

PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY**\$354,925,000
Special Tax Revenue Refunding Bonds
(City of Philadelphia Funding Program)
Series of 2009****CERTIFICATE OF THE DIRECTOR OF FINANCE
OF THE CITY OF PHILADELPHIA, PENNSYLVANIA**

This Certificate is provided this 15th day of June, 2009 pursuant to Section 9(e)(viii) of the Bond Purchase Contract dated June 10, 2009 (the "Purchase Contract"), between the Pennsylvania Intergovernmental Cooperation Authority and Goldman, Sachs & Co., as representative of the underwriters named therein. Terms used but not defined herein shall have the meanings set forth in the Purchase Contract. The undersigned Director of Finance of the City of Philadelphia, Pennsylvania (the "City"), hereby certifies as follows:

1. To the best of my knowledge, the representations and warranties of the City in the Letter of Representations are true and correct in all material respects.
2. The information concerning the City contained in the Official Statement, does not include any untrue statement of a material fact or omit to state any material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading.

[Signature page to follow]

3. There has been no material adverse change in the financial condition of the City since the date of the Official Statement which has not been disclosed in the Official Statement.

CITY OF PHILADELPHIA,
PENNSYLVANIA

By: 

ROB DUBOW
Director of Finance