions of USD

(modified accrual basis of accounting)

	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
General Fund										
Non-spendable:	-	-	-	-	-	-	-	-	-	-
Restricted for:										
Central Library Project	-	-	10.0	4.8	4.9	4.7	2.3	2.3	2.3	2.3
Stadium Financing	18.7	4.3	6.0	6.4	0.1	1.7	0.6	0.3	0.5	2.1
Cultural & Commercial Corridor Project	-	-	-	143.3	122.5	89.8	30.8	19.2	15.3	12.2
Long Term Loan	45.0	45.0	45.0	45.0	22.5	-	-	-	-	79.7
Committed to:										
Encumbrances	88.5	141.5	132.4	135.6	108.8	102.8	-	-	-	-
General Fund	-	-	-	-	-	-	87.9	-	-	-
Assigned to:	-	-	-	-	-	-	-	-	70.5	98.0
Unassigned:	(148.1)	(36.4)	111.2	152.7	(24.3)	(274.6)	(251.8)	(45.7)	-	90.0
Total General Fund:	4.1	154.3	304.5	487.8	234.4	(75.6)	(130.2)	(23.9)	88.6	284.4
All Other Governmental Funds										
Non-spendable:										
Permanent Fund (Principal)	-	-	-	-	-	-	-	2.6	2.6	2.8
Restricted for:										
Behavioral Health	36.9	61.5	196.0	192.9	177.8	188.7	171.0	250.1	230.7	233.7
Neighborhood Revitalization	87.4	173.6	130.1	99.9	77.8	74.6	73.1	61.3	51.6	34.2
Public Safety Emergency Phone System	8.4	6.8	16.7	21.7	28.7	38.8	40.4	36.9	29.6	24.5
Economic Development	-	-	-	-	-	-	-	6.6	10.3	7.2
Intergovernmental Financing	30.6	31.7	26.8	24.5	18.6	12.1	7.9	21.1	21.7	33.9
Intergovernmentally Financed Pgms								24.5	18.9	-
Streets & Highways	2.2	2.8	4.0	7.5	12.8	16.8	16.8	18.3	23.2	23.9
Housing & Neighborhood Development	-	-	-	-	-	-	-	10.5	10.5	15.0
Health Services	-	-	-	-	-	4.0	10.8	8.8	9.5	15.2
Debt Service	88.3	88.1	84.3	92.3	80.9	79.1	76.6	82.8	82.4	81.5
Capital Improvements	80.9	-	-	103.0	21.0	196.1	152.2	267.7	128.5	29.2
Trust Purposes	7.1	7.4	7.8	8.9	8.3	6.4	4.7	8.1	8.3	8.9
Parks & Recreation	-	-	-	-	-	-	-	0.3	0.4	0.4
Libraries & Museums	-	-	-	-	-	-	-	0.1	0.1	0.1
Stadium Financing	-	-	-	-	-	-	-	6.3	6.4	6.8
Committed to:										
Capital Improvements	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	5.7	6.5	4.9	5.2	5.7	5.6	7.9	-	-	-
Trust Purposes	5.0	5.6	6.9	9.2	9.1	8.0	7.7	-	-	-
Intergovernmental Financing	44.9	43.6	50.1	53.3	52.2	62.6	36.2	-	-	-
Social Services	-	-	-	-	-	-	-	-	0.0	0.0
Prisons	-	-	-	-	-	-	-	3.6	4.2	4.4
Parks & Recreation	-	-	-	-	-	-	-	0.5	0.9	0.7
Assigned to:										
Behavioral Health	144.0	134.7	-	28.4	40.5	-	42.5	-	-	-
PICA Rebate Fund	3.9	5.7	6.5	7.0	7.4	8.0	7.5	-	-	-
PMA	0.1	0.2	0.2	0.2	0.2	0.2	0.2	-	-	-
Unassigned:										
Community Behavioral Health	-	-	(24.8)	-	-	(5.4)	-	-	-	-
Housing & Neighborhood Dev	(6.6)	(8.0)	(5.5)	(3.9)	(3.2)	(5.0)	(4.0)	(4.0)	(6.5)	(7.2)
Parks & Recreation	-	-	-	-	-	-	-	-	-	-
Grants Revenue Fund	(53.9)	(43.3)	(51.2)	(26.2)	(23.0)	(36.7)	(39.0)	(34.3)	(175.1)	(217.1)
Capital Improvement	-	(6.3)	(67.1)	-	-	-	-	-	-	-
Total All Other Governmental Funds	562.6	587.1	471.3	696.3	594.2	734.9	672.1	771.7	458.1	298.1

[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.

City of Philadelphia
Changes in Fund Balances
Governmental Funds
For the Fiscal Years 2004 Through 2013

Table 4

Amounts in millions of USD

(modified accrual basis of accounting)

