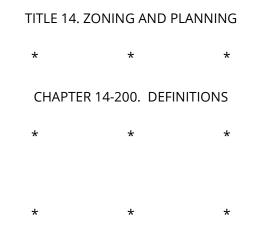
AN ORDINANCE

Amending Title 14 of the Philadelphia Code, entitled Zoning and Planning, by amending certain definitions relating to signs; creating an "Arena Area" within the "/CTR, Center City Overlay District" overlay; and making related changes, including a master plan requirement and changes to accessory sign controls; all in connection with zoning rules for a proposed arena, with a potential residential use, in Center City; and approving a master plan for the Arena Area; all under certain terms and conditions.

THE COUNCIL OF THE CITY OF PHILADELPHIA HEREBY ORDAINS:

SECTION 1. Title 14 of The Philadelphia Code is hereby amended to read as follows:



§ 14-203. Definitions.

(25.1) Arena.

An enclosed building or structure that can accommodate at least 10,000 spectators that is designed or intended for an assembly and entertainment use, including spectator sports and entertainment events.

* * *

(283) Sign, Freestanding.

Any sign that is supported by a structure of one or more frames, poles or other support structures permanently erected in or upon the ground. Freestanding [signs] *signs, also known as Ground Signs in Title 11 of this Code,* include *venue signs,* monument signs, pylon signs, pole signs, and other permanently affixed signs.

* * *

(283.1) Sign, Venue.

A freestanding sign, including a series of two or more names or addresses of businesses or destinations at a specific building, facility or venue, within a common cabinet or face area. A venue sign may also include information pertaining to the building, facility or venue, including static Naming Rights Signage, advertisements for events and services, maps, site plans or diagrams.

> * *

(284.3) Sign, Naming Rights.

Signage limited to the name or logo identity of the named sponsor or sponsors of a building.

* *

(293.1) Sign, Roof Logo.

A flat, horizontal sign on the roof or solar panels of a building that is limited to the name or logo identity of one or more sports team, the named sponsor or sponsors of a building, or both, and is intended to be viewed from above and not visible from street level.

> * * *

(345.1) Urban Experiential Display.

An Urban Experiential Display (UED) is [a form of Digital Display as defined at § 14-203(94.1)] is a Digital Sign type of Animated Sign Illumination as defined in § 14-203(296.2), that is formatted to exhibit full motion video or animation by the use of lighting or otherwise to depict movement or animation or to create a special effect or scene that may include intermittent, scrolling, or changes in illumination that may vary in intensity given ambient light level. A UED may also include Embellishments or Embellished Area areas, special effects elements, or structures that extend beyond the face of the UED and UED structure, or wall or structure to which it is attached, and may include two- and three- dimensional features., UEDs are not subject to the Sign Standards of § 14-904(1)(b)(.4), § 14-905(8)(c), and § 14-905(8)(d).

*

* CHAPTER 14-300. ADMINISTRATIVE PROCEDURES

*

*

§ 14-304. Specific Procedures

* * *

(5) Civic Design Review.

* *

- (b) Applicability.
 - (.1) Required Review.

(.a) The civic design review procedures of this subsection apply to any development that meets the criteria in Table 14-304-2 (Civic Design Review Triggers) and to master plans as set forth in § 14-304(3)(e)(.1), except for:

Development on lots located within the SP-ENT, SP-PO, [and] SP-STA, and in the Arena Area of the Center City Overlay, provided that SP-STA district and Arena Area master plans shall remain subject to any required civic design review;

* * *

CHAPTER 14-500. OVERLAY ZONING DISTRICTS

* * *

§ 14-502. /CTR, Center City Overlay District

(2) Applicability.

- * * *
- (b) Area Boundaries.

* * *

(.28) Market Street East Retail Area. The Market Street East Retail Area is:

(.a) North: The area bounded by Market Street, 8th Street, Filbert Street, and 11th [Street.] *Street, except for any lots located within the Arena Area.*

(.35) Arena Area.

(.a) The provisions of the Arena Area shall apply to all lots that are located in the area bounded by the easterly edge of 10th Street, Market Street, 11th Street, a line extending along the centerline of Filbert Street (extended) a distance of 85.145 feet from the easterly edge of 11th Street at a bearing parallel to Market Street in an easterly direction, a line extending northerly from that point a distance of 105.251 feet parallel to 10th Street, a line extending westerly from that point a distance of 25.00 feet parallel to Market Street, a line extending from that point parallel to 10th Street a distance of 57.000 feet, a line extending along the southerly edge of Cuthbert Street a distance of 135.000 feet, a line extending northerly parallel to 11th Street a distance of 20.00 feet, a line extending easterly from that point parallel with Market Street a distance of 25.0838 feet, to the easterly line of 10th Street.

(.b) The provisions of the Arena Area and any accompanying master plan shall only apply if an assembly and entertainment use within an arena or a residential use as included and where depicted in the master plan for the Arena Area, or both, are included in a zoning permit application. Otherwise, the underlying base zoning district and any other applicable zoning overlay districts (not including the Arena Area of the Center City Overlay), shall control.

