

**EQUAL OPPORTUNITY PROCEDURES POLICY
BETWEEN THE CITY OF PHILADELPHIA
OFFICE OF INSPECTOR GENERAL
AND UGI HVAC ENTERPRISE INC**

I. PREAMBLE

UGI HVAC Enterprises Inc. d/b/a ServiceMark (ServiceMark) hereby enters into this Equal Opportunity Procedures Policy (EOPP) with the City of Philadelphia Office of Inspector General (OIG) to promote compliance with the City of Philadelphia's and the Philadelphia Housing and Development Corporation's Anti-Discrimination Policies as contained in Executive Order 02-05 or any successive Order relating to the City's anti-discrimination policies. Contemporaneously with this EOPP, ServiceMark is entering into a Settlement Agreement with the City of Philadelphia (City) through its OIG and the Philadelphia Housing and Development Corporation (PHDC).

II. TERM AND SCOPE OF THE EOPP

This Policy will be in effect from January 1, 2012 through December 31, 2015. All ServiceMark operating locations will follow the following guidelines when contracting with the City of Philadelphia or City-related agency when M/W/DSBE contracting requirements are required as part of the contract. It is understood that this EOPP does not override, amend or otherwise supplant any M/W/DSBE participation or other economic opportunity requirements and terms applicable to any individual City of Philadelphia or City-related agency contract. The appropriate City agency shall, in all instances, determine on a contract by contract basis whether Servicemark has complied with any participation or other economic opportunity requirements applicable to any individual contract.

III. OBLIGATIONS UNDER THE EOPP

ServiceMark must establish a compliance program that includes the terms set forth below. ServiceMark shall maintain such a compliance program for as long as it contracts with City of Philadelphia or City-related agency where M/W/DSBE contracting requirements are required as part of the contract.

a. Policies and Procedures

To the extent not already completed, within 60 days after the effective date of this agreement, ServiceMark shall implement written Policies and Procedure regarding ServiceMark's compliance with the City of Philadelphia's and/or a City-related agency's Anti-Discrimination Policies as contained in Executive Order 02-05. These Policies and Procedures are as follows:

1. Prior to submitting any bid or proposal or executing any contract, a complete review of the bid or Request for Proposals (collectively, "the bid documents"), and the contract terms and conditions, must be reviewed and M/W/DSBE requirements must be fully

understood and discussed with in-house counsel. That review will be documented by the General Manager initiating the project and approved by both the Compliance Supervisor and the Vice-President of UGI HVAC.

2. A lead business person on the project will be designated as the M/W/DSBE Compliance Team Member. He or she will review the bid documents and the contract requirements to ensure the requirements are fully understood by ServiceMark personnel responsible for the bid, before submitting a binding bid or executing a contract. This not only includes participation requirements, but also reporting requirements. This review will be documented by the M/W/DSBE Compliance Team Member and approved by both the Compliance Supervisor and the Vice President of UGI HVAC.
3. The M/W/DSBE Compliance Team Member will review the City's Office of Economic Opportunity website to ensure all participating M/W/DSBEs invited to bid on the document are in good standing with the City of Philadelphia. This will be documented by the M/W/DSBE Compliance Team Member and submitted to the Compliance Supervisor for documentation and file. As a back-up, a copy of the webpage listing of the approved vendors must be placed in the file for documentation.
4. All M/W/DSBEs who bid on a subcontract must submit their certification form documenting their M/W/DSBE status to the M/W/DSBE Compliance Team Member responsible for the project. The certification must evidence that the bidder is certified to provide the services that make up the subcontract between ServiceMark and the M/W/DSBE. Copies of the certifications will be kept by both the Compliance Officer and M/W/DSBE Compliance Team Member.
5. If possible, a minimum of three competitive bids from M/W/DSBEs are required for all contracts with the City of Philadelphia and/or a City-related agency.
6. Once the bid is received, accepted, and awarded, the Operating Unit General Manager and the Compliance Supervisor will tender a legally-binding, written contract which must outline the terms and conditions of the sub-contract or supply arrangement.
7. The M/W/DSBE Compliance Team Member will ensure that the M/W/DSBE is aware of ServiceMark's obligations under the City of Philadelphia's and/or a City-related agency's Anti-Discrimination Policies. Moreover, the M/W/DSBE Compliance Team Member will ensure that the M/W/DSBE fully understands its responsibilities under the contract.
8. Once a contract is executed with an M/W/DSBE, the Operating Unit General Manager and the Compliance will provide a copy of that executed agreement to the appropriate department within City of Philadelphia and/or a City-related agency .
9. No contract will be executed or bid submitted to the City of Philadelphia and/or City-related agency without the approval of in-house counsel, the Compliance Officer, and the Vice President of UGI HVAC.

b. Training and Education

i. General Training

Within 90 days after the Effective Date of the EOPP, ServiceMark shall provide at least one hour of General Training to any or all General Managers, and staff responsible for preparing bids, who may initiate projects relating to contracts with City of Philadelphia or City-related agencies, M/W/DSBE Compliance Team Members, the Compliance Supervisor, and the Vice-President of UGI HVAC. This training, at a minimum, shall explain:

1. ServiceMark's EOPP requirements;
2. ServiceMark's Policies and Procedures as it pertains to M/W/DSBE compliance issues; and,
3. Executive Order 02-05.

ii. Update of Training

ServiceMark shall review the training annually, and, where appropriate, update the training to reflect changes in the City of Philadelphia's and/or a City-related agency's Anti-Discrimination Policies as contained in Executive Order 02-05, and any other relevant information.

IV. IMPLEMENTATION AND FOLLOW UP

Within 180 days after the Effective Date, ServiceMark shall submit a written report to the OIG summarizing the status of its implementation of the requirements of this EOPP (Implementation Report). The Implementation Report, shall, at a minimum, include:

1. The name of the Compliance Manager;
2. Whether any additional policies or procedures, other than the Policies and Procedures contained in this EOPP, were established in order to address M/W/DSBE compliance issues; and,
3. A description of the training required by III(b), including a summary of the topics covered, length of session(s), number of individuals required to be trained, percentage actually trained, and an explanation of any exceptions.

V. EFFECTIVE AND BINDING AGREEMENT

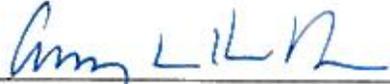
ServiceMark and the OIG agree as follows:

1. This EOPP shall be binding on the successors, assigns, and transferees of ServiceMark;
2. This EOPP shall become final and binding when the final signature is obtained on the EOPP;

3. This EOPP constitutes the complete agreement between the parties and may not be amended except by written consent of the parties to this EOPP;
4. The undersigned ServiceMark signatory represents and warrants that he or she is authorized to execute this EOPP. The undersigned OIG signatory represents that he or she is signing this EOPP in his or her official capacity and that he or she is authorized to execute this EOPP; and,
5. This EOPP may be executed in counterparts, each of which constitutes an original and all of which constitute acceptable, binding signatures for purposes of this EOPP.

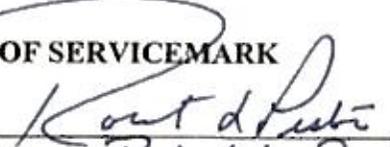
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**ON BEHALF OF THE CITY OF PHILADELPHIA OFFICE OF INSPECTOR
GENERAL**

By: 
AMY L. KURLAND
Inspector General
City of Philadelphia Office of Inspector General

Dated: 1/12/11

ON BEHALF OF SERVICEMARK

By: 
Name: Robert L. Pistoi
Title: Vice President

Dated: 12/30/11