	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Revenues										
Tax Revenue	2,379.0	2,535.2	2,535.2	2,805.1	2,781.8	2,705.2	2,812.3	2,995.0	3,112.5	3,304.4
Locally Generated Non-Tax Revenue	280.0	265.2	265.2	381.7	349.7	349.3	302.7	370.6	336.5	348.6
Revenue from Other Governments	1,922.3	2,242.0	2,242.0	2,376.6	2,468.4	2,564.9	2,323.4	2,366.4	2,226.1	2,212.0
Other Revenues	18.5	16.7	16.7	17.1	17.9	49.6	33.1	25.8	27.5	27.9
Total Revenues	4,599.8	5,059.1	5,059.1	5,580.5	5,617.8	5,669.0	5,471.5	5,757.8	5,702.6	5,892.9
Expenditures										
Current Operating:										
Economic Development	157.0	92.7	92.7	85.5	112.3	107.0	135.1	82.6	88.9	85.9
Transportation:										
Streets & Highways	75.9	77.7	77.7	89.2	89.7	89.9	91.1	87.4	75.6	81.6
Mass Transit	52.9	56.6	56.6	58.1	61.7	63.7	65.2	67.1	67.7	66.5
Judiciary and Law Enforcement:										
Police	752.0	770.9	770.9	860.2	951.9	933.9	882.7	955.9	1,020.0	1,089.4
Prisons	224.5	241.3	241.3	278.1	298.2	326.9	315.2	315.9	318.2	338.7
Courts	267.8	276.9	276.9	292.3	311.1	310.5	288.1	294.9	312.3	309.2
Conservation of Health:										
Emergency Medical Services	29.7	33.3	33.3	34.9	36.0	36.2	45.0	50.7	46.7	50.0
Health Services	1,170.3	1,271.1	1,271.1	1,436.8	1,567.6	1,695.0	1,436.5	1,514.8	1,492.7	1,464.6
Housing and Neighborhood Development	119.0	122.9	122.9	109.2	141.9	148.4	131.2	126.1	133.8	102.8
Cultural and Recreational:										
Recreation	65.7	58.3	58.3	62.2	74.3	65.1	58.4	82.9	85.9	90.3
Parks	23.8	23.7	23.7	26.3	28.9	31.8	26.9	5.8	6.1	3.9
Libraries and Museums	61.1	68.2	68.2	83.2	84.2	81.0	68.8	68.7	71.9	72.0
Improvements to General Welfare:										
Social Services	683.4	689.1	689.1	756.7	778.2	743.1	699.7	701.8	674.3	624.3
Education	58.6	61.5	61.5	64.0	65.5	67.2	65.4	64.0	74.3	94.4
Inspections and Demolitions	83.6	81.2	81.2	63.0	46.3	33.1	27.3	34.8	32.2	45.8
Service to Property:										
Sanitation	117.8	122.0	122.0	129.5	132.9	134.6	130.6	133.9	146.2	137.2
Fire	203.0	217.8	217.8	267.6	276.4	266.9	237.6	258.1	267.8	295.9
General Management and Support	472.4	477.1	477.1	563.7	618.4	693.8	615.0	568.5	619.1	622.8
Capital Outlay	126.0	103.1	103.1	92.3	105.8	126.9	148.9	134.9	202.0	161.1
Debt Service:										
Principal	105.7	95.8	95.8	91.5	94.1	87.6	89.7	91.4	103.2	114.1
Interest	101.6	101.0	101.0	103.4	100.0	105.7	96.7	105.6	105.2	112.2
Bond Issuance Cost	9.2	3.9	3.9	5.0	24.2	8.5	23.5	2.2	1.6	4.4
Capital Lease Principal	-	-	-	-	-	-	-	-	-	-
Capital Lease Interest	-	-	-	-	-	-	-	-	-	-
Total Expenditures	4,961.0	5,046.1	5,046.1	5,552.7	5,999.6	6,156.8	5,678.6	5,748.0	5,945.7	5,967.1
Excess of Revenues Over (Under) Expenditures	(361.2)	13.0	13.0	27.8	(381.8)	(487.8)	(207.1)	9.8	(243.1)	(74.2)
Other Financing Sources (Uses)										
Issuance of Debt	487.7	157.3	157.3	353.1	1,303.8	262.9	207.0	139.1	12.6	299.8
Issuance of Refunding Debt	-	-	-	-	-	354.9	337.0	114.6	112.6	231.2
Bond Issuance Premium	4.8	-	-	13.8	31.1	26.7	24.3	5.0	16.6	0.8
Proceeds from Lease & Service Agreements	10.9	-	-	-	-	(3.1)	(1.0)	28.1	-	(252.7)
Bond Defeasance	(233.1)	-	-	-	(1,313.7)	(326.9)	(504.0)	(117.6)	(127.3)	(190.5)
Transfers In	442.9	581.4	581.4	460.1	465.2	574.5	558.1	583.1	600.8	613.1
Transfers Out	(442.9)	(577.0)	(577.0)	(455.1)	(460.2)	(570.3)	(529.7)	(558.1)	(573.3)	(591.7)
Total Other Financing Sources (Uses)	270.3	161.7	161.7	371.9	26.2	318.7	91.7	194.2	42.0	110.0
Net Change in Fund Balances	(90.9)	174.7	174.7	399.7	(355.6)	(169.1)	(115.4)	204.0	(201.1)	35.8
Debt Service as a Percentage of Non-capital Expenditures	4.3%	4.0%	4.0%	3.6%	3.3%	3.2%	3.4%	3.5%	3.6%	3.9%

[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. $166.9 million of these estimated tax payments were deferred in the general fund in FY2013 because the underlying events had not occured.

City of Philadelphia **Table 5**
Comparative Schedule of Operations
Municipal Pension Fund
For the Fiscal Years 2004 through 2013

