

\$206,960,000
Pennsylvania Intergovernmental Cooperation Authority
Special Tax Revenue Refunding Bonds
(City of Philadelphia Funding Program)
Series of 2010

**CERTIFICATE OF AUTHORITY PURSUANT TO THE BOND PURCHASE
CONTRACT AND SECTION 2.11(F) OF THE INDENTURE**

This certificate is made on May 14, 2010 in connection with the issuance by the Pennsylvania Intergovernmental Cooperation Authority (the "Authority") of the above-referenced bonds (the "2010 Bonds") as required by Sections 9(e)(x) and 9(e)(xvii) of the Bond Purchase Contract dated May 4, 2010 (the "Purchase Contract") between the Authority and Goldman, Sachs & Co., as Underwriter and Section 2.11(f) of the Indenture. Terms used but not defined herein shall have the meanings set forth in the Purchase Contract or the Indenture.

WE, THE CHAIRPERSON AND SECRETARY OF THE AUTHORITY, HEREBY CERTIFY AS FOLLOWS:

1. Each of the Bond Documents to which the Authority is a party which has been executed and delivered prior to the date hereof is currently in full force and effect and no default on the part of the Authority, or event which with notice or upon lapse of time, or both, would constitute such a default, has occurred thereunder.

2. To the best of our knowledge and after reasonable investigation, the Resolution is in full force and effect as of the date hereof and has not been amended or supplemented since the date of its adoption.

3. To the best of our knowledge after reasonable investigation, the representations and warranties of the Authority contained in the Purchase Contract are true and correct as of the date hereof.

4. To the best of our knowledge after reasonable investigation, the Final Official Statement, except for information furnished by, or with respect to the City of Philadelphia, Pennsylvania (the "City") set forth in the sections of the Official Statement entitled "INTRODUCTION - Financial Condition of the City," "ANNUAL COLLECTION OF THE CITY TAX AND THE AUTHORITY TAX," "THE AUTHORITY — Operating History," and in Appendix B of the Official Statement, with respect to the Underwriter set forth in the section of the Official Statement entitled "UNDERWRITING," with respect to Financial Guaranty Insurance Company or any of its affiliates or any other bond insurance company set forth in the section of the Official Statement entitled "SOURCES OF PAYMENT AND SECURITY FOR THE 2009 BONDS — Debt Service Revenue Fund Policy" and with respect to The Depository Trust Company set forth in the sections of Official Statement entitled "THE 2009 BONDS — Book-Entry Only System" and "-Discontinuation of Book-Entry Only System," as to which no representation is made, does not include any untrue statement of a material fact or omit to state any material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading.

5. To the best of our knowledge after reasonable investigation, no litigation is pending against the Authority (i) to restrain or enjoin the issuance or delivery of any of the 2010 Bonds or the pledge or collection of revenues pledged under the Indenture, (ii) in any way contesting or affecting any authority for the issuance of the 2010 Bonds or the validity of the 2010 Bonds, the Bond Documents or the Purchase Contract, or the validity of the Resolution or (iii) in any way contesting the existence or powers of the Authority.

6. To the best of our knowledge after reasonable investigation, except as has been disclosed to the Underwriter, no event affecting the Authority has occurred since the date of the Official Statement which should be disclosed in the Official Statement for the purpose for which it is to be used, or which it is necessary to disclose therein in order to make the statements and information therein, in light of the circumstances under which they were made, not misleading.

7. To the best of our knowledge after reasonable investigation, the Authority has complied with all agreements and satisfied all conditions, on its part to be performed or satisfied at or prior to the issuance and sale of the 2010 Bonds.

8. As verified by the analysis attached hereto as Exhibit A prepared by Isdaner & Company, LLC, independent certified public accountants to the Authority:

(a) the PICA Taxes collected with respect to the 12-month period commencing April, 2009 and ending March, 2010, after giving retroactive effect during each month of such period to any PICA Taxes that were not in effect (including any increase in the rate of an existing tax) during each such month but that have been imposed prior to the issuance of the 2010 Bonds, equaled at least 300% of the Maximum Annual Debt Service Requirement on Bonds to be Outstanding after the issuance of the 2010 Bonds (there are no obligations with respect to repayment of "Policy Costs" due and owing with respect to any credit facility issued in connection with the Debt Service Reserve Fund for any bonds under the Indenture and there are no amounts due to the provider of a credit or liquidity facility issued with respect to any bonds under the Indenture); and

(b) the PICA Taxes projected to be collected during the 12 months following the issuance of the 2010 Bonds, which projection may be based on the PICA Taxes projected for such period in the City's most recent Financial Plan (as defined in the Intergovernmental Cooperation Agreement) approved by the Authority, equal at least 300% of the Debt Service Requirement during such 12-month period on Bonds to be Outstanding after the issuance of the 2010 Bonds.

[Signatures appear on the following page.]

IN WITNESS WHEREOF, we have executed this Certificate on the date and year first above written.

