City of Philadelphia
Economic Opportunity Plan

RPG CATHEDRAL, L.P. – 38TH and CHESTNUT STREETS

I. Introduction, Definitions and Goals

The City *of Philadelphia* strongly encourages the use of certified Minority ("MBE"), Women ("WBE"), Disabled ("DSBE") and Disadvantaged[1] ("DBEs") Business Enterprises (collectively, "M/W/DSBEs") in the construction of a mixed-use project at 38th and Chestnuts Streets (the "Project"). In support of this objective, City of Philadelphia will require that RPG Cathedral, L.P. (the "Project Owner") commit to this Economic Opportunity Plan ("EOP" or "Plan").

This Plan contains ranges of projected M/W/DSBE utilization in connection with the construction of the Project. For purposes of this Plan, construction of the Project shall mean construction of the buildings at 38th and Chestnut Streets. This Plan shall be a part of and incorporated into the resulting agreement(s) with the Project Owner.

Project Owner hereby verifies that all information submitted to the Office of Economic Opportunity ("OEO") in response to this Plan, is true and correct and is notified that the submission of false information is subject to the penalties of 18 Pa.C.S. Section 4904 relating to unsworn falsification to authorities and 18 Pa.C.S. Section 4107.2 (a)(4) relating to fraud in connection with minority business enterprises or women's business enterprises.

For the purposes of this Plan, MBE, WBE, DBE and DSBE shall refer to certified businesses so recognized by OEO. Only the work or supply effort of firms that are certified as M/W/DSBEs by an OEO approved certifying agency[2] will be eligible to receive credit as a Best and Good Faith Effort. In order to be counted, certified firms must successfully complete and submit to the OEO an application to be included in the OEO Registry which is a list of registered M/W/DSBEs maintained by the OEO and available online at www.phila.gov/oeo/directory.

For this Plan, the term "Best and Good Faith Efforts means: efforts, the scope, intensity and appropriateness of which are designed and performed to foster meaningful and representative opportunities for participation by M/W/DSBEs and to achieve the objectives herein stated. Best and Good Faith Efforts are rebuttably presumed met, when commitments are made within the M/W/DSBE Participation Ranges established for the construction of the Project and a commitment is made to employ a diverse construction workforce as enumerated herein.

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[1]Disadvantaged Business Enterprises ("DBEs") are those socially or economically disadvantaged minority and woman owned businesses certified under 49 C.F.R. Part 26.

[2]A list of "OEO approved certifying agencies" can be found at www.phila.gov/oeo

II. Project Scope

For purposes of this Plan, the Project is the construction of the mixed-use project and buildings at 38th and Chestnut Streets.

III. Goals

1. M/W/DSBE Participation Ranges

As a benchmark for the expression of "Best and Good Faith Efforts" to provide meaningful and representative opportunities for M/W/DSBEs in the construction of the Project, the following participation ranges have been established. These participation ranges represent, in the absence of discrimination in the solicitation and selection of M/W/DSBEs, the percentage of MBE, WBE and DSBE participation that is reasonably attainable through the exercise of Best and Good Faith Efforts. These percentages relate to the good faith estimated cost of the construction of the Project. In order to maximize opportunities for as many businesses as possible, a firm that is certified in two or more categories (e.g. MBE and WBE and DSBE or WBE and DSBE) will only be credited toward one participation range as either an MBE or WBE or DSBE. The firm will not be credited toward more than one category. These ranges are based upon an analysis of factors such as the size and scope of the Project and the availability of MBEs, WBEs, DSBEs and DBEs to participate in the Project:

The following *Construction* contract goals have been set for the Project:

Contracts	Minority Owned	Female Owned	Disabled Owned
Construction	15%	10%	N/A

The objectives set forth in the Plan shall be incorporated in all requests for proposals, bid packages and solicitations for the construction of the Project and communicated to all Participant levels.

