

City of Philadelphia



(Bill No. 070674-A)

AN ORDINANCE

Amending Section 14-1600 of The Philadelphia Code, by adding a new section, entitled "30th Street Special Controls District," all under certain terms and conditions.

THE COUNCIL OF THE CITY OF PHILADELPHIA HEREBY ORDAINS:

SECTION 1. Chapter 14-1600 of The Philadelphia Code is hereby amended to read as follows:

CHAPTER 14-1600. MISCELLANEOUS

* * *

§ 14-1633. *30th Street Special District Controls.*

(1) *Legislative Findings. The Council finds that:*

a) *Major public and private investments have been made to promote the economic viability and the aesthetics in and around the area of 30th and Market Streets;*

b) *It is essential to continue the success of this area by attracting high-rise mixed used development. Such success can attract and promote certain specialty and high-end retailers to locate in this area, as well as restaurants to support residential uses. This, in turn, will attract additional commercial and institutional development, all of which promote an increase of pedestrian traffic;*

c) *It is in the best interest of the property owners, business operators, local institutions and the City of Philadelphia that this area continues to prosper;*

d) *Therefore, special land use controls are needed to promote and protect the economic viability of this area.*

(2) *Purpose of the District. This special district is established to encourage the highest and best use of development for this section of the City by promoting commercial and residential uses within the district, consistent with sound development principles appropriate for the surroundings; and to promote a lively pedestrian-friendly gateway connecting Center City and University City.*

(3) *District Boundaries. For the purposes of this section, the "30th Street Special Controls District" shall consist of the area bounded by Thirtieth Street, Market Street,*

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Schuylkill Avenue and Walnut Street. This area due to its uniqueness has upper and lower street levels, namely along Walnut and Thirtieth Streets, which can allow direct building access from both levels.

(4) *Definitions. For the purposes of this section, the following definitions shall apply:*

(a) *“Upper Street Level” shall be defined as the highest level in which a building has direct access to a street.*

(b) *“Lower Street Level” shall be defined as the lowest level in which a building has direct access to a street.*

(c) *“LEED Certification” shall be defined as certification through the Leadership in Energy and Environmental Design process, which is based upon a variety of categories, such as site sustainability, energy, materials, and indoor quality. This certification divides buildings into four categories: Basic Certification, Silver, Gold and Platinum.*

(d) *“Green Roof” shall be defined as a roof that supports living vegetation and includes a synthetic, high quality waterproof membrane, drainage layer, soil layer and light weight medium plants.*

(e) *“Commission” shall be defined as the City Planning Commission.*

(5) *Permitted Uses. The uses permitted in this District shall be:*

a) *The uses permitted in the C-5 Commercial District.*

b) *Attached buildings used solely for dwelling purposes, provided that, no certificate of occupancy for a dwelling (other than a hotel) shall be issued for any building in this District unless the Revenue Department certifies that the dwelling (other than a hotel) is not subject to the provisions of Chapter 19-3200, relating to Keystone Opportunity Zones, Improvement Zones and Expansion Zones. In and only in the event the foregoing proviso is determined not to be permitted by law, it is the intent of Council that no certificate of occupancy shall be issued for any dwellings (other than hotels) in this District.*

c) *All limitations on multiple uses or structures on a lot, whether stated or implied, shall not apply.*

d) *Above Ground Parking Garages are specifically permitted in the district and may include parking spaces for car-sharing programs and electric vehicles (including in-place electric vehicle chargers), and in addition, do not require a special use permit. The Commission shall review and approve the façade design of the garage*

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prior to the issuance of a building permit related to the erection of the garage. Such approval shall be granted if, in the judgment of the Commission, the design is compatible with sound development principles and appropriate for its surroundings. Nothing in this subsection shall require approval of the Commission prior to the issuance of a building foundation permit.

(6) *Area Regulations. In order to encourage and promote mixed-use development, and to promote density, the following applies to this district:*

a) *The cumulative gross floor area of all buildings on a lot shall not exceed one thousand two hundred (1200 %) percent of the area of such lot, unless additional gross floor area is permitted pursuant to subsection (7), relating to Incentive Floor Area.*

b) *Open Area Above the Average Ground Level.*

.1) *Buildings may occupy one hundred (100%) percent of the lot for the first 175 feet of building height above the average ground level.*

