

City of Philadelphia



(Bill No. 170498)

AN ORDINANCE

Amending Section 14-202 of The Philadelphia Code, entitled “Rules of Measurements,” by providing for further measurement exclusions; amending Section 14-502, entitled “/CTR, Center City Overlay District,” by modifying the subsection entitled “Rittenhouse Square,” and adding new bulk and massing controls for the area; amending Section 14-604, entitled “Accessory Uses and Structures,” by modifying setback requirements; amending Section 14-702, entitled “Floor Area and Height Bonuses,” by modifying bonuses for mixed income housing and underground accessory parking; and making related changes, all under certain terms and conditions.

THE COUNCIL OF THE CITY OF PHILADELPHIA HEREBY ORDAINS:

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

TITLE 14. ZONING AND PLANNING.

* * *

CHAPTER 14-200. DEFINITIONS.

* * *

§ 14-202. Rules of Measurements

* * *

(4) Gross Floor Area.

* * *

(b) Measurement Excludes

(.10) In the RMX-3, CMX-4, and CMX-5 districts, floor area used for retail sales, eating and drinking establishments, [or] financial services (except for personal credit establishments), *or personal services (except for body art service and fortune telling service)*, provided that the floor

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area exclusion shall not exceed 25% of the total gross floor area of the building, calculated without taking account of this exclusion.

(.a) The Personal Services use must be open to all members of the public and not restricted to residents of the development. This shall not prohibit the owner or operator from billing users of the facility.

(.b) The Personal Services use must be operated by a 3rd party vendor that is not owned by or affiliated with the owner or manager of the property where the use is located.

* * *

CHAPTER 14-500. OVERLAY ZONING DISTRICTS.

* * *

§ 14-502. /CTR, Center City Overlay District.

* * *

(2) Applicability.

* * *

(b) Area Boundaries.

* * *

(.21) Rittenhouse Square.

The Rittenhouse Square area is the area within [150 ft.] 425 ft. of the street frontages of Rittenhouse Square.

* * *

(6) Parking and Loading Regulations.

The following parking regulations apply to the areas described in each subsection.

* * *

(j) Rittenhouse Square

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Developments on corner lots zoned CMX-4 in the Rittenhouse Square Area that include off street loading spaces and underground parking shall provide at least one means of vehicular ingress or egress on each property frontage of 200 ft. or more along streets with a width of 40 ft. or more.

* * *

(9) Bulk and Massing Controls.

The following bulk and massing regulations apply to the areas described in each subsection below, as shown on the following map for illustrative purposes only.

* * *

(d) *Rittenhouse Square*

Lots zoned CMX-4 in the Rittenhouse Square Area:

(.1) Shall be eligible for the Mixed Income Housing Bonus in the amount permitted for the CMX-5 district, provided the Mixed Income Housing complies with all other standards contained in §14-702(7) and;

(.2) Shall have a maximum allowed base floor area ratio of seven hundred and fifty percent (750%) of the area of the lot; and

(.3) May include roof decks constructed up to the extreme front building line.

* * *

CHAPTER 14-700. DEVELOPMENT STANDARDS.

* * *

§ 14-702. Floor Area and Height Bonuses.

* * *

(3) Floor Area Bonus Options Summary Table.

* * *

Table 14-702-1: Floor Area Bonus Summary

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Bonus Category	Additional Gross Floor Area, as Percent of Lot Area (see § 14-701(2) (Residential District Dimensional Tables) and § 14-701(3) (Commercial Districts Dimensional Table) for the maximum allowed base floor area ratios for each district.)			
	RMX-3	CMX-3 as provided in § 14-702(2)(c)	CMX-4	CMX-5
Public Art (§ 14-702(5))	N/A	N/A	50%	100%
Public Space (§ 14-702(6))	N/A	N/A	Up to 200%	Up to 400%
Mixed Income Housing (§ 14-702(7))	<i>Moderate Income</i>	N/A	150%	150%
	<i>Low Income</i>	N/A	250%	250%
Transit Improvements (§ 14-702(8))	N/A	N/A	Up to 200%	Up to 400%
Underground Accessory Parking and Loading (§ 14-702(9))	100%	N/A	[100%] 200%	200%
Green Building (§ 14-702(10))	N/A	Up to 100%	Up to 200%	Up to 400%

