

**EQUAL OPPORTUNITY PROCEDURES POLICY
AMONG THE CITY OF PHILADELPHIA OFFICE OF INSPECTOR GENERAL,
PROCUREMENT DEPARTMENT,
OFFICE OF ECONOMIC OPPORTUNITY,
AND WILLIAM BETZ JR., INC.**

I. PREAMBLE

William Betz Jr., Inc. (“Betz”), by its President Rudolph W. Betz, enters into this Equal Opportunity Procedures Policy (the “EOPP”) with the City of Philadelphia Procurement Department (the “Procurement Department”), the City of Philadelphia Office of Inspector General (“OIG”) and the City of Philadelphia Office of Economic Opportunity (“OEO;” together with Betz, the Procurement Department, OIG and OEO, the “Parties”) to promote compliance with the City of Philadelphia’s antidiscrimination policies for the promotion of contracting opportunities for minority, women, and disabled owned business enterprises (“M/W/DSBEs”), as contained in Executive Order 02-05 and successive orders relating to Executive Order 02-05 (the “Antidiscrimination Policies”). Contemporaneously with this EOPP, Betz is entering into a Settlement Agreement with the City of Philadelphia.

The purpose of this EOPP is to facilitate compliance with the requirement that M/W/DSBEs perform a “Commercially Acceptable Function,” as defined by the Antidiscrimination Policies, with respect to contracts awarded, administered and funded in whole or in part by the City, whether competitively bid or negotiated (“City Contracts”).

II. TERM AND SCOPE OF THE EOPP

This EOPP will be in effect for the three-year period commencing on October 23, 2014 (the “EOPP Term”). All Betz operating locations will follow the guidelines in this EOPP.

This EOPP applies to Betz’s conduct as a contractor or subcontracting supplier to contractors or subcontractors performing under a City Contract (each, a “City Contractor”). The EOPP does not override, amend, or otherwise supplant any M/W/DSBE participation or other economic opportunity requirements or terms applicable to any City Contract to which Betz is a party. To the extent that Betz enters into a City Contract as a party, the OEO, as appropriate, shall, in all instances, determine on a contract-by-contract basis whether Betz has complied with any M/W/DSBE participation or other economic opportunity requirements applicable to the contract in question, including the Antidiscrimination Policies.

III. OBLIGATIONS UNDER THE EOPP

Betz must establish a compliance program under the terms set forth below. Betz shall maintain the compliance program while this EOPP is in effect, except that the Policies and Procedures set forth in Subsection III.A shall remain in effect absent further agreement of the Parties.

A. Policies and Procedures

Betz shall implement written Policies and Procedures as follows:

1. All sales transactions involving (a) Betz and an M/W/DSBE, or (b) Betz, a City Contractor, and an M/W/DSBE, shall be “arms-length” transactions.

2. A transaction is “arms-length” for purposes of this EOPP if: (a) Betz is not involved in negotiating or directly establishing a contractual relationship between an M/W/DSBE and a City Contractor related to the transaction; (b) Betz does not condition the transaction on the existence of a contractual relationship between a City Contractor and an M/W/DSBE; and (c) Betz does not otherwise facilitate a City Contractor’s purchase of goods from an M/W/DSBE that Betz knows does not provide a Commercially Acceptable Function for purposes of the Antidiscrimination Policies.

3. Regardless of whether Betz believes that an M/W/DSBE is placing an order for goods on behalf of a City Contractor, Betz may fill an order from an M/W/DSBE if: (a) the transaction in question is arms-length; (b) Betz receives the order, whether orally or in writing, from the M/W/DSBE; and (c) Betz in good faith invoices the M/W/DSBE for the order.

4. Either independently or in response to a request from a customer or potential customer, Betz may direct a customer or potential customer to OEO’s Registry of M/W/DSBEs, available at <http://oeo.phila.gov/directory.asp>

B. Training and Education

1. Betz shall provide a copy of the written Policies and Procedures set forth in Subsection III.A of this EOPP to each of its employees.

