

REQUEST FOR PROPOSALS

Waterfront Development Opportunity
1.6 Acre Vine Street Parking Lot Site
300-346 North Columbus Boulevard
Philadelphia, PA

Issue Date: June 20, 2018

Response Date: August 20, 2018

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In response to receiving an unsolicited proposal, the Delaware River Waterfront Corporation (DRWC) hereby issues this Request for Proposals (RFP) seeking experienced real estate development teams with the capability and resources to design and construct a high-quality, residential and mixed-use development on the 1.6 acre site, located on the northwest corner of Vine Street and Columbus Boulevard at 300 North Columbus Boulevard in Philadelphia, PA, (Vine Street Lot). Real estate development teams that meet the requirements set forth in this RFP are invited to submit a formal proposal and purchase price for the property to DRWC no later than 4:00 PM on August, 20, 2018.

NOTICE

The information contained in this RFP is provided for background purposes only. While every effort has been made to ensure the accuracy of the information contained in this RFP, it is not, and shall not be construed to be a representation, warranty, or guaranty by DRWC regarding the content, completeness, or accuracy of such information, or the qualifications or expertise of the individual(s) or firm(s) providing or preparing such information.

This RFP is not a legally binding document but an invitation to submit a proposal on the terms and conditions described in this RFP. In no event shall DRWC be responsible for any costs, expenses or fees incurred by, or on behalf of, the respondent in connection with this RFP. The respondent shall be solely responsible for all such costs, expenses and fees. DRWC will not pay any fees or commissions to parties acting as agents, brokers, consultants, or contractors as part of this transaction.

DRWC reserves the right, at any time, to modify the schedule and scope of this RFP process, to terminate this RFP process, and to reject or not consider all or any part of any proposal submitted in response to this RFP for any reason or no reason. Further, after review of the submissions, DRWC reserves the right to request additional or clarifying information from any or all of the parties that respond to this RFP.

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SUMMARY

In April 2018, DRWC received an unsolicited proposal for the purchase of the Vine Street Lot, a property which DRWC owns and on which DRWC operates a surface parking lot. The proposal was made by a reputable real estate developer and was determined to be worthy of consideration by DRWC. As such and keeping with DRWC's goal to be an open and transparent organization, DRWC is soliciting additional proposals from other qualified developers interested in the property.

This document is intended to be a resource for interested developers to better understand the site's context within the central Delaware River waterfront district and DRWC's specific goals for its development. This document also outlines specific instructions for submitting a proposal, including the required components, timeline, and selection process.

Please note that questions may be submitted by email (submitted to Lizzie Woods at lwoods@drwc.org) no later than July 18, 2018. Responses will be posted on DRWC's website no later than July 25, 2018. All proposals must be submitted no later than 4:00 pm on Monday, August 20, 2018. Further details regarding submission requirements can be found later in this RFP.

DRWC BACKGROUND AND MISSION

The City of Philadelphia (City) established DRWC to oversee the design, development, and management of approximately 1,100 acres of fast and riparian land along the Delaware River waterfront. This area includes nearly six linear miles of waterfront and is bounded by Allegheny Avenue to the north, Oregon Avenue to the south, I-95 to the west and the Delaware River to the east. An aerial map of this oversight area is included in Appendix A.

With significant public input, DRWC developed the Master Plan for the Central Delaware (the Master Plan), a detailed roadmap for transforming the Delaware River waterfront into a vibrant residential community and thriving destination for recreational, cultural, and commercial activities. The Master Plan envisions a waterfront comprised of dense, mixed-use, walkable, and sustainable development that complements the fabric of the adjacent neighborhoods. The Master Plan was released in October of 2011 and adopted by the Philadelphia City Planning Commission (PCPC) in March of 2012, formally making it part of Philadelphia's comprehensive plan. The complete Master Plan and a summary report are available on DRWC's website at <http://www.delawareriverwaterfront.com/planning/masterplan-for-the-central-delaware>.

To encourage waterfront development, the Master Plan recommends a range of improvements, including new development, open space, transportation networks, and programming. To ensure a publicly-accessible waterfront, the Master Plan calls for upgraded connector streets to better link the City to the waterfront, as well as waterfront parks every ½ mile which are connected by a multi-use Delaware River trail. These features will create a public realm that supports public access and recreation, which also serves as amenities to attract and support private development.

Since the Master Plan was released, DRWC has completed a series of highly successful early action projects to advance development of the central Delaware River waterfront district in accordance with the Master Plan. These projects include several connector street projects, new waterfront parks, and seasonal events like the critically-acclaimed Spruce Street Harbor Park. As a result of these strategic investments and new amenities, Philadelphia's Delaware River waterfront continues to build momentum as a destination of choice and emerging residential community.

DEVELOPMENT CONTEXT

THE SURROUNDING NEIGHBORHOOD

The Vine Street Lot site is located in between the Old City and North Liberties neighborhoods of Philadelphia, and is within the bounds of the River’s Edge Civic Association, which is a Registered Civic Organization with the Philadelphia City Planning Commission.

The Old City neighborhood is an international tourist destination with the “most historic square-mile” in America. The area is bounded by the Delaware River, Spring Garden Street, 4th Street, and Walnut Street. This neighborhood features both 18th-century charm and a vibrant modern city. In addition to the historic sites and museums, the neighborhood is home to boutiques, restaurants, galleries, and theatres. Its thriving business community contains everything from art districts to a tech scene. N3rd Street, extending from Old City to Northern Liberties, houses business run by creative entrepreneurs, attracting tech-savvy individuals to the area. Old City is a popular destination for nightlife with beer gardens, rooftop bars, and venues for live music.

The Northern Liberties neighborhood is a former industrial hub transformed into an artist colony in the ‘70s and ‘80s as factories and warehouses became studios and galleries. Today, the neighborhood is marked by expanding residential markets with the development of new townhouses and condos. Northern Liberties extends from Girard Avenue to Callowhill Street and from North 6th Street to the Delaware River. Its proximity to center city has attracted young professionals, artists, students, and design professionals. Rapid development turned vacant lots into homes, restaurants, coffee shops, galleries, and more causing a sharp increase in property values. Northern Liberties supports innovation and entertainment and is known for its artistic vibe and its mix of trendy and modern design.



Map of Neighborhood Boundaries

DRWC PUBLIC REALM INVESTMENTS

The Vine Street Lot is located within the central Delaware River waterfront district, which continues to develop as one of the City’s prime entertainment destinations and an emerging residential neighborhood. To foster this growth, DRWC has undertaken a series of high-impact projects to strengthen the connections between the waterfront district and adjacent neighborhoods, as well as

to introduce distinctive amenities and programming to increase activity and attract new visitors and residents. These projects include:

New Parks and Programming: In 2011, DRWC opened the highly-acclaimed Race Street Pier, the first new park in the central Delaware River waterfront district to be built in several decades. The Race Street Pier set the standard for DRWC’s commitment to high-quality public park design and was followed by the openings of new parks at Washington Avenue Pier and Pier 68 in 2014 and 2015. Seasonal and temporary installations have created additional interest and momentum. In the summer of 2014, DRWC launched the extraordinarily successful Spruce Street Harbor Park, a seasonal waterfront park that attracted multi-generational crowds with an innovative design, diverse programming, and an array of food and beverage options. Similar investment was made in the Blue Cross RiverRink, transforming the beloved ice skating rink into Winterfest during the colder months and opening it for the first time as a roller skating rink with midway attractions as Summerfest during the warmer months.

Delaware River Trail (the Trail): A key component of the Master Plan is the Delaware River Trail (DRT), which will ultimately run over five miles and connect key waterfront parks and destinations. The DRT consists of two off-road segments, one from Pier 70 Boulevard to Washington Avenue in the south, and one from Sugarhouse Casino to the Delaware Generating Station in the north. An on-road portion of trail will run from Washington Avenue to Spring Garden Street along the east side of Columbus Boulevard/Delaware Avenue. The entire trail will have separate pedestrian and bicycle facilities where possible, stormwater management features and plantings, and lighting, creating a world-class amenity for both recreation and transportation.



