

AN ORDINANCE

Authorizing CBL Arena, LLC. and its successor(s) in interest to construct, own, and maintain various right of way encroachments in the vicinity of 1001-19 Market Street, 1025 Market Street and 1001-25 Filbert Street, Philadelphia, PA 19107, under certain terms and conditions.

THE COUNCIL OF THE CITY OF PHILADELPHIA HEREBY ORDAINS:

SECTION 1. Permission is hereby granted to, CBL Arena, LLC, effective upon its acquisition of the fee estate in the Property identified below and its successor(s) (the "Owner"), to install, own and maintain encroachments (collectively, the "Encroachments") at 1001-19 Market Street, 1025 Market Street and 1001-25 Filbert Street as specified in the Encroachment Descriptions below and depicted on the proposed plan attached hereto as Exhibit A, subject to all restrictions set forth in this ordinance:

Property: 1001-19 Market Street, Philadelphia, PA 19107
1025 Market Street, Philadelphia, PA 19107
1001-25 Filbert Street, Philadelphia, PA 19107
(collectively, the "Property")

Encroachments Description:

Market Street, North Side (10th to 11th Streets):

Bollards Encroachment:

A bollards encroachment beginning at the northwest corner of North 10th Street and Market Street and continuing approximately every five feet (5'-0") on center along Market Street to the northeast corner of North 11th Street, except where other types of encroachments conflict as described below. A minimum of fourteen feet two inches (14'-2") of clear unobstructed footway is to remain.

Planter Encroachment:

A planter encroachment starting from a point approximately forty-two feet one inch (42'-1") west and eighteen feet one inch (18'-1") south of the property corner on the northwest corner of North 10th Street and Market Street, extending approximately thirty-four feet ten inches, (34'-10") west, with a width of approximately five feet (5'-0") to the south over the north footway of Market Street. The maximum height of the encroachment will be three feet (3'-0") above said footway. A minimum of fourteen feet two inches (14'-2") of clear unobstructed footway is to remain.

Planter Encroachment:

A planter encroachment starting from a point approximately one hundred sixty-seven feet three inches (167'-3") west and eighteen feet one inch (18'-1") south of the property corner on the northwest corner of North 10th Street and Market Street, extending approximately fifteen feet four inches, (15'-4") west, for a width of approximately five feet (5'-0") to the south over the north footway of Market Street. The maximum height of the encroachment will be three feet (3'-0") above said footway. A minimum of fourteen feet two inches (14'-2") of clear unobstructed footway is to remain.

Planter Encroachment:

A planter encroachment starting from a point approximately one hundred seventy-three feet four inches (173'-4") east and eighteen feet one inch (18'-1") south of the property corner on the northeast corner of North 11th Street and Market Street, extending approximately sixteen feet (16'-0") west, for a width of five feet (5'-0") to the south over the north footway of Market Street. The maximum height of the encroachment will be three feet (3'-0") above said footway. A minimum of fourteen feet two inches (14'-2") of clear unobstructed footway is to remain.

Planter Encroachment:

A planter encroachment starting from a point approximately one hundred twenty-two feet four inches (122'-4") east and approximately eighteen feet one inch (18'-1") south of the property corner on the northeast corner of North 11th Street and Market Street extending approximately sixteen feet (16'-0") west, for a width of approximately five feet (5'-0") to the south over the north footway of Market Street. The maximum height of the encroachment will be three feet (3'-0") above said footway. A minimum of fourteen feet two inches (14'-2") of clear unobstructed footway is to remain.

Planter Encroachment:

A planter encroachment starting from a point approximately sixty-nine feet six inches (69'-6") east and eighteen feet one inch (18'-1") south of the property corner on the northeast corner of North 11th Street and Market Street extending approximately thirty-one feet eight inches (31'-8") west, for a width of five feet (5'-0") to the south over the north footway of Market Street. The maximum height of the encroachment will be three feet (3'-0") above said footway. A minimum of fourteen feet two inches (14'-2") of clear unobstructed footway is to remain.

Freestanding Sign Encroachment:

A freestanding sign encroachment starting from a point approximately one hundred fifty-three feet two inches (153'-2") west and twenty feet (20'-0") south of the property corner on the northwest corner of North 10th Street and Market Street, extending two feet, two inches (2'-2") west, for a width of four feet six inches (4'-6") to the south over the north footway of Market Street. The maximum height of the encroachment will be ten feet (10'-0") above said footway. A minimum of fourteen feet two inches (14'-2") of clear unobstructed footway is to remain.