(3.1) Building Height Bonus Options Summary Table

* * *

Table 14-702-2: Building Height Bonus Summary

Bonus Category	Additional Building Height	
	/CDO	/ECO
Public Art (§ 14-702(5))	Up to 12 ft.	Up to 12 ft.
Public Space (§ 14-702(6))	Up to 24 ft.	Up to 24 ft.
Mixed Income Housing (§ 14-702(7))	<i>Moderate Income</i>	Up to 48 ft.
	<i>Low Income</i>	Up to 60 ft.
Transit Improvements (§ 14-702(8))	Up to 72 ft.	N/A

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Green Building (§ 14-702(10))	Up to 36 ft.	Up to 36 ft.
Trail (§ 14-702(11))	Up to 72 ft.	N/A
Street Extension (§ 14-702(12))	Up to 72 ft.	N/A
Retail Space (§ 14-702(13))	Up to 48 ft.	Up to 48 ft.
Stormwater Management (§ 14-702(14))	N/A	Up to 72 ft.
Through-Block Connection (§ 14-702(15))	N/A	Up to 48 ft.

* * *

(7) Mixed Income Housing

(a) Affordability

A floor area or height bonus, as applicable, may be earned by providing affordable housing at the following levels of affordability.

(.1) Moderate Income

(.a) Moderate Income rental units shall:

- (i) Have total monthly costs (including rent and utility costs) that do not exceed 30% of gross monthly income for households earning up to 80% of the Area Median Income (AMI), adjusted for household size, as reported by the U.S. Department of Housing and Urban Development (HUD) for the Philadelphia Metropolitan Fair Market Rent Area; and*
- (ii) Be occupied by households earning up to 80% of the Area Median Income (AMI), adjusted by household size, as reported by HUD for the Philadelphia Metropolitan Fair Market Rent Area.*

(.b) Moderate Income owner-occupied units shall:

- (i) Have a maximum sale and resale price, during the term of affordability, calculated on the basis of a down payment of no more than 5% of the purchase price, a fixed rate 30 year mortgage, consistent with the average monthly rate published from time to time by Freddie Mac, and total monthly costs (including mortgage principal and interest, property taxes, property insurance, and condominium or homeowner association fees) that do not exceed 30% of gross monthly income for households earning up to 100% of the*

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AMI, adjusted for household size, as reported by HUD for the Philadelphia Primary Metropolitan Statistical Area;

(ii) Be sold to one or more members of a household earning up to 100% of the AMI, adjusted for household size, as reported by HUD for the Philadelphia Primary Metropolitan Statistical Area at the time of sale; and

(iii) Be the principal residence of at least one person who owned the unit during the period of affordability.

(.2) Low Income

(.a) Low Income rental units shall:

(i) Have total monthly costs (including rent and utility costs) that do not exceed 30% of gross monthly income for households earning up to 60% of the the Area Median Income (AMI), adjusted for household size, as, as reported by HUD for the Philadelphia Metropolitan Fair Market Rent Area; and

(ii) Be occupied by households earning up to 60% of the Area Median Income (AMI), adjusted by household size, as reported by HUD for the Philadelphia Metropolitan Fair Market Rent Area.

(.b) Low Income owner-occupied units shall:

(i) Have a maximum sale and resale price, during the term of affordability, calculated on the basis of a down payment of no more than 5% of the purchase price, a fixed rate 30 year mortgage, consistent with the average monthly rate published from time to time by Freddie Mac, and total monthly costs (including mortgage principal and interest, property taxes, property insurance, and condominium or homeowner association fees) that do not exceed 30% of gross monthly income for households earning up to 80% of the AMI, adjusted for household size, as reported by HUD for the Philadelphia Primary Metropolitan Statistical Area.

(ii) Be sold to one or more members of a household earning up to 80% of the AMI, adjusted for household size, as reported by HUD for the Philadelphia Primary Metropolitan Statistical Area at the time of sale; and

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(iii) Be the principal residence of at least one person who owned the unit during the period of affordability.

