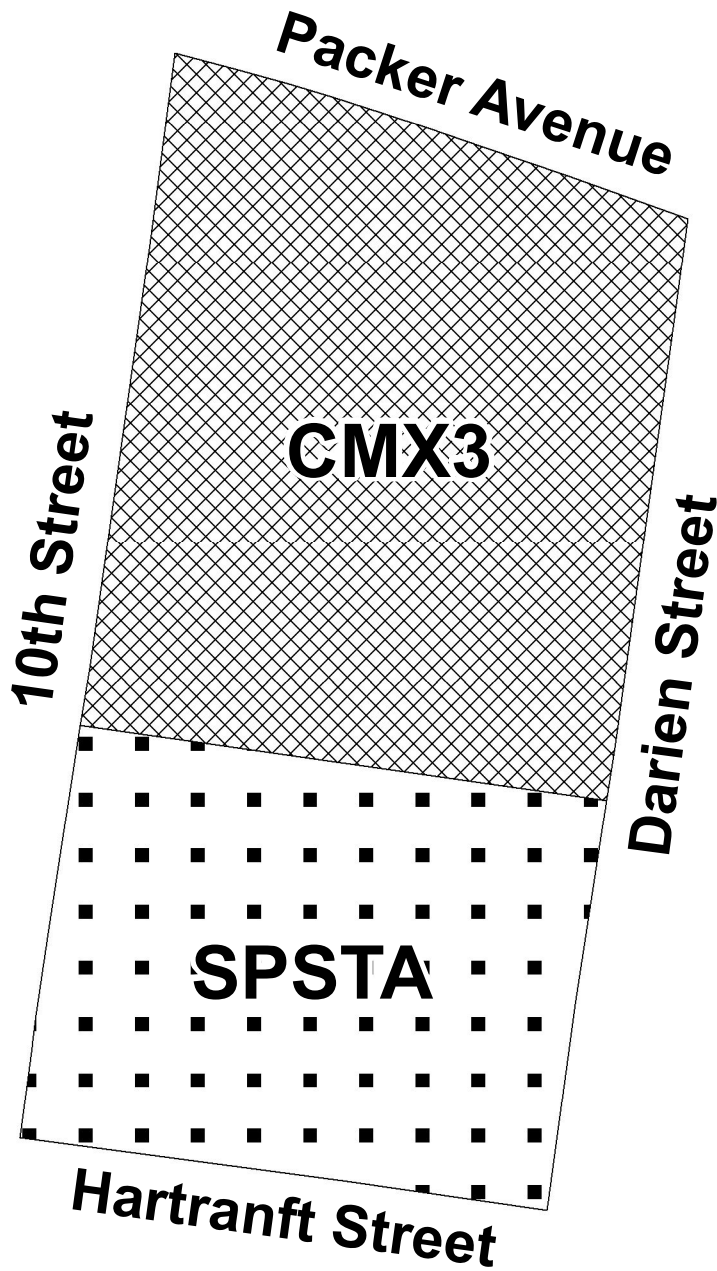




Map A - Existing Zoning

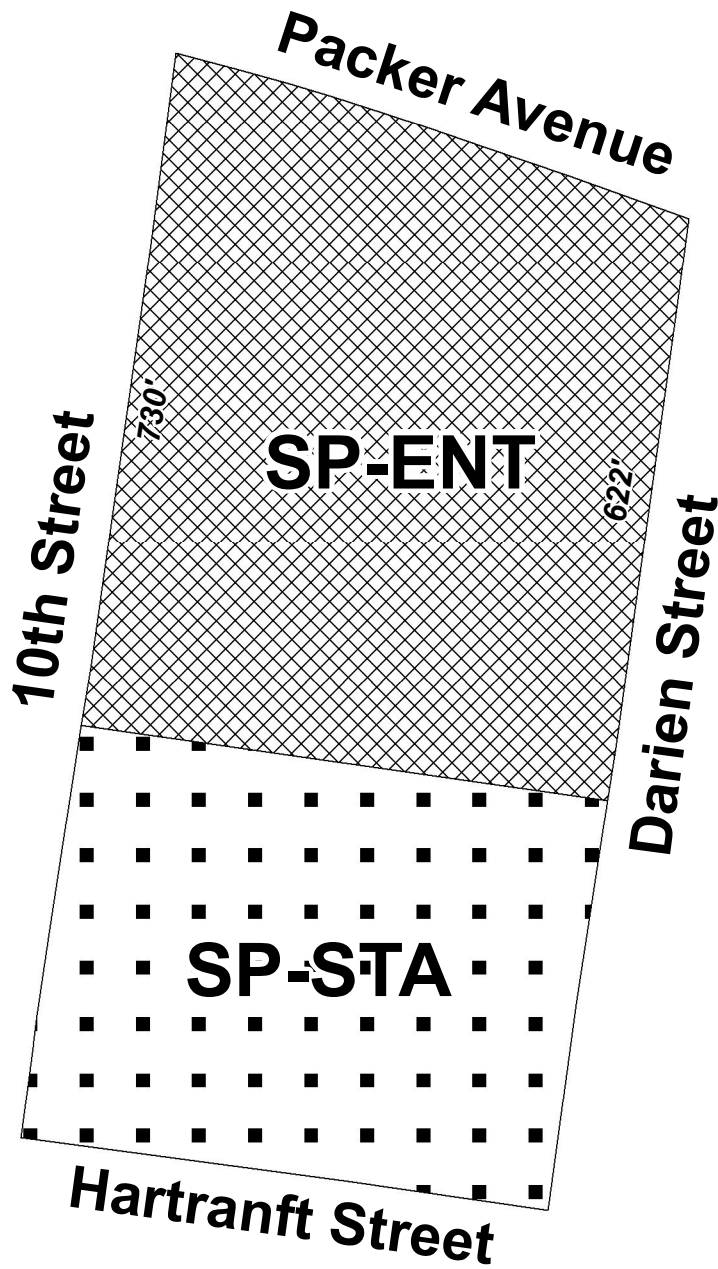


Legend



-  **CMX3** Community Commerical Mixed-Use
-  **SPSTA** Sports Stadium (Special Purpose)



Map B - Proposed Zoning



Legend

-  Entertainment (Special Purpose) District
-  Sports Stadium (Special Purpose)



**City of Philadelphia
Economic Opportunity Plan**

**Stadium Casino
Philadelphia**

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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 Disadvantaged¹ ("DBEs") Business Enterprises (collectively, "M/W/DSBEs") and minority and female workers in all aspects of Stadium Casino Philadelphia located at 900 Packer Ave. (the "Site") which may include financial investment, design, construction and operations. In support of this objective, the City of Philadelphia will require that Stadium Casino, LLC (the "Owner") of the Project 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 Stadium Casino Philadelphia.

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 agency² will be eligible to receive credit as a Best and Good Faith Effort. 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 improvements and a commitment is made to employ a diverse workforce as enumerated herein.

II. Project Scope

Stadium Casino Philadelphia (Casino) is a joint venture between Greenwood Racing, Inc. and the Cordish Companies. The development site is currently the location of a free standing Holiday Inn on the periphery of the Sports Stadium Complex District in South Philadelphia. The development plan anticipates the demolition of the Holiday Inn and the construction of a new gaming and entertainment facility. The Casino will be designed and operated to a best-in-class standard within the regional gaming and entertainment market. Amenities of the facility will include:

- A 200,000 square foot gaming floor
- 2,000 slots and electronic gaming tables
- 125 table games
- Local and nationally-recognized restaurants
- A live performance venue
- 240 room high end hotel
- Valet parking
- Approximately 3,100 new parking spaces

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

The development will generate approximately 3,000 construction jobs and approximately 1,200 permanent jobs.

