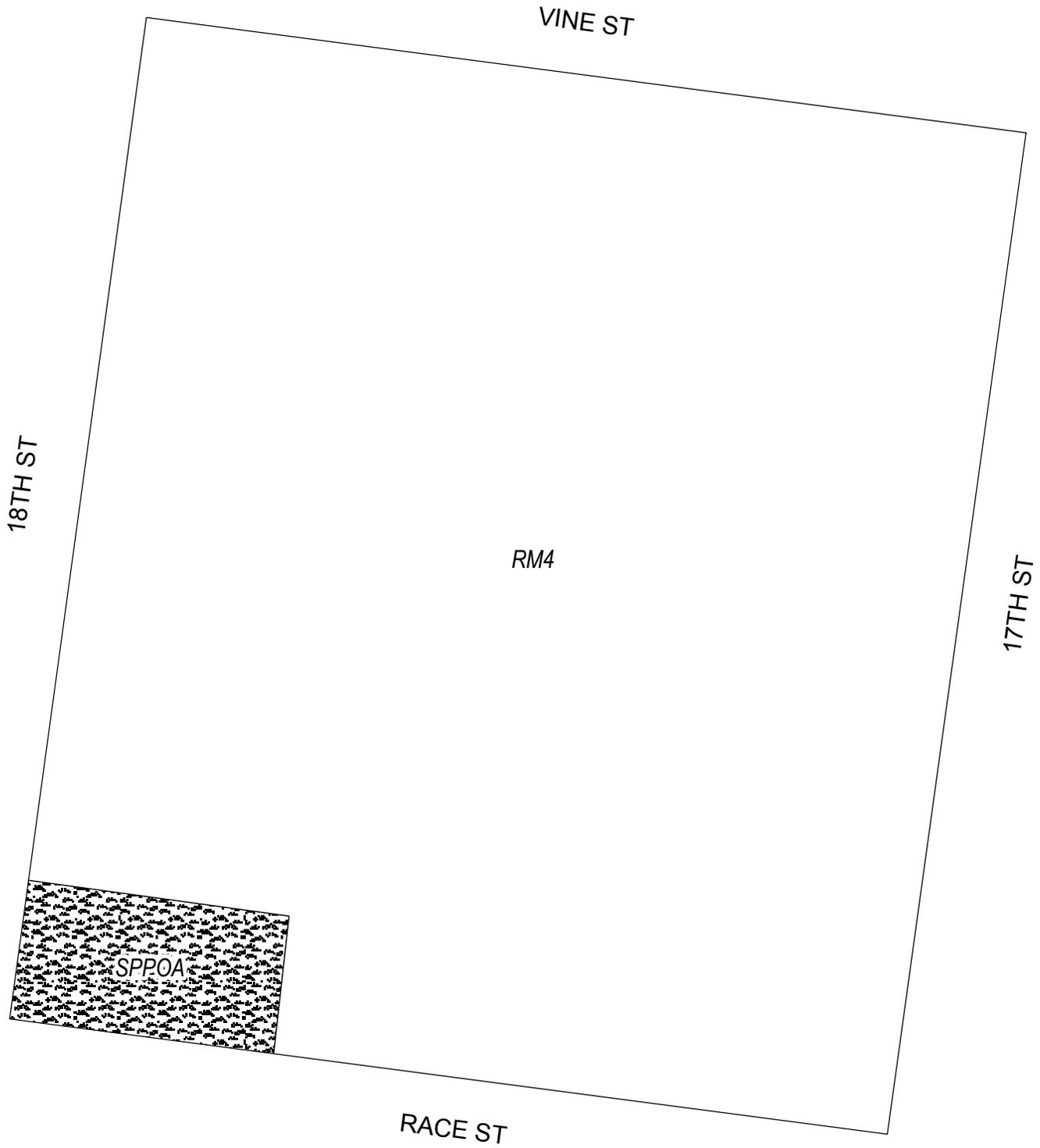


Map A Existing Zoning

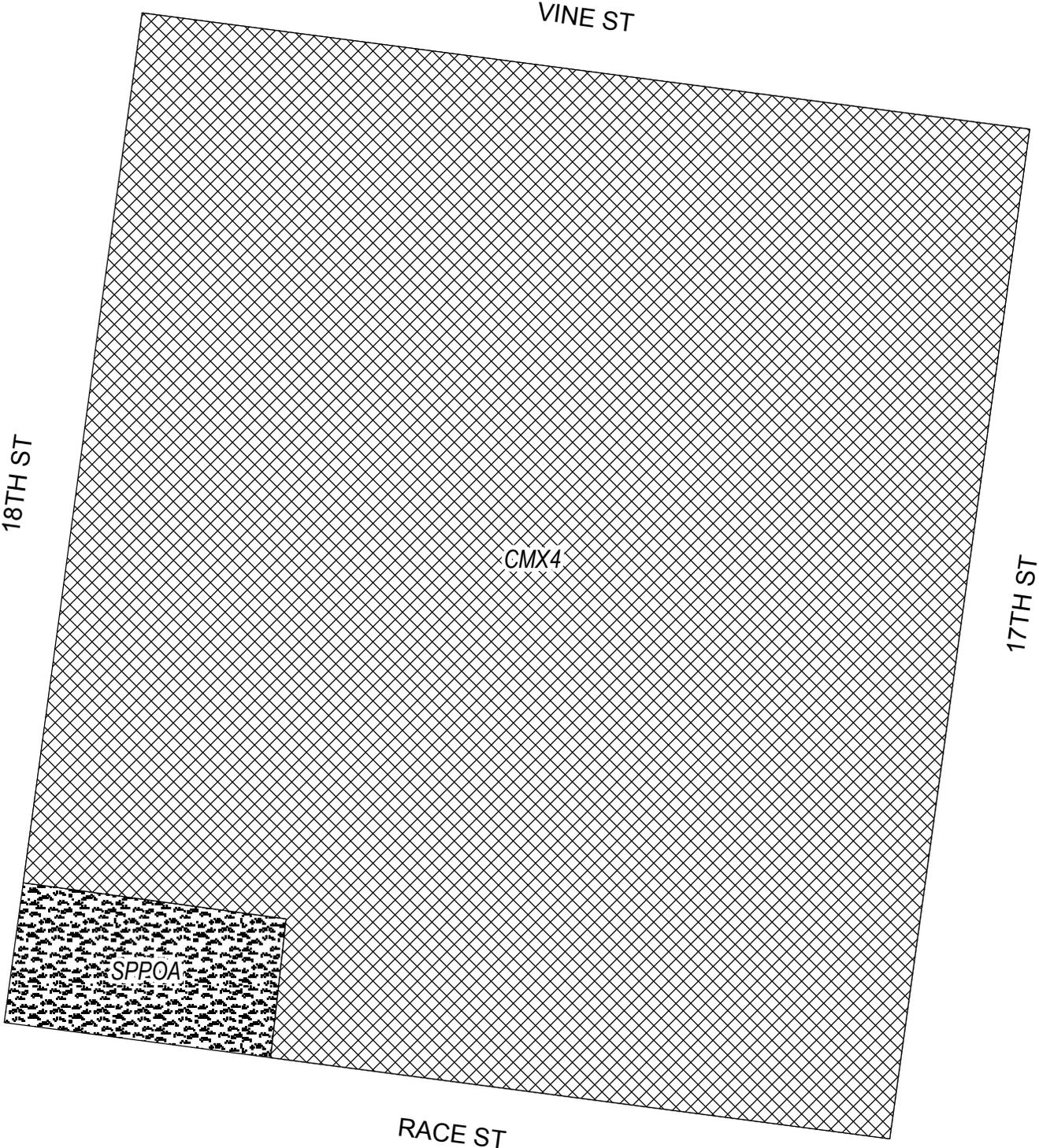


Zoning Districts

-  RM-4, Residential Multi-Family
-  SP-PO-A, Parks and Open Space



Map B Proposed Zoning



Zoning Districts

-  CMX-4, Commercial Mixed-Use
-  SP-PO-A, Parks and Open Space



City of Philadelphia
Economic Opportunity Plan
Cathedral Square

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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 Cathedral Square (the "Project") located at 1701-11 Race Street, Philadelphia PA 19103 ("the Site") which may include financial investment, design, construction, and operations.¹ In support of this objective, the City of Philadelphia will require that the EM Race Vine Venture, 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 Cathedral Square.

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

The Project shall be a mixed-use development built in two (2) phases. Phase 1 of the Project is currently contemplated to consist of approximately 225,000 square feet of residential uses over ground floor retail located at the southeast corner of the Site along with ancillary amenities and improvements incident thereto, including, without limitation, required parking. Phase 2 of the Project is currently contemplated to consist of a to-be-determined combination of apartment units and/or commercial office space totaling approximately 600,000 to 950,000 square feet located at the northern portion of the Site along Vine Street over ground floor retail and ancillary amenities and improvements incident thereto, including, without limitation, required parking.

III. Goals

A. M/W/DSBE Participation Ranges

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

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 or WBE and DSBE or MBE 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%	10-15%	BGFE	30-40%
Professional Services	25-30%	10-15%	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% 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			
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 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.

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.

Project Owner is an affiliate of Exeter Property Group, LLC (“Exeter”). Exeter’s hiring procedures across the Firm originate with recruitment firms or word of mouth/prior familiarity in the industry. The process starts with a review of the individual’s resume, a phone interview, and one to two visits to the central office for in-person interviews with multiple members of our team to evaluate skills and cultural fit. For recruiting junior staff, Exeter conducts an internship program which recruits 5-8 college and graduate students per year and provides them with opportunities to work closely with senior members of various departments. Each year Exeter aims to recruit a diverse group of interns whose experience levels and interests vary. In the past interns have worked with members of the acquisitions, leasing, legal, investor relations, accounting and property management teams.