Bicycle Rack Encroachment:

A bicycle rack encroachment starting from a point approximately one hundred eight-seven feet nine inches (187'-9") west of the property corner on the northwest corner of North 10th Street and Market Street extending approximately twenty-six feet one inch (26'-1") west, for a width of six inches (0'-6") to the south over the north footway of Market Street. The maximum height of the encroachment will be three feet (3'-0") above said footway. A minimum of fourteen feet two inches (14'-2") of clear unobstructed footway is to remain.

Bicycle Rack Encroachment:

A bicycle rack encroachment starting from a point approximately one hundred fifty-two feet five inches (152'-5") east of the property corner on the northeast corner of North 11th Street and Market Street extending approximately twenty-six feet one inch (26'-1") west, for a width of six inches

(0'-6") to the south over the north footway of Market Street. The maximum height of the encroachment will be three feet (3'-0") above said footway. A minimum of fourteen feet two inches (14'-2") of clear unobstructed footway remaining.

11th Street, East Side (Market to Filbert Streets)

Bollards Encroachment:

A bollards encroachment beginning at the northeast corner of North 11th Street and Market Street and continuing approximately every five feet (5'-0") on center along North 11th Street to the southeast corner of Filbert Street, except where other types of encroachments conflict as described below. A minimum of thirteen feet five inches (13'-5") of clear unobstructed footway is to remain.

Bollards Encroachment:

A bollards encroachment beginning at the southeast corner of North 11th Street and Cuthbert Street and continuing approximately every five feet (5'-0") on center along the property line parallel to North 11th Street to Cuthbert Street, except where other types of encroachments conflict as described below. A minimum of thirteen feet five inches (13'-5") of clear unobstructed footway is to remain.

Freestanding Sign Encroachment:

A freestanding sign encroachment starting at a point approximately seventeen feet two inches (17'-2") west and fifteen feet ten inches (15'-10") north of the property corner on the northeast corner of North 11th and Market Streets, extending two feet two inches (2'-2") north, for a width of four feet six inches (4'-6") to the west over the east footway of North 11th Street. The maximum height of the encroachment will be ten feet (10'-0") above said footway. A minimum of thirteen feet five inches (13'-5") of clear unobstructed footway is to remain.

Freestanding Sign Encroachment:

A freestanding sign encroachment starting at a point approximately seventeen feet two inches (17'-2") west and thirty-nine feet six inches (39'-6") south of the property corner on the northeast corner of North 11th Street at Filbert Street, extending two feet two inches (2'-2") north, for a width of four feet six inches (4'-6") to the west over the east footway of North 11th Street. The maximum height of the encroachment will be ten (10'-0") feet above said footway. A minimum of thirteen feet five inches (13'-5") of clear unobstructed footway is to remain.

Bicycle Rack Encroachment:

A bicycle rack encroachment starting at a point approximately eighteen feet eleven inches (18'-11") west and twenty-eight feet four inches (28'-4") north of the property corner on the northeast corner of North 11th Street and Market Street extending approximately sixteen feet three inches (16'-3") north, for a width of six (0'-6") inches to the west over the east footway of North 11th Street. The maximum height of the encroachment will be three feet (3'-0") above said footway. A minimum of thirteen feet five inches (13'-5") of clear unobstructed footway is to remain.

Bicycle Rack Encroachment:

A bicycle rack encroachment starting at a point approximately eighteen feet eleven inches (18'-11") west and ninety-three feet six inches (93'-6") north of the property corner on the northeast corner of North 11th Street and Market Street extending approximately sixteen feet three inches

(16'-3") north, for a width of six inches (0'-6") to the west over the east footway of North 11th Street. The maximum height of the encroachment will be three feet (3'-0") above said footway. A minimum of thirteen feet five inches (13'-5") of clear unobstructed footway is to remain.

Bicycle Rack Encroachment:

A bicycle rack encroachment starting at a point approximately eighteen feet eleven inches (18'-11") west and one hundred thirty-eight feet seven inches (138'-7") north of the property corner on the northeast corner of North 11th and Market Street extending approximately sixteen feet three inches (16'-3") north, for a width of six inches (0'-6") to the west over the east footway of North 11th Street. The maximum height of the encroachment will be three feet (3'-0") above said footway. A minimum of thirteen feet five inches (13'-5") of clear unobstructed footway is to remain.

