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Welcome to Phoenix

This is *The Phoenix Project RPG*, a completely free, superhero expansion pack for d20 Modern. These rules layer on top of Modern with relatively few changes. If you know how to play *Modern* or *D&D 3.X*, then you can play this game with relative ease.

The site is separated into pages that more or less represent chapters in a book. The first seven of them—Character Creation, Ads and Comps, Classes, Skills, Feats, Powers, and Gear—provide all the information you need to make a character. They're in order of how fundamental they are to your character. Ability scores are the most basic stats you have, on top of which go skills, for example. The last three pages—Combat, GMing, and the Appendices—segue from game rules for everyone (Combat) to specific guidelines and tools for running the game (GMing and Appendices).

That being said, don't ever think of Phoenix as something that you have to read end to end in strict, linear order. It's a game, not homework. The whole point of arranging this information on a website is so that you can consult it, access it like a manual, so in addition to pages, the rules are also organized by "tags," which are key words that appear in the individual entries on the site. You can see the tags displayed in a cloud in the right-hand menu.

The difference between the two is that pages are strictly hierarchical and tags are messy and horizontal. If you want to know everything that goes under "combat," then look at the combat page. If you want to know every entry on the site that mentions the Stealth skill, then click "stealth" in the tag cloud, and a dozen posts will appear.

For a more detailed overview of the game, read our [Q&A](#) page.

Contributors

There are many, many people who have contributed to this game over the years, including: the original *Deeds Not Words* discussion forum, the *Phoenix Project* forum on Yahoo!, and then later *d20 Modern Unlimited* (created by Marc Caron, mon ami Québécois) and *The D20 Modern Database*, and finally, my playtesters on *Mythweavers*. In addition to those groups, the following people have contributed specific elements:

- Andrew Day
- Charlie Dunn
- David Tsang
- Dennis Jensen
- Dustin Carroll
- Elizabeth Gusnoski
- Jay Garcia
- Jonathan Wong
- Marc Caron
- Samantha Hjalmarson
- Scott Sharplin

Q&A

What is This Site?

This site houses *The Phoenix Project RPG*, a *d20 Modern* expansion pack for superhero role-playing. It assumes you have access to those rules and already understand them.

How is this Site Organized?

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Every post has a category that corresponds to the menus (above), which themselves are analogous to chapters in a linear book. However, RPG manuals aren't linear. Rarely will you sit down and read one from cover to cover. Therefore, the primary method by which this site is organized is tags. Tags refer to the content or subject of a post, so if you're looking for all posts related to, for example, Sneak Attacks, you can view them all at once. You can think of categories as vertical and tags and horizontal, or if you like, hierarchical and associative.

Who Made This Site?

There once was a game called *Deeds Not Words* created by Scott Lynch, but his growing career as a novelist drew him away from it. He left the game to the discussion forum that had by then grown up around it. Two members of that group, Jayson Stevens and Orion Ussner Kidder, took the lead in creating a second edition, which Jayson called "Phoenix" because it was rising from the ashes of *DNW*. That name stuck. Jayson was also drawn away from the game, unfortunately, which left Orion with the project. He decided to take what we had and make an expansion pack for *d20 Modern* rather than a standalone game. Many others have contributed to this book and the rules herein, ether through conversation or play-testing. There are too many to list here. See the "Contributors" list in the Appendix.

As a result of all of this, the game is a living ruleset that grows and develops as we get feedback from people who've played it. What that means is that if you find something that doesn't work, something that isn't properly balanced, or a loophole of some kind, we'd like to hear about it. Play the hell out of the game and then [email us](#) and explain what you found and how you'd recommend we fix it. We'll compile a list of such suggestions, complaints, and proposed changes and incorporate them into future iterations of the game. If you want to speak directly to the primary creator, Orion Ussner Kidder, you can join the discussion in the Out Of Character thread at [MythWeavers](#).

Who Owns This Site?

First, the majority of material on this site technically belongs to Wizards of the Coast through the Open-Gaming License, but we have placed the remainder of the content under a [Creative Commons \(CC\)](#) license instead of a Copyright. CC licenses allow creators to decide how much of the content is in the public domain and what end users/readers can do with it. We have decided that you can freely use, distribute, copy, and disseminate this document, and you can freely derive new creative works from it, with the following three stipulations:

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- **Non-Commercial (NC):** You cannot charge money.
- **Share Alike (SA):** Any derivative work automatically takes on these same stipulations (i.e., BY-NC-SA).

This combination means that Phoenix is and always will be free to use and distribute.

How do these rules work?

Phoenix is an expansion pack; it runs on top of standard d20 rules, which are freely available as [System Reference Documents \(SRDs\)](#), so you should always go by *Phoenix* rules first, and if anything seems missing, check *Modern*. However, if you encounter a contradiction between *Modern* and *D&D v3.5*, go with *D&D* because it is the most polished version of d20 (*Pathfinder* notwithstanding).

What is on this Site?

