

*Execution Version*

# **LOWER HILL REDEVELOPMENT**

## **Community Collaboration and Implementation Plan**

**September 11, 2014**

## STATEMENT OF INTENTION

The redevelopment of the former Civic Arena site and the Melody Tent site in the Lower Hill District (collectively, the “**Development Site**”) has the potential to transform the Southwestern Pennsylvania region, Allegheny County, the City of Pittsburgh and, in particular, the Downtown, Uptown and Greater Hill District communities. It will not only reconnect these communities, but it also will act as a catalyst for economic development throughout the Greater Hill District community and create job, business and wealth building opportunities for its residents. In order to build on the success of the Pittsburgh Penguins organization in bringing jobs and economic investment to the community in connection with the development of CONSOL Energy Center and to capitalize on the new opportunities created by the redevelopment of the Development Site, the undersigned have worked together to develop this Community Collaboration and Implementation Plan (this “**Plan**”).

This Plan describes specific goals, strategies and processes for maximizing the inclusion of the Greater Hill District community and its residents in certain aspects of the redevelopment project. In many respects, it establishes a set of best practices for the collaboration between the undersigned in the redevelopment of the Development Site. This Plan and the implementation of its goals, objectives, strategies and processes is intended to represent an unprecedented level of collaboration for the Southwestern Pennsylvania region among developers, public partners and community stakeholders for the benefit of one community.

This Plan will be implemented through a Community Collaboration Executive Management Committee established by the undersigned, as more fully described below. In addition, the undersigned will work with the Public Partners to develop a Greater Hill District Neighborhood Reinvestment Fund, comprised of TIF revenue generated from within the Greater Hill District, private investment solicited by the Development Team and other potential revenue sources discussed herein (the “**Reinvestment Fund**”), to attract additional funding and generate revenue for implementing the goals, strategies and processes in this Plan, investing in or providing financing for development projects and funding other community needs on the Development Site and elsewhere in the Greater Hill District, as more fully described below. For purposes of the Plan, the Greater Hill District refers to the geographic area depicted on Exhibit A to this Plan.

The opportunities described in this Plan will not be realized, however, without actual development. This Plan, therefore, is intended to be balanced so that the goals, objectives, strategies and processes do not become an impediment to attracting qualified developers and encouraging quality development; rather, they will become one of the reasons that qualified developers want to participate in this development. No individual developer, public partner or community stakeholder will be overburdened with the responsibility for funding or implementing particular programs or initiatives. Instead, they will work together to utilize existing programs or initiatives to implement this Plan and further the development of the Greater Hill District and, to the extent that existing programs or initiatives are not sufficient, identify and secure sources of funding and other

resources to supplement such programs or initiatives, whether through the Reinvestment Fund or other means.

By signing below, the undersigned endorse this Plan and intend to use commercially reasonable-efforts to collaborate on its implementation. Furthermore, so long as PAR and its developers continue to use commercially reasonable efforts to collaborate on the implementation of this Plan and comply with the approved Preliminary Land Development Plan (“**PLDP**”), the community stakeholders will support PAR and its developers throughout each phase of the redevelopment project. In the event that any party to this Plan is sold or otherwise transferred to a new person or entity or is merged with or replaced by a new person or entity, such party will use best efforts to ensure that the new person or entity endorses this Plan and uses commercially reasonable efforts to collaborate in its implementation throughout each phase of the redevelopment project.

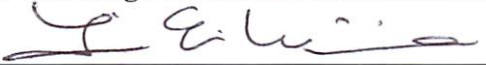
For purposes of this Statement and this Plan, the term “commercially reasonable efforts” means efforts to achieve or implement a goal, strategy or process set forth in the Plan, which reasonably can be expected to achieve or implement such goal, strategy or process. Such efforts shall be measured on an objective basis, taking into account the appropriateness of the scope and intensity of such efforts in the commercial context in which such efforts are being undertaken in relation to such goal, strategy or process in the same commercial context or a similar commercial context.

The undersigned will review this Plan and assess the effectiveness of its implementation, as well as its impact on the redevelopment project, at least every six months. Changes to this Plan may be made from time to time when two-thirds of the Executive Management Committee agree in writing.

This Plan evolved from ongoing discussions between the Pittsburgh Penguins organization and the Lower Hill Working Group on behalf of the Greater Hill District community with input from the public partners. Although not parties to this Plan, it is anticipated that the Sports & Exhibition Authority of Pittsburgh and Allegheny County (“**SEA**”), the Urban Redevelopment Authority of Pittsburgh (“**URA**”), the City of Pittsburgh (“**City**”) and Allegheny County (“**County**”) (collectively, the “**Public Partners**”) will provide support of this Plan in an effort to assist in and further the continued redevelopment of the Greater Hill District, subject to the legal responsibilities, obligations and restrictions placed on them as governmental entities.

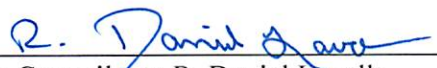
**On behalf of Pittsburgh Arena Real Estate Redevelopment LP:**

By: Pittsburgh Arena Real Estate Redevelopment LLC, its General Partner

  
By: Travis Williams, Chief Operating Officer

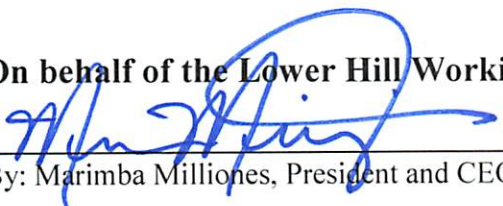
Date 9/11/14

**On behalf of the Hill District Community:**

  
By: Councilman R. Daniel Lavelle

Date 9/11/14

**On behalf of the Lower Hill Working Group:**

  
By: Marimba Milliones, President and CEO, Hill CDC

Date 9/16/14

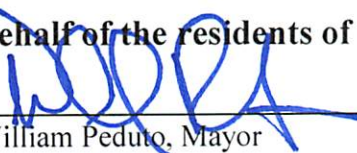
The City and the County will provide support to this Plan in an effort to assist in and further the continued redevelopment of the Greater Hill District, subject to the legal responsibilities, obligations and restrictions placed on them as governmental entities, and subject in all respects to obtaining the necessary public approvals and authorizations.

**On behalf of the residents of Allegheny County:**

  
By: Richard Fitzgerald, County Executive

Date 9/18/14

**On behalf of the residents of the City of Pittsburgh:**

  
By: William Peduto, Mayor

Date 18 SEPT 14

# COMMUNITY COLLABORATION AND IMPLEMENTATION PLAN

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## I. GENERAL OVERVIEW

The redevelopment of the Development Site has the potential to be one of the most transformative development projects in the Southwestern Pennsylvania region, Allegheny County and the City of Pittsburgh in decades. As such, it is one of the top priorities of the region. Not only will it reconnect the Downtown, Uptown and Hill District communities to one another, it will act as a catalyst for economic development throughout the Greater Hill District community and create job, business and wealth building opportunities for its residents.

The Greater Hill District is a “severely distressed neighborhood” by the definition of the Community Development Financial Institutions Fund of the U.S. Department of Treasury. The Greater Hill District has 20.8% unemployment, a median household income of \$19,375 and 44.5% of its residents live below the poverty line. Of the property in the Middle and Upper Hill 53% is vacant and only 31.4% of its residents own their home.

The conceptual master plan for the Development Site contemplates a mixed use development with residential, office, retail and entertainment uses. It is anticipated that these uses could attract over \$500 million in private investment, create almost 4,000 construction and 3,000 permanent jobs and generate approximately \$21 million in annual tax revenues during construction and approximately \$25 million in annual tax revenues after construction.

The Sports & Exhibition Authority of Pittsburgh and Allegheny County (“**SEA**”) and the Urban Redevelopment Authority of Pittsburgh (“**URA**”) are owners of the Development Site and, together with Allegheny County (“**County**”) and the City of Pittsburgh (“**City**”), are herein referred to as the “**Public Partners**”. Pittsburgh Arena Real Estate Redevelopment LP (“**PAR**”) has the development rights to the Development Site under a Comprehensive Option Agreement with the SEA and URA (the “**Option Agreement**”). As PAR exercises its development rights under the Option Agreement, it will be responsible for identifying and selecting private developers to finance, construct and market each component of the vertical development in accordance with the approved Preliminary Land Development Plan (“**PLDP**”), Special Planning District (“**SP District**”), zoning and applicable codes (the “**Developers**” and, together with PAR, the “**Development Team**”). The Development Team, in turn, will be responsible for identifying and selecting the development managers, investors, consultants, designers, property managers, contractors and commercial tenants for the properties to be developed on the Development Site.

