

City of Philadelphia



(Bill No. 130136)

AN ORDINANCE

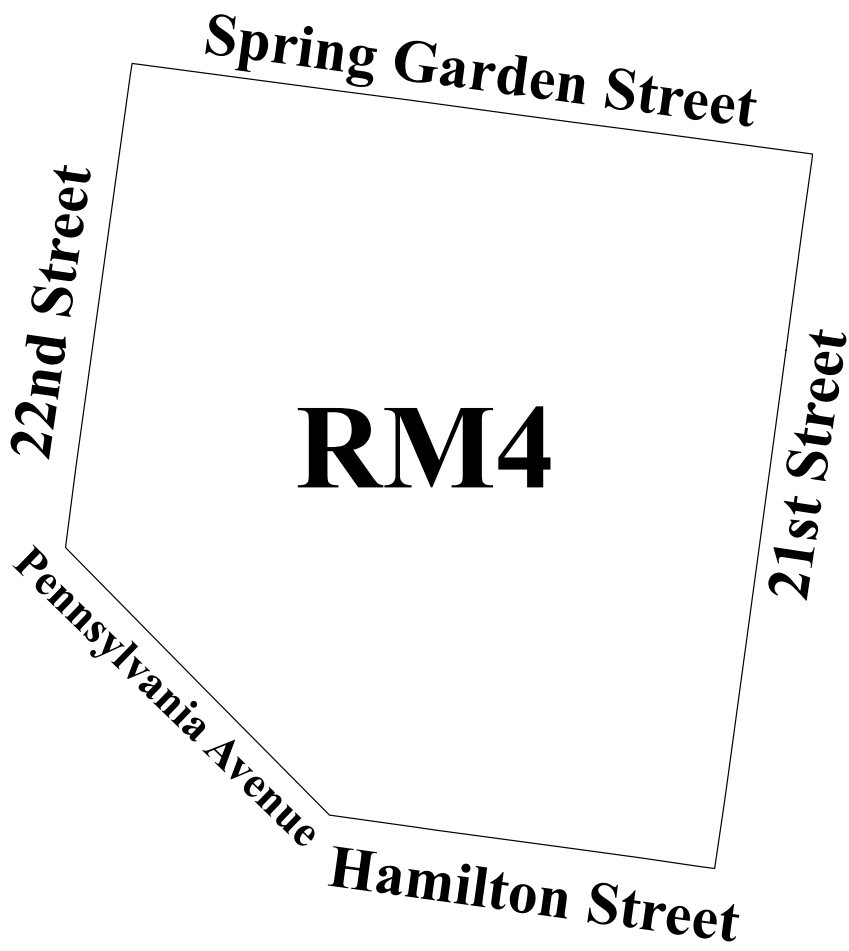
To amend the Philadelphia Zoning Maps by changing the zoning designations of certain areas of land located within an area bounded by Spring Garden Street, 22nd Street, Pennsylvania Avenue, Hamilton Street, and 21st Street.

THE COUNCIL OF THE CITY OF PHILADELPHIA HEREBY ORDAINS:

SECTION 1. Pursuant to Section 14-106 of The Philadelphia Code, the Philadelphia Zoning Maps are hereby amended by changing the zoning designations of certain areas of land within an area bounded by Spring Garden Street, 22nd Street, Pennsylvania Avenue, Hamilton Street, and 21st Street, from the existing zoning designations indicated on Map "A" set forth below to the zoning designations indicated on Map "B" set forth below.

SECTION 2. This Ordinance shall become effective immediately.