(.c) Notwithstanding the forgoing, the provisions of the Arena Area and any accompanying master plan shall expire five (5) years from the date this provision is effective, unless the applicant demonstrates that an entity affiliated with a major professional sports organization has acquired ownership or lease rights to property in the Arena Area.

* * *

(d) /CTR Summary Table.

Table 14-502-1, below, summarizes the standards and regulations of this § 14-502 (/CTR, Center City Overlay District). In the event of conflict between the provisions of Table 14-502-1 and the text of this Zoning Code, the text shall govern.

Table 14-502-1: /CTR Si	ummary Table
-------------------------	--------------

Area	Height Controls	Setback / Build-To Controls	Supple- mental Use Controls	Parking & Loading Controls	Sign Controls	Special Review Controls	Bulk and Massing Controls
Arena Area			§ 14-502(5)(c)	§ 14-502(6)(o)	§ 14-502(7)(p)	§ 14-502(8)(a)(.3)	§ 14-502(9)(a)
Benjamin Franklin Parkway Area	§ 14-502(3)(d)			§ 14-502(6)(a)			

Area	Height Controls	Setback / Build-To Controls	Supple- mental Use Controls	Parking & Loading Controls	Sign Controls	Special Review Controls	Bulk and Massing Controls
		*	*	*			

* * *

(5) Supplemental Use Controls.

For the purposes of this § 14-502(5) (Supplemental Use Controls), the following supplemental use controls apply to the areas listed in Table 14-502-2 and Table 14-502-3.

(a) Use Table 14-502-2.

(.6) Notes for Table 14-502-2.

*

* * *

*

[7] [Reserved.] If an arena within the Arena Area receives a Certificate of Occupancy, all residential uses in the Arena Area shall comply with the provisions of 14-502(5)(d). Further, no Certificate of Occupancy shall be issued for an arena in the Arena Area if there is a residential use in the Arena Area, unless such residential use complies with the provisions of 14-502(5)(d).

*

* * *

Table 14-502-2: Supplemental Use Controls in the Center City Overlay District

Center City Commercia I District Control Area	Chestnut and Walnut Street Area, East	Chestnut and Walnut Street Area, West	Broad Street Area, South	Broad Street Area, North	Chinatown Area	Old City Residential Area	Society Hill Area	South Street/ Head House Square Area	Rittenhouse Square Residential Area	Center City Arena Area	Use-Specific Standards

				*	*	*			
Residential	Use Cate	egory							
Household Living	[6]				[10]	[11]	[8]	[7]	
				*	*	*			

(c) Permitted Accessory Uses and Structures.

In addition to those accessory uses and structures permitted in the underlying zoning district, roof decks, *balconies and decks* shall be permitted for non-residential uses within the [Broad Street Area, Mid-South, provided that this § 14-502(5)(c) shall expire on January 1, 2020] *Arena Area*.

(d) In the Arena Area, at least twenty percent (20%) of the total number of all dwelling units, sleeping units, and visitor accommodations units (rounded up, if fractional) shall be provided and maintained as affordable dwelling units within the Arena Area. Affordable dwelling and sleeping units required shall be provided under the following standards.

(.1) For purposes of this § 14-502(5)(d), a household shall consist of every person who lives or intends to live in the unit, regardless of age, dependency status or relationship. The imputed household size for determining unit affordability and occupancy requirements of § 14-502(5)(d) shall be equal to 1.5 people per each bedroom in the unit, except for studios and efficiencies, for which the imputed household size is 1 person.

(.2) For all provisions of this § 14-502(5)(d), Area Median Income (AMI) shall be as reported by the U.S. Department of Housing and Urban Development (HUD) for the Philadelphia Metropolitan Statistical Area;

(.3) Affordable rental units shall:

(i) Have total monthly costs (including rent and utility costs) that do not exceed thirty percent (30%) of gross monthly income for households earning up to xxxxx percent (xx%) of the AMI, adjusted for household size.

(ii) Be occupied by households earning up to xxxxx percent (xx%) of the AMI, adjusted by household size at the time of the household's initial occupancy of the unit; and

(iii) At no time be occupied by households earning greater than xxxxx percent (xx%) of the AMI, provided that, in the event the income of a tenant is found by the Department of Planning and Development to exceed the maximum income provided for by this subsection (.iii), a rental unit shall nonetheless be deemed in compliance with this subsection (.iii), until the first expiration of a lease occurring after the tenant's income first exceeded the maximum permitted by this subsection (.iii). In such event, the owner or their property manager may raise rent on the existing household's unit at the owner or their property manager's discretion, taking into account any applicable laws, rules, or policies regarding rent increases, provided that the owner or their property manager must make the next available unit of comparable size available to a new income-qualified household.

(.4) Affordable owner-occupied units shall:

(.i) Have a maximum sale and resale price, during the term of affordability, calculated on the basis of a down payment of no more than five percent (5%) of the purchase price, a fixed rate 30 year mortgage, consistent with the average monthly rate published from time to time by Freddie Mac, and total monthly costs (including mortgage principal and interest, property taxes, property insurance, and condominium or homeowner association fees) that do not exceed thirty percent (30%) of gross monthly income for households earning up to xxxxx percent (xx%) of the AMI, adjusted for household size;

(.ii) Be sold to one or more members of a household with household earnings up to xxxxx percent (xx%) of the AMI, adjusted for household size at the time of sale; and

(.iii) Be the principal residence of at least one person who owned the unit during the period of affordability.