In order to build on the success of the Pittsburgh Penguins organization in bringing jobs and economic investment to the Hill District community in connection with the development of CONSOL Energy Center and to capitalize on the new opportunities created by the redevelopment of the Development Site, PAR representatives reached out to State Representative Jake Wheatley and City Councilman Daniel Lavelle shortly after

the opening of CONSOL Energy Center to begin discussing their goals and objectives for the redevelopment. Representative Wheatley and Councilman Lavelle explained that their primary goals and objectives for the redevelopment of the Development Site are the creation of job, business and wealth building opportunities.

During several follow up meetings over the course of the next year, Councilman Lavelle and PAR representatives discussed these opportunities in the context of the various stages of the redevelopment: pre-development, development and post-development. They also discussed the different forms of public-private partnerships between developers, public agencies and communities that may be applicable to the redevelopment. At the same time, PAR representatives and Councilman Lavelle began to engage subject matter experts and other advisors to assist them with understanding “best practices” for creating job, business and wealth building opportunities in connection with this type of redevelopment.

In April 2012, PAR solicited proposals from and interviewed several firms with significant national and local experience in working with communities like the Hill District to create these types of opportunities. Councilman Lavelle participated with PAR representatives in the interviews of these firms. PAR selected The Dawson Group and Always Busy Consulting. The Dawson Group is based in Atlanta and has worked on similar projects as both developer and advisor in New York City, Atlanta, Baltimore and Cincinnati. Always Busy Consulting is based in Pittsburgh and has worked on similar projects in Chicago and Pittsburgh, including housing developments in the Hill District community.

In June 2012, Councilman Lavelle convened a well-rounded, specialized and inclusive working group of Greater Hill District residents and/or stakeholders to assure community participation, representation and the implementation of the Greater Hill District Master Plan on the Development Site, known as the “Lower Hill Working Group” (the “LHWG”). Initial members of the LHWG were: Daniel Lavelle, City Councilman and Co-Chair; Marimba Milliones, Hill CDC and Co-Chair; David Hopkins, Capital Solutions for Community Reinvestment; Bomani Howze, OLMEC Development Company; William Generett, Urban Innovation 21; Marc Little, MWELA; Jason Matthews, W Blazer Holdings; Dewitt Walton, United Steelworkers; Sala Udin, Community Resident. A representative of the Hill District Consensus Group was involved in early meetings, but declined further participation. On July 14, 2013, at a Hill District community meeting, elections were held to appoint additional community residents to the LHWG. The appointees were Glenn Grayson Jr., Rev. Dr. Vincent K. Campbell and Micah Taylor. In addition, Brenda Tate asked to be included and joined the committee. Lastly, realizing the faith-based community was not represented, the Hill District Minister Alliance appointed Rev. Tom Smith as their representative to the LHWG. In early 2014 Rev. Lee Walls replaced Rev. Tom Smith as the faith-based community member on the LHWG.

The LHWG met weekly by itself through September 2012. Those meetings culminated with the LHWG presenting a document to PAR on September 27, 2012 clearly outlining the primary goals and objectives that the Hill District residents would like to see from the

redevelopment. The conceptual underpinning for the community document was the Greater Hill District Master Plan, with a specific focus on how it can be effectively implemented on the Development Site.

After reviewing the community document, PAR representatives felt that it would be better to meet with the LHWG in a series of meetings to talk through the goals and objectives identified therein. PAR representatives requested that the LHWG meet frequently given the impending deadlines for submitting the PLDP for approval and taking down the first parcel of land on the Development Site. As a result, PAR representatives, together with representatives from the Public Partners, met regularly with the LHWG (the “**Community Stakeholders**” and, together with the Development Team and the Public Partners, the “**Project Stakeholders**”) to identify and discuss the following focus areas: job opportunities/workforce development, M/WBE opportunities, housing opportunities, wealth building initiatives, community development coordination, cultural and community legacy initiatives and communication/tracking/reporting. The Project Stakeholders also invited their respective subject matter experts and other advisors to provide examples of “best practices” in each of these focus areas from their community development experience throughout the country. The meetings involved a very open and sincere conversation about each focus area among the Project Stakeholders, which has resulted in an unprecedented level of collaboration for the Southwestern Pennsylvania region among the Project Stakeholders for the benefit of one community. A “**framework document**” was created through those discussions.

At each of the weekly meetings, the Project Stakeholders used the framework document to guide the discussion. The framework document included the following for each focus area: overarching goal, primary collaborating partners, additional resources and implementation strategies. The Project Stakeholders also assigned lead partners and assisting partners for further collaboration with respect to each strategy. The framework document has been used to guide the final development of the set of specific goals, strategies and processes that comprise this Plan, but not all the framework document components are currently part of this Plan. However, the Project Stakeholders will continue to consider outstanding items included in the framework document, which may be incorporated into this Plan at a later time or may result in one or more separate agreements by and among the relevant Project Stakeholders.

The Project Stakeholders will create a Community Collaboration Executive Management Committee (the “**Executive Management Committee**”) comprised of representatives designated by the Project Stakeholders. The Executive Management Committee will be jointly chaired by three chairpersons, one selected by the LHWG, one by PAR and one by the Public Partners. The LHWG, PAR and the Public Partners will each select two (2) additional members of the Executive Management Committee for a total of nine (9) members. Additional members may be added by an affirmative vote of a 2/3 supermajority of the members of the Executive Management Committee. The Executive Management Committee will be formed and have its first meeting within three (3) months of the signing of the Statement of Intention.



The Executive Management Committee's primary role will be to oversee the implementation of this Plan, but the Executive Management Committee will also work with PAR and Developers to set the vision for the development and preserve the legacy of the Greater Hill District within the development. The Executive Management Committee will follow consensus building and problem-solving processes in the performance of these functions, including a process for the review of, and recommendations for, the selection of developers. Any future material revision or amendment of this Plan will require the affirmative vote of a 2/3 super-majority of the members of the Executive Management Committee.

The Development Team and the Community Stakeholders also will work with the Public Partners to develop the Greater Hill District Neighborhood Reinvestment Fund (the "**Reinvestment Fund**") in order to more effectively attract funding and generate revenue for implementing the goals, objectives, strategies and processes embodied in this Plan, investing in or providing financing for development projects and funding other community needs on the Development Site and elsewhere in the Greater Hill District. The Project Stakeholders will use commercially reasonable efforts to develop a comprehensive plan, by no later than six (6) months of the date of this Plan, to establish the Fund.

The opportunities described in this Plan will not be realized, however, without actual development. This Plan, therefore, is intended to be balanced so that such goals, objectives, strategies and processes do not become an impediment to attracting qualified developers and encouraging quality development, rather they will become one of the reasons that qualified developers want to participate in this development. No individual Project Stakeholder will be overburdened with the responsibility for funding or implementing particular programs or initiatives. Instead, the Project Stakeholders will work together to utilize existing programs or initiatives to implement this Plan and, to the extent that such programs or initiatives are not sufficient, identify and secure possible sources of funding and other resources to supplement these programs or initiatives, whether through the Fund or other means.

## II. FOCUS AREAS

The following focus areas were explored in a series of collaborative meetings with representatives from the Project Stakeholders. This summary presents the agreed upon overarching goals in each focus area followed by a selection of the key action items and, where applicable, success metrics that will be used to monitor progress towards implementing the Plan.

Action items are only included in this Plan for those focus areas which correspond to definable action items and measurable success metrics, as certain focus areas do not correspond to definable action items and measurable success metrics. However, even if an action item was not included in this Plan, it will remain on the framework document and continue to be considered by the Executive Management Committee. The action items and success metrics described below represent goals, strategies and processes which the Project Stakeholders intend to guide the redevelopment of the Development Site, rather than mandates associated with particular development projects on the Development Site or in the Greater Hill District community.

The Project Stakeholders will use commercially reasonable efforts to collaborate on the implementation of the action items described below by utilizing existing programs or initiatives so that they do not duplicate or recreate such programs or initiatives. To the extent that they are not sufficient, the partners will use commercially reasonable efforts to work together to identify and secure possible sources of funding and other resources to supplement such programs or initiatives, whether through the Fund or other means.

### 1. Minority/Women Business Enterprise (M/WBE) Inclusion:

*Overarching Goal:* To facilitate opportunities for minority and women business enterprises (“M/WBE”) to participate in the ownership, development, design, construction, operation, and management of the redevelopment of the Development Site.

*Action Items:* This focus area was separated into four categories of interest:

- Assessment. Assessment of performance capacity for M/WBE firms and specifically such firms located in or owned by residents of the Greater Hill District.
- Capacity Building. Building capacity and providing resources for M/WBE firms with potential to participate in economic growth related to the planned redevelopment of the Development Site.
- Procurement. Assuring that all developers, contractors, and other development partners commit to specific goals for inclusion of M/WBEs.
- Monitoring and Reporting. Monitoring and reporting of all goals for inclusion of M/WBEs.