Amounts in millions of USD

	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Additions:										
Contributions:										
Employee Contributions	50.5	49.3	48.9	49.2	51.7	54.0	51.6	52.7	50.0	49.6
Employer's:										
City of Philadelphia	196.6	290.6	321.3	419.2	412.4	440.0	297.4	455.8	539.8	763.7
Quasi-Governmental Agencies	6.2	8.6	10.4	13.1	14.5	15.4	15.1	14.2	16.2	18.1
Total Employer's Contributions	202.8	299.2	331.7	432.3	426.9	455.4	312.5	470.1	556.0	781.8
Total Contributions	253.3	348.5	380.6	481.5	478.6	509.4	364.1	522.8	606.0	831.4
Interest & Dividends	68.4	74.6	65.1	80.3	97.1	75.6	70.5	79.5	86.2	122.9
Net Gain (Decline) in Fair Value of Investments	526.6	306.2	386.4	684.7	(322.0)	(945.6)	381.2	618.5	(57.7)	213.9
(Less) Investment Expenses	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	(13.3)	(12.2)
Net Securities Lending Revenue	0.8	0.9	0.7	1.1	7.4	5.7	1.9	1.5	2.1	3.0
Securities Lending Unrealized Loss	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	(1.9)	118.0
(Less) Securities Lending Expenses	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	(0.9)	(0.3)
Net Investment Income (Loss)	595.8	381.7	452.2	766.1	(217.5)	(864.3)	453.6	699.5	14.5	445.3
Miscellaneous Operating Revenue	1.3	0.4	2.1	2.1	1.1	1.0	0.7	1.4	0.0	0.5
Total Additions	850.4	730.6	834.9	1,249.7	262.2	(353.9)	818.4	1,223.7	620.5	1,277.2
Deductions:										
Pension Benefits	657.5	590.6	608.6	655.8	725.7	681.1	680.1	681.9	706.2	740.8
Refunds to Members	4.1	4.6	4.8	4.5	4.2	4.8	4.5	5.1	6.5	5.7
Administrative Costs	6.4	6.8	6.7	6.7	7.6	8.4	8.1	8.0	0.0	8.1
Other Operating Expenses	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	15.2	0.2
Total Deductions	668.0	602.0	620.1	667.0	737.5	694.3	692.7	695.0	727.9	754.8
Net Increase (Decrease)	182.4	128.6	214.8	582.7	(475.3)	(1,048.2)	125.7	528.7	(107.4)	522.4
Net Assets: Adjusted Opening	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
Closing	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	4,445.2
Ratios:										
Pension Benefits Paid as a Percent of:										
Net Members Contributions	1417.03%	1321.25%	1380.05%	1467.11%	1527.79%	1383.30%	1443.95%	1432.56%	1623.45%	1687.47%
Closing Net Assets	16.55%	14.40%	14.10%	13.39%	16.40%	20.18%	19.42%	16.92%	18.00%	16.67%
Coverage of Additions over Deductions	127.31%	121.36%	134.64%	187.36%	35.55%	-50.97%	118.15%	176.07%	85.25%	169.21%
Investment Earnings as % of Pension Benefits	90.62%	64.63%	74.30%	116.82%	-29.97%	-126.90%	66.70%	102.58%	2.05%	60.11%

City of Philadelphia

Table 6

Wage and Earnings Tax Taxable Income
For the Calendar Years 2003 Through 2012

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
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	22,170.8	57.02%	3.92880%	16,713.5	42.98%	3.49910%	38,884.3	3.74410%
2011	22,726.3	57.06%	3.92800%	17,102.2	42.94%	3.49850%	39,828.5	3.74357%
2012	23,292.1	56.83%	3.92800%	17,690.6	43.17%	3.49850%	40,982.7	3.74260%

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

Table 7

Direct and Overlapping Tax Rates
For the Ten Fiscal Years 2004 through 2013

Tax Classification	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Wage and Earnings Tax:										
[a] City Residents	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% [b]	3.9280%
Non-City Residents	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% [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%	3.305%	3.305%	3.305%	4.123%	4.123%	4.462%
School District of Philadelphia	4.790%	4.790%	4.790%	4.790%	4.959%	4.959%	4.959%	4.959%	5.309%	5.309%
Total Real Property Tax	8.264%	8.264%	8.264%	8.264%	8.264%	8.264%	8.264%	9.082%	9.432%	9.771%
[e] Assessment Ratio	30.02%	29.70%	29.69%	29.24%	29.22%	28.86%	28.46%	26.73%	28.05%	28.87%
Effective Tax Rate (Real Property Rate x Assessment Ratio)	2.481%	2.454%	2.454%	2.416%	2.415%	2.385%	2.352%	2.428%	2.646%	2.821%
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 Income and Receipts Taxes										
(% on Gross Receipts)	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]	0.1415% [c]
[f] (% on Net Income)	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]	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 BIRT Return.										
[c] **Net Profits Tax:**										
[a] City Residents	4.4625%	4.4625%	4.3310%	4.3010%	4.2600%	3.9800%	3.9296%	3.9280%	3.9280%	3.9280%
Non-City Residents	3.8801%	3.8801%	3.8197%	3.7716%	3.7557%	3.5392%	3.4997%	3.4985%	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.										

City of Philadelphia

Direct and Overlapping Tax Rates

For the Ten Fiscal Years 2004 through 2013

Table 7

Tax Classification	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Sales Tax										
City	1.0%	1.0%	1.0%	1.0%	1.0%	1.0%	2.0%	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%	8.0%	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%	20.0%	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%	7.2%	8.2%	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%	8.2%	9.2%	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 Income and Receipts Tax is allowed to be credited against the Net Profits Tax.

City of Philadelphia **Table 8**

Principal Wage and Earnings Tax Remitters [1]

Current Calendar Year and Nine Years Ago *Amounts in millions of USD*

	2012			2003		
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	16	$397.8	25.94%	15	$323.8	24.87%
Between $1 million & $10 million	157	369.2	24.07%	126	298.7	22.94%
Between $100,000 & $1 million	1,636	418.4	27.28%	1,379	355.6	27.31%
Between $10,000 & $100,000	8,785	259.7	16.93%	8,238	242.0	18.58%
Less then $10,000	39,138	88.7	5.78%	36,217	82.1	6.30%
Total	49,732	$1,533.8	100.00%	45,975	$1,302.2	100.00%

[1] Wage & Earnings information for individual remitters is confidential

City of Philadelphia

Table 9

Assessed Value and Estimated Value of Taxable Property
For the Calendar Years 2004 through 2013