This site offers four things over-and-above regular d20 rules. First, it has thirteen new [classes](#) that are tailor-made for pulp and superhero adventures. Second, it has a vastly expanded selection of [feats](#), so that you can play a superhero without powers if you so desire. Third, it has dozens and dozens of [superpowers](#). Finally, it has a whole schvack of new rules designed to take into account the superhero genre and its elevated power level.

How is *Phoenix* Different?

To account for the great variety that the superhero genre requires, *Phoenix* uses a point-based system to buy powers and feats. These are called [character points](#) (or CPs). Also, this game has, in addition to skills, feats, and powers, a whole other way to

add flavour to your characters called [advantages and complications](#).

To use your powers, you often have to expend a little bit of energy, which takes the form of [Power Points](#) (PPs). Powers also have [origins](#), in-game explanations for how they manifest, and they include things like mutant physiology or fantastic technology.

Character classes in *Phoenix* are built on the *D&D* model ("core" classes), not the *d20 Modern* model ("base" classes), which means that they proceed from 1st to 20th level. They are also divorced, as much as possible, from powers and instead represent superhero and pulp-fantasy archetypes such as the [wealthy playboy](#), the [street scrapper](#), or the [loyal sidekick](#). That's why you can buy [magic](#), [psionics](#), and [supertech](#) as powers, and the actual [F/X classes](#) are optional.

In order to replicate the feel of comics in which many characters routinely ignore bullets and other small, conventional weapons, the most expedient game mechanic is to give them enough DR that they can ignore those kinds of attacks. Therefore, [DR is cheap](#) compared to other d20 games.

Any attack using a weapon that has an origin, including your body, is [super](#), an inherent quality that is similar to "magical" under standard *d20* rules. Any ability score of 25 or higher is also super. Whereas in standard d20, DR is vulnerable to energy and magic, in *Phoenix*, it's also vulnerable to super attacks only, which includes magic.

Finally, there are several [styles of play](#) for this game, and they reflect different eras and sub-genres of superhero comics. The styles contain few hard-and-fast rules; they are meant as a guide to storytelling and game-play in this system.

You Spell Things Weird

Yes. Yes, I do. This site was produced in Canada, so it follows Canadian spelling standards, with words like "[defence](#)" and "[armour](#)." We promise that you'll get used to it. We also provide, as much as possible, metric conversions for imperial measurements so that you can set the game outside of the US.

To-Do List

13 Feb 2014

- add boats and planes to [Generic Vehicles](#)

6 March 2014

- start upgrading *all* the feats (mwa ha ha ha ha haaaa)

5 April 2014

- from Quixotico:
 - "For the Force Field power, what about adding a limitation that made a certain energy type bypass the field, or do double damage for the purpose of overcoming its DC?"
 - "Also, what about an enhancement for Damaging Bubble that, when Damaging Bubble is active, gives the force field a certain amount of energy resistance? Same type of energy it deals of course. Maybe an amount based on the number of ranks of Damaging Bubble."

18 April 2014

- add Burrow/Tunnel power

20 July 2014

- alter skills, feats, and combat rules to match Pathfinder rules (excluding/changing things as I see fit)

Change Log

10 December 2015

- [Esoteric Item](#):
 - added links to weapon/armour enhancements

20 June 2015

- [Telekinesis](#): denerfed
 - reduced price of Str and Dex to 1CP/+2 (i.e., doubled)
 - allowed extended range to increase Range Increment
 - added "Sense Substances" enhancement (also includes ferrous)
- [Super Vehicle](#): denerfed
 - Canopy: cost reduced to 1CP
 - Hardened: cost reduced to 1CP/+2
 - Submarine, Spaceship: costs entered!

19 June 2015

- added Comp: [Not From Around Here](#)

9 March 2015

- [Regeneration](#)
 - language harmonized with RAW (but Fast Healing and Regeneration powers still separated into enhancements/limitations)
 - nerfed: price raised to 1CP/HP (from 2CP/3HPs); is now a power: 1pp/hp/round By CL

1 March 2015

- Add Urban Arcana shield/armour descriptions to [Armour](#).

27 July 2014

- finished updating skill descriptions, partially done updating skills table and other skill rules (ongoing!)

20 July 2014

- replaced the following skill texts with Pathfinder text: Bluff, Climb, Diplomacy, Disable Device, Disguise, Escape Artist, Handle Animal, Intimidate, Language (Linguistics), Observe (Perception), Perform, Sense Motive, Sleight of Hand, Spellcraft, Stealth, Survival, and Swim

8 July 2014

- finished all the "more" tags; they'll now be added to every new post (phew!)