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 improvements 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	50%	8-15%	BGFE	58-65%
Professional Services	50%	8-10%	BGFE	58-60%

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 levels³:

- Minority Apprentices - 50% of all hours worked by all apprentices
- Minority Journeymen - 50% of all journey hours worked across all trades
- Female Apprentices - 7% of all hours worked by all apprentices
- Female Journeypersons – 7% of all hours worked across all trades

Local Residents
50%

Stadium Casino’s diversity employment outreach and recruitment efforts will cover all categories of facility positions, including manager, supervisor and executive positions. The total workforce targets are the following:

- Minority – 50% of total workforce targets
- Women – 40% of total workforce targets
- Commonwealth Residents – 85% of total workforce targets

³ These goals, which have been adopted by the Economic Opportunity Cabinet, are the recommendations of the Mayor's Commission on Construction Industry Diversity.

Stadium Casino’s facility initial minimum wage will be \$12/hr and apply to all job categories at the facility. All professional service providers and vendors will be required to apply the facility minimum wage for all services provided at the facility.

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			
Corporation (LLC)	0%	0%	0%

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	N/A	N/A	N/A
Partnership	N/A	N/A	N/A
Corporation	N/A	N/A	N/A

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. Where appropriate, such a statement should contain:

1. Describe employment and recruitment policies used to achieve diversity in your workforce.
 - Stadium Casino Philadelphia (Casino) will host a series of pre-opening community based job fairs to educate members of the minority community of job opportunities.
 - Stadium Casino will partner with local government and non-profit agencies to host a series of workshops to educate job prospects of the job placement process.
 - Stadium Casino will work in partnership with local colleges, universities and trade schools to develop job placement programs for students pursuing careers in Hospitality, Culinary Arts, and Gaming.
 - Stadium Casino will develop scholarship and internship programs targeting minority students.

⁴ Philadelphia Code 17-1603.