(.5) The standards of § 14-702(7)(b)(.2) through (.5) shall apply, except that in § 14-702(7)(b)(.2) the references to "§ 14-702(7)(a)(.1) or §14-702(7)(a)(.2) above" shall be to § 14-502(d)(.1) through (.4).

(.6) The provisions of 14-702(7)(d) and (e) shall apply.

(6) Parking and Loading Regulations.

The following parking regulations apply to the areas described in each subsection.

* * *

(o) Arena Area

For Assembly and Entertainment Uses:

(.1) The provisions of § 14-802(3) (Required Parking in Commercial Districts) shall not apply;

(.2) A minimum of 1,000 accessory parking spaces shall be provided.

(.3) Such spaces may be provided pursuant to the provisions of § 14-802(9) Off-Site Parking, except that:

(.a) Off-site accessory parking must be located within 2,640 ft. of an entrance to the principal use that the parking serves;

(.b) Off-site parking need only be reserved for occupants of, or visitors to, the principal use during scheduled events and for two (2) hours before and after these events; and

(.c) Before a certificate of occupancy is issued for an arena in the Arena Area, the applicant shall provide written evidence of reservation of such parking spaces in accordance with the terms and conditions hereof.

(.4) The minimum number of accessible parking spaces for persons with disabilities (as shown on Table 14-802-4: Required Parking for Persons with Disabilities) shall be calculated as though the number of total parking spaces provided were equal to what would be required for the Assembly and Entertainment uses under § 14-802(3) (Required Parking in Commercial Districts); provided that if any accessible spaces provided are located off-site, they must be located within 1,000 feet of an accessible entrance to the Assembly and Entertainment Use.

(.5) All Assembly and Entertainment uses in the Arena Area shall provide a minimum of four (4) off-street loading spaces.

(7) Sign Regulations.

* * *

(p) Arena Area.

(.1) The Market Street East Advertising District provisions of Section 14-906 of this Code shall not apply to the Arena Area and the following signage provisions shall control. Accessory and Non-Accessory signage, including window signs, wall signs, venue signs, pylon signs, accessory digital news tickers, and Urban Experiential Displays shall be permitted in the Arena Area as follows:

(.a) Sign Area

(.i) The maximum sign area for a building or several interconnected buildings shall be equal to 15,000 sq. ft on the Market Street façade and 11,000 sq. ft. on each other facade. An additional 10,000 sq. ft. of sign area shall be permitted for interior elements of an Urban Experiential Display (UED) that is part of a larger, continuous UED that extends to the Market Street façade exterior, as described in subsection (.iii) below.

(.ii) No single sign, shall exceed 10,000 sq. ft. per sign face.

(.iii) The provisions of 14-903(2)(e) shall not apply. Rather, interior signage within a building in the Arena Area shall not require a zoning permit or constitute signage for purposes of calculating total sign area, except where the interior elements of an Urban Experiential Display (UED) are components of a larger continuous UED that extends to the exterior of a structure or where signs have a scale or placement such that they can only be viewed in their entirety from the exterior.

(.b) Height

(.i) The maximum height of any sign shall be 100 feet above the ground.

(.ii) Wall Signs and Urban Experiential Displays shall be permitted above the second floor window sill.

(.c) Projecting signs shall be permitted, provided that the maximum projection onto a public right of way shall not exceed three ft. projected from the first 15 ft. of building height or five feet projected from building heights in excess of 15 feet. Neither the bottom nor top edge of any projecting sign shall create an acute angle with the vertical wall from which it projects greater than 60 degrees; nor shall any such edge be perpendicular to such wall; and provided further than no antenna may be attached to a projecting sign.

(.d) Notwithstanding the provisions of § 14-904(1)(i)(.3), signs may be placed in more than two windows or transparent glass doors.

(.3) Naming Rights Signage and Roof Logo Signs shall be permitted as follows:

(.a) Naming Rights Signage and Roof Logo Signs shall not be included in the calculation of total allowable maximum sign area per façade and shall not be subject to the maximum area or signage height restrictions, provided that they may not exceed the height of the facade of the building;

(.b) Naming Rights Signage is permitted on each façade of a building and the roof; and

(.c) The bottom edge of a Naming Rights Sign may not be any lower than 100 feet from the sidewalk

(.4) Directional Signage shall be permitted and shall not be subject to maximum area or height restrictions.

(.5) Signs with animated illumination, mechanical motion or digital displays, including UEDs, shall be permitted as follows:

(.a) Signs with animated illumination may be operated only between the hours of 6:00 a.m. and 12:00 a.m.;

(.b) Primary illumination of the screens shall be internal and use ambient light sensors to automatically reduce the intensity of illumination during periods of darkness; and

(.c) Notwithstanding the provisions of § 14-904(1)(b)(.2), signs with animated illumination may be located within 200 ft. of intersections of any two or more streets.

* * *

(8) Special Review Areas.

