

**City of Philadelphia
Economic Opportunity Plan**

1300 Fairmount

Table of Contents

I. Introduction and Definitions 3
II. Project Scope..... 3
III. Goals. 3
IV. Equity Ownership 4
V. Diversity Practices 5
VI. Responsiveness 6
VII. Compliance and Monitoring of Best and Good Faith Efforts. 7
VIII. Remedies and Penalties for Non-Compliance..... 7

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 1300 Fairmount (the "Project") located at 1300 Fairmount Ave. (the "Site") which may include financial investment, design, construction, and operations.¹ In support of this objective, the City of Philadelphia will require that Broad Street Property Holdings, L.P. (the "Owner") commits 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 1300 Fairmount.

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 effort 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: the efforts, 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 improvements and a commitment is made to employ a diverse workforce as enumerated herein.

II. Project Scope

Proposed construction of a mixed-use building complex of varying height with a gross floor area of approximately 783,000 sq. ft. with maximum height of approximately 242 ft. to rooftop mechanicals from average ground level. Building complex will include approximately 486 residential dwelling units (in two mid-rise towers), accessory residential amenities, a grocery store (85,000 sq. ft.), and above ground accessory parking garage for 580 spaces.

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

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

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, DSBEs and DBEs 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%	10-15%	BGFE	30-40%

B. Employment Goals

The owner agrees to exhaust Best and Good Faith Efforts 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 – 2% of all hours worked across all trades

Local Residents
32%

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.

Broad St. Property Holdings, L.P. the Project Owner, is a controlled affiliate of Amalgamated Bank's Longview ULTRA Construction Loan Investment Fund. All equity information and diversity practices are reflect those of Amalgamated Bank.

³ These goals are based upon the recommendations of the Mayor's Advisory Committee on Construction Industry Diversity (MACCID), published in the 2009 MACCID Report; they have been augmented by OEO over time based upon labor market data.

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

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.⁴

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 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.

See attachment I

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

A. Directors	Total: 53; 35 Male, (34 white, 1 Asian); 18 female (10 white, 4 black, 3 Asian, 1 Hispanic)
B. Management	Total: 75; 32 male (18 white, 6 black, 7 Hispanic, 1 Asian); 43 female (16 white, 11 black, 9 Hispanic, and 7 Asian)
C. General Workforce	Total: 261; 104 male (45 white, 26 black, 20 Hispanic, 13 Asian); 157 female (31 white, 58 black, 35 Hispanic, 33 Asian)

⁴ 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.

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.

See attachment 1

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.

A. Identify the type of goods or services purchased.	
B. Amount of the contract.	
C. Indicate if any of these M/W/DSBEs are listed in the City of Philadelphia's Office of Economic Opportunity Registry.	
D. Are these companies certified as M/W/DSBEs? Do you rely on any particular certifying agency?	
E. If there is no previous M/W/DSBE utilization, the Plan shall contain a statement that explains the reason for the lack of M/W/DSBE participation in past contract(s) or project(s).	

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

See attachment 1

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

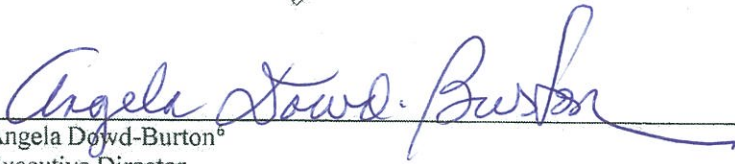
remedies that the M/W/DSBE may seek as a private cause of action under any legally binding contract to which it may be a party.

Broad Street Property Holdings, L.P.

By: Broad Street Property Holdings GP Corporation

By: _____

James T. Freel
President



Angela Dowd-Burton⁵
Executive Director
Office of Economic Opportunity
City of Philadelphia

6/4/2015
Date

⁵ 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.

⁶ 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.