2. Within 30 days of commencement of the EOPP Term, Betz shall provide at least one hour of training to all staff responsible for accepting orders for goods from customers. This training shall, at a minimum, explain the requirements of this EOPP and the Policies and Procedures set forth in Subsection III.A.

3. Betz shall review the training annually, and, where appropriate, update the training to reflect changes in the Antidiscrimination Policies and any other relevant information.

C. Implementation and Reporting

1. Betz shall appoint a Compliance Manager upon commencement of the EOPP Term to ensure compliance with this EOPP.

2. The Compliance Manager will communicate with all staff responsible for accepting orders for goods from customers no less frequently than monthly to determine whether: (a) any transaction involving Betz and an M/W/DSBE is not an “arms-length” transaction; and (b) any Betz staff member has information suggesting that an M/W/DSBE does not provide a Commercially Acceptable Function in connection with a City Contract.

3. If the Compliance Manager learns that a transaction involving Betz and an M/W/DSBE is not an “arms-length” transaction or that an M/W/DSBE has failed to provide a Commercially Acceptable Function in connection with a City Contract for which Betz is a subcontracting supplier, Betz shall immediately notify the OIG with copies to the Procurement Department and OEO in writing at the following addresses:

Amy Kurland, Inspector General
Office of Inspector General
The Curtis Center
601 Walnut Street, Suite 300E
Philadelphia, PA. 19106

Hugh Ortman
Commissioner of Procurement
City of Philadelphia Procurement Department
1401 JFK Boulevard, Suite 170
Philadelphia PA 19102

Angela Dowd-Burton
Executive Director
Office of Economic Opportunity
1515 Arch Street, 12th Floor
Philadelphia, PA 19102-1666

4. Within 90 days after commencement of the EOPP Term, Betz shall submit a written report to the OEO summarizing the status of its implementation of the requirements of this EOPP, which shall include: (a) the name of the Compliance Manager; (b) a copy of the written Policies and Procedures set forth in the Subsection III.A; (c) 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 (d) a description of the training required by Subsection 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.

IV. EFFECTIVE AND BINDING AGREEMENT

Betz, the Procurement Department, OIG and OEO agree as follows:

1. This EOPP shall be binding on the successors, assigns, and transferees of Betz.
2. Notwithstanding the effective date of the EOPP Term, 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 with regard to the subject matter of the EOPP.

4. This EOPP may not be amended except by written consent of the Parties to this EOPP.

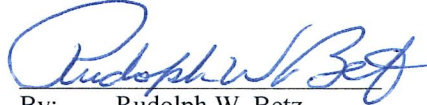
5. The undersigned signatory for Betz represents and warrants that he is authorized to execute this EOPP and accepts responsibility for the adoption and implementation of these Policies and Procedures.

6. The undersigned signatories for the Procurement Department, OIG and OEO represent that they are signing this EOPP in their official capacities and that they are authorized to execute this EOPP.

7. 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.

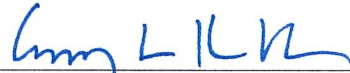
IN WITNESS WHEREOF, the Parties, each intending to be legally bound, have caused this EOPP to be executed as of October __, 2012.

WILLIAM BETZ JR., INC.



By: Rudolph W. Betz
President

CITY OF PHILADELPHIA OFFICE OF
INSPECTOR GENERAL



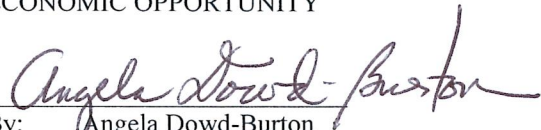
By: Amy Kurland
Inspector General

CITY OF PHILADELPHIA PROCUREMENT
DEPARTMENT



By: Hugh Ortman
Procurement Commissioner

CITY OF PHILADELPHIA OFFICE OF
ECONOMIC OPPORTUNITY



By: Angela Dowd-Burton
Executive Director