The following is a selection of the key action items from these four categories.

<b>Action Items</b>
<ul style="list-style-type: none"> <li>• Assess market capacity for M/WBE firms and specifically M/WBE firms based in the Greater Hill District.</li> <li>• Create database of M/WBE firms based in Greater Hill District and other applicable M/WBE firms that may participate in the project.</li> <li>• Determine all M/WBE potential business opportunities (pre-development, development and post-development) and post such opportunities on a project website and estimated timing of when these services will be needed (e.g. pre-development, development and post-development). Business opportunity projections should be updated on a regular basis.</li> <li>• Research M/WBE goals and strategy on development projects of comparable scope and scale to the project from across the country, as well as other recent development projects in the Greater Hill District such as Dinwiddie Street Homes, the Shop n' Save grocery store, the Thelma Lovette YMCA, Addison Housing and the Connelly Trade School developments.</li> <li>• Identify projects (local/national) that were able to position M/WBE participation in post development activities with private developers and private ownership.</li> <li>• Create structure to support M/WBE firms and develop their capacity in bonding, lines of credit financing, and insurance.</li> <li>• Create structure and support for post-development M/WBE participation (leasing, operations, management, and ownership).</li> <li>• Provide opportunities for partnerships, joint ventures and/or mentor-protégé programs and designate local small business programs to develop M/WBE capacity.</li> <li>• Conduct an M/WBE training conference and workshops focused on certification and opportunities.</li> <li>• Identify potential retail or other commercial franchisors that may have an interest in the project and providing opportunities to M/WBE franchisees.</li> <li>• Require contractors to document commercially reasonable efforts to obtain M/WBE subcontractor participation.</li> <li>• Create waiver process for zero penetration trades (driven by market assessment).</li> <li>• Create clause in RFP or contract documents providing for termination of contract on account of contractor's willful or repeated failure to comply with M/WBE inclusion process.</li> <li>• Create defined M/WBE sourcing process (bidding, review, and selection process)</li> <li>• Require consultants to have M/WBE Certification.</li> <li>• To the extent that M/WBE firms from Western Pennsylvania are not available to participate in the bid process for a particular good or service, invite firms outside of Western PA to participate in the bid processes.</li> <li>• Include M/WBE firms in mailing lists for opportunities and direct solicitation.</li> <li>• Divide larger contractor requirements, when economically feasible, into smaller tasks or quantities to permit maximum participation by M/WBE firms.</li> </ul>
<b>Success Metrics</b>
<ul style="list-style-type: none"> <li>• Percentage of M/WBE Contracted Work: 30% (MBE); 15% (WBE)</li> </ul>

- Percentage of M/WBE Contracted Work Consisting of Labor and Materials Installation or the Direct Provision of Services: 75%
- Percentage of residential development to be developed by an M/WBE: minimum 250 units with commercially reasonable efforts toward a goal of 25%.
- Percentage of retail and entertainment development to be developed by an M/WBE: 25%
- Percentage of retail space to be occupied by an M/WBE or small business: 10%

These success metrics apply to pre-development, development, and post-development (solely with respect to the percentage of retail tenants) phases of the redevelopment project. They are goals; however, the Development Team will use commercially reasonable efforts to try to meet and exceed these goals. These success metrics will be evaluated on a project by project basis.

*Implementation Strategies:* The implementation strategies related to the action items in the categories of assessing and capacity building will require further collaboration and development by the Executive Management Committee. Certain implementation strategies related to the action items in the categories of procurement, monitoring and reporting are included in Section V, Inclusion Plan. Each Developer will submit an Inclusion Plan to the Executive Management Committee for review.

PAR will strongly encourage the inclusion of M/WBE development firms as part of the Development Team, either individually as a Developer or as a partner or protégé of a Developer. To the extent that PAR issues an RFQ/RFP for Developers, it will include the Executive Management Committee in the process as set forth in Section III, Community Collaboration Executive Management Committee.

The Development Team has selected McCormack Baron Salazar, Inc. (“MBS”) as the lead developer for the residential portion of the Development Site. The Development Team will also select one or more M/WBE residential developers to participate in the residential portion of the Development Site. The exact number and location of these units shall be determined in connection with the selection of the M/WBE residential developer(s), but (x) they shall not develop less than 250 (with commercially reasonable efforts toward a goal of 25%) of the residential units located on the Development Site; (y) such units shall be located within the portion of the Development Site designated for residential development; and (z) such units shall be comprised of the same percentage of market-rate and inclusionary housing units as the MBS development. The Development Team will work with the M/WBE residential developer(s) to maximize the number of units constructed by them; provided, that (a) such units can be constructed on a single development tract or (b) such units (or a portion thereof) can be developed by the M/WBE residential developer(s) as a partner or protégé of MBS. The process for selecting the M/WBE developer(s) will begin promptly upon the signing of this Plan. The M/WBE developer(s) selection process will follow the Executive Management Committee process more fully described in Section III below. MBS and the selected M/WBE developer(s) shall work together to coordinate the residential development process, including phasing, infrastructure, marketing, retail and all other development

related issues, including the right of the M/WBE developer(s) to participate in the municipal planning and approval process associated with the residential development. Such coordination shall be documented in the form of a cooperation agreement negotiated and agreed to by MBS and the selected M/WBE developer(s). The selected M/WBE developer(s) shall enter into a development agreement with PAR on substantially the same terms as the development agreement between PAR and MBS.

The Development Team will evaluate the inclusion of more small businesses and M/WBEs as retail tenants on the Development Site with priority given to small businesses and M/WBEs located in the Greater Hill District. Factors to be evaluated will include applicable requirements of the PLDP, private and public financing availability for rent subsidy and other relevant market conditions in the Greater Hill District and surrounding communities in the City of Pittsburgh.

**2. Job Creation, Local Inclusion, and Workforce Development:**

*Overarching Goal:* To provide opportunities for residents from the Greater Hill District and other predominately minority communities to be employed in the redevelopment of the Lower Hill.

*Action Items:* This focus area was separated into four categories of action items:

- Assessment. Assessment of residents of the Greater Hill District.
- Training. Building capacity and providing resources for Greater Hill District residents with potential to be hired in connection with the planned redevelopment of the Development Site.
- Procurement. Assuring that all developers, contractors, and other development partners commit to specific goals for local and minority hiring.
- Monitoring and Reporting. Monitoring and reporting of all goals for inclusion for local and minority hiring.

The following list is a selection of the key action items from these four categories.

<b>Action Items</b>	
<ul style="list-style-type: none"> <li>• Forecast hiring needs and associated skill sets. Job category and workforce projections should be updated on a regular basis.</li> <li>• Identify job training programs for both short term and long term jobs created by the development.</li> <li>• Identify clearinghouses and relevant capacity, funding, etc. (e.g., help with resumes, qualifications).</li> <li>• Research local resident and minority hiring goals and strategies on development associated with other comparable and significant development projects of comparable scope and scale to the project throughout the country.</li> <li>• Create partnerships with the job training programs to provide job training associated with sustainable property and facility management.</li> </ul>	

- Create partnership with the trade unions to provide apprenticeships for Greater Hill District residents.
- Create partnerships with nonprofits for skilled and unskilled workforce - union, nonprofits, and other training centers for Greater Hill District residents.
- Secure funding for approved community assessment and job clearinghouse centers.
- Provide joint-apprenticeship opportunities for various tracks towards craftsmanship and sustainable employment irrespective of the scope of the project.
- Provide a remedial training program that covers math, reading and related skills to Greater Hill District prospects who do not meet basic screening specifications.
- Create a defined hiring process that would be adopted by developer or prime contractor (Clearinghouse, Manpower Projection Plan).
- Create clause in RFP or contract providing for termination of contract on account of contractor's willful or repeated failure to compile with local inclusion process
- Require all participants to prepare and submit Manpower Projection Plan as early as possible.
- Coordinate Training to match skills required to supply projected Manpower (New Hires/Total Hires).
- Establish Clearinghouse for Resumes of All Qualified and Pre-Screened Workers.
- Require participants to post job notices in clearinghouse offices and local media in advance of general advertisement.
- Require participants to obtain resumes of qualified workers and to conduct interviews of local residents prior to hiring from general population.

**Success Metric**

- Percentage of New Hires (Local Residents and Minorities): 20%

This success metric applies to the hiring of local residents primarily and minorities secondly during the pre-development, development and post development (except with respect to tenants) phases of the redevelopment project. They are goals; however, the Development Team will use commercially reasonable efforts to try to meet and exceed these goals. These success metrics will be evaluated on a project by project basis.

*Implementation Strategies:* The implementation strategies related to the action items in the categories of assessing and training will require further collaboration and development by the Executive Management Committee. Certain implementation strategies related to the action items in the categories of contracting and hiring are included in Section V, Inclusion Plan. Each Developer will submit an Inclusion Plan to the Executive Management Committee for review.