Conceptual Design of the Delaware River Trail

Enhanced Access and Connectivity: DRWC completed improvements to both Race Street and Spring Garden Street under its Connector Street Program. This program uses distinctive lighting and artistic features to transform a poorly lit I-95 underpass into a vibrant connection between the adjacent neighborhoods and the waterfront. Additional “Connector Street” projects are in design for Washington and Frankford Avenues. Together, these revitalized connections will extend the City street grid to the riverfront and create high quality pedestrian and bicycle access between adjacent neighborhoods and the waterfront.



Photo of the Spring Garden Connector Underpass Improvements

Cherry Street Pier: Late this summer, DRWC will open its latest public space on the waterfront, the innovative and multi-functional transformation of Municipal Pier 9 into Cherry Street Pier. Cherry Street Pier will be a mixed-use public space created to be a unique reflection of Philadelphia today – creative, flexible, and diverse. The Pier will be a market, workspace, venue, and park, enriched by creative programming made in cooperation with Philadelphia’s dynamic and growing arts community.



Illustrative Rendering of Cherry Street Pier

Appendix B includes an aerial showing the locations of these projects in relation to the Vine Street Lot.

OTHER PUBLIC AMENITIES

East Coast Greenway: The East Coast Greenway is a bikeway that runs from Maine to Florida, connecting urban centers. In Philadelphia, the East Coast Greenway runs south along the Delaware River until Spring Garden Street where it travels west to connect with the Schuylkill River and points south.

Spring Garden Street Greenway: The Spring Garden Street Greenway, spearheaded by the Pennsylvania Environmental Council, is a proposed set of improvements to Spring Garden Street, river to river, that will transform the street with new bike lanes and greenery to return the street to its original boulevard experience. The project is currently in design and will be constructed by the City as funding becomes

available.

RELEVANT PRIVATE DEVELOPMENT

New public investment, amenities and activity, coupled with steadily improving market conditions, is positioning the central Delaware River waterfront district for new investment and development. Recent and planned development projects include:

One Water Street: Opened in 2016, this 250-unit residential development by PMC is located directly adjacent to the Vine Street Lot. The building was fully leased within 8 months of opening.



Photo of One Water Street Residential Development

bridge: Located two blocks west of the Vine Street Lot at the corner of 2nd and Race Streets in Old City, this 180-unit apartment building opened in 2017 features ground floor retail, LEED Gold certification, a garden terrace and many other tenant amenities.



Photo of bridge Residential Development

Renaissance Plaza: Renaissance Plaza is a proposed 1400 unit residential development to be located on Columbus Boulevard at Callowhill Street. The development will be built in four phases over time as market conditions and developer financing permit and will include apartments and townhomes, with public open space and commercial uses facing Delaware Avenue. The project will be developed by Waterfront Renaissance Associates and has been approved by the Philadelphia City Planning Commission and is currently pursuing financing.

Philadelphia Piers at Penn’s Landing (Piers 12-24 North): In 2017 the New York real estate company the Durst Organization purchased approximately 5.3 acres of property which includes a number of pier structures and an active marina. Current businesses at the site include Dave & Busters, Hibachi Steakhouse, and the popular seasonal restaurant Morgan’s Pier. The restaurant features a yearly rotating chef, copious outdoor seating with waterfront views, and also showcases regular music programming from local and touring artists.



Photo of Morgan's Pier

FringeArts: In 2013, FringeArts acquired a former City pump house facility on Delaware Avenue at the base of the Ben Franklin Bridge and converted it into a popular entertainment venue and restaurant. The building includes a black box theater, office space, and a bi-level restaurant with a complementary outdoor terrace space, representing a total investment of approximately \$9.3 million dollars.

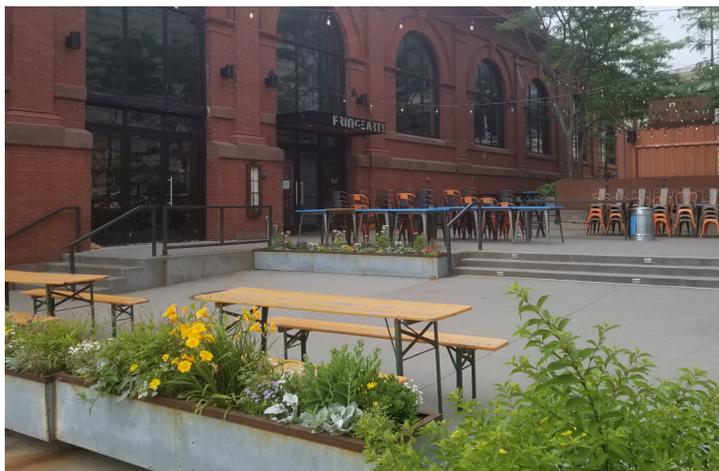


Photo of Fringe Arts

Festival Pier Development: At the base of Spring Garden Street on the Delaware River are a series

of piers which are currently used in the summer months as a LiveNation concert venue. DRWC owns the site, and is working with Haverford Properties and Jefferson Apartment Group on a development concept that would see approximately 550 residential units and 30,000 square feet of retail development.

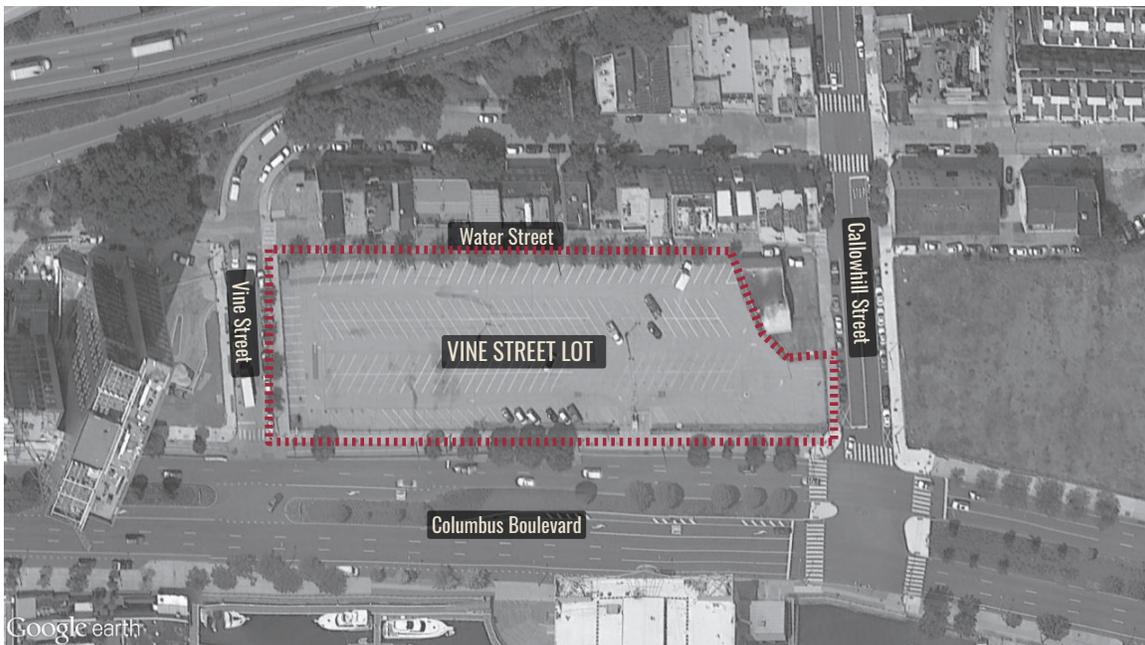
Appendix C shows the locations of private development in relation to the Vine Street Lot.

THE VINE STREET LOT DEVELOPMENT SITE

SITE DESCRIPTION

The Vine Street Lot consists of 1.6 acres of land bounded by Columbus Boulevard to the east, Vine Street to the South, Water Street to the West, and Callowhill Street to the North. Starting in the 17th Century, the site was home to numerous maritime uses and infrastructure including the West Shipyard, where James West or his descendants built and repaired ships from 1676 through the 18th century. In the 19th century the site was home to apartment buildings, a fruit warehouse, and a coal yard before becoming a railyard for the Pennsylvania Railroad in the early 20th century. In 1969 the site became a Hertz vehicle rental and fueling location. DRWC took ownership of the site in 1999, and has operated it as a lot for monthly and daily parking.