[(a)] (b) **Criteria**

* * *

(.1) At least 10% of a minimum of five residential dwelling units constructed using base floor area ratio shall be affordable, as defined in [§ 14-702(7)(a)(.3) and § 14-702(7)(a)(.4), below] § 14-702(7)(a)(.1) or § 14-702(7)(a)(.2), above.

(.2) This bonus is not available to developers of subsidized housing where 51% or more of the dwelling units will be affordable as defined by [§ 14-702(7)(a)(.3) or § 14-702(7)(a)(.4)] § 14-702(7)(a)(.1) or § 14-702(7)(a)(.2).

[(.3) Rental housing shall have total monthly costs (including rent and utility costs) that are affordable to households earning up to 80% of the Area Median Income (AMI) reported by the U.S. Department of Housing and Urban Development for the Philadelphia Metropolitan Fair Market Rent Area.]

[(.4) Owner-occupied units shall have total monthly costs (including mortgage principal and interest, property taxes, property insurance, and condominium or homeowner association fees) that are affordable to households earning up to 100% of the AMI reported by the U.S. Department of Housing and Urban Development for the Philadelphia Primary Metropolitan Statistical Area.]

[(.5)] (.3) [Affordable units shall be affordable for a term of not less than 15 years, with future sales within such period governed by a restrictive covenant or long-term ground lease.] *Affordable units shall be affordable, as defined in § 14-702(7)(a)(.1) or § 14-702(7)(a)(.2), for a term of not less than 15 years with future sales, affordability, compliance, and certain legal remedies within such period governed by a restrictive covenant or long-term ground lease approved by the Law Department before the issuance of a building permit.*

[(.6)] (.4) Affordable units shall be constructed and available at the same time as market-rate units and reasonably dispersed throughout the development *or as provided by a restrictive covenant benefiting the City of Philadelphia.*

[(.7)] (.5) Affordable units shall be comparable to market-rate units in exterior *and interior* building materials and finishes; overall construction quality; and energy efficiency, *or as provided by the City of Philadelphia.*

[(.8)] (.6) [A developer may choose to make a payment in lieu of building affordable units. The in lieu payment will be contributed to the Philadelphia

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Housing Trust Fund and shall be the lesser of:] *An owner or applicant of a building with a principal residential use may choose to make a payment in lieu of building affordable units. The City shall select the 10% of the units to be constructed to be considered as qualifying units and calculate the required payment amount. The owner or applicant shall provide the City with any requested documentation necessary to calculate the payment amount. The in lieu payment will be contributed to the Philadelphia Housing Trust Fund and shall, per qualifying unit, be calculated using the lesser of §14-702(7)(b)(6)(a) or §14-702(7)(b)(6)(b) for 10% of the development’s total residential units or a minimum of five units, whichever is greater.*

(a) The amount that a household at *either 60% or 80%* of [AMI] AMI, as determined by the bonus earned, adjusted for household size, as reported by HUD for the Philadelphia Primary Metropolitan Statistical Area, could afford to pay for the purchase of a qualifying unit; or

(b) The average cost of constructing a qualifying unit.

[(b)] (c) Bonus Floor Area or Building Height.

The additional gross floor area or building height earned for providing mixed-income housing is:

Affordability Level	Additional Gross Floor Area, as Percentage of Lot Area			Additional Building Height	
	CMX-3 as provided in § 14-702(2)(c)	CMX-4	CMX-5	/CDO	/ECO
<i>Moderate Income</i>	150%	150%	300%	48 ft.	48 ft.
<i>Low Income</i>	250%	250%	400%	60 ft.	60 ft.

* * *

(9) Underground Accessory Parking.

* * *

(b) Bonus Floor Area.

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The additional gross floor area earned by providing underground accessory parking is:

Additional Gross Floor Area, as Percentage of Lot Area		
RMX-3	CMX-4	CMX-5
100%	[100%] 200%	200%

SECTION 2. This Ordinance shall become effective immediately.