The following special review requirements apply to the areas described in each subsection [below] *below; some of these areas* are shown on the Special Review Areas map for illustrative purposes only.

(a) Planning Commission Review.

* * *

(.3) Arena Area.

(.a) Any Street Tree requirements under § 14-705(2) may be waived at the discretion of the Commission if deemed necessary to accommodate the anticipated pedestrian movement and safety within the Arena Area. Any waiver granted that reduces the total number of street trees provided shall be subject to the provisions of § 14-705(1)(c)(.8)(.b).

* * *

(9) Bulk and Massing Controls.

The following bulk and massing regulations apply to the areas described in each subsection below.

* * *

(h) Arena Area.

(.1) Parcels within the Arena Area shall be collectively reviewed as a single unified lot, as defined by § 14-203(169), for purposes of zoning. Notwithstanding the preceding sentence, individual parcels of land within the Arena Area may consist of a horizontal plane that is bounded by irregularly shaped vertical planes. Within the Arena Area, all limits on Occupied Area and Floor Area Ratio delineated in Table 14-701-3: Dimensional Standards for Commercial Districts, and all floor area bonuses available in § 14-702 (Floor Area, Height, and Dwelling Unit Density Bonuses), shall be calculated on the basis of the total floor area within the area of the Master Plan approved pursuant to section (a) of § 14-502(11) (Master Plans) and the total land area included in that Master Plan, including, but not limited to, any additional lots created via subdivision, not including streets.

(.2) Notwithstanding the provisions of § 14-701(5), buildings in the Arena Area may occupy one hundred percent (100%) of the lot area up to 190 ft. in height. Any portion of a building above the 190 ft. height threshold shall be subject to either the applicable sky plane controls as set forth in Table 14-701-5 or the open area, building width, spacing and height controls as set forth in Section 14-701(5)(c).

- (11) Master Plans
 - (a) Arena Area

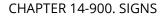
(.1) L&I shall not issue a zoning permit for a lot within the Arena Area unless it conforms to a master plan for the area that has been approved under the same procedures as required for master plan districts, as provided in § 14-304(3)(e)(.1).

(.2) L&I shall not issue any building permit, other than a demolition permit, for any lot within the Arena Area unless it conforms to a master plan for the area that has been approved under the same procedures as required for master plan districts, as provided in § 14-304(3)(e)(.1).

(.3) Any amendments to this master plan shall be subject to the provisions of § 14-304(4) (Amendments to Master Plans), except that, notwithstanding the provisions of 14-304(4)(d), the Commission may approve an amendment under the procedures for Minor Amendments if the changes proposed would not increase the total gross floor area of a building shown on the master plan in the Arena Area by more than 5%. These changes shall be measured collectively from the date of the latest amendment to the Master Plan approved by Council.

(.4) Applications on lots within the Arena Area may propose development that crosses over lot lines between individual abutting lots and without regard to individual lot setbacks, provided that (a) all of the lots on which the development is to occur are in common ownership, and (b) the proposed development is consistent with the approved master plan for the district.

* * *



* * *

§ 14-904. Accessory Sign Controls.

* * *

(2) Controls Applicable to Specific Zoning Districts.

(a) Sign Controls Table 14-904-1.

(.3) Sign Characteristics.

* * *

(.b) Animated Illumination.

Except as follows, a [A] "Yes" in the row labeled "Animated Illumination" indicates that animated illumination is permitted for the sign type in the corresponding column. A "No" indicates that animated illumination is prohibited. *Animated illumination includes the following types of signage:*

[(.c)] (.i) Digital Sign.

[A "Yes" in the row labeled "Digital Sign" indicates that digital signs are permitted for the sign type on the corresponding column. A "No" indicates that digital signs are prohibited.]

- (.ii) Electronic Message Sign
- (.iii) Accessory Digital News Ticker

An accessory digital news ticker shall be permitted only in the Market Street East Advertising District, subject to the requirements of § 14-906(6), and of the Arena Area of the /CTR, Center City Overlay District.

[(.d)] (.c) Mechanical Motion.

A "Yes" in the row labeled "Mechanical Motion" indicates that mechanical motion is permitted for the sign type in the corresponding column. A "No" indicates that mechanical motion is prohibited.

[(.e) Electronic Message Sign.

A "Yes" in the row labeled "Electronic Message Sign" indicates that electronic message signs are permitted for the sign type in the corresponding column. A "No" indicates that electronic message signs are prohibited.

(.f) Accessory Digital News Ticker.

An accessory digital news ticker shall be permitted only in the Market Street East Advertising District, subject to the requirements of § 14-906(6).]

SECTION 2. The master plan attached as Exhibit "A" to this Ordinance is hereby approved.

EXHIBIT "A"

76Place Master Plan – Statement of Purpose

This 76Place Master Plan submission has been prepared pursuant to the Philadelphia City Planning Commission guidelines for Master Plan submissions.

Developed by CBL Real Estate, LLC (the "Developer" or "CBL"), 76 Place will be comprised of an approximately 18,500 (but in no event less than 17,000) seat arena (the "Arena') with an up to 395-unit mixed-income residential apartment tower (the "Apartment Tower") above. The development site is located between Market and Cuthbert Streets and 10th and 11th Streets in Center City Philadelphia.