PENNSYLVANIA INTERGOVERNMENTAL
COOPERATION AUTHORITY

By:  _____
Chairperson


By:  _____
(Assistant) Secretary

EXHIBIT A

Analysis of Isdaner & Company, LLC

**ISDANER &
COMPANY, LLC**
CERTIFIED PUBLIC ACCOUNTANTS

**PENNSYLVANIA INTERGOVERNMENTAL
COOPERATION AUTHORITY**

**REPORT ON APPLYING
AGREED-UPON PROCEDURES**

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Independent Accountants' Report on Applying Agreed-Upon Procedures

Board of Directors
Pennsylvania Intergovernmental
Cooperation Authority
Philadelphia, Pennsylvania

We have performed the procedures enumerated in the Appendix attached, which were agreed to by the Pennsylvania Intergovernmental Cooperation Authority (the "Authority"), solely to assist you in evaluating compliance with the requirements of Section 2.11(f) of the Amended and Restated Indenture of Trust dated as of December 1, 1994, as amended and supplemented, between the Authority and U.S. Bank, National Association (the "Indenture"). The Authority's management is responsible for the Authority's compliance with those requirements. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of the parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described in the Appendix either for the purpose for which this report has been requested or for any other purpose. Our procedures and findings are summarized in the Appendix to this report.

We were not engaged to, and did not conduct an audit, the objective of which would be the expression of an opinion on compliance with the requirements of Section 2.11(f) of the Indenture. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the Pennsylvania Intergovernmental Cooperation Authority's management and parties to the Indenture and should not be used by anyone other than those specified parties.

Isdaner & Company, LLC

May 14, 2010

APPENDIX

Our procedures and findings are summarized as follows:

1. We obtained the Certificate of Maximum Annual Debt Service in accordance with Section 2.11(f) of the Indenture of Trust (the "Certificate") attached as Exhibit 1, from the Authority's management. We compared the amounts shown on the Certificate as "PICA Taxes Collected" for the months from April 2009 through March 2010 to the monthly totals on a supporting schedule prepared by the Authority's management of individual PICA tax receipts received from the Treasurer of the Commonwealth of Pennsylvania and found such amounts to be in agreement. We recalculated such monthly totals and noted no exceptions.
2. We compared the individual PICA Tax receipts listed on the supporting schedule obtained in (1) to the Authority's monthly bank statements obtained from the Authority's management and noted no exceptions.
3. We confirmed the amounts shown on the Certificate as "PICA Taxes Projected to be Collected" for the four quarters from July 2010 through June 2011 directly with the Office of the Director of Finance for the City of Philadelphia and noted no exceptions.
4. We recalculated the amounts shown as "Total" on the Certificate and noted no exceptions.
5. We recalculated the amount shown on the Certificate as "Maximum Annual Debt Service Limit" and noted no exceptions.
6. We recalculated the amount shown on the Certificate as "Maximum Debt Service Limit for Corresponding Period" and noted no exceptions.
7. We compared the amounts shown on the Certificate under the heading "Total Debt Service" for each of the years shown to a schedule received directly from the Underwriters to the Authority with respect to the Authority's Special Tax Revenue Refunding Bonds (City of Philadelphia Funding Program) Series of 2010 and noted no exceptions.
8. We compared the amount shown on the Certificate as "Maximum Annual Debt Service Limit" to amounts shown on the Certificate under the heading "Total Debt Service" for each year and noted that each of the amounts shown under the heading "Total Debt Service" was less than the amount shown as "Maximum Annual Debt Service Limit."
9. We compared the amount shown as "Maximum Debt Service Limit for Corresponding Period" to the amount shown on the Certificate under the heading "Total Debt Service" for each year and noted that each of the amounts shown under the heading "Total Debt Service" was less than the amount shown as "Maximum Debt Service Limit for Corresponding Period."

EXHIBIT 1

**Pennsylvania Intergovernmental Cooperation Authority
Certificate of Maximum Annual Debt Service
In Accordance with Section 2.11(f) of the Indenture Trust**

PICA Taxes Collected:

April 2009	\$ 21,042,038
May 2009	42,888,946
June 2009	25,505,933
July 2009	27,903,864
August 2009	30,988,504
September 2009	20,723,399
October 2009	28,883,182
November 2009	27,083,577
December 2009	27,502,177
January 2010	30,128,191
February 2010	32,453,485
March 2010	28,622,683
Total	<u>\$343,725,979</u>

Maximum Annual Debt Service Limit (1)

\$114,575,326

PICA Taxes projected to be collected (Fiscal Year 2010):

Quarter	
1	\$ 78,400,000
2	86,700,000
3	93,600,000
4	103,200,000
Total	<u>\$361,900,000</u>

Maximum Debt Service Limit for Corresponding Period (2)

\$120,633,333

(1) As set forth in Section 2.11(f) of the Indenture, the total amount for "PICA Taxes Collected" must equal at least 300% of the Maximum Annual Debt Service Limit. The limit is calculated by dividing total PICA taxes collected by 3.

(2) As set forth in Section 2.11(f) of the Indenture, the total amount for "PICA Taxes Projected to be Collected" must equal at least 300% of the Debt Service Limit for the corresponding 12-month period. The limit is calculated by dividing total PICA taxes projected to be collected by 3.

EXHIBIT 1 (Continued)

**Pennsylvania Intergovernmental Cooperation Authority
Certificate of Maximum Annual Debt Service
In Accordance with Section 2.11(f) of the Indenture Trust**

Annual Debt Service Requirements after Issuance of Special Tax Revenue Refunding Bonds, Series 2010

<u>Year Ended June 30</u>	<u>Total Debt Service</u>
2011	66,521,707
2012	66,384,350
2013	66,194,100
2014	66,014,150
2015	65,821,100
2016	65,615,600
2017	65,412,600
2018	56,095,100
2019	47,152,100
2020	46,944,100
2021	37,319,600
2022	37,179,750
2023	23,076,000