.2) *From a point 175 feet above the average ground level of the lot, the area regulations under a C-5 Commercial District shall apply.*

c) *Building Set Back, and Yards. Building setback, front yards and rear yards shall not be required.*

d) *Legally Required Windows. All qualifications and restrictions set forth in this Title for legally required windows shall not apply in this District.*

e) *Courts. No minimum court requirement shall apply in this District.*

(7) *Incentive Floor Area. It is recognized that this area of the City is embarking on new high-density development. This area would better serve the public if development adheres to pro-environment standards, addresses innovations in transportation and fosters pedestrian and community vitality. In order to promote development that serves the public interest, each one of the following shall apply to any one building on a single lot and shall qualify independently for an additional one hundred percent (100%) of the area of the lot up to a total of eight hundred percent (800%) as approved by the Commission:*

(a) *LEED Certification. LEED Certification. To receive additional gross floor area, the applicant shall submit a certification from the U.S. Green Building Council that the development plans for the project have been submitted in an application for a basic LEED Certification. LEED Score sheets shall be submitted with the development plans, along with the certification of an architect or engineer that, in his or her professional judgment, the plans will qualify for a basic LEED Certification. Such*

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certification shall be subject to review and approval of the Commission. An additional 100% incentive area shall be granted for a certification of Silver LEED Certification, and an additional 100% incentive area shall be granted for a certification of Gold or Platinum LEED Certification, provided that no more than 300% incentive area shall be available under this subsection relating to LEED Certification. The applicant must build in substantial conformance with said plans, provided that revisions to the LEED Score during design development shall be permitted as long as the intended overall LEED rating is retained, and provided further that the applicant shall use its good faith efforts to obtain the indicated LEED Certification, including any minor modifications to the design necessary in that regard.

(b) Green Roof. To receive additional gross floor area, the applicant shall provide a green roof on any building on the lot that covers at least 30% of the lot area, provided that the green roof covers at least 75% of the roof area of such building; and shall commit to certify to the Commission, upon request of the Commission at any time during the life of the building, that such roof is maintained, to the satisfaction of the Water Department, to accepted stormwater performance standards at the time of application.

(c) Public Access to the Green Roof. To receive additional gross floor area, the applicant shall provide access to its Green Roof with a visible entrance to the roof from a public right-of-way.

(d) Retail. To receive additional gross floor area, the applicant shall provide retail along a minimum of two (2) street frontages for a combined minimum of 10,000 sf with transparent façades on the Upper Street Level. Retail shall also include restaurants subject to existing restrictions in Section 14-305 of the Code.

(e) Community Room or Rooms. If a community room or rooms totaling at least 1,000 square feet are part of the development, the applicant shall receive additional floor area provided that free access is made available to non-profit organizations during normal business hours, subject to reasonable rules and regulations established by the building owner.

(f) Transportation. It is recognized that this District will allow development to occur that focuses on land uses around a transit corridor. It is also recognized that this District is within one city block of the 30th Street Rail Station. In order to promote use of mass transit, the applicant shall qualify for additional gross floor area by providing on the subject lot parking spaces for car-sharing programs and/or electric vehicles (including in-place electric vehicle chargers) totaling, in any combination, at least eighty (80) spaces.

(g) Public Open Space. To receive additional gross floor area, the applicant shall provide a minimum of 5000 sf of public space at the Upper Street Level, with a visible, public connection from Walnut and 30th Streets to the public space. The public

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open space may serve as a vehicular entry and for circulation but the design of the open space shall permit pedestrian use of the space and include pedestrian amenities such as lighting, benches and dedicated pedestrian routes protected from vehicles by bollards or other means. The public space must be approved by the Commission as consistent with appropriate design principles and providing an appropriate balance between pedestrian and vehicular uses in the context of the surroundings.

(h) *Historic Preservation. To receive additional gross floor area, the Commission must certify that the applicant has submitted appropriate documentation confirming that it is renovating any existing structure within the District of at least 100,000 square feet for the purpose of preservation and adaptive reuse of any building listed on the National Register of Historic Places, in conformity with Section 106 of the National Historic Preservation Act of 1966.*

(i) *Lighting. To receive additional gross floor area for the provision of pedestrian lighting along the sidewalks on Walnut, Chestnut and 30th Streets for the entire length of the building frontage along these streets, and the inclusion of a lighted, ornamental screen along the entire façade of the parking garage facing 30th Street and the Schuylkill River, the bonus shall be awarded upon submission and approval of a lighting plan for sidewalk lighting reviewed and conceptually approved (for the purpose of issuance of zoning permits) by the Commission and the Philadelphia Streets Department as providing sufficient lighting for public safety in a manner that is appropriate to its surroundings in terms of illumination, direction and architecture. No building permit (other than foundation permits) shall issue prior to final approval of the lighting plan by the Commission and the Streets Department.*