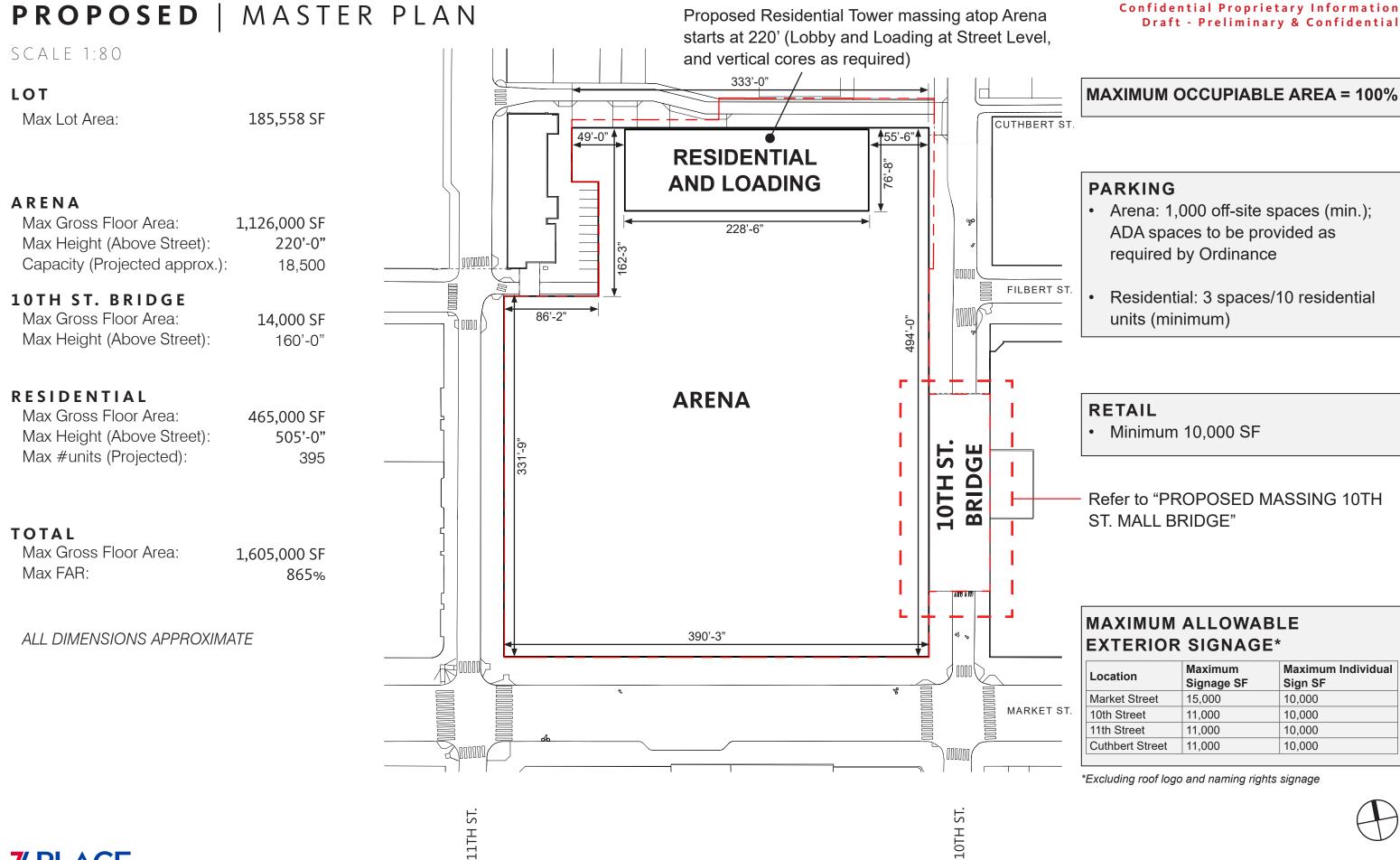
CBL is an affiliate of the ownership group of the Philadelphia 76ers NBA franchise. It was strategically set up to cater to the real estate needs of the 76ers, with its core focus the development of the proposed of 76 Place arena.

The Arena will replace the portion of the existing Fashion District Mall (the "Mall") between 10th and 11th Streets extending from Market Street to Filbert Street, as well as the former Greyhound Bus terminal between 10th and 11th Streets extending from Cuthbert Street to Filbert Street (the "Site"). As contemplated, the Arena will be a state-of-the-art facility that will serve as the new home of the Philadelphia 76ers NBA franchise. The Arena will also serve as a venue for concerts, family shows, comedy shows, amateur sports, community events, private functions and more. Although not part of this Master Plan submission, in connection with the Arena development, the remaining portions of the Mall will be repositioned as a vibrant mixed-use entertainment district with tenants complimentary to the Arena and surrounding neighborhoods.

The Site is uniquely situated and will be able to leverage existing transportation and parking infrastructure to provide a multitude of options for patrons traveling to and from the Arena. The location atop the existing SETPA Jefferson Station provides access to a diverse and robust transit network featuring SEPTA Regional Rail, subway and buses, a connection to the PATCO Speedline, and NJ Transit buses. Over 9,000 parking spaces are present in existing parking facilities in close proximity to the Site, with ample availability during projected event times.

