

Project name: Beury Building
Name of developer: Shift Capital
Headquarters location:3525 I Street
No. employees:18
Annual revenues:\$ 1.5 million
Project budget (construction):\$24,189,343
Project budget (professional services): \$1,443,119

City of Philadelphia
Economic Opportunity Plan
Beury Building

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I. Introduction and Definitions

The City of Philadelphia strongly encourages the use of certified Minority ("MBE"), Women ("WBE"), Disabled ("DSBE") and Disadvantaged ("DBEs") Business Enterprises (collectively, "M/W/DSBEs") and minority and female workers in all aspects of the Beury Building (the "Project") located at 3701-03 North Broad ("the Site") which may include financial investment, design, construction, and operations.¹ In support of this objective, the City of Philadelphia will require that 3701 North Broad LLC (the "Owner") commit to this Economic Opportunity Plan ("EOP" or "Plan"). This Plan contains ranges of projected M/W/DSBE utilization and goals for the employment of minority and female workers in connection with the Project at the Site. This Plan shall be a part of and incorporated into the resulting agreement(s) with the owners of the Beury Building.

The Owner hereby verifies that all information submitted to the Office of Economic Opportunity ("OEO") in response to this Plan is true and correct and takes notice 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 efforts of firms that are certified as M/W/DSBEs by an OEO-approved certifying agency will be eligible to receive credit as a Best and Good Faith Effort.² 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," the sufficiency of which shall be in the sole determination of the City, 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 an appropriately diverse workforce 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 Project and a commitment is made to employ a diverse workforce as enumerated herein.

II. Project Scope

Constructed in 1926 and standing prominently among the blocks of elegant townhouses which characterize North Philadelphia's development, the Beury Building represents one of the city's most spectacular examples of an Art Deco skyscraper. Originally the headquarters for the National Bank of North Philadelphia, the structure represents a period of financial prosperity for this community and the city as a whole. Named in honor of one of North Philadelphia's most prominent citizens, the Beury Building stands as an important survivor of early twentieth century growth in the city, and was nominated for the National Register of Historic Buildings in 1985.

The site is a 0.22 acre parcel of land that is fully occupied by the existing building. It is adjacent to commercial uses to the North, South, and West of the site, with residential rowhouses to the East. The site is also located two blocks North of the Temple University Health System campus, in the Tioga section of the City. Once it is fully-renovated, this 13-story mixed-use development at the corner of North Broad Street and Airdrie Street in Philadelphia will contain a total of fifty affordable, one-bedroom apartments,

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

located on floors 4 through 8 and 30 market-rate one-bedroom apartments on floors 9 through 11. The 12th and 13th floor “penthouse” levels will be renovated for future use that will take advantage of the small floor areas and commanding skyline views afforded by these levels.

The ground floor will include a Lobby for the residential uses and for the leasable commercial space on the second and third floors. Also located on the ground floor will be a large leasable space for a retail tenant, with entry facing the Broad Street corridor.

III. Goals

A. 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 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 entire 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 ranges are based upon an analysis of factors such as the size and scope of the Project and the availability of MBEs, WBEs, and DSBEs to participate in this development.

The following contract goals have been set for the Project:

Contracts	Minority Owned	Female Owned	DSBE	Total
Construction	20-25%	15-20%	BGFE	35-45%

B. Employment Goals

The Owner agrees to exhaust its Best and Good Faith Efforts to employ minority persons, by race and ethnicity, and females in its workforce of apprentices and journeypersons at the following levels:

African American journeypersons: 22% of all journey hours worked across all trades

Asian journeypersons: 3% of all journey hours worked across all trades

Hispanic journeypersons: 15% of all journey hours worked across all trades

Female journeypersons: 5% of all journey hours worked across all trades

Minority apprentices: 50% of all hours worked by all apprentices

Female apprentices: 5% of all hours worked by all apprentices

Local Residents
32%

The Owner will be required to submit to the City, no later than seven (7) days before the starting date of work on any such contract, a Workforce Diversity Goal Plan which shall include specific availability and utilization strategies for meeting the Workforce Diversity goals. The City’s Labor Standards Unit shall

have the responsibility of administering oversight of these Workforce Diversity Goals including evaluating the sufficiency of the Workforce Diversity Goal Plan, and monitoring the successful Bidder's Best and Good Faith Efforts towards realization of the goals throughout the duration of the contract.