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)
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	11.88%	103,847
2013	18,181	5,765	12,416	4.462%	28.87%	43,007	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 Pennsylvania. 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

Table 10

Principal Property Tax Payers
Current Year and Nine Years Ago

Amounts in millions of USD

	2013			2004		
Taxpayer	Assessment [1]	Rank	Percentage of Total Assessments	Assessment [1]	Rank	Percentage of Total Assessments
Franklin Mills Associates	57.6	1	0.46	48.4	5	0.44
Phila Liberty Pla E Lp	54.4	2	0.44	64.3	1	0.59
Nine Penn Center Associates	54.1	3	0.44	57.4	2	0.52
HUB Properties Trust	43.8	4	0.35	52.3	4	0.48
PRU 1901 Market LLC	35.2	5	0.28	32.9	7	0.30
Maguire/Thomas	33.9	6	0.27	32.0	9	0.29
Commerce Square Partners	33.3	7	0.27	32.3	8	0.30
Brandywine Operating Part (Bell Atlantic)	33.1	8	0.27	45.1	6	0.41
Phila Shipyard Development Corp	30.3	9	0.24	-	-	-
Philadelphia Market Street	28.8	10	0.23	30.4	10	0.28
Two Liberty Place			-	56.0	3	0.51
	404.5		3.26	451.1		4.12
Total Taxable Assessments	12,416.2		100.00	10,945.9		100.00

[1] Source: Office of Property Assessment

City of Philadelphia
Real Property Tax Levied and Collected
For the Calendar Years 2004 through 2013
General Fund

Table 11

Amounts in millions of USD

Calendar Year	Taxes Levied for the Year **1	Taxes Levied Based on Adjusted Assessment **2	Collected in the Calendar Year of Levy **3	Percentage Collected in the Calendar Year of Levy	Collected in Subsequent Years **4	Total Collected to Date: All Years	Percentage Collected to Date: All Years
2004	372.5	NA	340.9	91.5%	26.7	367.6	98.7%
2005	373.5	NA	350.3	93.8%	22.5	372.8	99.8%
2006	385.6	NA	339.6	88.1%	23.7	363.3	94.2%
2007	391.7	NA	347.5	88.7%	24.5	372.0	95.0%
2008	390.2	NA	346.4	88.8%	26.3	372.7	95.5%
2009	396.5	NA	315.4	79.5%	44.5	359.9	90.8%
2010	405.8	NA	353.7	87.2%	37.7	391.4	96.5%
2011	509.1	NA	440.9	86.6%	38.1	479.0	94.1%
2012	508.6	492.5	459.2	93.2%	6.4	465.6	94.5%
2013	554.0	540.7	487.1	90.1%	N/A	487.1	90.1%

**1 Taxes are levied on a calendar year basis. They are due on March 31st.

**2 Adjustments include assessment appeals, a 1% discount for payment in full by the end of February, the senior citizen tax freeze, and the tax increment financing (TIF) return of tax paid.

**3 For 2013, "collections in the calendar year of levy" does not include the full 12 months; it only includes collections thru the end of June 2013.

**4 Includes payments from capitalized interest and penalty. This capitalization occurs only after the first year of the levy on any principal that remains unpaid at that time.

Note that all amounts in this table pertain to the General Fund only and do not include amounts levied and collected for the school district.

The collection percentages for the school district are the same as for the General Fund.

City of Philadelphia
Ratios of Outstanding Debt by Type
For the Fiscal Years 2004 through 2013

Table 12

Amounts in millions of USD (except per capita)

	Governmental Activities									Business-Type Activities						
Fiscal Year	General Obligation Bonds	Pension Service Agreement	City 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
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
2013 [2]	1,968.7	1,171.3	423.3	234.1	41.8	313.0	7.7	119.9	4,279.8	-	1,830.4	1,355.4	3,185.8	7,465.6	0.1	4,822.7

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

[2] FY 2013 amounts reflect the implementation of GASB Statement No. 65

City of Philadelphia

Table 13

Ratios of General Bonded Debt Outstanding
For the Fiscal Years 2004 through 2013

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]
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
2013	1,968.7	12,416.0	28.87%	43,006.6	4.58%	1,271.77

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

City of Philadelphia

Table 14

Direct and Overlapping Governmental Activities Debt

June 30, 2013

Amounts in millions of USD

	Debt Outstanding	Estimated Percentage Applicable	Estimated Share of Direct and Overlapping Debt
Governmental Unit			
School District of Philadelphia	3,226.0	100.00%	3,260.0
[1] **City Direct Debt**			4,279.8
Total Direct and Overlapping Debt			7,539.8

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

City of Philadelphia
Table 15
Legal Debt Margin Information
For the Fiscal Years 2004 through 2013
Amounts in Millions of USD

Legal Debt Margin Calculation for FY2013

[1] Assessed Value	12,370.3
[2] Debt Limit	1,670.0
[3] Debt Applicable to Limit:	
Tax Supported General Obligation Debt:	
Issued & Outstanding	1,276.2
Authorized but Unissued	341.7
Total	1,617.9
Less: Amount set aside for repayment of general obligation debt	-
Total Net Debt Applicable to Limit	1,617.9
Legal Debt Margin	52.1

	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Debt Limit	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	1,670.0
Total Net Debt Applicable to Limit	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	1,617.9
Legal Debt Margin	121.2	99.3	149.8	81.3	88.7	117.1	116.4	97.3	79.8	52.1
Total Net Debt Applicable to the Limit as a Percent of Total Debt	90.53%	92.39%	88.78%	94.09%	93.74%	92.03%	92.36%	93.81%	95.08%	96.88%

[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 **Table 16**
Pledged Revenue Coverage
For the Fiscal Years 2004 through 2013
Amounts in millions of USD