The Developer's commitment to the community and to creating a world class Arena for all Philadelphians extends beyond the Arena's physical boundaries. CBL has committed to investing \$50 million pursuant to a Community Benefits Agreement, the largest in Philadelphia for a project of its kind, to help foster and grow the surrounding communities around the Arena. CBL also acknowledges and understands the critical role of the Economic Opportunity Plan ("EOP"), pursuant to Chapter 17-1600 of the Philadelphia Code, as well as the importance of providing opportunities to Minority and Women-Owned Businesses in the Philadelphia Area. As such, the project will commit to implementing an EOP to provide meaningful representation for all to participate in the project and further, to provide for a diverse workforce.

CBL looks forward to working with the Philadelphia City Planning Commission to finalize the review and approval of the project Master Plan, which will be a defining project for the City.

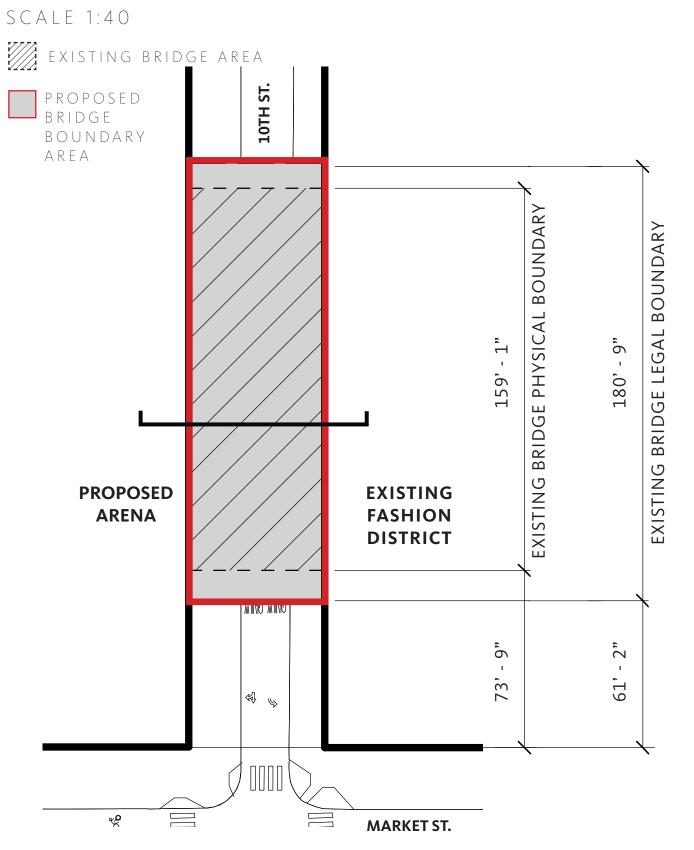




Confidential Proprietary Information

MAXIMUM ALLOWABLE EXTERIOR SIGNAGE*								
Location	Maximum Signage SF	Maximum Individual Sign SF						
Market Street	15,000	10,000						
10th Street	11,000	10,000						
11th Street	11,000	10,000						
Cuthbert Street	11,000	10,000						

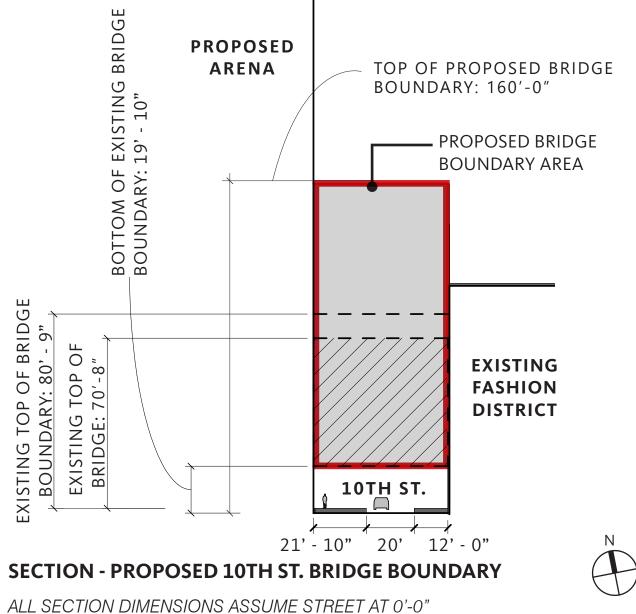
PROPOSED | MASSING - 10TH ST. MALL BRIDGE