City of Philadelphia Economic Opportunity Plan

19th & Walnut

EOP version March 17, 2017

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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 19th & Walnut (the "Project") located at 1907-15 Walnut St. and 1904-40 Sansom St. ("the Site") which may include financial investment, design, construction, and operations.¹ In support of this objective, the City of Philadelphia will require that 1911 Walnut Street, 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 19th & Walnut.

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

Construction of high-rise mixed-use building with residential, commercial, and retail use

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

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

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%	15-20%	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% of 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.

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Type of Ownership	% Minority Owned	% Women-Owned	% Disabled Persons
Sole Proprietorship			
Partnership			
Corporation	0	1%	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			
Partnership			
Corporation	0	1%	0

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.

Southern Land Company is an equal opportunity employer, advertising our open positions on search engines that are accessible to all candidates and selecting candidates based on qualifications and experience.

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.

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

A. Directors	Male White 36 25-TN 7-TX 2-CO 1-NY 1-FL 1-NJ 1-PA Female White 14 11-TN 2-TX 1-PA Female Asian 1 1-TN
B. Management	Male White 16 14-TN 1-TX 1-NY Female White 3 3-TN
C. General Workforce	Male White 73 65-TN 4-TX 2-CO 2-PA Male Hispanic 55 48-TN 6-TX 1-CO Male Black 7 1-TN 2-TX 4-PA Male Asian 2 2-TN Male 2+ 1 1-PA Female White 46 41-TN 1-TX 3-CO 1-PA Female Hispanic 7 5-TN 1-TX 1-PA Female Black 2 1-TX 1-PA

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.

Southern Land Company does not have a formal process in place to recruit M/W/DSBEs. Please note that the staff at our Philadelphia project, 3601 Market, is diverse with 3 Women, 5 African American, 1 Hispanic and 1 of 2 or more races.

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.

Project owner will provide

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

Project owner will provide

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.

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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.

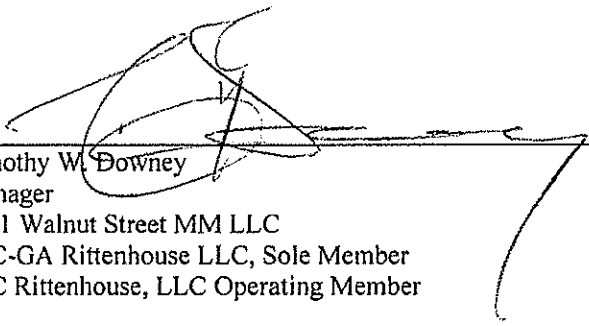
VIII. Remedies and Penalties for Non-Compliance

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

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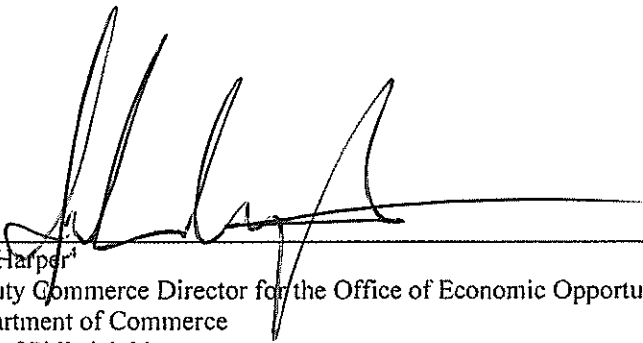
foregoing, no privity of contract exists between the City and any M/W/DSBE identified in any contract resulting from implementation of the Plan. Neither the Owner nor the City intends to give or confer upon any such M/W/DSBE any legal rights or remedies in connection with subcontracted services under 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.

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 Timothy W. Downey
 Manager
 1911 Walnut Street MM LLC
 SLC-GA Rittenhouse LLC, Sole Member
 SLC Rittenhouse, LLC Operating Member

6/12/17
Date



 Iola Harper⁴
 Deputy Commerce Director for the Office of Economic Opportunity
 Department of Commerce
 City of Philadelphia

6/12/17
Date

⁴ 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.

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CERTIFICATION: This is a true and correct copy of the original Bill, Passed by the City Council on June 22, 2017. The Bill was Signed by the Mayor on August 1, 2017.



Michael A. Decker
Chief Clerk of the City Council