IV. Equity Ownership

The Philadelphia Code 17-1603 requires that each Economic Opportunity Plan include information concerning the Equity Ownership (as defined) of (1) the contractor, developer and/or recipient of financial assistance required to submit the Plan; (2) participants (as defined) engaged by the contractor, developer and/or recipient of financial assistance; and (3) the eventual owner or owners of the project or contract to which the Plan relates; and requiring periodic reports for the purpose of updating Equity Ownership information; all under certain terms and conditions.

Identify the current equity owners of the project.

Type of Ownership	% Minority Owned	% Women-Owned	% Disabled Persons
Sole Proprietorship			
Partnership	0%	0%	0%
Corporation			

If the project is privately owned, the following individuals will become the anticipated Equity Owners upon completion.

Type of Ownership	% Minority Owned	% Women-Owned	% Disabled Persons
Sole Proprietorship			
Partnership			
Corporation			

Following the completion of the project, the project owner is responsible for meeting the reporting guideline identified in the Philadelphia Code.³

V. Diversity Practices

In compliance with Chapter 17-1603, the Economic Opportunity Plan shall contain a statement from the contractor, developer, and/or recipient of financial assistance summarizing past practices by identifying and describing examples of processes used to develop diversity at any/all levels of its organization including, but not limited to, Board and managerial positions. This statement shall also summarize strategic business

³ Per The Philadelphia Code 17-1603: *Continuing Reporting Requirements*.

(i) Within 30 days of each anniversary of the date that the Plan is finally certified, the contractor, developer and/or recipient of financial assistance shall file with the Chief Clerk of Council and the certifying agency an addendum to the original Plan that provides the Equity Ownership information required in subsection (g)(.2), updated so that it is accurate as of the anniversary date. This requirement shall continue until the project is completed.

(ii) The final EOP report required pursuant to § 17-1604(2)(.a) shall include updated Equity Ownership information that is accurate as of the date of the final report.

(iii) After the final EOP report has been filed, the owner or owners of the completed project shall have a continuing obligation to file a Statement of the owner's or owners' Equity Ownership within 30 days of each anniversary of the date that the final EOP report is submitted. The Statement shall be accurate as of the relevant anniversary date, and shall be filed with the Chief Clerk of Council and the certifying agency. No Statement shall be required if the completed project is not privately-owned.

plans specific to current or past practices of M/W/DSBE utilization on government and non-government projects and procurement.

1. Describe employment and recruitment policies used to achieve diversity in your workforce.

Equal opportunity for all employees is important for the continuing success of our organization. Shift Capital does not and will not unlawfully discriminate against any individual on the basis of race, ethnicity, sex, disability, color, religion, domestic/sexual violence victim status, marital status, familial status, sexual orientation, gender identity, age, genetic information, national origin, or ancestry in accordance with federal, state, or local laws.

Shift Capital does not tolerate any unlawful discrimination of individuals by anyone; managers, supervisors, other employees, clients or business contacts. It is the responsibility of each manager and employee to create a respectful working environment.

2. Provide the race, gender, and residential (local) status of your:

A. Directors	4 men and 1 woman, all caucasian, the woman and 1 man live in Philadelphia, 1 in New York and the other two outside of Philadelphia in the PA suburbs
B. Management	1 caucasian male, 1 black male, 1 black female, all live in Philadelphia
C. General Workforce	12 latino men, all live in Philadelphia

3. Identify your organization's methods of solicitation and utilization of Minority, Woman and Disabled Businesses (M/W/DSBEs). Please be specific in describing outreach and any procurement policies that are focused on creating or sustaining business relationships with M/W/DSBEs.

Shift Capital is a strong proponent of inclusive development. The company strives to shift perceptions through the equitable development of key properties in communities where we live and work. As a part of the Beury redevelopment, Shift is committed to rehabilitating the building using qualified minority, women and community based contractors and workers as a key component of its efforts. Given the size of the building and the ultimate construction budget, Shift is mindful that many MBE/WBE contractors have limited capacity as prime contractors and may need additional support from agencies, lenders and others to ensure they can successfully fulfill the obligations of the development.