(j) *Incentive floor area awarded under this Section (7) shall be available for use only on the lot where the criteria of this Section (7) are met, except as provided in subsection (h) relating to historic preservation; and may be used at any time after its award for future development.*

(8) *Retail Space. Retail space at the Upper Street Level shall not count as part of the gross floor area on the lot.*

(9) *Parking, Loading and Trash Requirements. Off street parking, including open air parking lots and above and below grade garages, shall be permitted, subject to the provisions stated below.*

a) *Parking Garages and Lots. For all parking garages and lots, whether accessory or non-accessory, the regulations applicable to the C-5 Commercial District, including, as applicable, those regulations consistent with this Chapter set forth in Chapter 14-1400, shall apply, subject to the following:*

.1) *Gross Floor Area. The gross floor area of all levels of a parking garage located below the average ground level (or, in the case of Walnut Street*

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and 30th Street, the Upper Street Level) shall not be included as part of the permitted gross floor area calculations of any lot.

.2) Ingress/Egress. At every point where a driveway, whether for ingress or egress, crosses a public sidewalk, the area of the sidewalk between the building line and the curb line, equal in width to the driveway shall be of a different color, texture or paving material, in accordance with the standards of the Department of Streets, so as to indicate and warn pedestrians of the existence of the driveway.

.3) Residential Parking. The number of spaces required for all dwellings containing twenty-five or more families shall be one (1) space per two (2) families. Buildings containing fewer than twenty-five dwelling units shall not be required to provide off-street parking.

b) Loading and trash storage. Every building shall provide off-street loading and trash storage in accordance with the requirements applicable to the C-5 Commercial District, including, as applicable, those regulations consistent with this Chapter set forth in Chapter 14-1400, subject to the following:

.1) Required Spaces for Office Buildings, Commercial and Retail Buildings and Hotels shall be 2 spaces for up to 1,500,000 square feet in gross floor area. An additional space for each additional 500,000 square feet of gross floor area shall be provided. These reduced loading space requirements apply only if ingress and egress from all such spaces is below the Upper Street Level.

.2) Required Space for Residential Uses shall be 1 space for up to 700,000 square feet in gross floor area. An additional space for each additional 300,000 square feet of gross floor area shall be provided. These reduced loading space requirements apply only if ingress and egress from all such spaces is below the Upper Street Level.

.3) All common loading areas and ingress/egress driveways shall be in accordance with the standards of the Department of Streets. No requirements for a maximum size of curb cuts shall apply in this District for any curb cut located below the Upper Street Level.

.4) Every required loading space shall have direct access to the building it serves.

.5) Every required loading space shall be at least ten feet wide, forty feet long, and fourteen feet high.

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(10) Flood Plain Controls. The Federal Emergency Management Agency (FEMA) has adopted standards for residential and nonresidential structures requiring flood protection. In accordance with these standards, the following shall apply:

a) Structures or portions of structures located at or below the regulatory flood elevation used solely for parking of vehicles, building access or storage shall be permitted in the district, if flood proofed in accordance with FEMA guidelines. This subsection shall apply to all structures within the district, including commercial, residential and mixed- use structures.

(11) Signage. Signs shall be permitted to the same extent and in the same manner as in a C-5 Commercial District; provided, that, to the extent any requirements of this Code limit the placement of signage above a certain height above ground level or above a certain floor of the building, height or floors of the building located below the Upper Street Level shall not be counted, nor shall signs below the Upper Street Level be counted toward any maximum amount of signage.

(12) Conflicting Provisions. When the provisions of this Section conflict with other provisions of this Title, the provisions stated herein shall prevail.

SECTION 2. This Ordinance shall be effective upon certification by the City Solicitor that an agreement substantially in the form of that set forth in Exhibit A hereto has been executed by the party or parties called for therein.

Explanation:

[Brackets] indicate matter deleted.

Italics indicate new matter added.

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EXHIBIT A

* * *

Cira Centre South Economic Opportunity Plan

I. Project and Plan Introduction

Brandywine Cira South (“Brandywine”) has entered into a long-term ground lease with development rights to the former U.S. Post Office Annex building (the “Annex”) which is bounded by 30th Street, Chestnut Street, Schuylkill Avenue and Walnut Street (the “Site”). The Project consists of the construction and operation of a high-density development by providing two (2) mixed-use high-rise towers (fronting on Walnut and Chestnut Streets, respectively), a parking garage (2,400+ spaces) in the middle of the block and street-level retail amenities.