Exeter strives for workplace diversity and believes that this is accomplished in part by attracting and retaining employees based on their individual capabilities and merits. As such we perform broad searches when hiring in order to consider a diverse pool of candidates, and we seek to provide appropriate career advancement that is based on an individual’s performance. Exeter does not tolerate discrimination based on ethnicity, gender or religion. These values and positions are incorporated into the firm’s written Code of Ethics which is provided to every employee for their signed acknowledgment. The firm continually works to improve its diversity. Exeter will make reasonable accommodations for qualified individuals with known disabilities unless doing so would result in an undue hardship. This policy governs all aspects of employment, including selection, job assignment, compensation, discipline, termination, and access to benefits and training

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

A. Directors	<p>Exeter Principals Race & Gender are as follows:</p> <p>Male – Caucasian: 75% Male – Minority: 21% Female – Caucasian: 0% Female – Minority: 4% Total: 100%</p> <p>Exeter Principals Residential Status:</p> <p>Pennsylvania: 37% Europe: 27% Texas: 10% Illinois: 7% Mexico: 7% Georgia: 3% Wash. DC 3% Ohio: 3% California: 3% Total: 100%</p>
B. Management	<p>Exeter Management Race & Gender (inclusive of Principals are as follows):</p> <p>Male – Caucasian: 79% Male – Minority: 10% Female – Caucasian: 9% Female – Minority: 3% Total: 100%</p>

	<p>Exeter Management Residential Status (inclusive of Principals are as follows):</p> <p>Pennsylvania: 37% Europe: 26% Illinois: 9% Texas: 4% Indiana: 4% Georgia: 3% Mexico: 3% Wash. DC 3% Ohio: 1% California: 1% Arizona: 1% Tennessee: 1% Utah: 1% Washington: 1% Missouri: 1% Total: 100%</p>
C. General Workforce	<p>Exeter has approximately 160 employees globally of which approximately 36% are minority individuals, including women and African-American, Asian-American, and Hispanic professionals. A detailed breakdown below:</p> <p>Race & Gender:</p> <p>Male – Caucasian: 64% Male – Minority: 12% Female – Caucasian: 19% Female – Minority: 5% Total: 100%</p> <p>Residential Status:</p> <p>Exeter has more than 20 offices in the US, Europe & Mexico and thus the residential status of the workforce is highly distributed. The approximate residential breakdown is as below:</p> <p>Pennsylvania: 47% Europe: 15% Texas: 7% Illinois: 6% Georgia: 4% Ohio: 4% Indiana: 3% Florida: 3% California: 3% Mexico: 2% Arizona: 2%</p>

	Wash. DC	2%
	Tennessee:	1%
	Utah:	1%
	Washington:	1%
	Missouri:	1%
	Total:	100%

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.

Exeter values diversity, seeks to hire the best qualified individuals and contractors, and does not tolerate discrimination based on ethnicity, gender or religion. These values and positions are incorporated into the firm's written Code of Ethics which is provided to every employee for their signed acknowledgment. The firm continually works to improve its diversity.

With respect to procurement of goods and services specifically, Exeter has its own Responsible Contractor Policy (enclosed) which governs our procurement and contracting policy and focuses on integrity, legal and honest business practices, a commitment to human rights in the workplace and a commitment to develop mutually beneficial business relationships with minority and women-owned business which have the capabilities to meet our requirements.

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.

Exeter's procurement is guided and governed by our Responsible Contractor Policy which has produced a diverse group of vendors and suppliers throughout the world including numerous M/W/DSBE businesses. While Exeter does not track the above referenced metrics specifically, below are just a few such vendors and the contract value or approximate spend in the last 12 months.

- **F.A. Peinado, LLC – \$10,722,000**
- **Sitio Architecture & Urbanism - \$3,145,863**
- **Floss Barber Interiors - \$200,000**

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, an Oversight Committee ("Committee") must be established if the project budget exceeds five million dollars. With the sole discretion of the City, an oversight committee may consist 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. The Committee will meet regularly to provide advice for the purpose of facilitating compliance with the Plan.

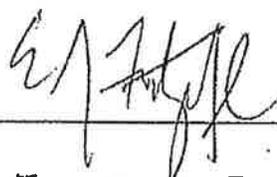
D. Reporting

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.

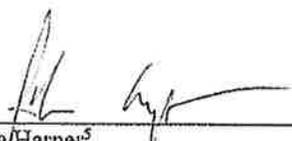
VIII. Remedies and Penalties for Non-Compliance

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.

 6/12/19

Owner's Representative⁴ _____ Date
 Representative's Title EDWARD J. FITZGERALD III
 The Project Owner

 6/12/19

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

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.