The site features approximately 480 linear feet of frontage along Columbus Boulevard.



Aerial of Vine Street Lot

SITE OWNERSHIP

The site is owned by DRWC, and DRWC will consider either a fee simple sale or a long-term ground lease for redevelopment with the selected developer.

ZONING & FLOODPLAIN REGULATIONS

The Vine Street Lot is zoned CMX-3, which is described in the zoning code as “community commercial and residential mixed use” and has an FAR of 500%. The Vine Street Lot is also within the Central Delaware Riverfront Overlay District (Section 14-507 of the Philadelphia Code), which establishes a development framework to foster the growth of a cohesive and vibrant mixed-use waterfront community that is in keeping with the Master Plan. The overlay governs several aspects of waterfront development, including a 100’ height limit with a menu of possible height bonuses, allowable uses, and open space requirements.

The Vine Street Lot is also subject to floodplain regulations established by FEMA and the City of Philadelphia through the Department of Licenses and Inspection.

Respondents are encouraged to review both the zoning code and floodplain regulations carefully when developing their proposals for the site.

MASS TRANSIT CONNECTIVITY

Just a short walk from the Vine Street Lot is SEPTA's Spring Garden Street Station, which provides rail access to Center City on the Market-Frankford line (MFL). This MFL station sees approximately 3,000 weekday boardings, with the capacity for more. The site is within a 5-7 minute commute to Center City and a 12 minute commute to University City, by rail. This is complemented by SEPTA bus service on the 25 and 43 bus routes which connect riders to Columbus Boulevard shopping centers, the River Wards neighborhoods, and West Philadelphia, creating a unique opportunity to position the Vine Street Lot as a transit-oriented development project. A map showing the transit lines and their routes can be found in Appendix D.

OTHER ACCESS

In addition to the site's excellent public transit access, the Vine Street Lot is also easily accessible from Center City via I-676/I-95/Columbus Boulevard, as well as from Spring Garden Street, a major east-west arterial street that extends across the heart of the City, from the Delaware River to the Schuylkill River. Access to South Philadelphia, the River Wards, and the Lower Northeast is provided by Delaware Avenue and I-95, while access to southern New Jersey is provided by the nearby Benjamin Franklin Bridge. The Vine Street Lot is within 12 miles of Philadelphia International Airport via I-95.

UTILITIES

Public utilities with sufficient capacity to support the full development of the site, including electric, gas, water, and sewer, are located within the roadbed of Columbus Boulevard. Any upgrades to existing utility services (both on and off the site) and any new connections to support development of the Site will be the sole responsibility of the selected development team.

ENVIRONMENTAL CONDITIONS

To DRWC's knowledge, there is no known environmental contamination on the site.

DEVELOPMENT OBJECTIVES

VISION AND PLANNING

In the Master Plan, the Vine Street Lot is considered part of the uplands of the Spring Garden area. While the parcel was not called out specifically, the Master Plan made recommendations for this area of the waterfront, including calling for the extension and maintenance of the intimately scaled and irregular street system. It also stated that residential development, small parks, and recreational facilities that are echo the scale and intent of the surrounding neighborhood would be appropriate for this area.

WATERFRONT DEVELOPMENT OBJECTIVES

In the Master Plan, DRWC outlined a number of principles which all development along the waterfront should strive to meet. They include the following objectives:

High-Quality Development: DRWC's early action projects, as detailed in Section 2, established a standard for creative, high-quality, artfully-designed amenities and infrastructure within the central Delaware River waterfront district. DRWC seeks a developer that is capable of integrating these high standards into a mixed-use project on the Vine Street Lot, to ensure consistency throughout the district and enhance the vitality and attractiveness of the district.

Integration of Compelling Public Spaces and Amenities: A key component of the Master Plan is the seamless integration of public spaces with attractive residential, retail, and commercial development. This integration is a key feature that DRWC seeks in the development of the Vine Street Lot. It is important that the open space within this development function as true public open space, accessible to all waterfront visitors.

Sustainability: DRWC is committed to incorporating sustainable development principles into all aspects of its work along the central Delaware River waterfront district. Accordingly, DRWC strongly encourages and will give additional consideration to teams that incorporate meaningful green elements, sustainable features, and LEED/LEED for Neighborhood Development (or other comparable sustainability rating systems) components into their development concepts for the site.

Mixed Income Housing Component: DRWC supports a vision of a waterfront that is accessible to a wide range of residents to create a true neighborhood that provides housing at a range of price points. As such, DRWC will also give additional consideration to teams that incorporate mixed income housing into the overall unit mix, regardless of whether or not it is needed for a height or FAR bonus.

VINE STREET LOT DEVELOPMENT OBJECTIVES

In addition to the general objectives for waterfront development described above, DRWC has specific goals for the Vine Street Lot based on the site's unique history and location. They include the following:

West Shipyard Archeological Dig & Interpretation: The Vine Street Lot is one of the most archaeologically significant sites in the City of Philadelphia. The subsurface resources contained at the site document shipbuilding and other waterfront activities from the late seventeenth century through

the middle of the nineteenth century. The unique subsurface resources will likely provide important historical information that is not available from any other source and that will be forever lost if they are not treated with special care.

Partial archeological investigations of the site occurred in 1987 and 2012 and DRWC expects that the selected developer will complete these efforts through an open and participatory process. Furthermore, the selected developer will be expected to expend all reasonable efforts to protect and preserve subsurface resources at the site during construction, and to include a permanent, meaningful, and publicly accessible interpretation of any discoveries on site.

Wood Street Steps: The Wood Street Steps, located between Water and Front Streets directly west of the Vine Street Lot, are one of the oldest relics of Philadelphia’s colonial era. Built at the instruction of William Penn, the steps were one of many that Penn mandated as public access-ways to the waterfront when the city was first built. While not part of the Vine Street Lot site, DRWC will encourage developers to consider the Wood Street Steps as part of their overall site plan for development, and to consider ways to create a visual and/or physical connection to them.

Columbus Boulevard Retail Edge: The Master Plan calls for a transformation of Columbus Boulevard/ Delaware Avenue into an urban boulevard that accommodates multiple modes of traffic (cars, bicyclists, pedestrians, and transit) in a safe and attractive way. As part of that goal, DRWC expects the selected developer of the Vine Street Lot to provide an active edge on Columbus Boulevard with ground floor uses that promote walkability and create destinations for residents and visitors.

Community Engagement: DRWC prioritizes communication with local residents and stakeholders in all of its planning and development projects in order to solicit input and build broad support. In keeping with that tradition, the selected developer will be expected to conduct a robust public engagement process as part of the planning and design of the site with the River’s Edge community and other key community stakeholders.

DEVELOPMENT REQUIREMENTS

DRWC may require recorded covenants for some or all of these and other development objectives as part of any agreement of sale that is entered into by the organization and a developer.

DEVELOPMENT INCENTIVES

TEN-YEAR REAL ESTATE TAX ABATEMENT PROGRAM:

The Vine Street Lot may be eligible for the City's 10-year real estate tax abatement program. Each development team must undertake their own due diligence to determine the applicability of this incentive to their proposed development program; DRWC makes no representations in this regard. Additional information on this program can be found at <http://www.phila.gov/ohcd/taxabate.htm>.

RFP AND SOLICITATION PROCESS

SUBMISSION REQUIREMENTS

Responses to this RFP must contain all of the elements detailed below to be considered complete. Incomplete responses may be disqualified at DRWC's discretion. DRWC reserves the right to request additional or clarifying information from respondents and to negotiate with one or more proposers at a time without negotiating with all proposers. Developers who fail to submit additional information requested may be disqualified. No responses will be accepted after the deadline.

Please note that DRWC is not requiring respondents to submit a comprehensive development plan or financing plan in response to this RFP.