The purpose, standards and procedures of this Economic Opportunity Plan (the “Plan”) are the expressed wishes of Brandywine as set forth herein. Participants shall include professional services providers and their respective consultants, the general contractor or construction manager retained by Brandywine to construct the Project (the “General Contractor”) and the General Contractor's subcontractors, and all vendors of supplies, services, equipment and materials for the Project (collectively, the “Participants” and each a “Participant”).

It is the intent of Brandywine to use good faith efforts and to require all of its Participants to use good faith and nondiscriminatory efforts to provide either joint venture partnerships, sub-consulting and/or sub-contracting opportunities for minority, women and disabled disadvantaged business enterprises (collectively, “M/W/DBE or M/W/DBEs”) as certified by the City of Philadelphia’s Minority Business Enterprise Council (“MBEC”). In all phases of the Project, Brandywine will require that all Participants commit to the foregoing.

Neither Brandywine nor any Participant shall discriminate on the basis of race, color, religion, sex, national origin, sexual orientation, gender identity, ancestry, age, or handicap in the award and performance of contracts pertaining to the Project or with respect to any and all related employment practices. All Participants in the Project shall observe and be subject to the enforcement of all relevant City of Philadelphia, Commonwealth of Pennsylvania and federal laws, ordinances, orders, rules and/or regulations regarding M/W/DBEs and locally-based business enterprises. Furthermore, affirmative action will be taken, consistent with sound procurement policies and applicable laws, to ensure that M/W/DBEs are afforded a meaningful and representative opportunity to participate in contracts relating to the Project.

For the purposes of this Plan, the term “minority” shall refer to the following: African American or Black (all persons having origins in any of the Black African racial groups); Hispanic/Latino (all persons of Mexican, Puerto Rican, Cuban, Central or South American, or other Spanish or Portuguese culture or origin regardless of race); Asian and Pacific Islander (all persons having origins from Japan, China, Taiwan, Korea, Burma (Myanmar), Vietnam, Laos, Cambodia (Kampuchea), Thailand, Malaysia, Indonesia, the Philippines, Brunei, Samoa, Guam, the U.S. Trust Territories of the Pacific Islands (Republic of Palau), the Commonwealth of the Northern Marianas Islands, Macao, Fiji, Tonga, Kiribati, Juvalu, Nauru, Federated States of Micronesia, Hong Kong, India, Pakistan, Bangladesh, Bhutan, the Maldives Islands, Nepal or Sri Lanka; in any of the original peoples of the Far East, Southeast Asia, the Indian Subcontinent or

the Pacific Islands); and Native Americans (which includes all persons who are American Indians, Eskimos, Aleuts, or Native Hawaiians).

Agencies and representatives of the City of Philadelphia and/or Commonwealth of Pennsylvania may be consulted regarding the appropriate inclusion of M/W/DBE firms and socially/economically disadvantaged professionals in this Project as outlined in this Plan and with regard to its implementation.

II. Procedures for Determination

A. Project Scope.

This Plan shall apply to contracts awarded by Brandywine and sub-contracts awarded by its Participants.

B. Duration.

This Plan shall apply to contracts awarded and procurements by Brandywine and all Participants throughout the entire length of construction.

C. Statement of Objectives.

The Objectives set forth in the Plan shall be incorporated in all requests for proposals, bid packages and solicitations for the Projects and communicated to all Participant levels.

D. Good Faith Efforts.

Participants shall reasonably exhaust the use of good faith efforts as defined hereunder to provide appropriate participation and utilization opportunities for M/W/DBE firms. All Project contractors and vendors will be required to do likewise, consistent with best and sound procurement practices, and with applicable law. *Good faith efforts* will be deemed adhered to when a Participant meets the criteria set forth in this section and demonstrates and documents its efforts throughout the length of the Project. If the established ranges for inclusion of M/W/DBE firms are not met, a Participant must submit a Subcontracting/Vendor Plan showing how *good faith efforts* were made to achieve said ranges. This plan must include, but not be limited to, the following:

- Written request for assistance to Brandywine three (3) business days prior to the bid due date.
- Solicitation through newspapers, periodicals advertisements, job fairs, etc. that focus on construction and are minority-owned and/or focused.
- Telephone logs.
- Evidence of solicitation to qualified and MBEC certified M/W/DBE firms.
- Bid results and reasons as to why no awards were made to M/W/DBE firms.
- Use of City/MBEC-certified business firms via their directory.
- Correspondence between contracting firm and any M/W/DBE firms.
- Attendance logs and/or records of any scheduled pre-bid or pre-proposal meeting
- Specific, general and technical assistance offered and provided to M/W/DBE firms related to their portion of the project.