### 3. Inclusionary and Homeownership Housing Programs:

*Overarching Goal:* To provide opportunities for home ownership and affordable housing on the Development Site and throughout the Greater Hill District.

*Action Items:* The following list is a selection of the key action items:

<b>Actions Items</b>
<ul style="list-style-type: none"><li>• Work with the URA and Housing Authority of the City of Pittsburgh to commission a housing study to determine the current housing demand within the Greater Hill District community, including the Development Site (the “Housing Study”).</li><li>• Work with the URA and Hill CDC and other CDC/CDE located in the Greater Hill District (each, an “Approved CDE/CDE”) to advance comprehensive home ownership and affordable housing programs for Greater Hill District residents and other targeted groups in need of assistance.</li><li>• Understanding that home ownership creates stability in a neighborhood, partner with the URA and one or more banks to provide mortgage down payment assistance, grants and qualification assistance to Greater Hill District residents.</li><li>• Create an education program/counseling on rent versus buy economics and other pros and cons of renting versus owning a home.</li></ul>
<b>Success Metrics</b>
<ul style="list-style-type: none"><li>• Percentage (%) of Inclusionary Units on Development Site: 20%</li><li>• Percentage (%) of Area Median Income for Inclusionary Units on Development Site: 15% @ 80% AMI; 2.5% @ 70% AMI; and 2.5% @ 60% AMI</li><li>• Percentage (%) of For Sale: 0% currently, but TBD in future</li></ul>
<p>These success metrics apply to the composition of the residential portion of the Development Site. They are goals; however, the Development Team will use commercially reasonable efforts to meet these goals, as described in the paragraphs entitled “Implementation Strategies” below. These success metrics will be evaluated on both a project by project and on an overall basis.</p>

#### *Implementation Strategies:*

The Development Team will use commercially reasonable efforts to achieve the success metrics set forth above and to maintain such metrics for 10 years from and after the date on which MBS and PAR enter into a Development Agreement with respect to MBS’s residential development, though MBS can reduce such 10-year commitment to not less than 7 years due to a lack of financing availability for inclusionary housing at levels commensurate with a 10-year commitment. The Executive Management Committee and MBS and the selected MBE developer(s) will discuss potential funding or financing for additional inclusionary housing development on the Development with the public sector, as well as, foundations, corporations and other community groups.

The Development Team will evaluate the inclusion of more affordable rental housing and both market-rate and affordable for-sale housing units in the residential development on the Development Site, based on the results of the Housing Study demonstrating the current housing demand in the Greater Hill District, including the Development Site. Additional factors to be evaluated will include applicable density requirements of the PLDP, private and public financing availability for rental and for-sale housing and other relevant market conditions in the Greater Hill District and surrounding communities in the City of Pittsburgh.

The Development Team also will use commercially reasonable efforts to collaborate with the Community Stakeholders and the Public Partners to identify and implement other housing programs and initiatives that will benefit the Greater Hill District. In particular, the Development Team will explore the construction of additional inclusionary, affordable and market rate rental and home ownership housing units within the Greater Hill District beyond the parameters of the Development Site.

The commitment of MBS and the selected M/WBE developer(s) to the success metrics described above will be set forth in a memorandum that will be recorded in the public real estate records when MBS and the selected MBE developer(s) enters into a Development Agreement with PAR.

**4. Communications, Reporting, and Tracking:**

*Overarching Goal:* To promote and facilitate communication between the parties during the pre-development, development and post-development of the Development Site as well as to track the established metrics for success for the Plan and to report on progress throughout its course.

*Action Items:* The following list is a selection of the key action items:

<b>Action Items</b>	
<ul style="list-style-type: none"> <li>•</li> <li>•</li> <li>•</li> <li>•</li> </ul>	<ul style="list-style-type: none"> <li>Establish criteria for pre-qualification of individuals and Greater Hill District businesses for job opportunities associated with the Project.</li> <li>Verify that partnership contracts for M/WBE joint venture partners and/or non-profit minority/limited partners are active and not temporary or designated as a façade for purposes of securing opportunity in the form of tax credits, development rights, bid award, etc.</li> <li>Develop a tracking program that provides weekly evaluations of prospects to ensure whether training participants are meeting required specifications.</li> <li>Review monthly M/WBE and local inclusion reports.</li> </ul>

*Implementation Strategies:* The primary strategy in this focus area is the formation of the Executive Management Committee. The Committee will develop mechanisms for data collection and distribution, as well as creating a forum for regular review and discussion



of the progress towards implementing this Plan and the impediments hindering efforts to implement this Plan. Many of the reporting requirements are detailed in Section V, Inclusion Plan.

**5. Wealth Building Initiatives:**

*Overarching Goal:* To cultivate opportunities for residents of the Greater Hill District to form their own businesses that could benefit from a) investment in the redevelopment of the Lower Hill (e.g. owning retail establishments or other assets in the Greater Hill District, including the Development Site) in the near term or b) investment in future development opportunities that may arise in the Greater Hill District, including the Development Site.

*Action Items:* The following list is a selection of the key action items:

Action Items
<ul style="list-style-type: none"><li>• Leverage the redevelopment project to create new businesses or enhance existing businesses, with an initial priority focus on businesses owned by Greater Hill District residents.</li><li>• Create employee-owned cooperative with focus on energy, cleaning, agriculture or other opportunity, preferably with growth potential.</li><li>• Create resident-owned cooperative with focus on ownership of real estate or other assets.</li><li>• Create a program with the URA and Hill CDC to foster economic development into the Centre Ave corridor in tandem with the Development Site.</li><li>• Foster commercial development in the Greater Hill District and, in particular, along commercial corridors.</li><li>• Leverage mixed income residential and commercial development to create new business or enhance existing business, with an initial priority focus on business owned by Greater Hill District residents.</li></ul>

*Implementation Strategies:* Wealth building initiatives often overlap with other aspects of the Plan (e.g., M/WBE Inclusion, Local Inclusion or For-Sale Housing). However, the Project Stakeholders will further collaborate and develop strategies to prepare new and existing Greater Hill District businesses for the opportunities that will be created by the redevelopment of the Development Site and to make sure that such opportunities are made available to those businesses.

**6. Cultural and Community Legacy Initiatives:**

*Overarching Goal:* To work with the community to preserve and incorporate the history of the Greater Hill District community in the design of the public areas within the Development Site and to preserve the vision and spirit of the PLDP.

*Action Items:* The following list is a selection of the key action items:

<b>Action Items</b>
<ul style="list-style-type: none"> <li>• Employ national urban design best practices to create places and spaces on the Development Site that are culturally responsive and attract and engage residents and visitors to the Development Site, including Greater Hill District residents.</li> <li>• Employ national urban design best practices to honor the historic and cultural component of the Development Site.</li> <li>• Engage in community discussions to select the naming of streets within the Development Site to reflect historic street names or well-known Greater Hill District residents.</li> <li>• Engage in community discussions regarding naming of structures, and open space within the Development Site. Include the history of the site (such as Arthursville, Minersville, Civic Arena) and references to Freedom Corner in addition to other key assets within the neighborhood as to drive traffic above Crawford Street.</li> <li>• Identify, pursue and secure funding for the Curtain Call project from the public sector and private sector, including corporations, and foundations.</li> <li>• Promote cultural and artistic events and key information about the neighborhood to Penguins fans and facility visitors and the community.</li> <li>• Collaborate to create activities to be held in open spaces that allow for live cultural and artistic performances with a connection to organizations within the Greater Hill District community.</li> </ul>

*Implementation Strategies:* The Development Team and the Community Stakeholders will collaborate on a process to involve the community in the naming of the streets and the naming and design of certain public spaces to preserve the history of the Greater Hill District community legacy in the PLDP.

**7. Coordinated Community Development Strategies:**

*Overarching Goal:* To coordinate community development efforts, including communication and marketing efforts with respect to Downtown and the Greater Hill District to present an inclusive community and to maximize economic benefit for all residents and stakeholders.

*Action Items:* The following list is a selection of the key action items:

<b>Action Items</b>
<ul style="list-style-type: none"> <li>• Jointly apply with the URA, Approved CDC/CDEs and other Hill District organizations for Federal, state and local funds to match or supplement the Fund.</li> <li>• To the extent permitted, all public investments shall be for the benefit of the Greater Hill District and not only the Lower Hill District.</li> <li>• Build corporate and foundation support to match or supplement the Fund.</li> <li>• Develop a joint marketing strategy for the coordinated marketing of the Greater Hill District. Marketing materials will identify the proximity of the Development Site to the Greater Hill District and Downtown and will identify elements that provide pedestrian access from the Development Site to the Greater Hill District</li> </ul>

and Downtown.