Amalgamated Bank Policy Statement

The policy of Amalgamated Bank is to provide equal employment opportunities to all applicants and employees without regard to race, creed, color, citizenship status, religion, sex, sexual orientation, gender identity, marital status, age, national origin, genetic information, status as an individual with a disability or status as a disabled and/or protected veteran or any other legally protected status and to affirmatively seek to advance the principles of equal employment opportunity. The Bank provides equal employment opportunity in all employment decisions, including, but not limited to, recruitment, hiring, compensation, training and apprenticeship, promotion, upgrading, demotion, downgrading, transfer, lay-off and termination, and all other terms and conditions of employment.

The Bank takes affirmative action to ensure that applicants and employees covered under Executive Order 11246, as amended, the Rehabilitation Act of 1973 and/or the Vietnam Era Veterans' Readjustment Assistance Act of 1974, as amended, are not discriminated against because of their race, creed, color, citizenship status, religion, sex, sexual orientation, gender identity, marital status, age, national origin, genetic information, status as an individual with a disability or status as a protected veteran or any other legally protected status.

As President and CEO of Amalgamated Bank, I affirm that the above policy and the Affirmative Action Programs executed simultaneously reflect the Bank's attitude and its intention to:

1. *Recruit, hire, train and promote for all job classifications without regard to race, creed, color, citizenship status, religion, sex, sexual orientation, gender identity, marital status, age, national origin, genetic information status as an individual with a disability or status as a protected veteran or any other legally protected status.*
2. *Base decisions on employment so as to further the principles of equal employment opportunity.*
3. *Ensure that all other personnel actions such as compensation, promotions, benefits, transfers, terminations, Bank-sponsored training, and educational tuition assistance, social and recreational programs are administered without regard to race, creed, color, religion, sex, sexual orientation, gender identity, citizenship status, age, national origin, genetic information or any other legally protected status.*
4. *Ensure that employees and applicants shall not be subjected to harassment, intimidation, threats, coercion or discrimination because they have engaged in or may engage in any of the following activities:*

Filing a complaint; Assisting or participating in an investigation, compliance Review, hearing or any other activity related to the administration of Executive Order 11246, as amended, the Vietnam Era Veterans' Readjustment Assistance Act of 1974, as amended, or Section 503 of the Rehabilitation Act of 1973, as amended (Section 503) or any other federal, state or local law requiring equal opportunity Opposing any act or practice made unlawful by Executive Order 11246, as amended, the Vietnam Era Veterans' Readjustment Assistance Act of 1974, as amended, or Section 503 or its implementing regulations in this part or any other federal, state or local law requiring equal opportunity; or Exercising any other right protected by Executive Order 11246, the Vietnam Era Veterans' Readjustment Assistance Act of 1974, as amended, Section 503, or their implementing regulations.

Provide pursuant to the Rehabilitation Act of 1973 and to the Vietnam Era Veterans' Readjustment Assistance Act of 1974, as amended, equal employment opportunities as set forth above to qualified individuals with disabilities and to qualified protected veterans.

Amalgamated Bank, in compliance with Executive Order 11246, as amended by Executive Order 11375, maintains a written Affirmative Action Program. The EEO Administrator will make portions of the AAP available to prospective employees and employees on request during working hours.

The Bank, in compliance with the Rehabilitation Act of 1973 and the Vietnam Era Veterans' Readjustment Assistance Act of 1974, as amended, maintains written Affirmative Action Programs which are made available to prospective employees and employees upon request during working hours.

Overall responsibility for directing and implementing the policy enunciated herein and the Bank's Affirmative Action Programs has been assigned to Toni-Ann Sforza, Senior Vice President, Director of Human Resources, 275 Seventh Avenue, 12th Floor, New York, NY 10001, 212-895-4354, who serves as the Bank's Equal Employment Opportunity Administrator. All personnel actions will be analyzed to ensure that this policy and the Affirmative Action Programs are being properly implemented and periodic reports will be submitted to me so that I may monitor progress.

Amalgamated Bank is determined to be in full compliance with the provisions of the Law and of the Affirmative Action Programs. Keith Mestrich President and CEO Amalgamated Bank