Submissions should be organized as set forth below:

1. Letter of Authority & Purchase Price Proposal – A principal of the responding entity should sign a letter offering a specific purchase price for the property and documenting his or her authority to bind and represent the firm and/or team. The letter should also authorize one additional representative to act on behalf of the proposing team and include the names, title, mailing addresses, email addresses, telephone and fax numbers for each of these individuals.
2. Proposed Conceptual Development Plan – Provide a narrative description and basic graphic illustration of the conceptual development program. An illustrative site plan and at least one documentation of proposed massing will suffice; detailed drawings and renderings are not required at this time. The proposed concept should be compatible with the Site's unique waterfront location and the development goals outlined in this RFP. Submissions must note the zoning designation applicable to their proposed development program and any variances that will be required.
3. Proposed Development Team – Provide a detailed description of the proposed development team, including identification of the lead entity and all team members. Also provide a description of the development entity that would be expected to execute the project, including a description of the organization, corporation, partnership, business association, or joint venture that indicates the jurisdiction under whose laws the organization is formed or will be formed. The submission must include a copy of the certificate of incorporation, certificate of limited partnership, and other relevant organizational documents, if the organization has been formed.
4. Financial Capacity – Provide a detailed description of the financial capacity of the development team to complete the proposed development program. Current, audited financial statements of the principal participants in the development team should be included. A list of projects on which the respondent, its affiliates, subsidiaries or any members of its team has defaulted or declared bankruptcy is required.
5. Summary of Similar Projects and References – Principals of the selected development entity and lead design team must demonstrate significant experience in designing, financing, leasing, constructing, and managing similar projects. Include descriptions of at least three recent projects of similar scale that were successfully financed and constructed by the development team. Include at least three commercial or institutional credit references and a letter authorizing each credit reference to respond to inquiries from DRWC. Two of the three references should

be lending institutions from which the developer has obtained financing for previous projects of a similar size, cost, and scale as is being proposed. Include illustrative materials on projects successfully undertaken which are of similar size, complexity, and quality to the redevelopment of the Property. Such materials should include a description of the project and the developer's role in its execution. Describe sources of debt and equity capital utilized in previous projects. Provide names, email addresses, telephone numbers, mailing addresses, titles and responsibilities of references familiar with each project cited as well as explicit written authorization to contact these references.

6. Litigation/Judgments – The proposal must contain information regarding any litigation (pending or ongoing) that may affect the proposer's ability to successfully execute the proposed project for the Property.
7. Conflicts – Identify any past, current or anticipated contractual or financial relationship with DRWC, its respective staff or board members or any other contractual or financial relationship that may give rise to the appearance of a conflict of interest.
8. Experience and Strategy to Achieve Economic Opportunity Plan Goals – DRWC encourages the participation of Minority, Women and Disabled owned businesses as part of the response to this RFP. Proposals should include a statement regarding the respondent's willingness to include an Economic Opportunity Plan as part of an agreement of sale as well as the respondent's past experience working with and implementing similar plans.
9. Certificate of Non-Indebtedness – All responses submitted to this RFP must contain a fully executed Certificate of Non-Indebtedness to the City. A copy of this Certificate is attached as Appendix E to this RFP. Each firm or individual that is a member of the development entity must complete the Certificate of Non-Indebtedness. Submissions which do not contain this Certificate, or which fail to provide Certificates for each member of the development entity, may be disqualified at the sole discretion of DRWC.
10. Financial Disclosure Forms – All responses submitted in response to this RFP must contain a fully executed set of Campaign Contribution Disclosure Form for each firm or individual that is a member of the development entity. A copy of the forms is attached as Appendix F to this RFP.
11. Right To Know – Responses to this RFP, subsequent RFPs, and documents entered into by the selected developer may be subject to Pennsylvania's Right to Know Law ("RTKL"). Any "confidential proprietary information" (as defined under the RTKL) delivered to DRWC must be marked as such.

EVALUATION AND SELECTION CRITERIA

Responses to this RFP will be evaluated by a selection team assembled by DRWC, in its sole discretion. The selection team will evaluate all RFP responses in accordance with the following criteria, which are not listed in order of importance:

1. Quality and experience of the development team, specifically in designing, constructing, leasing, and managing multi-family residential and mixed-use projects of similar scope and scale to the development envisioned for the Vine Street Lot.
2. The quality of the proposed development concept, including proposed site layout, development

capacity, public spaces, amenities, and conceptual design.

3. Demonstrated capacity and experience of the development team in financing projects of similar scope and scale to the development envisioned for the Vine Street Lot.
4. Demonstrated ability of the development team to successfully execute the proposed development concept in a timely fashion.

Based on the criteria above, DRWC may conduct interviews with short-listed candidates before negotiating an agreement of sale with a selected developer. DRWC may also withdraw from this process at any time without interviewing, selecting, or negotiating with any respondent.

SUBMISSION DEADLINE

Submissions from development teams interested in being considered for acquisition and development of the Vine Street Lot are due at the offices of DRWC no later than 4:00 PM on Monday, August 20, 2018. Responses received after that deadline will not be considered.

All submissions must include an original and five (5) hard copies, as well as an electronic copy in PDF format.

All submissions should be addressed to:

Joseph Forkin, President
Delaware River Waterfront Corporation
121 North Columbus Boulevard
Philadelphia, PA 19106

If a submission contains misrepresentation of information, either willful or inadvertent, it may be cause for immediate elimination of the submission from further consideration.

QUESTIONS

Questions regarding this RFP must be submitted in writing to Lizzie Woods, Vice President for Planning and Capital Programs at lwoods@drwc.org no later than 5:00 PM on Wednesday, July 18, 2018. Telephone inquiries will not be accepted. All questions submitted to DRWC and DRWC's responses will be posted on DRWC's website no later than 5:00 PM on Wednesday, July 25. Questions submitted after the deadline will not receive a response.

COMMISSIONS AND FEES

DRWC will not pay any fees or commissions to parties acting as agents, brokers, consultants, or contractors as part of this transaction.

RESERVATION OF RIGHTS

The DRWC reserves and in its sole discretion may, but shall not be required to, exercise the following rights and options with respect to the proposal submission, evaluation and selection process under this RFP:

- A. To reject any proposals if, in the DRWC's sole discretion, the proposal is incomplete, the proposal is not responsive to the requirements of this RFP, the respondent does not meet the qualifications set forth in the RFP, or it is otherwise in the DRWC's best interest to do so;
- B. To supplement, amend, substitute or otherwise modify this RFP at any time prior to selection of one or more respondents for negotiation and to cancel this RFP with or without issuing another RFP;
- C. To accept or reject any or all of the items in any proposal if it is deemed in the DRWC's best interest to do so;
- D. To reject the proposal of any respondent that, in the DRWC's sole judgment, has been delinquent or unfaithful in the performance of any contract with the DRWC or with others, is financially or technically incapable of delivering the Vine Street Lot or is otherwise not a responsible respondent;
- E. To reject as informal, non-responsive, or otherwise non-compliant with the requirements of this RFP any proposal which, in the DRWC's sole judgment, is incomplete, is not in conformity with applicable law, is conditioned in any way that is unacceptable to the DRWC, deviates from this RFP and its requirements, or contains erasures, ambiguities, or alterations;
- F. To waive any informality, defect, non-responsiveness and/or deviation from this RFP and its requirements that is not, in the DRWC's sole judgment, material to the proposal;
- G. To permit or reject in the DRWC's sole discretion, amendments (including information inadvertently omitted), modifications, alterations and/or corrections of proposals by some or all of the respondents following proposal submission;
- H. To request that some or all of the respondents modify proposals based upon the DRWC's review and evaluation;
- I. To request additional or clarifying information or more detailed information from any respondent at any time, before or after proposal submission, including information inadvertently omitted by the respondent; To conduct such investigations with respect to the financial, technical, and other qualifications of each respondent as the DRWC, in its sole discretion, deems necessary or appropriate; and
- J. To inspect and otherwise investigate projects performed by the respondent, whether or not referenced in the proposal, with or without the consent of or notice to the respondent;
- K. To conduct such investigations with respect to the financial, technical, and other qualifications of each respondent as the DRWC, in its sole discretion, deems necessary or appropriate; and
- L. To waive and/or amend any of the factors identified in the RFP as pertaining to the respondent's qualifications.