- Evaluate opportunities for public-private partnerships relating to Greater Hill District development projects among the Project Stakeholders.
- Host a formal design charrette for the Development Site in the context of the Downtown, Uptown and Greater Hill District communities and, in particular, explore opportunities for synergistic connections between the Development Site and the Centre Avenue commercial corridor with the existing and proposed residential developments along Wylie Avenue and Crawford Street.
- Explore connections between the Lower Hill District and the Forbes and Fifth Avenue corridors through the Uptown neighborhood.
- Use the City's standard community input and engagement process to present the PDLP and any subsequent FLDPs to the Greater Hill District community prior to submitting the PLDP and any subsequent FLDPs to the City Planning Commission for approval.

*Implementation Strategies:* The Project Stakeholders will collaborate on developing the above strategies for coordinated community development. Funding for the various development projects contemplated above would come from the Fund described more particularly in Section IV, Reinvestment Fund.

### **III. COMMUNITY COLLABORATION EXECUTIVE MANAGEMENT COMMITTEE**

The following is a summary of the principal aspects of the Executive Management Committee that will be established by the Project Stakeholders in order to implement this Plan.

The Executive Management Committee will be jointly chaired by three chairpersons, one selected by the LHWG, one by PAR and one by the Public Partners. The LHWG, PAR and the Public Partners will each appoint two additional members to the Executive Management Committee. Additional members may be added by an affirmative vote of a 2/3 super majority of the members of the Executive Management Committee.

The Executive Management Committee's primary roles will be to oversee the implementation of this Plan and ensure all developers and development is in compliance with this Plan. The Executive Management Committee will also work with PAR and Developers to set the vision for the development and preserve the legacy of the Greater Hill District within the development. The Executive Management Committee will engage in consensus building and problem-solving processes in the performance of these functions. Among other things, the Executive Management Committee will provide recommendations to PAR in connection with the selection of prospective Developers prior to award. PAR, however, will have the ultimate authority to select Developers and enter into agreements with such Developers with respect to the redevelopment of the Development Site. As part of the selection process, PAR intends to take into consideration, among other factors, each Developer's track record and commitment to the goals, objectives, strategies and processes set forth in this Plan.

To facilitate its responsibilities under this Plan, the Executive Management Committee may appoint one or more task forces or subcommittees comprised of its members to oversee the implementation of specific aspects of this Plan. The Executive Management Committee will adopt written bylaws to govern its operations, including a Code of Conduct for Executive Management Committee members and a policy regulating conflicts of interest which may affect such members.

The Executive Management Committee will be a consensus-building committee and will endeavor to make all decisions by consensus. As such, formal votes of the Executive Management Committee representatives are not contemplated by this Plan for the implementation of the goals and objectives of this Plan. However, any future material revision or amendment of this Plan will require the affirmative vote of a 2/3 super-majority of the members of the Executive Management Committee.

The Executive Management Committee's principal focus will be on the following aspects of this Plan and the proposed development of the Development Site:

## **1. Setting the Vision and Preserving the Legacy**

- Identifying the role of the Development Site as part of the growth and development of the Greater Hill District.
- Determining site-specific cultural legacy initiatives for the Development Site as it relates to the Greater Hill District.
- Assisting in the design and naming of streets and pedestrian pathways throughout the site.
- Assisting in the design and naming of Urban Open Spaces and the creation and installation of public art within the Urban Open Spaces.
- Reviewing and providing input to the PLDP and FLDPs.

## **2. Selecting Developers**

- PAR will confer with the Executive Management Committee in deciding whether or not to issue RFP's, RFQ's and/or Direct Solicitations for Developers.
- Review, comment and provide recommendations on the draft RFQ/RFP for Developers before it is distributed to them.
- Review the list of potential Developers that will receive a copy of the RFQ/RFP; recommend additional Developers for the list.
- Review, comment and provide recommendations on RFQ/RFP responses submitted by proposed Developers with respect to their compliance with this Plan.
- Recommend a short list of proposed Developers to be interviewed with respect to their compliance with this Plan.
- Participate in the interview of proposed Developers with respect to their compliance with this Plan.
- Conduct a discussion about the proposed Developers with respect to their compliance with this Plan.
- Recommend Developer(s) that would best comply with this Plan.
- Collaborate with PAR to establish compliance requirements and timetable for proposed Developers and their respective M/WBE partners under this Plan.

## **3. Overseeing the Implementation of the Plan**

- Administer the strategies, goals and processes established pursuant to this Plan.
- Assist Developers and their respective contractors and subcontractors with understanding the provisions of this Plan.
- Review, comment and provide recommendations with respect to each Developer's inclusion plan.
- Review compliance of Developers and their respective contractors and subcontractors with the provisions of this Plan.

- Recommend corrective actions to Developers for failure to comply with the provisions of this Plan.
- Recommend remedial actions (including termination of contracts with Developers) to PAR if Developers do not implement the corrective actions after failing to comply with this Plan.

#### **4. Resolving Disputes**

- Identify potential disputes between the Project Stakeholders, Developers and others regarding the implementation of this Plan.
- Meet with the disputing parties and understand the issues and positions related to the dispute.
- Gather the information necessary to better understand the issues and positions related to the dispute.
- Conduct a discussion about the dispute and assess possible paths to a resolution.
- Recommend a mutually agreeable resolution.

#### **5. Making Recommendations**

- Make recommendations as to setting a vision for the Development Site as part of the Greater Hill District and preserving the legacy of the Greater Hill District as part of the development of the Development Site- as more particularly described in Section 1.
- Make recommendations on the selection of Developers, as more particularly described in Section 2 above.
- Make recommendations on Developers' and their respective contractors' compliance with this Plan, as more particularly described in Section 3 above.
- Make recommendations with regard to the resolution of disputes, as more particularly described in Section 4 above.

#### **IV. GREATER HILL DISTRICT NEIGHBORHOOD REINVESTMENT FUND**

To attract funding and generate revenue for implementing the goals, objectives, strategies and processes in this Plan, investing in or providing financing for development projects and funding other community needs on the Development Site and elsewhere in the Greater Hill District, the Development Team and the Community Stakeholders will work with the Public Partners to establish the Greater Hill District Neighborhood Reinvestment Fund (the “**Reinvestment Fund**”). The Reinvestment Fund will be a segregated, restricted account held by the URA.

Monies in the Reinvestment Fund may be expended only by action of the Board of the URA after receipt and review of a report and recommendation of an advisory board (the “**Advisory Board**”). The initial members of the Advisory Board shall be comprised of the advisory board of the Hill District Growth Fund. Vacancies shall be filled by members of the Advisory Board, and preference for new appointees shall be given to residents of the Greater Hill District. .

The Project Stakeholders will use commercially reasonable efforts to develop a comprehensive plan, by no later than six (6) months of the date of this Plan, to establish the Reinvestment Fund and finalize the governing documents regarding the Advisory Board. The restrictions of the account and the role of the Advisory Board shall be formally agreed to by the URA.

Monies in the Reinvestment Fund may be expended for:

- A. Administration of this Plan
- B. Activities and efforts in support of this Plan and the Greater Hill District, such as
  - Workforce development initiatives;
  - Job placement programs;
  - M/WBE business development initiatives;
  - M/WBE business counseling programs;
  - Children and youth education initiatives;
  - Mortgage assistance subsidies;
  - Rent assistance subsidies;
  - Development investments; and
  - Other wealth building initiatives.
- C. Project development within the Greater Hill District

The Reinvestment Fund will be financed by the proceeds of a TIF District to be established within the boundaries of the Greater Hill District attached hereto as Exhibit A, as well as by private investment solicited by the Development Team. Project Stakeholders will use commercially reasonable efforts to identify and secure this private investment to match or supplement the Fund. It is anticipated that this private investment

would be provided through direct grants, loans or other funding mechanisms from the public and private sectors, as well as foundations and corporations.

The Project Stakeholders will use commercially reasonable efforts to identify, analyze and facilitate a revenue stream(s) to be deposited into the Reinvestment Fund (the “**Revenue Stream(s)**”) from future development on the Development Site to fund ongoing, long-term development projects in the Greater Hill District. Such Revenue Stream(s) may be derived potentially from returns on capital invested in or loans provided to projects on the Development Site from the Reinvestment Fund, one dollar (\$1) per car surcharges on structured parking developed on the Development Site with subsidy invested by the diversion of city parking taxes, surcharges on the disposition of real property within the Development Site to the extent agreed to by the owner of such real property, or other financial structures to be identified and analyzed and implemented by the Executive Management Committee and the Board of the URA. In addition the public sector may provide for additional funding to be deposited into the Fund. The Executive Committee shall identify potential sources for the Revenue Stream(s) within six (6) months of the date of this Plan.