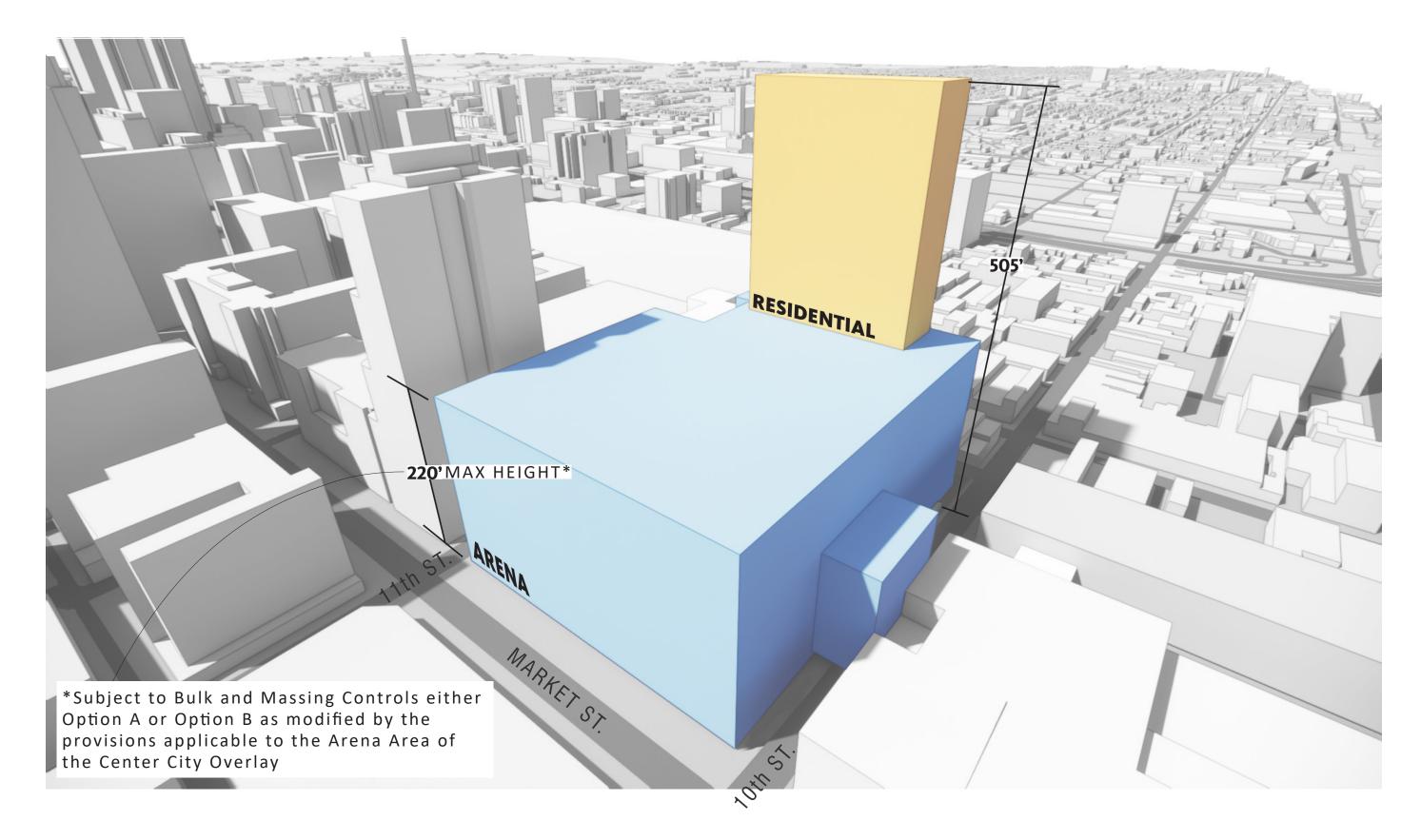




(CITY DATUM NOT INCLUDED)