2. Employment Goals

The Project Owner agrees to exhaust Best and Good Faith Efforts through its contractors to employ minority persons and females in its workforce of apprentices and journeymen at the following levels[3]:

Minority Apprentices – 50% of all hours worked by all apprentices
Minority Journeymen – 32% of all journey hours worked across all trades
Female Apprentices – 7% of all hours worked by all apprentices
Female Journeypersons - 7% of all hours worked across all trades

[3] These goals, which have been adopted by the Economic Opportunity Cabinet, are the recommendations of the Mayor's Commission on Construction Industry Diversity.

IV. Responsiveness

A. Project Owner shall identify all M/W/DSBE commitments and other agreements evidencing its intent to use Best and Good Faith efforts to employ minority persons and females and engage M/W/DSBEs during construction. The identified commitments constitutes a representation that the M/W/DSBE is capable of providing commercially useful goods or services relevant to the commitments and that the Project Owner has entered into a legally binding commitments or other legally binding agreements with the listed M/W/DSBEs for the work or supply effort described and the dollar/percentage amount(s) set forth. In calculating the percentage of M/W/DSBE participation, the standard mathematical rules apply in rounding off numbers. In the event of inconsistency between the dollar and percentage amounts listed on the form, the percentage will govern.

B. M/W/DSBE commitments are to be memorialized in a written subcontract agreement. Letters of intent, quotations, contracts, subcontracts and any other documents evidencing commitments with M/W/DSBEs, including the M/W/DSBE Participation and Workforce Commitments Form, become part of and an exhibit to the Agreement resulting from the RFP.

C. OEO will review Project Owner commitments for the purpose of determining whether Best and Good Faith Efforts have been made. OEO reserves the right to request further documentation and/or clarifying information at any time during the construction and development of the Project.

V. Compliance and Monitoring of Best and Good Faith Efforts

A. To the extent required by law, the PROJECT OWNER shall ensure that all its on-site contractors maintain certified payrolls which include a breakout of hours worked by minority and female apprentices and journeypersons;

B. Prompt Payment of M/W/DSBEs

1. The Project Owner agrees and shall cause all its contractors to ensure that all M/W/DSBEs participating in the Project receive payment for their work or supply effort within thirty (30) business days after receipt of a proper invoice following satisfactory performance.

C. Oversight Committee

1. The Project Owner, in consultation with The Office of Economic Opportunity, will establish and identify the members of a Project Oversight Committee, including representatives from the Project Owner, the General Contractor, The Office of Economic Opportunity, the First District Councilperson or his/her designee. Participants will engage in monitoring, reporting and problem solving activities which are to include regular meetings to address all matters relevant to further development of the Plan, carrying out its implementation and the successful completion of the Project.

VI. Remedies and Penalties for Non-Compliance

A. The Project Owner agrees that its compliance with the requirements of this Plan is material to the Agreement. Failure to comply with the Plan may constitute a substantial breach of the Agreement and is subject to the remedies and penalties contained therein or otherwise available at law or in equity. Notwithstanding the foregoing, no privity of contract exists between the City and any M/W/DSBE identified in any contract resulting from implementation of the Plan. Neither nor the City intends to give or confer upon any such M/W/DSBE any legal rights or remedies in connection with subcontracted services under any law or policy or by any reason of any contract resulting from implementation of the Plan except such rights or remedies that the M/W/DSBE may seek as a private cause of action under any legally binding contract to which it may be a party.

6/15/12

SIGNATURE OF Owner Representative[4] DAVID J. YEAGER DATE

Angela Dowd-Burton 6/19/2012

ANGELA DOWD-BURTON, Executive Director, Office of Economic Opportunity[5] DATE

[4]The Owner's Representative is required to sign and date, but the City reserves the right to obtain the Owner's Representative signature thereon at any time prior to Plan certification. The Owner Representative will receive from the City a certified copy of its Plan which should be filed with the Chief Clerk of City Council within fifteen (15) days of the issuance and published by OEO, in a downloadable format, on the OEO website.

[5] Pursuant to Section 17-1603 (2) of The Philadelphia Code, the representative of the City of Philadelphia's Office of Economic Opportunity, the "certifying agency", certifies that the contents of this Plan are in compliance with Chapter 17-1600.