

PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY

**\$214,565,000
Special Tax Revenue Refunding Bonds
(City of Philadelphia Funding Program)
Series of 2008**

CLOSING DOCUMENT LIST

A. BACKGROUND DOCUMENTS

1. Copy of the Amended and Restated Indenture of Trust dated as of December 1, 1994.
2. Copy of the First Supplement to the Amended and Restated Indenture of Trust dated as of May 15, 1996.
3. Copy of the Second Supplement to the Amended and Restated Indenture of Trust dated as of April 1, 1999.
4. Copy of the Third Supplement to Amended and Restated Indenture of Trust dated as of June 1, 2003.
5. Copy of the Fourth Supplement to Amended and Restated Indenture of Trust dated as of June 1, 2006.
6. DTC Blanket Letter of Representation (executed in 1999).

B. BASIC BOND DOCUMENTS

1. Fifth Supplement to the Amended and Restated Indenture of Trust dated as of May 1, 2008.
 - (a) Exhibit A-1: Form of 2008A Bond
 - (b) Exhibit A-2: Form of 2008B Bond
 - (c) Exhibit B: Interest Rate Swap Transaction documents
2. Bond Purchase Contract.
 - (a) Exhibit A: Letter of Representations.
 - (b) Exhibit B: Supplemental Legal Opinion of Bond Counsel.
 - (c) Exhibit C: Opinion of Counsel to Authority.
 - (d) Exhibit D: Opinion of City Solicitor.
 - (e) Exhibit E: Opinion of Special Counsel to the City.
3. Remarketing Agreement.
4. Standby Bond Purchase Agreement.
 - (a) Exhibit A: Notice of Bank Purchase (Liquidity Purchase)

- (b) Exhibit B: Notice of Bank Purchase (Mandatory Purchase)
 - (c) Exhibit C: Request for Extension.
 - (d) Exhibit D: Notice of Extension
 - (e) Exhibit E: Notice of Termination
 - (f) Exhibit F: Form of Custody Agreement
 - (g) Exhibit G: Notice of Increase of Available Commitment
5. Custody Agreement
6. Preliminary Official Statement
7. Official Statement
- (a) Appendix A: Audited Financials for the Authority (year ending 6/30/07)
 - (b) Appendix B: Certain Information Concerning the City of Philadelphia
 - (c) Appendix C: Definitions of Certain Terms and Summary of Certain Provisions of Indenture
 - (d) Appendix D: Proposed Form of Opinion of Bond Counsel
 - (e) Appendix E: Specimen Copy of Bond Insurance Policy
 - (f) Appendix F: Certain Information Concerning the Bank
8. Tax Compliance Certificate
- (a) Exhibit A: Sources and Uses
 - (b) Exhibit B: Certificate of Underwriter
 - (c) Exhibit C: Certificate of Bond Insurer
 - (d) Exhibit D: Certificate of Swap Adviser
 - (e) Exhibit E: Arbitrage Rebate
 - (f) Exhibit F-1: Certificate Identifying Hedge (2008A Bonds)
 - (g) Exhibit F-2: Certificate Identifying Hedge (2008B Bonds)
9. Internal Revenue Service Form 8038-G.
10. Closing Receipt.
- (a) Schedule I: Total Amount Due from Representative
 - (b) Schedule II: Financing Fees and Expenses
11. UCC Financing Statement.
12. Specimen Bonds
- (a) 2008A Bond
 - (b) 2008B Bond
 - (c) Global Bond - 2008A Bond
 - (d) Global Bond - 2008B Bond

C. DOCUMENTS PROVIDED BY THE AUTHORITY:

1. Disbursement Letter Agreement with the State Treasurer.
2. Proof of Publication Notice Pursuant to §303(b) of the Act.
3. Letters of appointing authorities concerning appointment of Authority Board Members.
4. Certificate of Secretary of Authority relating to By-Laws, Resolutions and Forms of Bonds, with Exhibits:
 - (a) Exhibit A: Authority By-Laws
 - (b) Exhibit B: Bond Resolution
 - (c) Exhibit C: Resolution Approving Intergovernmental Cooperation Agreement
 - (d) Exhibit D: Resolution Approving Plan
 - (e) Exhibit E: Form of Bonds
 - (f) Exhibit F: Certification of Bond Committee
5. Certificate of Authority pursuant to the Bond Purchase Contract and Section 2.11(f) of the Indenture.
6. Consent of Financial Guaranty Insurance Company to Fifth Supplement to Amended and Restated Indenture of Trust.
7. Letter of Authority to City regarding Amended and Restated Indenture of Trust with Consent by City.
8. Certificate of JPMorgan Chase Bank (the "Liquidity Provider" as required by the Bond Purchase Contract.
9. Certificate of Assistant Corporate Secretary of JPMorgan Chase Bank to authority of officer to execute documents on behalf of JPMorgan Chase Bank.
10. Consent of Accountants, Isdamer & Company, as to inclusion of Audit Report in OS and POS.

D. DOCUMENTS PROVIDED BY THE CITY:

1. Certificate as to Incumbency and Signatures of City Officials.
2. Certificate of Director of Finance required by Section 9(e)(viii) of the Bond Purchase Contract.
3. Certificate of Director of Finance certifying the most recent Financial Plan of the City (the "Plan"), as required by Section 9(e)(iii) of the Bond Purchase Contract.
 - (a) Five-Year Plan of City for Fiscal Years 2007 through 2012

4. Certificate of Chief Clerk as to effectiveness of Ordinances and Resolutions, with Exhibits:
 - (a) Exhibit A: Bill No. 1437 (Tax Ordinance)
 - (b) Exhibit B: Bill No. 1563-A (Cooperation Ordinance)
5. Copy of Tax Collection Agency Agreement, Certified by the Revenue Commissioner of the City and the City Solicitor.

E. DOCUMENTS PROVIDED BY REPRESENTATIVE OF UNDERWRITERS:

1. Letter of Representations of City.
2. Blue Sky Memorandum.
3. Rating Letters.

F. DOCUMENTS DELIVERED BY TRUSTEE:

1. General Certificate of Trustee with Respect to the Indenture, with Exhibits.
2. Redemption Notice regarding 2003 Bonds.
3. Redemption Notice regarding 2006 Bonds.

G. DOCUMENTS DELIVERED BY BOND INSURER:

1. Bond Insurance Policy.
2. Tax Certificate of Bond Insurer.

H. OPINIONS OF COUNSEL:

1. Opinion of Counsel to the Authority.
2. Opinion of City Solicitor.
3. Opinion of Special Counsel to the City.
4. Opinion of Counsel to the Trustee.
5. Opinion of Co-Counsel to the Underwriters.
6. Opinion of Counsel for Liquidity Provider.
7. Opinion of Counsel for Bond Insurer.
8. Approving Opinion of Bond Counsel, together with Reliance Letter addressed to the Underwriters.
9. Supplemental Opinion of Bond Counsel.