Bicycle Rack Encroachment:

A bicycle rack encroachment starting at a point approximately eighteen feet eleven inches (18'-11") west and one hundred twenty-nine feet two inches (129'-2") south of the property corner on the northeast corner of North 11th Street at Filbert Street extending approximately sixteen feet three inches (16'-3") north, for a width of six inches (0'-6") to the west over the east footway of North 11th Street. The maximum height of the encroachment will be three feet (3'-0") above said footway. A minimum of thirteen feet five inches (13'-5") of clear unobstructed footway is to remain.

Bicycle Rack Encroachment:

A bicycle rack encroachment starting at a point approximately eighteen feet eleven inches (18'-11") west and eighty-three feet eight inches (83'-8") south of the property corner on the northeast corner of North 11th Street at Fibert Street extending forty-four feet (44'- 2") inches north, for a width of six inches (0'-6") to the north over the east footway of North 11th Street. The maximum height of the encroachment will be three feet (3'-0") above said footway. A minimum of thirteen feet five inches (13'-5") of clear unobstructed footway is to remain.

Cuthbert Street, South Side (between 11th and 10th Streets):

Bollards Encroachment:

A bollards encroachment starting at a point approximately three feet five inches (3'-5") south of the northwest property corner and continuing east approximately every five feet (5'-0") on center along Cuthbert Street to its terminus approximately one hundred thirty-five feet eight inches (135'-8") farther east. A minimum of eighteen feet two inches (18'-2") narrowing to six feet two inches (6'-2") of clear unobstructed footway is to remain.

10th Street, West Side (Cuthbert to Market Streets)

Bollards Encroachments:

A bollards encroachment starting at a point approximately sixteen feet four inches (16'-4") south and four feet seven inches (4'-7") east of the property corner on the southwest corner of North 10th Street at Cuthbert Street and continuing south approximately every five feet (5'-0") along North 10th Street to the northwest corner of Market Street. A minimum of ten feet six inches (10'-6") of clear unobstructed footway is to remain, widening to thirteen feet four inches (13'-4") of clear

unobstructed footway approximately eighty-eight feet two inches (88'-2") from the southwest corner of North 10th Street at Cuthbert Street.

Bicycle Rack Encroachment:

A bicycle rack encroachment starting at a point approximately eighteen feet three inches (18'-3") east of the property corner, and three hundred and three feet six inches (303'-6") from the northwest corner of North 10th Street and Market Street and extending approximately fifty-five feet two inches (55'-2") south, for a width of six inches (0'-6") to the east over the west footway of North 10th Street. The maximum height of the encroachment will be three feet (3'-0") above said footway. A minimum of ten feet six inches (10'-6") of clear unobstructed footway, widening to thirteen feet four inches (13'-4"), is to remain.

Bicycle Rack Encroachment:

A bicycle rack encroachment starting at a point eighteen feet three inches (18'-3") east of the property corner and approximately seventy-eight feet seven inches (78'-7") from the northwest corner of North 10th Street and Market Street and extending approximately fifty-five feet two inches (55'-2") south, for a width of six inches (0'-6") to the east over the west footway of North 10th Street. The maximum height of the encroachment will be three feet (3'-0") above said footway. A minimum of ten feet six inches (10'-6") of clear unobstructed footway widening to thirteen feet four inches (13'-4") of clear footway, is to remain.

SECTION 2. Owner's responsibility(ies) for ownership, construction, use, and maintenance of the Encroachments shall survive any conveyance of the Property, and shall only be extinguished by the permanent removal of the Encroachments or by written agreement between the Owner and the City, which has granted use of its public Right-of-Way for the sole purpose described in this ordinance. Owner's successor(s) in interest, if applicable, with regard to day-to-day control of the Property shall be assigned the rights, duties, and responsibilities granted by this Ordinance, and shall be required to enter into the agreement referenced in Section 4, below, for the authorizations granted hereunder to continue.

SECTION 3. The construction, use and maintenance of the Encroachments described and listed in Section 1 shall be in accordance with the laws, rules and regulations of the City of Philadelphia, and specifically, those of the Department of Licenses and Inspections, the Department of Streets, and the Art Commission, provided that the Department of Streets, in its sole, unreviewable discretion, may allow minor variations of the dimension limits of Section 1, within standard tolerances of current engineering practice.