Map A - Existing Zoning

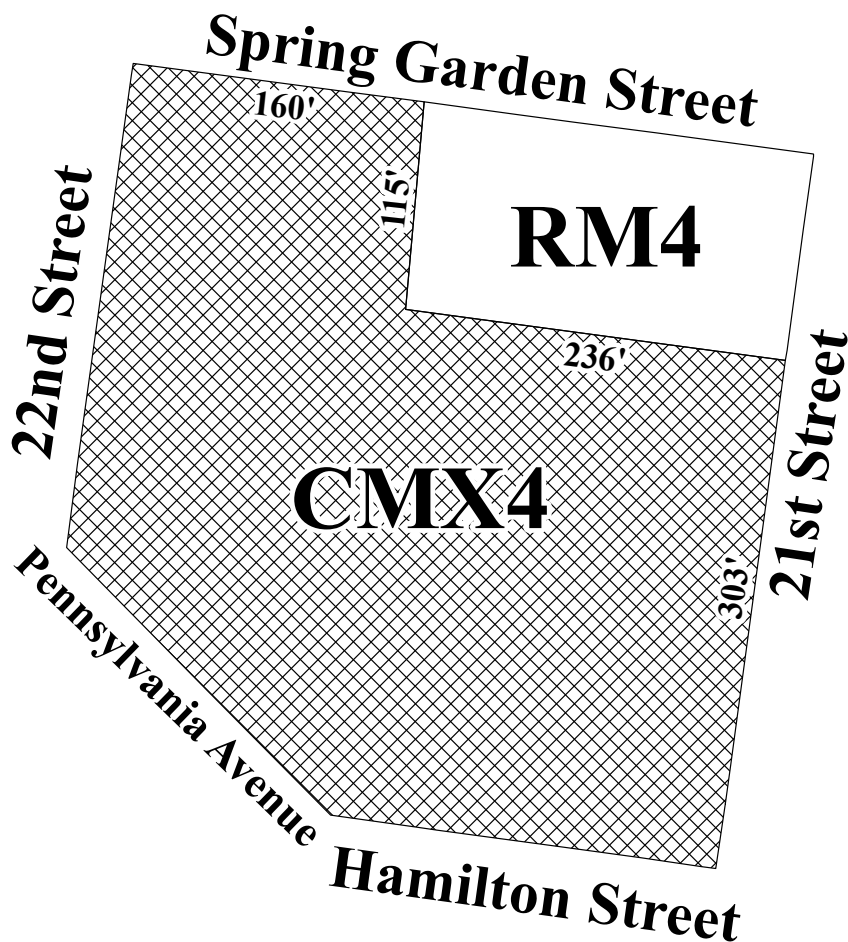


Legend

RM4 Residential Multi-Family



Map B - Proposed Zoning



Legend

- RM4 Residential Multi-Family
- CMX4 Center City Commercial Mixed-Use



**City of Philadelphia
Economic Opportunity Plan
R Investment Five L.P.
Rodin Square Project**

I. Introduction, Definitions and Goals.

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 various aspects of the construction of the development (the "Project") in the area of the City located at 501 North 22nd Street known as Rodin Square (the "Site"). In support of this objective, the City of Philadelphia will require that the developer/owners of Rodin Square 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 construction of the Project at the Site. This Plan shall be a part of and incorporated into the resulting agreement(s) with R Investment Five L.P.

R Investment Five L.P. hereby verifies that all information submitted to the Office of Economic Opportunity ("OEO") in response to this Plan, is true and correct and take 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/eo/directory.

For this Plan, the term "Best and Good Faith Efforts," the sufficiency of which shall be in the sole reasonable 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.

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/eo

II. Project Scope.

Rodin Square consists of a mixed-use development located at 501 North 22nd Street in the City of Philadelphia. The Project is proposed to include a 55,000 square foot fresh food grocery market, neighborhood service retail, estimated 300-350 apartments, and underground and structured parking.

R Investment Five L.P. will develop the Site, subject to various approvals necessary for the design and construction of the Project. Participants shall include the general contractor or construction manager (hereinafter referred to as the "General Contractor") retained by R Investment Five L.P. to construct the Project (collectively, the "Participants").

III. Goals.

1. 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 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 the improvements:

The following *Construction* contract goals have been set for the Project:

CONSTRUCTION	MBE	WBE AND/OR DSBE
	15%-20%	10%-15%

The following *Operations* contract goal has been set for the Developer/Owner:

OPERATIONS	CITY BASED EMPLOYMENT
Local Residents	50%

Developer shall use its best efforts to encourage its commercial tenants to hire locally, with a goal of 50% or more Philadelphia residents.

2. Employment Goals.

R Investment Five L.P. 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 - 32% 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.

IV. Responsiveness.

1. **R Investment Five L.P. and relevant Participants shall identify M/W/DSBE commitments and other agreements evidencing its 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 R Investment Five L.P. and Participants have 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 percentage amounts set forth. In calculating the percentage of M/W/DSBE participation, the standard mathematical rules apply in rounding off numbers.**

2. **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.**

3. **OEO reserves the right to request further documentation and/or clarifying information at any time during the construction of the Project.**

V. Compliance and Monitoring of Best and Good Faith Efforts.

1. **To the extent required by law, R Investment Five L.P. 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.**

2. **Prompt Payment of M/W/DSBEs. R Investment Five L.P. agrees and shall cause its contractors to ensure that M/W/DSBEs participating in the Project receive prompt payment for their work or supply after receipt of a proper invoice following satisfactory performance.**

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

3. Oversight Committee. R Investment Five L.P. and the City of Philadelphia will establish and identify the members of a Project Oversight Committee, including representatives from R Investment Five L.P., the General Contractor and Construction Manager, the Office of Economic Opportunity, City Council, community organizations and the Building Trades. The committee will meet regularly to address all matters relevant to carry out its implementation of the Plan and the successful completion of the Project.

4. Reporting. R Investment Five L.P. 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, R Investment Five L.P. will provide, upon written request of the City, "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.

VI. Remedies and Penalties for Non-Compliance.

1. R Investment Five L.P. 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 R Investment Five L.P. 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.

Real Rudy PRESIDENT 4/12/13
SIGNATURE OF Owner Representative DATE

Angela Dowd-Burton 4/11/2013
ANGELA DOWD-BURTON, Executive Director, Office of Economic Opportunity 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.

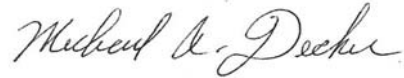
⁵ Pursuant to Section 17-1603 (2) of The Philadelphia Code, the representative of the City of Philadelphia's Office of Economic Opportunity, the "certifying agency", certifies that the contents of this Plan are in compliance with Chapter 17-1600.

City of Philadelphia

BILL NO. 130136 continued

Certified Copy

CERTIFICATION: This is a true and correct copy of the original Bill, Passed by the City Council on April 18, 2013. The Bill was Signed by the Mayor on April 30, 2013.



Michael A. Decker
Chief Clerk of the City Council