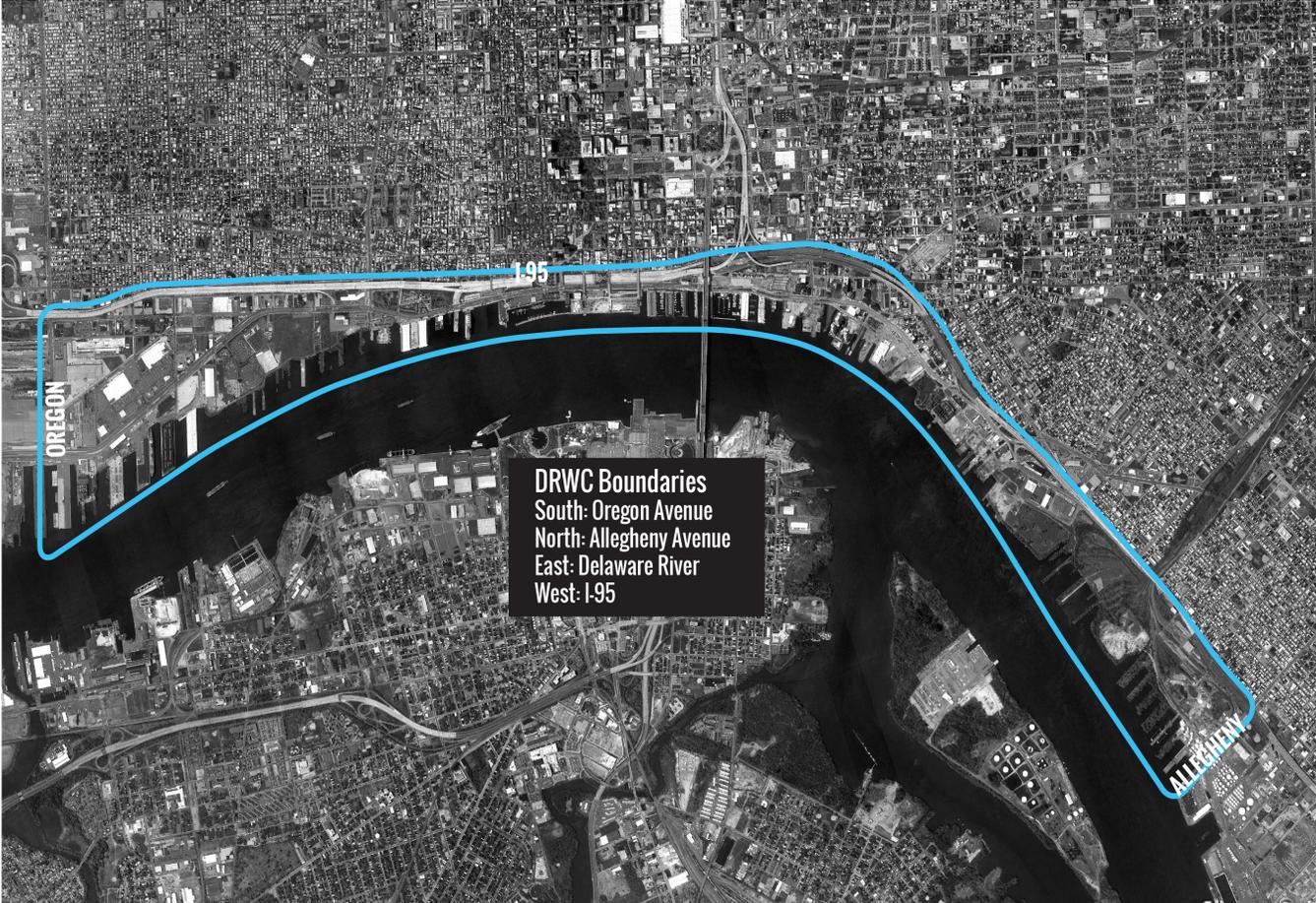
Furthermore,

- A. Nothing in this document shall be construed as creating or offering the creation of a joint venture, partnership or other legal arrangement between DRWC and any other parties. This RFP is not a legally binding document, but an invitation to submit proposals on the terms and conditions described in this RFP. DRWC shall not be under any obligation to a proposer unless and until DRWC and such proposer enter into a definitive agreement of sale for the Vine Street Lot, subject to the terms and conditions therein.
- B. DRWC reserves the right to select or reject any and all proposals, may negotiate separately with competing bidders and is under no obligation to discuss this opportunity further with any party.
- C. DRWC shall not be liable for any costs incurred by any party in the course of investigating this opportunity or responding to this RFP.
- D. DRWC shall not be responsible for brokerage fees, transfer taxes or fees, or any other costs or expenses incurred in connection with the sale of the Vine Street Lot.
- E. News releases and media contacts regarding the Vine Street Lot and the contemplated transaction will be made by DRWC only, unless DRWC directs otherwise in specific instances.
- F. The information in this RFP is provided for background purposes only. While every effort has been made to ensure the accuracy of the information contained in this RFP, it is not, and shall not be construed to be or constitute, a representation, warranty or guaranty by DRWC regarding the content, completeness, or accuracy of such information, or the qualifications or expertise of the individual(s) or firm(s) providing or preparing such information. Each proposer shall rely solely on its own inspection, investigation, confirmation and analysis of the Vine Street Lot and any other information that such proposer deems necessary or prudent in evaluating and analyzing the proposed development of the Vine Street Lot.

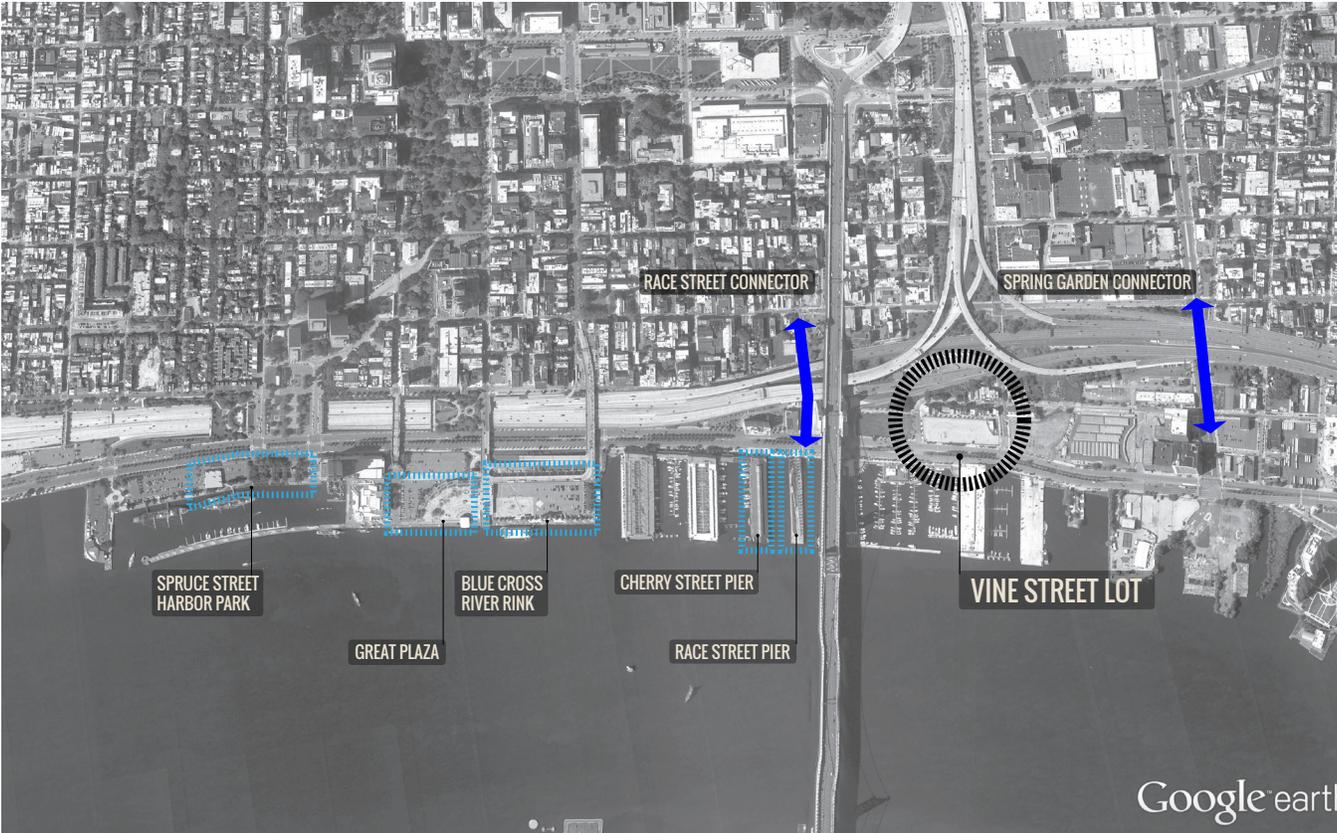
APPENDICES

- A. Delaware River Waterfront Corporation boundaries.
- B. Nearby DRWC Public Realm Projects
- C. Spring Garden Greenway + East Coast Greenway
- D. Nearby Private Development
- E. Transit Connectivity
- F. Certificate of Non-Indebtedness
- G. Financial Disclosure Form