- Stadium Casino will work with local workforce agencies that provide on-line job posting, job matching and customized recruitment services.
- The general contractor selected by Stadium Casino to build the facility will be required to provide and execute a diversity workforce plan approved by Stadium Casino, which will include a mentoring and apprenticeship component.
- On an on-going bases, Stadium Casino will offer information sessions on job opportunities, training programs and general information on the requirements for various positions within the gaming industry.

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

A. Directors	Information not available
B. Management	Information not available
C. General Workforce	Information not available

3. Identify your organization's methods of solicitation and utilization of 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.

Following are specific guidelines to be implemented by the Purchasing Director:

- Identify company-wide contracting and purchasing opportunities and ensure that M/W/DSBE businesses have the opportunity to participate and bid competitively
- Seek M/W/DSBE businesses for sourcing in traditional and non-traditional areas to bid on opportunities in all departments
- Train managers, buyers, and/or other employees regarding supplier diversity business development
- Meet with other operators and area companies committed to the DBE procurement to determine best practices and source M/W/DSBE vendors, and obtain their listing of M/W/DSBE certified vendors
- Provide information to M/W/DSBE business owners regarding property requirements and opportunities
- Participate in M/W/DSBE and other diversity supplier development organizations and activities, as applicable
- Monitor purchasing and contracting company-wide and report progress

Supplier diversity strategies will include, but are not limited to the following:

- Participate in M/W/DSBE development organizations and activities
- Monitor purchasing and contracting company-wide and report progress to the supplier diversity committee
- Disseminate printed materials regarding Live! Hotel & Casino Philadelphia's commitment to M/W/DSBE businesses and how the program operates
- Develop company-wide opportunities, on an ongoing proactive basis
- Monitoring of M/W/DSBE certified vendors and M/W/DSBE new vendors (in the certification process)
- Networking with M/W/DSBE
- Financial assistance to M/W/DSBE
- Development of new and innovative approaches to expand M/W/DSBE participation

Buyers, contractors and other company decision-makers will be encouraged to attend minority trade fairs and business card exchanges sponsored by the Office of Minority Business Development or any other comparable association/government entity in order to establish business relationships with M/W/DSBE businesses.

Stadium Casino Philadelphia will host M/W/DSBE procurement meetings to explain the purchasing process and describe the expectations of suppliers. Bringing company decision-makers together with M/W/DSBE owners opens communications and facilitates the establishment of business relationships. Some possible techniques toward the establishment of these relationships include:

- Dividing large contracts into smaller contracts
- Identify contracts or portions of contracts specifically for M/W/DSBE bid request

- Provide adequate quotation lead times and assistance for bid reviews
- Consider special payment terms and/or advance payments on large purchases to minimize cash flow problems
- Assist in the purchase of large quantities of materials and/or services to take advantage of volume discounts
- Award or renew contract extensions proactively and timely to ensure steady work flows

Through the efforts of a supplier diversity specialist, Stadium Casino Philadelphia will establish mentoring relationships with M/W/DSBE, which provides an excellent opportunity for staff members to share their business experience and to offer advice on best practices.

Networking and Communication facilitates company identification of potential DBE suppliers and contractors. Networking activities will include, but will not be limited to, participating in trade fairs, sponsorship of networking events, and direct outreach to various service sectors.

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.	N/A
B. Amount of the contract.	N/A
C. Indicate if any of these M/W/DSBEs are listed in the City of Philadelphia's Office of Economic Opportunity Registry.	N/A
D. Are these companies certified as M/W/DSBEs? Do you rely on any particular certifying agency?	N/A
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).	N/A

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

Stadium Casino ownership group has a long history of mentoring and joint-venturing minority and women-owned business enterprises. Such opportunities have allowed firms partnering with us to grow their businesses and compete at the next level. A good example of our joint-venturing program is the construction of Maryland Live! Casino, which was built by a joint-venture team lead by a minority contractor. As a result of the joint-venture opportunity, the minority contractor gained invaluable experience and growth; which subsequently lead to the company obtaining major contracts on other casino and large scale construction projects in the region. For our efforts on the joint-venture program, Maryland Live! Casino received the Maryland Washington Minority Companies Association's Most Inclusive Company Award in 2013.

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 on the form entitled "M/W/DSBE Participation and Workforce Commitments." The identified commitments on this form 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 on the form. 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, including the M/W/DSBE Participation and Workforce Commitments Form, 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

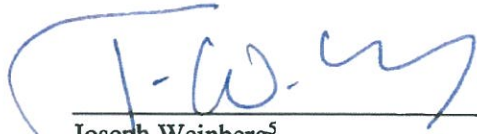
For this Project, in the sole discretion of the City, an oversight committee may be established consisting of representatives from [the Owner], representatives of the building trades, the construction manager, the City which may include the Project site's district councilperson, OEO, and appropriate 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/or DBEs, 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.



Joseph Weinberg⁵
Managing Partner
Stadium Casino

11/13/15
Date



Angela Dowd-Burton⁶
Executive Director
City of Philadelphia
Office of Economic Opportunity

11/16/2015
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.