No.		2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
	Water and Sewer Revenue Bonds										
1	Total Revenue and Beginning Fund Balance	421.6	463.5	504.0	536.2	597.8	527.5	566.7	589.7	613.3	638.4
2	Net Operating Expenses	262.0	277.7	284.2	303.2	334.7	342.6	334.0	357.7	375.1	399.3
3	Transfer To (From) Rate Stabilization Fund	(28.8)	(0.6)	21.6	26.0	(9.8)	(34.7)	(2.7)	10.9	8.5	(4.7)
4	Net Revenues	188.4	186.4	198.2	207.0	272.9	219.6	235.4	221.1	229.7	243.8
	Debt Service:										
5	Revenue Bonds Outstanding	157.0	155.4	165.2	172.7	173.8	183.0	195.7	184.3	191.4	201.0
6	General Obligation Bonds Outstanding	-	-	-	-	-	-				
7	Pennvest Loan	1.2	1.2	1.2	1.2	1.2	1.2	1.2	1.2	1.0	-
8	Total Debt Service	158.2	156.6	166.4	173.9	175.0	184.2	196.9	185.5	192.4	201.0
9	Net Revenue after Debt Service	30.2	29.8	31.8	33.1	97.9	35.4	38.5	35.6	37.3	42.8
10	Transfer to General Fund	-	4.4	5.0	5.0	5.0	4.2	2.3	-	1.1	0.6
11	Transfer to Capital Fund	16.4	16.7	16.9	16.9	16.9	17.1	17.3	18.1	18.9	19.4
12	Transfer to Residual Fund	13.8	8.7	9.9	11.2	76.0	14.1	18.9	17.5	17.3	22.8
13	Ending Fund Balance	-	-	-	-	-	-	-	-	-	-
	Debt Service Coverage:										
	Coverage A (Line 4/Line 5)	1.20	1.20	1.20	1.20	1.57	1.20	1.20	1.20	1.20	1.21
	Coverage B (Line 4/(Line 8 + Line 11))	1.08	1.08	1.08	1.08	1.42	1.09	1.10	1.09	1.09	1.11
	Airport Revenue Bonds										
1	Fund Balance	-	-	-	10.2	42.6	61.4	55.1	77.6	65.9	69.3
2	Project Revenues	183.3	185.1	200.8	211.3	250.5	255.3	246.9	260.8	269.6	291.8
3	Passenger Facility Charges	32.8	32.9	32.6	32.9	32.9	32.9	33.1	32.4	31.6	31.2
4	Total Fund Balance and Revenue	216.1	218.0	233.4	254.4	326.0	349.6	335.1	370.8	367.1	392.3
5	Net Operating Expenses	71.9	71.3	77.2	87.1	99.8	99.5	102.9	98.1	99.0	110.7
6	Interdepartmental Charges	52.2	57.6	57.9	70.6	89.1	89.0	80.7	88.6	92.7	101.9
7	Total Expenses	124.1	128.9	135.1	157.7	188.9	188.5	183.6	186.7	191.7	212.6
	Available for Debt Service:										
8	Revenue Bonds (Line 4-Line 5)	144.2	146.7	156.2	167.3	226.2	250.1	232.2	272.7	268.1	281.6
9	All Bonds (Line 4-Line 7)	92.0	89.1	98.3	96.7	137.1	161.1	151.5	184.1	175.4	179.7
	Debt Service:										
10	Revenue Bonds	89.7	88.1	88.1	85.5	84.4	95.6	94.3	102.4	103.0	109.8
11	General Obligation Bonds	1.0	1.1	-	-	-	-	-	-	-	-
12	Total Debt Service	90.7	89.2	88.1	85.5	84.4	95.6	94.3	102.4	103.0	109.8
	Debt Service Coverage:										
	Revenue Bonds Only - Test "A" (Line 8/Line 10)	1.61	1.67	1.77	1.96	2.68	2.62	2.46	2.66	2.60	2.56
	Total Debt Service - Test "B" (Line 9/Line 12)	1.01	1.00	1.12	1.13	1.62	1.69	1.61	1.80	1.70	1.64

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 Table 17
Demographic and Economic Statistics
For the Calendar Years 2003 through 2012

Calendar Year	Population [1]	Personal Income [2] (thousands of USD)	Per Capita Personal Income (USD)	Unemployment Rate [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	1,538,567	62,632,520	40,708	10.8%
2012	1,547,607	64,151,742	41,452	10.5%

[1] US Census Bureau

[2] US Department of Commerce, Bureau of Economic Analysis

[3] US Department of Labor, Bureau of Labor Statistics

City of Philadelphia

Table 18

Principal Employers

Current Calendar Year and Nine Years Ago

Listed Alphabetically

2013	2004
Albert Einstein Medical	Albert Einstein Medical
Children's Hospital of Philadelphia	City of Philadelphia
City of Philadelphia	Hospital of the University of Pennsylania
Comcast Corporation	School District of Philadelphia
Hospital of the University of Pennsylvania	SEPTA
School District of Philadelphia	Temple University
SEPTA	Tenet Healthsystem
Temple University	Thomas Jefferson University Hospitals
Thomas Jefferson University Hospitals	United States Postal Service
University Of Pennsylvania	University Of Pennsylvania