APPENDIX A: DELAWARE RIVER WATERFRONT CORPORATION PLANNING BOUNDARIES



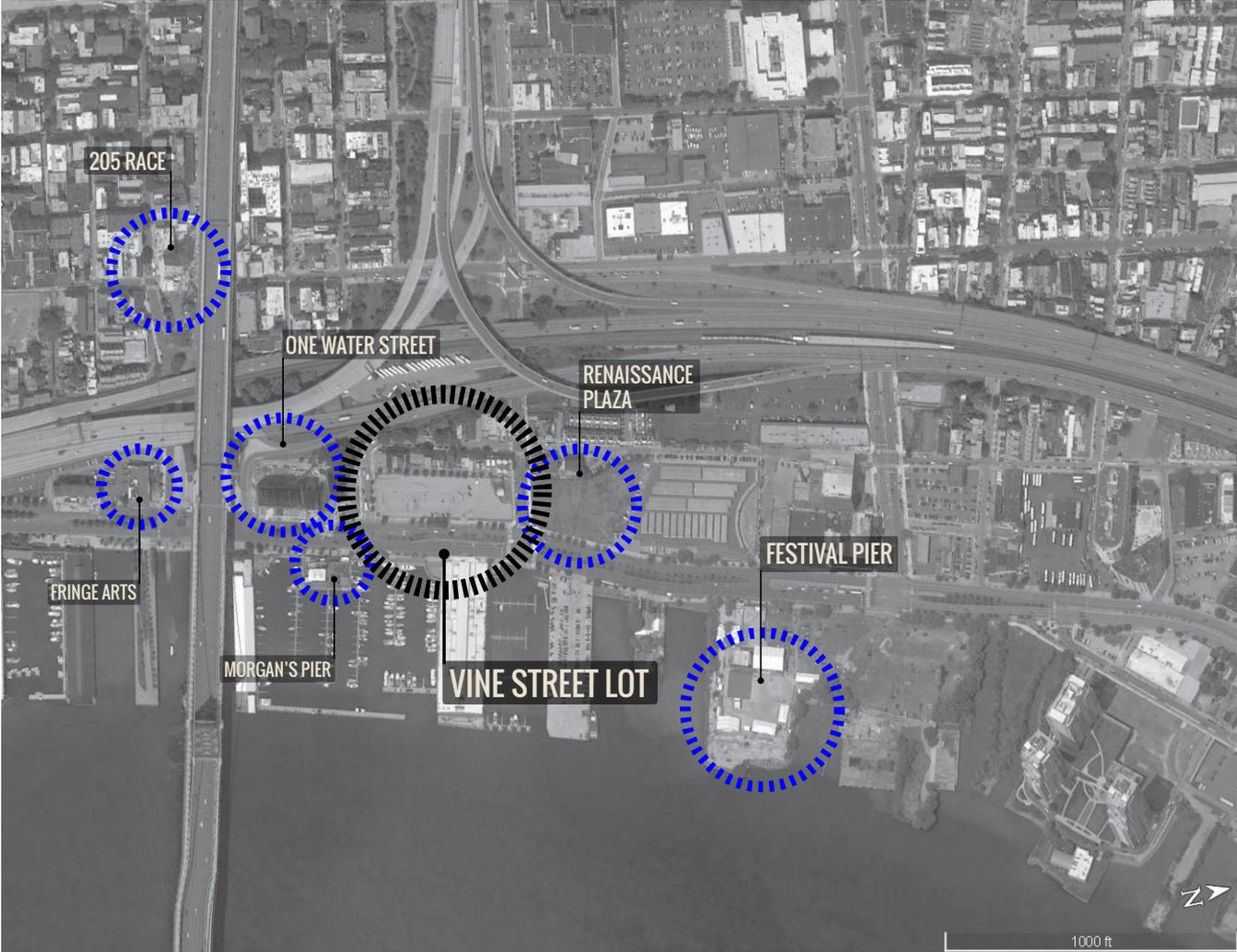
APPENDIX B: NEARBY DRWC PUBLIC REALM IMPROVEMENT PROJECTS



APPENDIX C: SPRING GARDEN GREENWAY + EAST COAST GREENWAY



APPENDIX D: NEARBY PRIVATE DEVELOPMENT PROJECTS



APPENDIX E: TRANSIT CONNECTIVITY TO SITE



APPENDIX F: CERTIFICATE OF NON-INDEBTEDNESS

CERTIFICATE OF NON-INDEBTEDNESS TO THE CITY OF PHILADELPHIA, DELAWARE RIVER WATERFRONT CORPORATION

The individual or firm listed below hereby certifies and represents to the City of Philadelphia and Delaware River Waterfront Corporation (“DRWC”) that the individual or firm, or the firm’s parent company and subsidiary are not currently indebted to the City or DRWC, nor will be indebted to the City or DRWC for or on account of any delinquent taxes (including, but not limited to taxes collected by the City on behalf of the School District of Philadelphia), lines, judgments, fees or other debts for which no written agreement or payment plan satisfactory to the City and DRWC has been established. In addition to any other rights or remedies available at law or in equity, individual or firm acknowledges that any breach of or failure to confirm to this certification may, at the option and direction of DRWC, result in disqualification from further consideration of the attached RFP.

Name of Individual or Development Firm

By: _____
Authorized Signatory

Title: _____
President or Vice President

Attest: _____
Secretary or Treasurer

Print Name

APPENDIX G: FINANCIAL DISCLOSURE FORM

Disclosure Forms

Directions:

1. Please read the following information regarding the completion of these disclosure forms. Please review the definitions prior to completing any form.
2. Date and initial the top of each form after you have completed it and sign the form on the last page.
3. NOTE: There are two different types of campaign contribution disclosure forms: one for those who are applying as individuals and one for those applying as businesses. Only fill out one type of form. (If you have used a consultant with respect to applying for this non-competitively bid contract you will have to fill out a campaign contribution disclosure form for them as well.)

Getting Started

There are five sets of disclosure forms enclosed in this packet. You must provide information for each disclosure form. The information you must disclose includes:

1. Any contributions (defined as a provision of money, in-kind assistance, discounts, forbearance or any other valuable thing) made during the two years prior to the application deadline for this non-competitively bid contract opportunity;
2. The name of any consultant(s) you used to help in obtaining the non-competitively bid contract and any campaign contributions they have made during the two years prior to the application deadline;
3. Any subcontractors you are planning to use if awarded this contract;
4. Whether a City of Philadelphia or Delaware River Waterfront Corporation employee or official asked you to give money, services, or any other thing of value to any individual or entity; and
5. Whether a City of Philadelphia or Delaware River Waterfront Corporation employee or official gave you any advice on how to satisfy any minority, women, disabled or disadvantaged business participation goals.

More information on Disclosing Campaign Contributions

Applicants for contract opportunities must disclose any contributions they made to:

- A candidate for nomination or election in any public office in the Commonwealth of Pennsylvania
- An incumbent in any public office in the Commonwealth of Pennsylvania
- A political committee or state party in the Commonwealth of Pennsylvania
- A group, committee, or association organized in support of any candidate, office holder, political committee or state party in the Commonwealth of Pennsylvania

Attribution Rules. In addition to disclosing contributions made directly by the applicant, the applicant will be asked to supply information on other types of contributions. The campaign contribution disclosure forms will include questions that specifically ask for information on these other types of contributions. These contributions will be attributed to the individual or business and will be used to determine the applicant's eligibility to be awarded a contract.