Confidential Proprietary Information Draft - Preliminary & Confidential

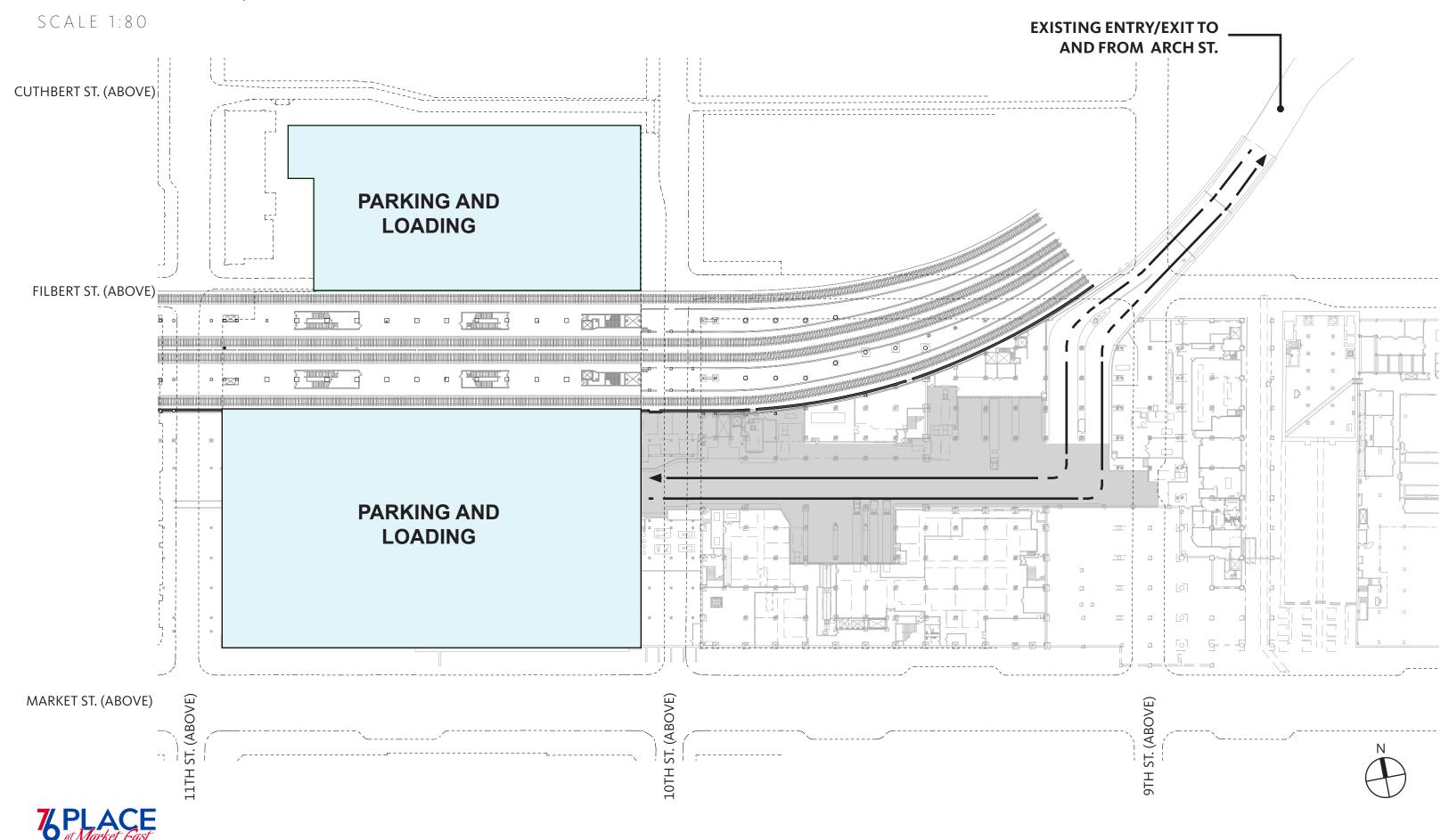
PROPOSED | MASSING - ARENA & RESIDENTIAL





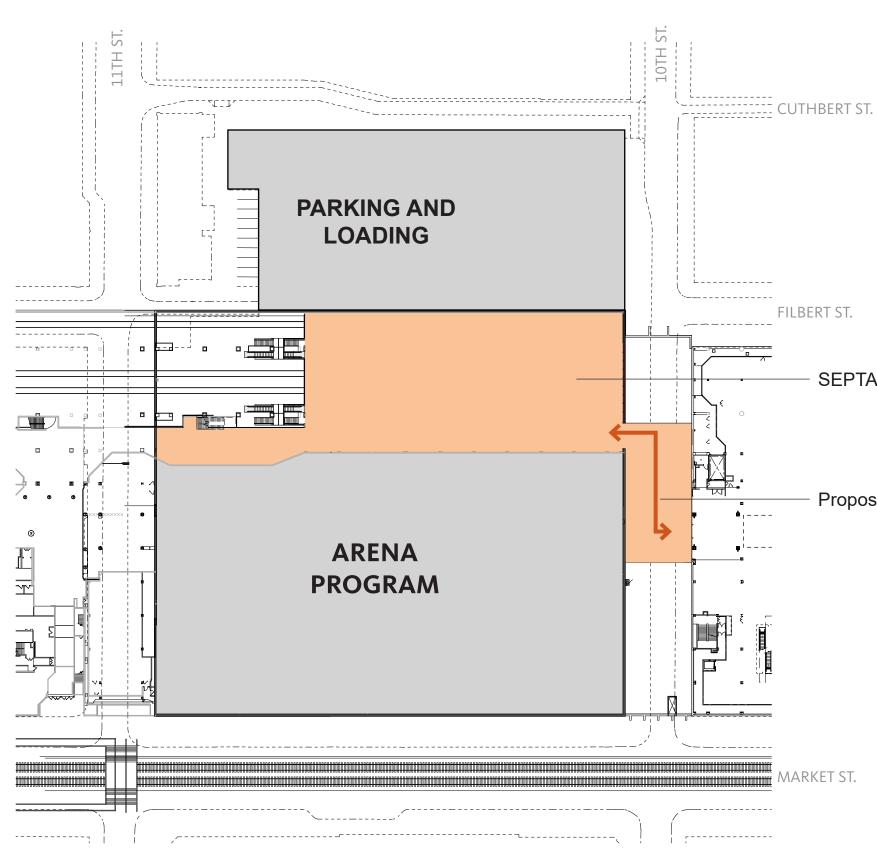
Confidential Proprietary Information Draft - Preliminary & Confidential

PROPOSED | EXISTING SITE LOADING (2 LEVELS BELOW ST.)



Confidential Proprietary Information Draft - Preliminary & Confidential **CIRCULATION** | RAIL - SEPTA CONCOURSE (1 LEVEL BELOW ST.)

SCALE 1:80







Confidential Proprietary Information Draft - Preliminary & Confidential

FILBERT ST.

SEPTA Concourse

Proposed path of Public Access Easement

ARKET ST.