## **V. INCLUSION PLAN**

The following procedures and provisions apply to all contracting and procurement activities of the Development Team related to the redevelopment of the Development Site. The Development Team and their general contractors and subcontractors shall follow these procedures to the maximum extent feasible in order to achieve the highest success towards meeting the overarching goals set forth in Section II, Focus Areas. Each Developer will sign a Statement of Affirmation in the form attached as Exhibit B and each Contractor will sign a Statement of Commitment in the form attached as Exhibit C.

### **1. M/WBE Inclusion**

The following is a summary of the processes that the Development Team shall employ to ensure that commercially reasonable efforts are made to achieve the success metrics set forth in the M/WBE Inclusion portion of Section II, Focus Areas.

- A. Opportunity Facilitation:** All development and contracting opportunities shall be evaluated in an effort to package the work into separate solicitations (including labor, materials, equipment, etc.) in a way that is practical, manageable, efficient, cost -effective, and meets the technical needs of the project while balancing such concerns with the goal of maximizing the opportunity for M/WBE and other small businesses to directly participate as general contractors or subcontractors.

Members of the Development Team and associated developers and general contractors shall hold pre-bid general contractor or subcontractor work fairs and pre-qualification training sessions to identify and prepare potential M/WBE businesses that can perform the necessary work and to assist such firms in understanding qualifications of this program, the bid requirements



and participant qualifications and in facilitating subcontractor or joint venture relationships with majority-owned enterprises.

**B. Opportunity Advertising:** Members of the Development Team and associated developers and contractors issuing solicitations for contracts, subcontracts or purchase orders shall take actions to ensure that such solicitations will be administered in accordance with the following standards and procedures:

- Names and contact information for developers and general contractors will be made available on a project website hosted by the Development Team.
- Advertisements for bids shall appear in designated media sources no less than 30 days before the bid date. The designated media sources shall initially consist of the Pittsburgh Post-Gazette, the Pittsburgh Tribune-Review, the New Pittsburgh Courier and WAMO. Information will be made available to community organizations for posting on their respective websites. Listings shall be expanded or modified from time as necessary in consultation with the Community Stakeholders.
- A written notification shall be sent in advance to Pittsburgh-based minority and women-oriented chamber of commerce, trade associations and contractor associations about the availability of contracting opportunities.
- Written notification of contracting opportunities shall be sent to the Minority and Women's Equal Opportunity Review Commission of the City of Pittsburgh (the "EORC"), approved community job clearinghouse centers, and the Allegheny County M/WBE office, African American Chamber of Commerce, and the diversity coordinators at SEA and URA.
- Each Contractor shall consult the EORC directory for Pittsburgh certified minority and women owned business enterprises, an Approved CDC/CDE, Hill District Business Associations, approved community job clearinghouse centers, African American Chamber of Commerce and with Allegheny County to identify qualified and certified businesses to invite to bid on various components.

**C. Contractor Proposal Evaluation:** Developers, contractors, sub-contractors, and other business entities that are awarded contracts by the Development Team shall use commercially reasonable efforts to achieve the success metrics set forth in the M/WBE Inclusion portion of Section II, Focus Areas.

- Contractors who submit proposals with MBE/WBE firms as partners, joint ventures or as mentor-protégé relationship shall be given priority consideration for contract awards by the Development Team.

- Each Contractor shall prepare and submit to the Development Team, a detailed inclusion plan that identifies its own ownership composition, its own scope of work, any part of that scope it intends to subcontract, and how it intends, through subcontracting, joint venturing, or using vendors and suppliers, to meet the established M/WBE and hiring inclusion goals. It also shall prepare and submit its history of meeting established M/WBE and hiring inclusion goals on recent projects. The ownership composition of such contractor shall be verified. Attached as Exhibit D and Exhibit E are drafts of the Contractors' M/WBE Inclusion Plan form and the Contractor and Sub-Contractor Acknowledgement form, respectively.
  - Bidders that exceed the stated inclusionary contracting goals shall be given priority consideration by the hiring Development Team.
- D. Establishing Commercially Reasonable Efforts:** If any Contractor's inclusion plan does not achieve the success metrics set forth in the M/WBE Inclusion portion of Section II, Focus Area, the Contractor must prepare an analysis showing how it has made a commercially reasonable effort to achieve the success metrics set forth in the M/WBE Inclusion portion of Section II, Focus Area. This analysis must include, but not be limited to, the following:
- Solicitation through newspapers, advertisements, job fairs, etc.;
  - Correspondence between the contracting firm and the EORC and prospective M/WBE firms;
  - Logs of phone calls to M/WBE firms listed in the EORC and Allegheny County M/WBE directories; and
  - Bid results, and if necessary, stated reasons why insufficient M/WBE awards were made.

**E. Waiver Process**

Waivers for not achieving the success metrics set forth in the M/WBE Inclusion portion of Section II, Focus Area will only be provided if the contractor demonstrates that all commercially reasonable efforts to meet the goal were exhausted. A willful or repeated failure to adhere to the M/WBE process will be grounds for the Development Team to terminate the contract.

A Contractor or Subcontractor may apply for a "Technical Trades Exclusion" in the event that they are unable to identify qualified M/WBE entities for inclusion in specific trade areas. It is acknowledged that certain technical trades have not been penetrated by historically disadvantaged businesses and that no M/WBE firms are available to perform certain types of work. Exclusions for not meeting the M/WBE goals will only be provided if the contractor demonstrates that all commercially reasonable efforts to adhere to the process were exhausted.

If a Technical Trade Exclusion is granted for a specific scope of work under a contract, the value of the excluded scope may be deducted from the value of the total contract prior to calculating the percentage of M/WBE inclusion reported as contributing to achieving the success metrics set forth in the M/WBE Inclusion portion of Section II, Focus Areas.

## **2. Job Creation, Workforce Development, Local Inclusion**

In addition to the above-referenced M/WBE inclusion process established for the Project, the Development Team agrees to outline a process for individuals who reside in the Greater Hill District (hereafter, “**Local Residents**”) to receive priority consideration for hiring by the developers and contractors and working on the development of the Development Site during pre-development and development phases of the redevelopment project. It is important to note that the Development Team’s efforts to help facilitate Local Resident hiring will be focused on “New Hires.”

The success metrics set forth in the Local Hiring Inclusion portion of Section II, Focus Area are overall goals for the entire redevelopment project and will be evaluated on a project by project basis, although all contractors and subcontractors shall submit monthly “manpower” reports for the purpose of tracking Local Resident involvement in the redevelopment project.

As with the plan for M/WBE Inclusion, the Development Team will help facilitate Local Resident inclusion via a well-defined process that will enable contractors and developers to achieve Local Resident hiring objectives.

**Approach for Meeting Local Resident Inclusion Goals:** The following is a summary of the processes that the Development Team shall employ to ensure that commercially reasonable efforts are made to achieve the success metrics set forth in the Local Inclusion portion of Section II, Focus Areas

- A. Meeting with EORC and Approved Community Job Clearinghouse Centers:** Each contract awardee selected by the Development Team will schedule a meeting with the EORC and approved community job clearinghouse centers. The meeting will provide the contract awardee the opportunity to learn about the full range of workforce resources and employment related services available to them through EORC, and approved community job clearinghouse centers.
- B. Manpower Projection Plan:** Each potential Developer and Contractor shall submit a Manpower Projection Plan to EORC and the Allegheny County M/WBE office as part of their proposal for work. The Manpower Projection Plan shall describe the general scope of work under the potential development, its total projected staffing, projected number of new hires, the type of skills and expertise needed for new hires that will be involved in fulfilling the contract and a timeline for commencing the work. Attached as Exhibit F is a draft of the form for a Manpower Projection Plan. Attached as Exhibit G is a

draft of a Local Resident Inclusion Waiver Request Form.

- C. Non-Discrimination Hiring Policy:** Each Contractor performing work or providing goods or services shall ensure that it, along with its subcontractors, shall not discriminate on the basis of race, color, religion, age, gender, national origin, ancestry, creed, union membership, sexual orientation, or disability in the award and performance of its contract and/or any sub-contracts that may be needed to perform the work or services for which they are contracted. Likewise, each Contractor shall ensure that it, along with its subcontractors, shall not discriminate on the basis of race, color, religion, age, gender, national origin, ancestry, creed, union membership, sexual orientation, or disability in the Project with respect to all employment practices. Each Contractor shall comply with all applicable requirements of any federal, state or local law ordinance or regulation relating to affirmative action, equal opportunity and nondiscrimination in employment, and shall use commercially reasonable efforts to meet all local goals relating thereto.
- D. Hiring Policy:** PAR will advise approved community job clearinghouse centers of each job opening among the employers who are on the Development Site and provide a job description including special requirements. Community job clearinghouse centers will refer qualified Local Residents from its data base or otherwise. While the applicable employers may consider job applicants from any source, for the first week following PAR's notification of approved community job clearinghouse centers of the job opening, hiring will only be of applicants that are Local Residents. This procedure will not apply to jobs that are specialized or executive level positions. In addition, this effort is not intended to alter any provision of any collective bargaining agreement.