7 July 2014

- added "more" tags up to "GMing"

6 July 2014

- added "more" tags to all feats
- added "more" tags to Powers page items (but not powers)

22 June 2014

- change "Super Vehicle" (ad) to [Vehicle](#)
- created draft of [Super Vehicle](#) (item power)
 - not yet in power list
- added [Size Categories](#) to Combat page
 - removed size category table from [Size Shift](#)
 - *and* link to Size Categories to Size Shift

21 June 2014

- added [Table of Contents](#) to Tables menu

20 June 2014

- changed [Telekinesis](#) from purchase by weight to purchase by size category

29 May 2014

- added the remaining skill descriptions
- converted [Warrior](#) 5/10 blanks into 4/8/12

30 April 2014

- Added Fake Feat to the [Action Points](#) page
- Added [Amazing Swimming](#) to powers

14 April 2014

- added Blanks: [Soldier](#) 4/8
- combined Warrior 5 and Warrior 10 [into one post](#)

5 April 2014

- Energy Attack: Aura, price reduced from 4PP/rank/round to 1PP/rank/round (misprint?)

4 April 2014

- added Blanks to the NPC page: [Warrior 5](#), [Warrior 10](#)

2 April 2014

- changed Bafflegab ([Thinker](#)) from once per session to once per scene

20 March 2014

- collapsed Resist Energy and [Energy Resistance](#) (duh!)

6 March 2014

- added the last of the feat links

5 March 2014

- Removed "Flyby Attack" and "Improved Flyby Attack"
 - Rewrote [Mobility](#) and [Spring Attack](#) to explicitly include flying attacks
- Rewrote [Multi-Spring](#) to grant unlimited move/attack sequences rather than just one
- [Weapon Focus](#) tree: renamed feats (see below), increased bonus to attack +1/damage +2 per step
 - Weapon Focus -> [Weapon Focus](#)
 - Weapon Specialization -> [Improved Weapon Focus](#)
 - Greater Weapon Focus -> [Awesome Weapon Focus](#)
 - Greater Weapon Specialization -> [Supreme Weapon Focus](#)

2 - 4 March 2014

- added full texts for feats, linked from feat table and feat group list to individual feat descriptions

13 February 2014:

- changed the skin, pretty cool eh?

18 January 2013:

- [Super Vehicle](#): changed costing (CP Cost = PDC/5)
 - folded templates/mods/options into cost
 - removed template/mod/option enhancements (b/c they had become redundant)

8 January 2013:

- [Super Teams](#): added [Super Vehicle](#)

26 December 2013:

- [Massive Damage](#): 50HPs *or* level x Con score (whichever is higher)

1 December 2013:

- [Rage](#): Save is now by conditions, not damage
 - adjusted duration/save rules again: save every round in combat, no Will modifier

4 September 2013:

- [Power Armour](#): added light, medium, and heavy designation
- [Rage](#): adjusted wording to avoid loophole re: length of Rage
- [Super Vehicle](#) (ad): added to the game

3 September 2013

- realized it's been way too long since I made any changes
- [Rage](#):
 - changed duration to Will save every round, modified by damage taken *or* dealt (whichever is higher)
 - added GM option to force Rage in stressful situations *and* add modifiers to Rage save for people "talking you down"

- added text for when opponents have "fallen"
- added "Immediate Rage" additional comp (no Wisdom modifier to rounds)
- added "Stupid Rage": Int drops to 4
- adjusted "Exhausting Rage": rounds of exhaustion equals rounds of Rage

Date Unknown

- added [Team CPs](#): earn CPs as a team, spend on specific things only

18 February 2013

- removed feat "Invent Empowered Item"; don't need it with *Esoteric Item* in the game

28 January 2013

- more [Power Armour](#) work: enhancements and limitations

24 December 2012

- altered [Power Armour](#): removed extra HPs, altered "Armoured" and "Hit Points", reduced number of slots

14 Sep 2012

- fixed typos in "Diplomacy"
- moved "Emote Sincerity" from Diplomacy to Bluff
- add Bluff links to skill table and skills page

2 Sep 2012

- added links to from "Welcome" to "Building a Hero"

24 July 2012

- *Surface Adhesion*: added weight allowances, changed "Hands Free"
- *Gadget*: moved "Voice Activated" and "Thought Activated" to enhancements

1 July 2012

- changed font and font colour: sans-serif/black

15 June 2012

- finished adding sample characters
- continued to fiddle with Fatigue (optional rule)
- changed page structure: separated out into old "chapters"

1 June 2012

- [Experienced](#): added cap ("take only one rank at a time")

31 May 2012

- finished adding [Power Suites](#)
- [Damage Reduction](#): added Rare and Common substances
 - fine-tuned pricing

- Vulnerability: changed name to Energy Weakness
- [Energy Resistance](#): altered pricing slightly (5 points of Resistance per rank)
- Weapon Focus tree: removed class prerequisites
 - replaced with BA prerequisites (keyed to Good BA levels: +1, +4, +8, +12)

29 May 2012

- fixed misprint in Lair (3 ranks is 6cp, not 8cp)

29 May 2012

- lowered price of [Mystic Spellcasting](#) (to 2PP/spell level) and [Psionic Manifestation](#) (to 3PP/psi level)

26 May 2012

- continue to fiddle with [Damage Reduction](#) and Resist Energy
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