SECTION 4. Before exercising any rights or privileges under this Ordinance, Owner must first obtain or have its contractor(s) obtain all required permits, licenses and approvals from all appropriate departments, boards, agencies or commissions. No such department, board, agency or commission shall be required to issue any such permit, license, or approval solely because this Ordinance has been enacted, it being the express intent of this Ordinance not to supersede any other provision of law governing the issuance of such permits, licenses or approvals. In addition, before exercising any rights and privileges under this Ordinance, Owner shall enter into an agreement (the "Agreement") with the appropriate City department or departments, satisfactory to the City Solicitor, to provide that Owner, *inter alia*:

(a) Maintains and keeps in good repair and working order the Encroachments to the satisfaction of the Streets Department;

(b) Agrees that upon one hundred and eighty (180) days' notice from the City, it shall remove the Encroachment(s) at no cost and expense to the City of Philadelphia when given written notice to do so by the City of Philadelphia to accommodate a municipal or municipal-sponsored construction project;

(c) Shall secure all necessary permits, licenses, and approvals from all appropriate departments, agencies, boards or commissions of the City as may be required by regulation or law, including but not limited to, Department of Streets approval as to the design and location of Encroachments prior to the installation of the Encroachments within the Encroachment Zone. No such department, board, agency or commission shall be required to issue any such permit, license or approval solely because this Ordinance has been enacted;

(d) Shall assume the costs of all changes and adjustments to, and relocation or abandonment of City utilities and City structures wherever located as may be necessary by reason of the construction of the Encroachments;

(e) Shall carry public liability and property damage insurance, co-naming the City of Philadelphia as an insured party, in such amounts as shall be satisfactory to the City Solicitor, or in lieu thereof, submit documentation in form and content acceptable to the City that Owner is self-insured and is providing the City of Philadelphia the same coverage and benefits had the insurance requirements been satisfied by an insurance carrier authorized to do business in the Commonwealth of Pennsylvania;

(f) Shall ensure that all construction contractors for the Encroachments carry public liability and property damage insurance, naming the City of Philadelphia as an insured party in such amounts as shall be reasonably satisfactory to the City Solicitor;

(g) Shall give the City and all public utility companies the right-of-access, ingress and egress for the purpose of inspection, maintenance, alteration, relocation or reconstruction of any of their respective facilities which may lie within the public footway adjacent to the Encroachments described in Section 1;

(h) Indemnify and hold harmless the City, its officers, employees and agents from and against any and all loss resulting from injury or death to persons or damage to property arising out of, resulting from, or in any manner caused by the presence, location, use, operation, installation, maintenance, replacement or removal of the Encroachments. Owner shall also agree to release the City from any and all claims relating to the Encroachments, including if ordered removed or when street, sidewalk or utility construction occurs;

(i) Furnish the City with either a bond with corporate surety in an amount required by the Department of Streets and in a form satisfactory to the City Solicitor to insure the compliance with all the terms and conditions of this Ordinance and the Agreement, or in lieu thereof, submit documentation in a form and content acceptable to the City that Owner self-assumes the liabilities and obligations normally covered by the Surety Bond; and

(j) Cause any subsequent successor or assign of any of the Encroachments authorized by this ordinance to enter into an Agreement with the City in a form satisfactory to the Department of Streets and City Solicitor.

SECTION 5. The City Solicitor shall include in the Agreement such other terms and conditions as shall be deemed necessary to protect the interests of the City.

SECTION 6. The permission granted to Owner to install, own and maintain the Encroachments described in Section 1 shall expire without any further action by the City of Philadelphia if Owner has not entered into an Agreement and satisfied all requirements of the Agreement that are listed in Section 3 of this Ordinance within eight (8) years after this Ordinance becomes law.

SECTION 7. The Streets Department is further authorized to allow for minor modifications of the type, quantity, location and dimension of the encroachments consistent with the intent of this Ordinance without requiring additional legislation.

SECTION 8. This Ordinance shall not become effective unless the sum of two hundred dollars (\$200.00), towards costs thereof, is paid into the City Treasury within sixty (60) days after the date this Ordinance becomes law.

EXHIBIT A

See attached.