Businesses (i.e. corporation, limited liability company, partnership association, joint venture, or any other legal entity) have to disclose contributions made by the following:

- Applicant business

- Parent, subsidiary, or otherwise affiliated entity of the applicant business (“affiliate”)
- An individual or business that is then reimbursed by the applicant business or affiliate
- Officers, directors, controlling shareholders, or partners of the for-profit applicant business or for-profit affiliate
- Political action committee controlled by applicant business or affiliate
- Political action committee controlled by officer, director, controlling shareholder, or partner of the for-profit applicant business or for-profit affiliate

Individuals have to disclose contributions made by the following:

- Applicant individual
- Member of individual’s immediate family (i.e., spouse, life partner, or dependent child living at home), when contributions are in excess of \$2600

In addition to direct contributions to candidates, incumbents, or political committees in the Commonwealth of Pennsylvania, applicants are also required to disclose:

1. Contributions not directly given to a candidate, incumbent, or political committee but made with the intent that the contribution will benefit the candidate, incumbent, or political committee;
2. Solicitation of contributions on behalf of a candidate, incumbent, or political committee, including the hosting of or solicitation at fundraising events (required to disclose details regarding the date of event and amount raised); and
3. Contributions not made directly by the individual/business to a candidate, incumbent, or political committee but furnished by the individual / business (as an “intermediary”).

Eligibility Restrictions

If an individual makes contributions totaling over \$2,600 in one calendar year to a candidate for City elective office or to an incumbent, the individual is not eligible to receive a non-competitively bid contract during that candidate’s or incumbent’s term of office.

If a business makes contributions totaling over \$10,600 in one calendar year to a candidate for City elective office or to an incumbent, the business is not eligible to receive a non-competitively bid contract during that candidate’s or incumbent’s term of office.

Although individuals and businesses have to disclose campaign contributions made during the two years prior to the deadline for completing these forms, the eligibility restrictions take into consideration only those contributions made on or after January 1, 2006.

→ **Note on Eligibility:** If a candidate for any City elective office contributes \$250,000 or more from his or her personal resources to his or her campaign, then the eligibility thresholds for individuals and businesses shall double with respect to contributions to all candidates for that same elective office (i.e. \$5,200 for individuals and \$21,200 for businesses).

Definitions

Affiliate	A parent, subsidiary, or otherwise affiliated entity of a business
Applicant	An individual or business who has filed an application to be awarded a non-competitively bid contract
Business	A corporation, limited liability company, partnership, association, joint venture or any other legal entity (including non-profit organizations) that is not an Individual
Candidate	Any individual who seeks nomination or election to public office, other than a judge of elections or inspector of elections, whether or not such individual is nominated or elected. An individual shall be deemed to be seeking nomination or election to such office if he or she has (1) received a contribution or made an expenditure or has given his consent for any other person or committee to receive a contribution or make an expenditure, for the purpose of influencing his or her nomination or election to such office, whether or not the individual has made known the specific office for which he or she will seek nomination or election at the time the contribution is received or the expenditure is made; or (2) taken the action necessary under the laws of the Commonwealth of Pennsylvania to qualify himself or herself for nomination or election to such office.
Consultant	A person used by an applicant to assist in obtaining a non-competitively bid contract through direct or indirect communication by such individual or business with any City agency or City officer or employee or any Delaware River Waterfront Corporation officer or employee, if the communication is undertaken by such individual or business in exchange for, or with the understanding of receiving, payment from the applicant; provided, however, that "Consultant" shall not include a full-time employee of the applicant.
Contributions	The provision of money, in-kind assistance, discounts, forbearance or any other valuable thing, during the two years prior to the deadline for the filing of the application for the contract opportunity, to any of the following: <ul style="list-style-type: none"> - a candidate for nomination or election to any public office in the Commonwealth of Pennsylvania; - an incumbent in any public office in the Commonwealth; - a political committee or state party in the Commonwealth; or - a group, committee or association organized in support of any candidate, office holder, political committee or state party in the Commonwealth.
Immediate family	A spouse or life partner residing in the individual's household or minor dependent children
Incumbent	An individual who holds elective office
Intermediary	A person, who, other than in the regular course of business as a postal, delivery or messenger service, delivers a contribution from another individual or business to the recipient of such contribution
Non-Competitively Bid Contract	A contract for the purchase of goods or services to which the City or City Agency is a party that is not subject to the lowest responsible bidder requirements of Section 8-200 of the Home Rule Charter, including, but not limited to, a Professional Services Contract, and any renewal of such a contract (other than a renewal term pursuant to an option to renew contained in an executed contract)
Person	An individual, corporation, limited liability company, partnership, association, joint venture, or any other legal entity
Political committee	Any committee, club, association or other group of persons which receives money or makes expenditures for purposes of influencing any election
Professional Services Contract	A contract to which the City or a City Agency is a party that is not subject to the lowest competitive bidding requirements of Section 8-200 of the Home Rule Charter because it involves the rendition of professional services, including any renewal of such a contract (other than a renewal term pursuant to an option to renew contained in an executed contract)

Solicit a Contribution	Requesting or suggesting that a person make a contribution. The sponsoring or hosting of a fundraising event is considered soliciting a contribution from the attendees of the event. Any contributions raised at such event are counted as a contribution made by the host of the event.
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If Applying as an Individual:
Campaign Contribution Disclosure Form

Please read through the directions and definitions before filling out this disclosure form to make sure that each question is answered appropriately and thoroughly. Note that you must provide information for the two years prior to the application deadline.

	Yes	No
Have you made any contributions?		
Have you solicited or served as an intermediary for any contributions?		
Has a member of your immediate family made any contributions over and above \$2,600?		
Has a member of your immediate family solicited or served as an intermediary for contributions over and above \$2,600?		
<i>Check here to certify that no contributions were made.</i>		

Additional information on every contribution must be disclosed.
Please use the table provided on the next page.

If Applying as a Business:
Campaign Contribution Disclosure Form

Please read through the directions and definitions before filling out this disclosure form to make sure that each question is answered appropriately and thoroughly. Where “non-profit” is an option, indicate whether the business is a non-profit; non-profits are not required to disclose contribution information on these questions. Note that you must provide information for the two years prior to the application deadline.

	Yes	No	Non-Profit
Has the business made any contributions?			
Has the business solicited or served as an intermediary for any contributions?			
Has an officer, director, controlling shareholder, or partner of the business made any contributions? See note below.			
Has an officer, director, controlling shareholder, or partner of the business solicited or served as an intermediary for any contributions? See note below.			
Has an affiliate of the business made any contributions?			
Has an affiliate of the business solicited or served as an intermediary for any contributions?			
Has an officer, director, controlling shareholder, or partner of a for-profit affiliate of the business made any contributions? See note below.			
Has an officer, director, controlling shareholder, or partner of a for-profit affiliate of the business solicited or served as an intermediary for any contributions? See note below.			
Has the business or an affiliate of the business reimbursed another individual or business for a contribution that the individual or business has made?			
Has an officer, director, controlling shareholder, or partner of a for-profit business, or of a for-profit affiliate of the business, reimbursed another individual or business for a contribution that the individual or business has made?			
Has a political committee controlled by the business or by an affiliate of the business made any contributions?			
Has a political committee controlled by an officer, director, controlling shareholder, or partner of the for-profit business, or of a for-profit affiliate of the business, made any contributions?			
<i>Check here to certify that no contributions were made.</i>			

Note: Applicants must disclose all contributions to candidates or incumbents which are attributed to an immediate family member of an officer, director, controlling shareholder or partner of the for-profit Applicant or the for-profit affiliate of the Applicant. Please disclose the full amount of the contribution, although only the amount above \$2600 will be attributed to the officer, director, controlling shareholder or partner (and, by extension, the Applicant business).

Additional information on every contribution must be disclosed.
Please use the table provided on the next page.

Use of Consultant Disclosure Form

Please list all consultant(s) used in the year prior to the application deadline for this contract opportunity and the corresponding information for that consultant in the space provided below.