- Proof there was notification of and access to bid documents at company or other office locations for open and timely review.

E. Monitoring of *Good Faith Efforts*.

Requirements relative to monitoring of *good faith efforts* of Participants engaged in the Project shall be established by Brandywine in consultation with appropriate city, state and federal agencies and/or private professional entities to include the following:

- 1) Participants shall submit copies of signed contracts and purchase orders with M/W/DBE subcontractors.
- 2) Participants shall be ready to provide evidence of payments to their subcontractors, sub-consultants and supply vendors for participation verification. This documentation should be provided monthly or included with every request for payment to Contractors.
- 3) At the conclusion of work, the Subcontractor shall provide a statement or other evidence of the actual dollar amounts paid to M/W/DBE subcontractors.
- 4) All On-site Contractors shall be prepared to submit "certified" payrolls listing the following items for all on-site employees:
 1. Full name
 2. Social Security number
 3. Full address
 4. Trade classification (e.g., laborer, carpenter, apprentice, electrician, plumber, and foreman)
 5. Gender
 6. Race
 7. Hours worked
 8. All withholding (e.g., laborer, local, state, FICA, etc.)
 9. Name of Contractor and Indication of Prime for Subcontractors
 10. Name of Project
- 5) Certified payroll reports shall be signed by an authorized company officer.
- 6) The Participant shall comply with all applicable requirements of any federal, state or local law ordinance or regulation relating to contract and payroll compliance.

F. Documentation of *Good Faith Efforts* and Compliance.

Two components have been established to facilitate the inclusion of M/W/DBE firms as contractors and vendors, and minority /female/local residents as Project site workforce participants:

- 1) **M/W/DBE contracting and vending participation levels:** the basis for each determination will be the total dollar amount of the bid/contract OR the total dollar amount of the bid/contract for the identified Project task.

2) ***Minority/Female/Local Resident Employment Participation Levels:*** the basis for each determination will be the projected total on-site field employee hours divided by the number of minority, female and local residents' employee hours anticipated to be performed on the Contractor's payroll, and each of the Contractor's on-site subcontractors payrolls.

G. Oversight Committee.

Brandywine, in consultation with the appropriate agencies and entities, will establish and identify the members of a Project Oversight Committee, including representatives from Brandywine and/or the General Contractor and Construction Manager, Minority Business Enterprise Council and the District Councilperson. 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. In addition, it is Brandywine's intention to contract with **The Guardian Group** ("Compliance Monitor") to assist Brandywine and the Project Oversight Committee in the monitoring and reporting for the Project. In the event, that they are unavailable, Brandywine will find a competent Compliance Monitor.

The first meeting of the Project Oversight Committee shall be called by Brandywine within one (1) month of the initiation of this Project and shall meet on a regular basis during all phases of the Project. 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.

III. Certified M/W/DBE Firms

A. Only businesses that are owned, managed and controlled, in both form and substance, as M/W/DBE firms shall participate in this Project's Economic Opportunity Plan. To ensure this standard, all businesses, including joint ventures, must be certified by the Philadelphia Minority Business Enterprise Council (MBEC) or members of the Pennsylvania Unified Certification Program (UCP). Both agencies are authorized to certify such enterprises.

B. M/W/DBE certification should not be the sole determination of a Bidder's or Contractor's financial or technical ability to perform specified work. Brandywine reserves the right to evaluate the Contractor's or Subcontractor's ability to satisfy financial, technical, or other criteria separate and apart from said certifications before bid opening. Pre-qualification conditions and requirements shall be conveyed in a fair, open and non-discriminatory manner to all.

C. Brandywine recognizes that M/W/DBE certifications may expire or the firm may experience de-certification by an authorized governmental entity. Certifications that expire during a firm's participation on a particular phase of the Project may be counted

toward overall goals for participation ranges. However, said firm MUST become re-certified prior to consideration for future goal credit in the Project's Plan. If a firm has been de-certified, said firm would not be eligible to participate.