This is in keeping with Shift's philosophy to engage the local community in the direct and indirect benefits of our community investments. To ensure adequate representation from MBE/WBE contractors, as well as those who represent the interests and overall diversity goals of this development, Shift, its general contractor and development team will engage the community and incorporate the following strategies:

- Identify known and qualified MBE/WBE contractors and encourage them to bid on the development project,
- Work with the General Contractor to set goals and standards, based on MBE/WBE contractors interviewed and MBE/WBE contractors selected,
- Work with the general contractor to identify specific trades and potential prime and sub-contract work, specifically in masonry, electrical, plumbing, HVAC, carpentry, Windows and demolition

- Develop a monitoring program to determine actual onsite representation of minorities, women and members of the local community,
- Track the size of each contract awarded to MBE/WBE contractors, based on actual dollars,
- Create an outreach program with NAMAC, PIDC, the African American Chamber, The Hispanic Chamber, the Enterprise Center, the Philadelphia Commerce Department and other women and minority business support organizations to inform them about the development and opportunities to bid on contracts,
- Facilitate pre-bid meetings to ensure an active pool of contractors to participate in the bid and selection process for the building,
- Communicate with City Council President Darryl Clarke’s office to ensure coordination of efforts and community involvement,
- Work with the local Registered Community Organizations (RCOs) to ensure that an active, qualified local labor pool is involved and has opportunities to work; and Perform a “zip code” environmental scan to ensure that workers onsite are representative of the local community.

Shift intends to use these and other methods to create an environment that is diverse, sensitive to the needs of the local community and provides opportunities for small local contractors to participate in the project. Our team has incorporated these methods in prior projects, which has led to the successful development, while creating opportunities for local residents to participate.

4. What percentage of your company’s total spend with vendors and suppliers is attributable to M/W/DSBEs? Please include a list of the largest M/W/DSBEs used by your organization in the last 12 months.

26% of our company's total spend with vendors/suppliers is attributable to M/W/DSBEs. List below:

EVE Electrical
 Lyon Contracting Services LLC
 Sibling Contractors LLC
 T-Brothers Industries
 Mundle's Remodeling LLC

5. Describe any initiatives made by your organization to increase investment and promote equity ownership by minorities and women.

VI. Responsiveness

A. The owner shall identify M/W/DSBE commitments and other agreements evidencing their intent to use Best and Good Faith efforts to employ minority persons and females at the levels stated herein. The identified commitments constitute a representation that the M/W/DSBE is capable of providing commercially useful goods or services relevant to the commitments and that the Owner has entered into 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 amounts 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 become part of and an exhibit to the Agreement resulting from the RFP.

C. OEO will review the owner's 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.

VII. Compliance and Monitoring of Best and Good Faith Efforts

A. The owner agrees to cooperate with OEO in its compliance monitoring efforts, and to submit, upon the request of OEO, documentation relative to its implementation of the Plan, including the items described below:

- Copies of signed contracts and purchase orders with M/W/DSBE subcontractors
- Evidence of payments (cancelled checks, invoices, etc.) to subcontractors and suppliers to verify participation; and
- Telephone logs and correspondence relating to M/W/DSBE commitments.
- To the extent required by law, the Owner shall ensure that its on-site contractors maintain certified payrolls which include a breakout of hours worked by minority and female apprentices and journeypersons. These documents are subject to inspection by OEO.

B. Prompt Payment of M/W/DSBEs

The owner agrees and shall cause its contractors to ensure that M/W/DSBEs participating on the Project receive prompt payment for their work or supply effort within five (5) days after receipt of payment from the project owner.

C. Oversight Committee

For this Project, in the sole discretion of the City, an oversight committee may be established consisting of representatives from the Owner, representatives of the building trades, the construction manager, and the City which may include the Project site's district councilperson, OEO, and appropriate community organizations ("Committee"). The Committee will meet regularly to provide advice for the purpose of facilitating compliance with the Plan.

D. Reporting

The owner agrees to file an annual report with the City of Philadelphia and City Council concerning the performance of the Economic Opportunity Plan through the duration of the Project. In addition, during construction, the Owner will provide "snapshot" reports containing updates for certain categories of information contained in its annual report on a monthly basis during construction. Snapshot reporting will include: (i) utilization of M/W/DSBEs, and (ii) the hiring and employment of minorities and females. All reports (quarterly & annually) provided to the City under this section will also be provided to the Office of Economic Opportunity.

VIII. Remedies and Penalties for Non-Compliance

A. The 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 the Owner 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.

J. Brian Murray
Principal and CEO
Shift Capital

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Date

Iola Harper⁵
Deputy Commerce Director for the Office of Economic Opportunity
Department of Commerce
City of Philadelphia

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.