City of Philadelphia Table 19

Full Time Employees by Function

For the Fiscal Years 2004 through 2013

	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Governmental Activities:										
Economic Development	9	6	6	6	6	23	25	27	28	31
Transportation:										
Streets & Highways	597	564	579	585	584	568	515	499	524	517
Mass Transit	1	1	1	1	1	8	7	9	13	15
Judiciary and Law Enforcement										
Police	7,888	7,578	7,522	7,639	7,754	7,685	7,503	7,439	7,292	7,270
Prisons	2,002	2,227	2,228	2,183	2,153	2,309	2,268	2,173	2,150	2,245
Courts	3,471	3,450	3,403	3,361	3,386	3,310	3,215	3,225	3,249	3,260
Conservation of Health:										
Emergency Medical Services	300	289	255	249	237	256	329	341	338	375
Health Services	1,210	1,163	1,133	1,148	1,140	1,163	1,135	1,139	1,143	1,117
Housing and Neighborhooc										
Development	110	105	97	111	108	99	96	94	83	75
Cultural and Recreational										
Recreation	556	511	495	482	483	462	453	601	605	596
Parks	200	182	158	156	156	152	158	1	-	-
Libraries and Museums	774	726	812	816	808	723	687	682	658	651
Improvements to General Welfare:										
Social Services	2,220	2,196	2,140	2,164	2,232	2,107	2,079	1,989	1,924	1,832
Inspections and Demolitions	417	380	248	243	246	221	223	214	230	286
Service to Property:										
Sanitation	1,340	1,233	1,272	1,229	1,239	1,169	1,157	1,185	1,154	1,152
Fire	2,004	1,925	1,974	2,109	2,052	2,019	1,820	1,838	1,700	1,705
General Management and Support	2,369	2,253	2,347	2,331	2,414	2,393	2,276	2,225	2,454	2,384
Total Governmental Activities	25,468	24,789	24,670	24,813	24,999	24,667	23,946	23,681	23,545	23,511
Business Type Activities:										
Water and Sewer	2,342	2,326	2,239	2,229	2,291	2,256	2,196	2,116	2,228	2,218
Aviation	1,021	967	1,004	1,010	1,057	1,033	1,001	1,010	1,021	1,057
Total Business-Type Activities	3,363	3,293	3,243	3,239	3,348	3,289	3,197	3,126	3,249	3,275
Fiduciary Activities:										
Pension Trust	64	64	65	65	59	69	66	65	61	53
Total Primary Government	28,895	28,146	27,978	28,117	28,406	28,025	27,209	26,872	26,855	26,839

City of Philadelphia **Table 20**
Operating Indicators by Function
For the Fiscal Years 2004 through 2013

	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Governmental Activities:										
Transportation:										
Streets & Highways										
Street Resurfacing (miles)	117	105	102	107	74	119	69	36	37	51
Potholes Repaired	23,179	20,862	18,203	12,721	12,326	11,976	23,049	24,406	14,451	12,093
Judiciary and Law Enforcement:										
Police										
Arrests	68,486	67,795	69,166	73,606	75,805	68,922	64,465	73,310	70,971	71,109
Calls to 911	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	2,979,990
Prisons										
Average Inmate Population	7,738	8,141	8,613	8,796	9,133	9,554	8,806	7,935	8,240	8,987
Inmate Beds (city owned)	8,283	8,405	8,605	8,443	9,005	9,137	9,137	8,200	8,417	8,417
Conservation of Health:										
Emergency Medical Services										
Medic Unit Runs	NA	NA	209,654	216,606	215,305	217,505	222,882	227,147	273,557	280,877
First Responder Runs	NA	NA	69,740	68,203	60,756	53,610	54,960	66,763	60,972	57,047
Health										
Patient Visits	317,184	337,770	324,014	323,121	334,139	349,078	350,695	339,032	348,472	341,305
Children Screened for Lead Poisoning	37,863	38,013	43,038	43,501	41,590	50,525	47,713	45,844	28,244	32,271
Cultural and Recreational:										
Parks										
Athletic Field Permits Issued	NA	NA	2,878	2,227	1,389	1,420	1,388	2,714	1,978	2,442
Libraries										
Items borrowed	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	6,579,054
Visitors to all libraries	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	6,116,762
Visitors to library website	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	7,301,311
Improvements to General Welfare:										
Social Services										
Children Receiving Services	28,039	28,926	28,086	28,898	25,893	35,685	31,416	28,572	28,939	27,391
Children in Placement	9,037	8,548	7,999	8,070	7,739	7,993	8,792	7,122	7,839	8,509
Emergency Shelter Beds (average)	2,412	2,539	2,781	2,677	2,747	2,689	2,617	2,520	2,987	2,116
Transitional Housing Units (new placements)	489	597	448	543	435	476	487	510	558	539
Service to Property:										
Sanitation										
Refuse Collected (tons per day)	3,006	3,008	3,006	2,922	2,798	2,532	2,412	2,254	2,299	2,179
Recyclables Collected (tons per day)	169	157	155	179	197	288	381	441	461	470
Fire										
Fires Handled	NA	NA	9,523	8,080	7,444	6,850	4,927	7,945	7,319	6,365
Fire Marshall Investigations	NA	NA	2,734	3,153	3,097	3,031	2,726	2,711	2,387	2,135
Business Type Activities:										
Water and Sewer										
New Connections	106	137	207	125	295	281	704	121	125	147
Water Main Breaks	794	706	660	825	687	802	646	954	557	823
Avg. Daily Treated Water Delivered (x 1000 gallons)	175,600	174,100	175,800	169,400	167,000	163,660	242,900	250,000	239,200	245,500
Peak Daily Treated Water Delivered (x 1000 gallons)	201,700	210,000	207,400	179,100	170,500	167,090	272,200	282,000	254,500	270,200
Avg. Daily Water Sewage Treatment (x 1000 gallons)	476,110	478,670	430,170	463,080	411,830	417,330	468,200	410,000	443,500	388,400
[1] **Aviation**										
Passengers Handled (PIA)	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	30,358,905
Air Cargo Tons (PIA)	568,898	599,758	591,815	571,452	575,640	475,365	440,495	449,683	416,731	388,383
Aircraft Movements (PIA and NPA)	584,214	629,885	625,692	614,720	593,757	551,191	543,462	458,832	517,842	506,261