Please note that a Consultant, for the purposes of the required disclosures, is defined as an individual or business used by an applicant or contractor to assist in obtaining a non-competitively bid contract through direct or indirect communication by such individual or business with a City agency or City employee or official or Delaware River Waterfront Corporation or any Delaware River Waterfront Corporation officer or employee, if the communications is undertaken in exchange for, or with the understanding of receiving, payment from the applicant or contractor or any other individual or business (however, "Consultant" shall not include a full-time employee of the Applicant or Contractor).

Check here to certify that no consultant(s) was used in the year prior to the application deadline for this contract opportunity.	
Consultant Name Address 1 Address 2 City, State, Zip Phone Amount Paid or to be Paid	
Consultant Name Address 1 Address 2 City, State, Zip Phone Amount Paid or to be Paid	
Consultant Name Address 1 Address 2 City, State, Zip Phone Amount Paid or to be Paid	
Consultant Name Address 1 Address 2 City, State, Zip Phone Amount Paid or to be Paid	

Consultant: Individual Campaign Contribution Disclosure Form

Use this form if the Consultant used is an Individual. Please read through the directions and definitions before filling out this disclosure form to make sure that each question is answered appropriately and thoroughly. Note that you must provide information for the two years prior to the application deadline.

	Yes	No
Has the Consultant made any contributions?		
Has the Consultant solicited or served as an intermediary for any contributions?		
Has a member of the Consultant's immediate family made any contributions over and above \$2,600?		
Has a member of the Consultant's immediate family solicited or served as an intermediary for contributions over and above \$2,600?		
<i>Check here to certify that no contributions were made.</i>		

Additional information on every contribution must be disclosed.
Please use the table provided on the next page.

Consultant: Business Campaign Contribution Disclosure Form

Use this form if the Consultant used is a Business. Please read through the directions and definitions before filling out this disclosure form to make sure that each question is answered appropriately and thoroughly. Where “non-profit” is an option, indicate whether the business is a non-profit; non-profits are not required to disclose contribution information on these questions. Note that you must provide information for the two years prior to the application deadline.

	Yes	No	Non-Profit
Has the Consultant business made any contributions?			
Has the Consultant business solicited or served as an intermediary for any contributions?			
Has an officer, director, controlling shareholder, or partner of the Consultant business made any contributions? See note below.			
Has an officer, director, controlling shareholder, or partner of the Consultant business solicited or served as an intermediary for any contributions? See note below.			
Has an affiliate of the Consultant business made any contributions?			
Has an affiliate of the Consultant business solicited or served as an intermediary for any contributions?			
Has an officer, director, controlling shareholder, or partner of a for-profit affiliate of the Consultant business made any contributions? See note below.			
Has an officer, director, controlling shareholder, or partner of a for-profit affiliate of the Consultant business solicited or served as an intermediary for any contributions? See note below.			
Has the Consultant business or an affiliate of the business reimbursed another individual or business for a contribution that the individual or business has made?			
Has an officer, director, controlling shareholder, or partner of the for-profit Consultant business, or of a for-profit affiliate of the Consultant business, reimbursed another individual or business for a contribution that the individual or business has made?			
Has a political committee controlled by the Consultant business or by an affiliate of the business made any contributions?			
Has a political committee controlled by an officer, director, controlling shareholder, or partner of the for-profit Consultant business, or of a for-profit affiliate of the Consultant business, made any contributions?			
<i>Check here to certify that no contributions were made.</i>			

Note: Consultants must disclose all contributions to candidates or incumbents which are attributed to an immediate family member of an officer, director, controlling shareholder or partner of the for-profit Consultant or the for-profit affiliate of the Consultant. Please disclose the full amount of the contribution, although only the amount above \$2500 will be attributed to the officer, director, controlling shareholder or partner (and, by extension, the Consultant business).

Additional information on every contribution must be disclosed.
Please use the table provided on the next page.

Use of Subcontractor Disclosure Form

Please list all subcontractor(s) you are planning to use if awarded this non-competitively bid contract by filling out the appropriate information in the space provided below.

Check here to certify that no subcontractor(s) are to be used.	
Subcontractor Name	
Address 1	
Address 2	
City, State, Zip	
Phone	
Amount Paid or to be Paid, or	
Percentage to be Paid	
Subcontractor Name	
Address 1	
Address 2	
City, State, Zip	
Phone	
Amount Paid or to be Paid, or	
Percentage to be Paid	
Subcontractor Name	
Address 1	
Address 2	
City, State, Zip	
Phone	
Amount Paid or to be Paid, or	
Percentage to be Paid	
Subcontractor Name	
Address 1	
Address 2	
City, State, Zip	
Phone	
Amount Paid or to be Paid, or	
Percentage to be Paid	

Employee Request Disclosure Form

Please list any City of Philadelphia or Delaware River Waterfront Corporation employees or officers who have asked you (the Applicant), any officer director, or management employee of the Applicant, or any person representing the Applicant to give money, services, or any other thing of value (other than contributions as defined above) during the two years prior to the application deadline for this contract opportunity.

Check here to certify that no City of Philadelphia or Delaware River Waterfront Corporation employees or officers who have asked you (the Applicant), any officer director, or management employee of the Applicant, or any person representing the Applicant to give money, services, or any other thing of value (other than contributions as defined above) during the two years prior to the application deadline for this contract opportunity.	
Name of Employee/Officer Title Money Services, or Thing of Value Requested Money, Services, or Thing of Value Given (If none, write "none") Date Requested Date of Payment	
Name of Employee/Officer Title Money Services, or Thing of Value Requested Money, Services, or Thing of Value Given (If none, write "none") Date Requested Date of Payment	
Name of Employee/Officer Title Money Services, or Thing of Value Requested Money, Services, or Thing of Value Given (If none, write "none") Date Requested Date of Payment	

Employee Participation Advice Disclosure Form

Please list any City of Philadelphia or Delaware River Waterfront Corporation employees or officers who gave you (the Applicant), any officer director, or management employee of the Applicant, or any person representing the Applicant advice that a particular individual or business could be used by the Applicant to satisfy any goals established in the contract for the participation of minority, women, disabled, or disadvantaged business enterprises during the two years prior to the application deadline for this contract opportunity.

Check here to certify that no City of Philadelphia or Delaware River Waterfront Corporation employees or officers gave you (the Applicant), any officer director, or management employee of the Applicant, or any person representing the Applicant advice that a particular individual or business could be used by the Applicant to satisfy any goals established in the contract for the participation of minority, women, disabled, or disadvantaged business enterprises during the two years prior to the application deadline for this contract opportunity.	
Name of Employee/Officer Title Date of Advice Individual or Business Recommended to Satisfy Participation Goals	
Name of Employee/Officer Title Date of Advice Individual or Business Recommended to Satisfy Participation Goals	
Name of Employee/Officer Title Date of Advice Individual or Business Recommended to Satisfy Participation Goals	
Name of Employee/Officer Title Date of Advice Individual or Business Recommended to Satisfy Participation Goals	

Signature Page

In order for the submission of these disclosure forms to be considered valid, they must be properly signed below by the respondent. Disclosure forms **that are not signed will be rejected**. By signing your name and title in the signature space below, you, as the applicant, signify your intent to sign these disclosure forms. The signatory hereby declares and certifies themselves to be the applicant, declares and certifies that they are properly authorized to execute these disclosure forms, and represents and covenants that all of the information and disclosures provided to the best of their knowledge are true and contain no material misstatements or omissions. Breach of such representation and covenant may render any subsequent contract voidable, and entitle Delaware River Waterfront Corporation to all rights and remedies provided by law or equity.

If these disclosure forms are being submitted by an INDIVIDUAL, PARTNERSHIP, LIMITED LIABILITY COMPANY OR MANAGED LIMITED LIABILITY COMPANY, sign the forms here:

Signature	Date
Name	Title

If these disclosure forms are being submitted by a CORPORATION, sign the forms here, with signatures by (a) President or Vice-President of the corporation AND (b) Secretary, Assistant Secretary, Treasurer or Assistant Treasurer of the corporation. If the disclosure forms are not signed by the above mentioned, you hereby certify that you are authorized pursuant to a certified corporate resolution to sign in place of such officers.

Signature	Date
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Name	Title
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Signature	Date
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Name	Title
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