D. A M/W/DBE submitting as the prime contractor is required, like all other Participants, to submit a bid and/or RFP that is responsive to the Reauthorized Executive Order 02-05, and applicable law, and will only receive credit, in its certification category, for the amount of its own work or supply effort on the specified work in the bid and or RFP. In order to maximize opportunities for as many businesses as possible, a firm that is credited in two or more categories (e.g. MBE and WBE, or WBE and DBE) will only receives credit as either an MBE or WBE or DBE. The firm will not be credited toward more than one category. Bidders/Respondents will note with their submission which category, MBE or WBE or DBE, is submitted for credit.

E. Should Brandywine enter into Joint Venture relationships with certified M/W/DBE firms, these firms must meet the following criteria in order to receive credit towards participation goals:

1) The M/W/DBE partner(s) must be certified by MBEC, UCP or a qualified governmental agency authorized by law to certify such enterprises prior to proposal/bid submission.

2) The M/W/DBE partner(s) must be substantially involved in significant phases of the contract including, but not limited to, the performance (with its own work force) of a portion of the on-site work, and of administrative responsibilities, such as bidding, planning, staffing and daily management.

3) The business arrangements must be customary (i.e., each partner shares in the risk and profits of the joint venture commensurate with their respective ownership interests).

4) If a certified partner is an MBE, WBE or DSBE, the participation will be credited only to the extent of the partner's ownership interest in the joint venture; there may remain a requirement to meet M/W/DBE goals.

IV. Non-Compliance

A. In cases where Brandywine has cause to believe that a Participant, acting in good faith, has failed to comply with the provisions of the Plan, Brandywine in consultation with the Project Oversight Committee and with the assistance and consultation of the appropriate agencies and professional entities, shall attempt to resolve the noncompliance through conciliation and mediation.

B. In conciliation, the Participant must satisfy Brandywine and the Project Oversight Committee that said Participant has made its *good faith efforts* to achieve the agreed upon

participation goals by certified M/W/DBE firms. *Good faith efforts* on the part of the Participant/Contractor shall include:

- 1) Entering into a contractual relationship with the designated M/W/DBE firm in a timely, responsive and responsible manner, and fulfilling all contractual requirements, including payments, in said manner.
- 2) Notifying all parties, including Brandywine, the M/W/DBE firm, the Project Oversight Committee and all relevant Participants, of any problems in a timely manner.
- 3) Requesting assistance from Brandywine and/or the Project Oversight Committee in resolving any problems with any M/W/DBE firm.
- 4) Making every reasonable effort to appropriately facilitate successful performance of contractual duties by a M/W/DBE firm through timely, clear and direct communications.

C. In cases where Brandywine and/or the Project Oversight Committee has cause to believe that any Participant has failed to comply with the provisions of the Plan, they shall conduct an investigation.

D. After affording the Participant notice and an opportunity to be heard, Brandywine and/or the Project Oversight Committee are authorized to take corrective, remedial and/or punitive action. Such actions may include, but are not limited to:

- 1) Declaring the Participant as non-responsible and/or non-responsive, with a determination as ineligible to receive the award of a contract, continue a contract and/or ineligible for any other future contracts affiliated with this Plan;
- 2) Suspending the violating Participant from doing business with the Owner;
- 3) Withholding payments to the violating Participant; and/or
- 4) Pursuing and securing any relief which Brandywine and/or the Project Oversight Committee may deem to be necessary, proper, and in the best interest of the Owner and the Project, consistent with applicable policy and law.

V. Participation Goals and Ranges

The following Professional Services contract goals have been set for the combined Project:

Contracts	Minority Owned	Female Owned	Disabled Owned
Professional Services	25%	8%	2%

The following employment ranges have been set for the Project:

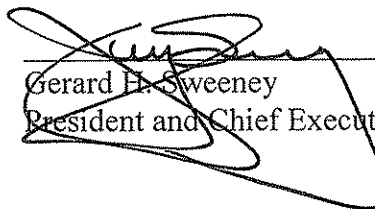
Employment	Local Residents	Minorities	Females	Disabled
Construction Workforce	50%	25%	5%	2%

The following contract ranges have been set for the Project:

Contracts	Minority Owned	Female Owned	Disabled Owned
Construction Contractors	25%	8%	2%

Brandywine Cira South LP

By: Brandywine Cira South LLC, its general partner



 Gerard H. Sweeney
 President and Chief Executive Officer

Date: September __, 2007

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CERTIFICATION: This is a true and correct copy of the original Bill, Passed by the City Council on November 15, 2007. The Bill was Signed by the Mayor on November 16, 2007.



Patricia Rafferty
Chief Clerk of the City Council