[1] PIA (Philadelphia International Airport)-passenger aircraft and cargo. NPA (Northeast Philadelphia Airport)-private aircraft and cargo

City of Philadelphia Table 21

Capital Assets Statistics by Function

For the Fiscal Years 2004 through 2013

	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Governmental Activities:										
Transportation:										
Streets & Highways										
[1] Total Miles of Streets	2,400	2,400	2,400	2,575	2,575	2,575	2,575	2,575	2,575	2,575
Streetlights	101,836	102,000	102,219	102,840	102,949	103,982	104,219	104,219	104,600	105,151
Judiciary and Law Enforcement:										
Police										
Stations and Other Facilities	33	33	33	34	36	35	35	31	32	37
Prisons										
Major Correctional Facilities	6	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	165	165	171	171	171	171	153	184	185
[2] Athletic Venues	1,121	1,121	1,117	1,117	919	915	914	1,148	1,102	1,101
[4] Neighborhood Parks and Squares	232	232	232	232	79	79	79	-	-	-
Parks										
Parks	62	62	62	63	63	63	63	150	177	175
Baseball/Softball Fields	106	106	106	109	77	79	79	407	404	404
Libraries										
Branch & Regional Libraries	54	53	54	54	54	54	54	54	54	54
Service to Property:										
Fire										
Stations and Other Facilities	63	63	64	64	64	63	63	63	68	68
Business Type Activities:										
Water and Sewer:										
Water System Piping (miles)	3,169	3,169	3,169	3,133	3,137	3,145	3,236	3,164	3,172	3,174
Fire Hydrants	27,987	26,080	26,080	25,195	25,181	25,208	25,234	25,353	25,321	25,355
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	1,065,400	1,065,400	1,065,400	1,065,400
Sanitary Sewers (miles)	596	596	596	768	750	749	751	758	759	762
Stormwater Conduits (miles)	623	623	623	784	713	720	721	731	734	738
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	1,065,400
[3] **Aviation**										
Passenger Gates (PIA)	120	120	120	120	120	120	120	126	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	3,144,000	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	43,500	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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Report can be found @ http://www.phila.gov/finance/reports-Comprehensive.html

APPENDIX D

FORM OF CONTINUING DISCLOSURE AGREEMENT

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$___,000,000
The City of Philadelphia, Pennsylvania
Tax And Revenue Anticipation Notes
Series A of 2014-2015

CONTINUING DISCLOSURE AGREEMENT

This Continuing Disclosure Agreement (this “Disclosure Agreement”) is executed and delivered as of this ___ day of November, 2014 by and between The City of Philadelphia, a corporation and body politic existing under the laws of the Commonwealth of Pennsylvania (the “City”), and Digital Assurance Certification, L.L.C. (the “Dissemination Agent”), in connection with the issuance and sale by the City of its $___,000,000 aggregate principal amount, Tax and Revenue Anticipation Notes, Series A of 2014-2015 (the “Notes”). The Notes are being issued by the City pursuant to the Pennsylvania Intergovernmental Cooperation Authority Act for Cities of the First Class, Act 1991-6 of the General Assembly of the Commonwealth of Pennsylvania (the “Commonwealth”), approved June 5, 1991, as amended (the “Act”), a Loan Authorization of the City adopted pursuant to the Act on November __, 2014 (the “Loan Authorization”) and a Trust Agreement (the “Trust Agreement”) dated November __, 2014 between the City and The Bank of New York Mellon Trust Company, N.A., as Trustee.

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 otherwise requires) terms used as defined terms in the recitals hereto shall have the same meanings throughout this Disclosure Agreement, and, in addition, the following terms shall have the meanings specified below:

“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 Trustee.

“EMMA” means the Electronic Municipal Market Access System maintained by the MSRB.

“Material Event” shall mean any of the events listed in Section 3(a) of this Disclosure Agreement.

“MSRB” shall mean the Municipal Securities Rulemaking Board.

“Participating Underwriters” shall mean any of the original underwriters of the Notes required to comply with the Rule in connection with their purchase and reoffering of the Notes.

“Registered Owner or Owners” shall mean the person or persons in whose name a Note is registered on the books of the City kept by the Trustee for that purpose in accordance with the Loan Authorization, the Trust Agreement and the Notes. For so long as the Notes shall be registered in the name of the Securities Depository 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 evidencing a beneficial interest in the Notes, Owners of book entry credits may file their names and addresses with the Trustee for the purpose 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 Loan Authorization.

All words and terms used in this Disclosure Agreement and not defined above or elsewhere herein shall have the same meanings as set forth in the Trust Agreement, if defined therein, or in the Loan Authorization, 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 Section 22 of the Loan Authorization in order to assist the Participating Underwriters in complying with the requirements of the Rule.

Section 3. Material 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 Notes (each a "Material Event"):

(1) Principal and interest payment delinquencies;

(2) Non-payment related defaults, if material;

(3) Unscheduled draws on debt service reserves reflecting financial difficulties;

(4) Unscheduled draws on credit enhancements reflecting financial difficulties;

(5) Substitution of credit or liquidity providers or their failure to perform;

(6) 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 Notes, or other material events affecting the tax status of the Notes;

(7) Modifications to the rights of the holders of the Notes, if material;

(8) Calls of the Notes, if material, and tender offers;

(9) Defeasances;

(10) Release, substitution or sale of property securing repayment of the Notes, if material;

(11) Rating changes;

(12) Bankruptcy, insolvency, receivership or similar event of the City;

(13) The 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

(14) Appointment of a successor or additional trustee or the change of name of a trustee, if material.