### **3. Monitoring and Reporting**

The Development Team shall monitor the M/WBE Business Inclusion and Local Resident hiring efforts of the developers and contractors and submit quarterly reports that document its progress to the Executive Management Committee, the EORC, and the Allegheny County M/WBE office.

- A. M/WBE Inclusion Reporting:** Each Developer and Contractor with subcontractors, suppliers, or vendors, shall provide the Executive Committee Diversity Coordinator (as described below) with the following information on a monthly basis with their applications for payment:
- A breakdown of all amounts billed for that month by subcontractor and supplier indicating the M/WBE status of that subcontractor or supplier;
  - A contract-to-date summary of the total amount billed and paid by each firm and presented showing the percentage of billings by M/WBE firms to the prime contract's value; and

- Signed and notarized Affidavits of Total Payments to Date from each firm.
- B. Local Resident Inclusion Reporting:** Manpower Reports shall be submitted monthly by each Developer, Contractor, sub-contractor, (including consultant) with any workforce dedicated to the Project, along with each request for payment. No payment will be processed without a Manpower Report.

Any Contractor's failure to provide the monthly subcontractor report will result in retention of that percentage of the invoice which is deemed to be overhead until such report(s) is provided. Manpower Reports shall include the name and address of each employee dedicated to the redevelopment Project, their job classification, and whether they are a new or existing employee.

All Manpower Reports will be compiled by the Development Team into an overall statement, including copies of the individual manpower reports, and be forwarded to the Executive Management Committee.

- C. Monitoring:** The Development Team shall submit quarterly reports on progress towards achieving the success metrics set forth in the M/WBE Inclusion and Local Inclusion portions of Section II, Focus Areas to the Executive Management Committee for review and guidance and such reports shall be made available to the public.

#### **4. Implementation and Administration**

The Development Team will designate a firm or an individual located in Pittsburgh during the construction of each development on the Development Site as the Community Collaboration and Implementation Plan Administrator (the "**Developer Diversity Coordinator**"), who shall act as the primary coordinator of all aspects of this Plan for the Development Team on that development and will be the primary point of contact for the Project Stakeholder. The Executive Management Committee shall designate a primary point of contact and/or coordinator to coordinate with the Development Team on these matters ("**Executive Committee Diversity Coordinator**"). The Public Partners may designate a primary point of contact and /or coordinator to assist on these matters as appropriate.

##### **A. M / WBE Inclusion**

- Coordinate with contractors on project scheduling and provide early notice of bidding schedules to EORC and Allegheny County M/WBE Office
- Represent Developer at Contracting Expos and Pre-Bid Conferences
- Monitor Contractor and Sub-Contractor bid advertising
- Review and consolidate M/WBE Inclusion Plans from Contractors

- Submit required reports to the Executive Management Committee and EORC

**B. Local Resident Inclusion**

- Coordinate with contractors on project scheduling and provide advance notice of Manpower Projections for planning of training and recruitment programs
- Assist the EORC, Career Link, Three Rivers Workforce Investment Board, and other approved community job clearinghouse centers with identification of existing training programs that can be leveraged to help fill manpower needs, including sources of funding for worker training
- Represent Developer in interfacing with Contractors, Local Churches, community groups, EORC, Workforce Agencies, and Walk-Up Applicants
- Review and consolidate Manpower Reports from Contractors
- Submit required reports to Executive Management Committee and EORC.

More specific responsibilities will be developed as the project progresses to ensure the maximum effectiveness and the implementation of this Plan. Each Developer shall sign a memorandum of understanding or other similar document with the Executive Management Committee to assure ongoing clarity of the inclusion plan for each project.

**5. Non-Compliance**

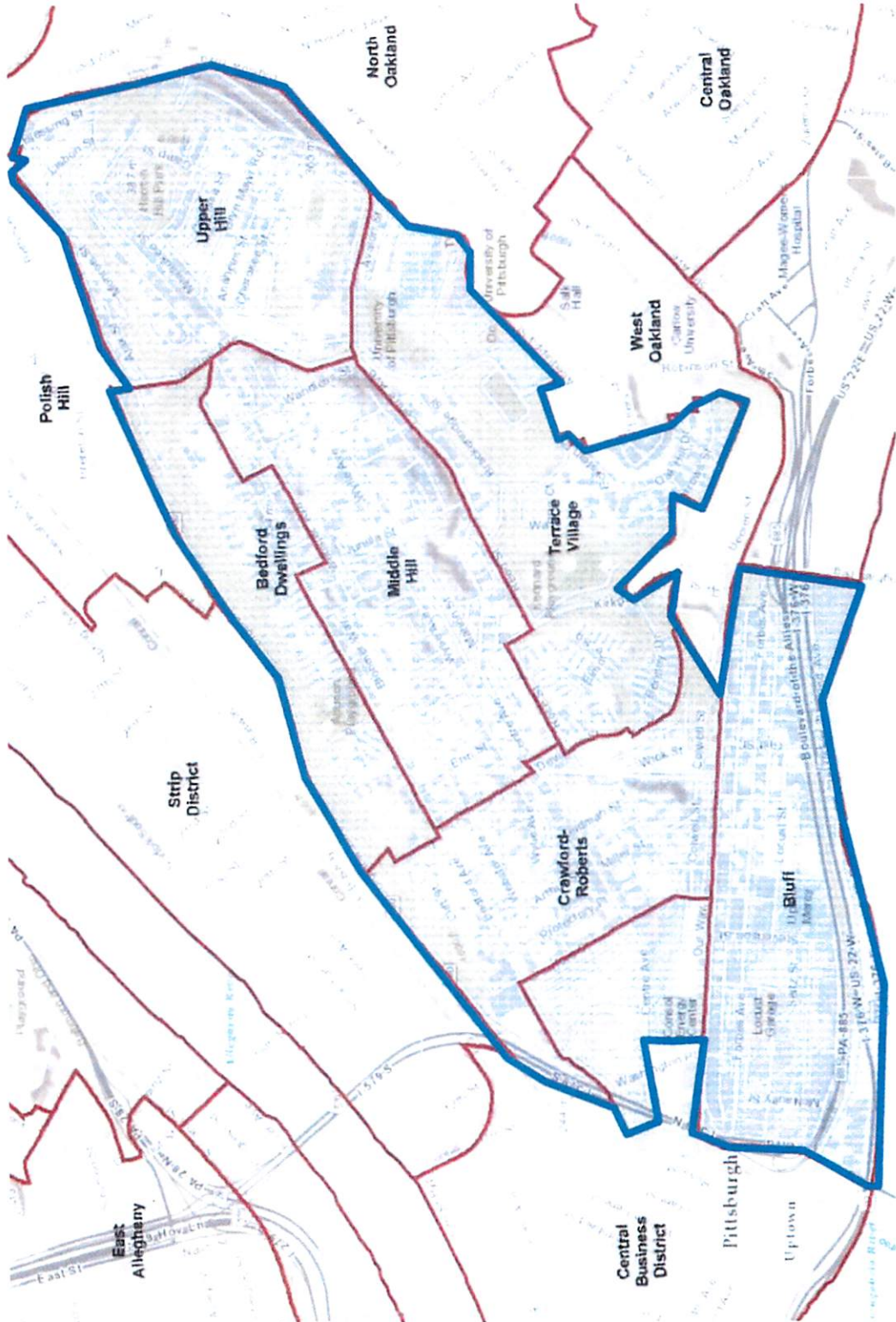
Each development agreement, and each prime contract and sub-contract for work on the redevelopment project, shall contain provisions stating that the contract may be terminated for cause in the event the contractor or sub-contractor, as the case may be (the “contract awardee”) willfully or consistently fails to use commercially reasonable efforts to implement this Plan. After receiving a notice of default under the General Conditions of the Contract, the contract awardee shall have a 60-day period during which to cure the default by any or all of the following measures; provided that the cure period may be extended if the contract awardee has commenced and is diligently pursuing such corrective measures:

- The contract awardee shall work with the EORC to secure assistance with meeting its M/WBE inclusion efforts or with approved community job clearinghouse centers to secure assistance with its Local Resident inclusion efforts.
- The contract awardee shall fully document its commercially reasonable efforts to comply with the procedures established under this Plan and may apply for a waiver. The waiver request will be reviewed by the Executive Management Committee, the EORC, and approved community job

clearinghouse centers. The Developer shall receive recommendations from the Executive Management Committee, EORC, and approved community job clearinghouse centers and they shall mutually determine whether or not a waiver is warranted.