ENCROACHMENT EXHIBIT

SCALE 1:80



PLANTERS



BICYCLE RACK

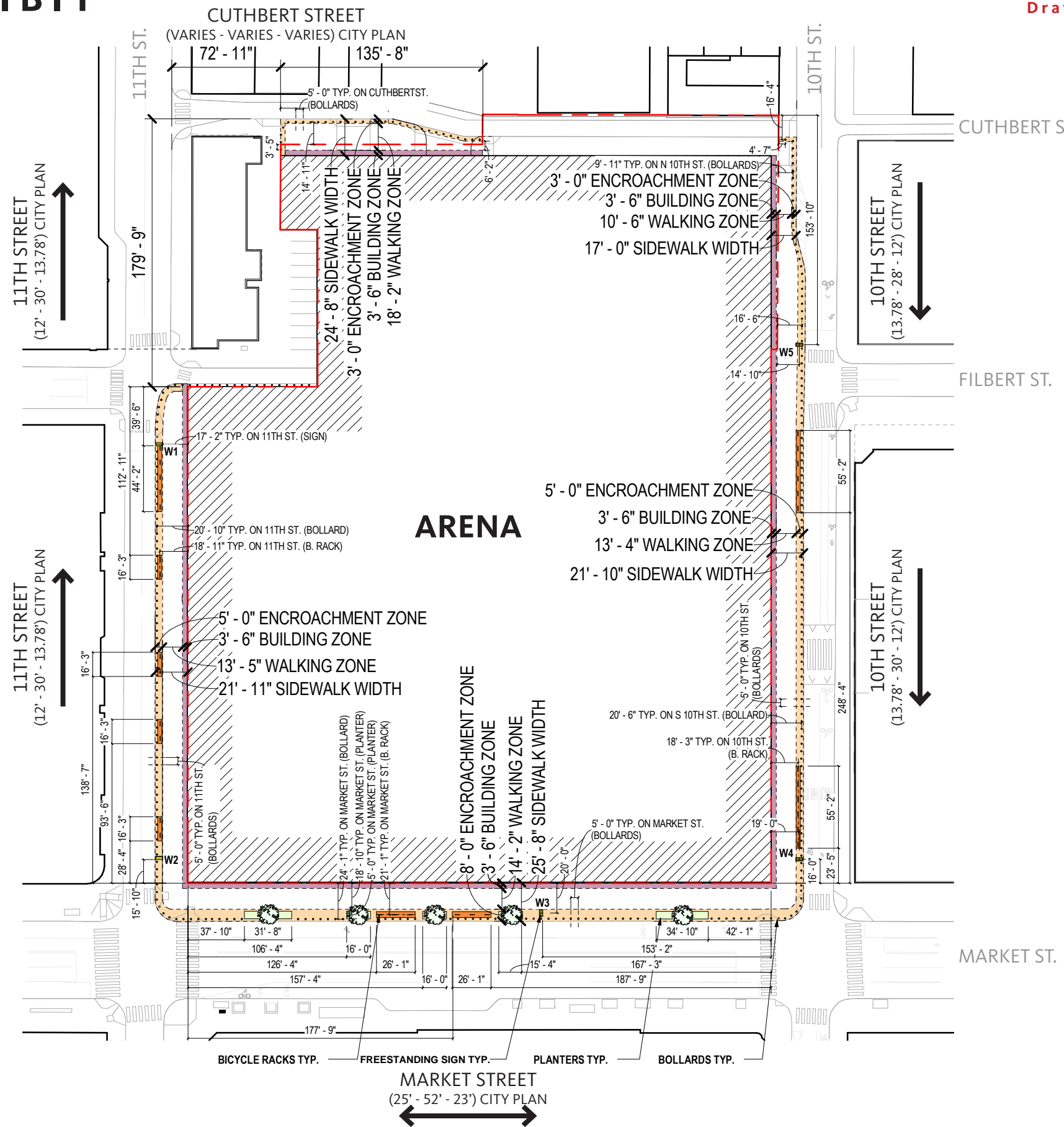


BOLLARDS



FREESTANDING SIGN

Confidential Proprietary Information
Draft - Preliminary & Confidential



LEGEND

- BOLLARDS
 - ENCROACHMENT ZONE
 - BUILDING ZONE
 - PLANTER
 - BICYCLE RACK
 - FREESTANDING SIGN
- W1: 4'-6" x 2'-2" x 10'-0"
 W2: 4'-6" x 2'-2" x 10'-0"
 W3: 4'-6" x 2'-2" x 10'-0"
 W4: 4'-6" x 2'-2" x 10'-0"
 W5: 4'-6" x 2'-2" x 10'-0"

NOTES

1. CITY PLAN SIDEWALK & STREET WIDTHS NOTED UNDER STREET NAME ARE EXISTING
2. CONCEPTUAL LAYOUT OF ENCROACHMENTS, EXACT LOCATIONS SUBJECT TO CHANGE AS DESIGN PROGRESSES

