

PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY

\$214,565,000

**Special Tax Revenue Refunding Bonds
(City of Philadelphia Funding Program)
Series of 2008**

Closing Binder Item

**D. 2. Certificate of Director of Finance required by Section 9(e)(viii) of the Bond
Purchase Contract**

PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY


**\$214,565,000
Special Tax Revenue Refunding Bonds
(City of Philadelphia Funding Program)
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**CERTIFICATE OF THE DIRECTOR OF FINANCE
OF THE CITY OF PHILADELPHIA, PENNSYLVANIA**

This Certificate is provided pursuant to Section 9(e)(viii) of the Bond Purchase Contract dated May 14, 2008 (the "Purchase Contract"), between the Pennsylvania Intergovernmental Cooperation Authority and RBC Capital Markets Corporation, as underwriter. 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.
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

Dated: May 15, 2008