**EXHIBIT A**

**GREATER HILL DISTRICT GEOGRAPHIC AREA**





**EXHIBIT B**

**STATEMENT OF AFFIRMATION**

*[to be signed by each developer engaged by PAR and to then be included as part of this document]*

As a developer for a portion of the Development Site, the undersigned endorses this Plan and will use commercially reasonable efforts to collaborate on its implementation.

On behalf of \_\_\_\_\_

By

Date \_\_\_\_\_

\_\_\_\_\_

**EXHIBIT C**

**STATEMENT OF COMMITMENT**

*[to be signed by each contractor engaged by a developer and to then be included as part of this document]*

As a Contract Awardee for \_\_\_\_\_ (describe scope of Contract) for the \_\_\_\_\_ (indicate parcel) portion of the Lower Hill redevelopment project, \_\_\_\_\_ (name of selected Contractor) endorses this Plan and will use commercially reasonable efforts to collaborate on its implementation.

On behalf of \_\_\_\_\_

By \_\_\_\_\_

Date \_\_\_\_\_

**EXHIBIT D**

**CONTRACTOR'S M/WBE INCLUSION PLAN**

The following shall constitute this Contractor's plan for satisfying the M/WBE contracting goals set forth in the Community Collaboration and Implementation Plan for the Lower Hill Redevelopment. This information shall be provided for each trade or service that will be utilized for this project. Use additional sheets if necessary.

Name of Contractor: \_\_\_\_\_

Total Bid Amount: \_\_\_\_\_

Planned Overall M/WBE Participation <i>Include prime contractor's information, if applicable:</i>				
Name of Contractor, Subcontractor, or Vendor	M/WBE Certification #	Trade, Service, Or Work to be Provided	Dollar	%

The Subcontractors and vendors listed above \_\_\_ are or \_\_\_ are not (check one) currently under contract for the scope of work indicated. Actual M/WBE Inclusion will be monitored as part of the monthly Application for Payment so this Plan is submitted to indicate the means anticipated to achieve the inclusion goals.

Additional Comments:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

By signing below, I/we attest that the above information is accurate to the best of my/our knowledge and that I/we will put forth my/our commercially reasonable efforts to achieve said participation goals.

\_\_\_\_\_  
*Signature of Owner/Chief Executive Officer*

\_\_\_\_\_  
*Date*

**EXHIBIT E**

**CONTRACTOR AND SUB-CONTRACTOR ACKNOWLEDGEMENT FORM**

[Contractor shall obtain completed forms from all Sub-Contractors. Please print out multiple forms as needed.]

**NON-DISCRIMINATION IN HIRING**

**NOTICE**

The Contract Awardee and its Sub-Contractors shall not discriminate nor permit discrimination against any person because of race, color, religion, age, gender, national origin, ancestry, creed, handicap, sexual orientation, union membership, disabled or Vietnam era veteran status, or limited English proficiency in the performance of the contract, including, but not limited to, preparation, manufacture, fabrication, installation, erection and delivery of all supplies and equipment. In the event of receipt of such evidence of such discrimination by a Contract Awardee or its agents, employees or representatives, Developer shall have the right to terminate the Contract for cause. In the event of the continued refusal on the part of the Contract Awardee to comply with this anti-discrimination provision, the Contract Awardee may be removed from the list of approved bidders for any work at the Lower Hill Redevelopment.

The Contract Awardee agrees to include subparagraph (1) above with appropriate adjustments for the identity of the parties in all subcontracts, which are entered into for work to be performed pursuant to the Contract.

Trade Name of Prime Contractor:

\_\_\_\_\_ (Seal)

Signature of Prime Contractor Representative

or

Trade Name of Sub-Contractor: \_\_\_\_\_

\_\_\_\_\_ (Seal)

Signature of Sub-Contractor Representative

**EXHIBIT F**

**MANPOWER PROJECTION PLAN**

Contractor:		
Contract Scope:		
Total Bid Amount:	Start Date:	End Date:
Total # of Employees on Payroll: <input type="checkbox"/> 0-50 <input type="checkbox"/> 51-100 <input type="checkbox"/> 101-150 <input type="checkbox"/> 151-200+	Woman or Minority Owned Business: Yes   No	
<b>Contractor Contact Information (person Responsible for working with MOED to achieve local hiring goals)</b>		
Contact Name		
Work Address		
City, State, & Zip		
Telephone #	Office	Cell
Email Address		

**WORKFORCE PLAN**

Projected Number of Required Workers for this entire project	Total Number of Current Employees on payroll	Projected Number of New Hires for this entire project

1. Is recruitment required for new hires by the Contractor?    No    Yes How soon? \_\_\_\_days
2. If no, will former workers be brought back?    No    Yes How Many? \_\_\_\_\_
3. Is recruitment required for any of your subcontractors?    No    Yes  
If so, have them complete plan.
4. Does the contractor have openings on other projects?    No    Yes

5. If recruitment is required, complete chart below and attach job descriptions for each.

Position Title	# Jobs	Skills Required	Wage Rate	Experience Level (1=skilled, 2=entry, 3=no experience)

By signing below, I attest that the information above is accurate to the best of my knowledge and ensure that my company will put forth our best practical effort to hire local residents for all job openings available as a result of this project. This will assist to achieve the project hiring participation goals.

\_\_\_\_\_

Name of Authorized Contractor Representative

\_\_\_\_\_

Signature of Authorized Contractor Representative

\_\_\_\_\_

Date

**EXHIBIT G**

**LOCAL RESIDENT INCLUSION WAIVER REQUEST FORM**

Name of Contractor: \_\_\_\_\_

Address: \_\_\_\_\_

Contract Number: \_\_\_\_\_

Bid Due Date: \_\_\_\_\_

Report on this contract:

My contract will require a workforce of: \_\_\_\_\_ (total number of required workers)

My current workforce consists of: \_\_\_\_\_ (number of available current staff)

My current workforce includes: \_\_\_\_\_ (number of Local Residents on staff)

My contract will require hiring: \_\_\_\_\_ (number of New Hire workers)

Having followed the procedures of the Community Collaboration and Implementation Plan, I have been able to hire \_\_\_\_\_ (no. of) Local Residents to increase Local Resident inclusion in my workforce to: \_\_\_\_\_ (percentage of Local Resident workers)

I have contacted EORC, and approved community job clearinghouse centers [please list] for assistance: \_\_\_\_ Yes \_\_\_\_ No

\_\_\_\_\_  
\_\_\_\_\_

Explain why waiver is being requested:

Attach documentation of your commercially reasonable efforts to identify, contact, interview and hire Local Residents, including:

Copies of the information provided to EORC regarding the contract requirements, specific skill sets required for New Hires and anticipated time schedule for filling New Hire positions;

List the positions proposed to be filled by Local Residents in order to achieve the stated goal and the reasons you concluded that hiring Local Residents is not feasible;

Names, addresses, dates and telephone numbers of the potential employees that were contacted; A list of potential employees interviewed but found to be unqualified due to their background, lack of training, or other considerations.

\_\_\_\_\_  
Signature of Authorized Company Representative

Date \_\_\_\_\_

\_\_\_\_\_  
Signature of Approval – Implementation Plan Administrator

Date \_\_\_\_\_

**EXHIBIT I**  
**DEFINED TERMS**

<b>Advisory Board</b>	<b>24</b>
<b>City</b>	<b>3, 7</b>
<b>Community Stakeholders</b>	<b>9</b>
<b>contract awardee</b>	<b>31</b>
<b>County</b>	<b>3, 7</b>
<b>Developer Diversity Coordinator</b>	<b>30</b>
<b>Developers</b>	<b>7</b>
<b>Development Site</b>	<b>2</b>
<b>Development Team</b>	<b>7</b>
<b>EORC</b>	<b>26</b>
<b>Executive Committee Diversity Coordinator</b>	<b>30</b>
<b>Executive Management Committee</b>	<b>9</b>
<b>framework document</b>	<b>9</b>
<b>Fund</b>	<b>10</b>
<b>LHWG</b>	<b>8</b>
<b>Local Residents</b>	<b>28</b>
<b>M/WBE</b>	<b>11</b>
<b>MBS</b>	<b>13</b>
<b>Option Agreement</b>	<b>7</b>
<b>PAR</b>	<b>7</b>
<b>Plan</b>	<b>2</b>
<b>PLDP</b>	<b>3</b>
<b>Project Stakeholders</b>	<b>9</b>
<b>Public Partners</b>	<b>3, 7</b>
<b>Revenue Stream(s)</b>	<b>25</b>
<b>SEA</b>	<b>3, 7</b>
<b>SP District</b>	<b>7</b>
<b>URA</b>	<b>3, 7</b>