The foregoing fourteen (14) events are derived from the Rule. No debt service reserves have been established for the Notes and no credit enhancement or liquidity facility is being obtained for the Notes. The Notes are not subject to redemption prior to maturity.

(b) Whenever the City concludes that a Material Event has occurred, the Disclosure Representative shall promptly notify the Dissemination Agent in writing of such occurrence, specifying the Material 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.

(c) Notwithstanding the foregoing, the Dissemination Agent shall, promptly after obtaining actual knowledge of an event listed in clauses (a)(1) or (9), 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 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 Material 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 3 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 any completed acknowledgment of a filing, 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)(12) of this section, the event is considered to occur when any of the following occur: The appointment of a receiver, fiscal agent 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 assumed 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 4. 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 by a writing executed by each of the parties hereto, 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 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) this 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 Notes, 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 Notes.

(b) Evidence of compliance with the conditions set forth in clause (a) of this Section 4 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 4.

(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 who have filed their names and addresses with the Trustee).

Section 5. Other Information; Notices Under the Trust Agreement

(a) Nothing in this Disclosure Agreement shall preclude the City from disseminating any other information with respect to the City or the Notes, using the means of communication provided in this Disclosure Agreement or otherwise, in addition to the notices of Material Events specifically provided for herein and amendments pursuant to Section 4(c) hereof, 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) The Dissemination Agent shall have no responsibility for the content of any notice prepared by the City pursuant to this Disclosure Agreement.

Section 6. Default

(a) In the event that the City or the Dissemination Agent fails to comply with any provision of this Disclosure Agreement, the Trustee or any Registered Owner of the Notes shall have the right, by mandamus, suit, action or proceeding at law or in equity, to compel the City or the Dissemination Agent, as the case may be, 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 twenty-five percent (25%) of the outstanding principal amount of the Notes 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 the Disclosure Agreement shall not be, or be deemed to be, a default under the Notes, the Loan Authorization, the Trust Agreement or the Act 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 clause (a) above.

Section 7. 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 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 be liable to the City, the Participating Underwriters, the Registered Owners, or any other persons, except only as to its own willful misconduct or negligence.

(b) The City shall pay the Dissemination Agent reasonable compensation for its services hereunder, and also all of 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 clause (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, 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.

Section 8. Term of Disclosure Agreement

This Disclosure Agreement shall terminate (1) upon payment or provision for payment in full of the Notes, or (2) upon repeal or rescission of Section (b)(5) of the Rule, or (3) upon a final determination that Section (b)(5) of the Rule is invalid or unenforceable.

Section 9. Beneficiaries

This Disclosure Agreement shall inure solely to the benefit of the City, the Participating Underwriters, the Dissemination Agent and the Registered Owners from time to time of the Notes and nothing herein contained shall confer any right upon any other person.

Section 10. 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 telecopy with confirmation of receipt, addressed:

(a) To the Dissemination Agent at:

Digital Assurance Certification, L.L.C.
390 North Orange Avenue, Suite 1750
Orlando, FL 32801
Attention: Jenny Emami
Telecopy: No.: 407-515-6513

To the City or the Disclosure Representative at:

The City of Philadelphia
Office of the Director of Finance
1330 Municipal Services Building
1401 John F. Kennedy Blvd.
Philadelphia, PA 19102-1693
Attention: Director of Finance
Telecopy No.: (215) 568-1947; or

Office of the City Treasurer
640 Municipal Services Building
1401 John F. Kennedy Boulevard
Philadelphia, PA 19102
Attention: City Treasurer
Fax: (215) 686-3815

or such other addresses or telecopy numbers as may be designated in writing to all parties hereto.

Section 11. No 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 Loan Committee, as defined in the Trust Agreement, or the City, (including without limitation, the Disclosure Representative), or of any successor body as such, either directly or through the Loan Committee or 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 12. Controlling Law

The laws of the Commonwealth shall govern the construction and interpretation of this Disclosure Agreement without regard to the choice of law doctrine.

Section 13. Removal and Resignation of Dissemination Agent

(a) The City may discharge the Dissemination Agent by notice in writing mailed postage prepaid to the Dissemination Agent; provided, however, that the City shall provide written notice to the Trustee upon the engagement or discharge of any Dissemination Agent, and shall provide the name, address and telephone number of any successor Dissemination Agent. The City shall cause any successor Dissemination Agent appointed hereunder and any further successors to execute and deliver an acknowledgement of acceptance of the designation and duties of Dissemination Agent. If at any time there is not any other designated Dissemination Agent, the City shall be the Dissemination Agent.

(b) The Dissemination Agent may resign and thereby become discharged from its duties as such under this Disclosure Agreement by notice in writing mailed postage prepaid to the City, such resignation to become effective on the later of (i) the tenth (l0th) business day following the City's receipt or notice thereof (or at such different date and time as stated in such notice) and (ii) the City's appointment of a new Dissemination Agent hereunder or the City's notice to the Dissemination Agent and the Trustee that the City has determined to act itself in such capacity.

Section 14. Filing with EMMA; Other Filings All filings with the MSRB shall be done through EMMA in an electronic format prescribed by the MSRB, or as otherwise specified 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 interpretative letter or "no action" letter for receipt of such information in compliance with the requirements of paragraph (b)(5) of the Rule.

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 its 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.

(signature page to follow)

IN WITNESS WHEREOF, THE CITY OF PHILADELPHIA has caused this Disclosure Agreement to be executed by the Director of Finance and DIGITAL ASSURANCE CERTIFICATION, L.L.C. has caused this Disclosure Agreement to be executed by one of its 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, L.L.C., as Dissemination Agent

By: ______________________________

Name:
Title:

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THE CITY OF PHILADELPHIA, PENNSYLVANIA • TAX AND REVENUE ANTICIPATION NOTES, SERIES A OF 2014-2015

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