

PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY

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

Closing Binder Item

- C. 4. Certificate of Secretary of Authority relating to By-Laws, Resolutions and Forms of Bonds, with Exhibits**

PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY

\$214,565,000

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

CERTIFICATE OF THE SECRETARY OF THE AUTHORITY

This certificate is made in connection with the issuance by the Pennsylvania Intergovernmental Cooperation Authority (the "Authority") of the 2008 Bonds described below. As used herein the following terms have the indicated meanings:

"Act" means the Pennsylvania Intergovernmental Cooperation Authority Act for Cities of the First Class (Act of June 5, 1991, F.L. 9, No. 6), as amended.

"Bond Resolution" means the resolution of the Authority adopted on March 18, 2008 authorizing and approving, among other things, the issuance and sale of the 2008 Bonds, as defined below.

"Indenture" means the Amended and Restated Indenture of Trust dated as of December 1, 1994 between the Authority and the Trustee, as amended and supplemented by the First Supplement to the Amended and Restated Indenture of Trust dated as of May 15, 1996, the Second Supplement to the Amended and Restated Indenture of Trust dated as of April 1, 1999, the Third Supplement to the Amended and Restated Indenture of Trust dated as of June 1, 2003, the Fourth Supplemental Amended and Restated Indenture of Trust dated as of June 1, 2006 and the Fifth Supplement to the Amended and Restated Indenture of Trust dated as of May 1, 2008, pursuant to which the 2008 Bonds are issued.

"2008A Bonds" means the \$133,740,000 aggregate principal amount Special Tax Revenue Bonds (City of Philadelphia Funding Program), Series of 2008A, authorized to be issued under the Indenture.

"2008B Bonds" means the \$80,825,000 aggregate principal amount Special Tax Revenue Bonds (City of Philadelphia Funding Program), Series of 2008B, authorized to be issued under the Indenture.

"2008 Bonds" means the 2008A Bonds and the 2008B Bonds.

"Official Statement" means the Official Statement dated May 14, 2008 of the Authority relating to the 2008 Bonds.

"Preliminary Official Statement" means the Preliminary Official Statement dated May 6, 2008 relating to the 2008 Bonds.

"Purchase Contract" means the Bond Purchase Contract dated May 14, 2008, between the Authority and RBC Capital Markets Corporation, as the Underwriter.


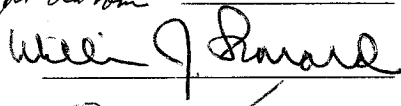
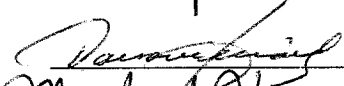
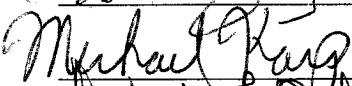
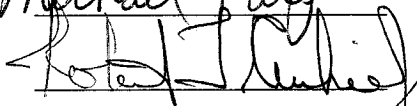
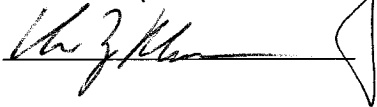
"Standby Purchase Contract" means the Standby Bond Purchase Agreement dated as of May 1, 2008, among the Authority, the Trustee and JPMorgan Chase Bank, National Association.

All capitalized terms not defined herein shall have the meanings set forth in the Indenture or the Act.

I, THE UNDERSIGNED SECRETARY OF THE AUTHORITY, HEREBY CERTIFY THAT AT ALL PERTINENT TIMES:

1. The Authority is a body corporate and politic created by and validly existing under the Act, with full legal right, power and authority to execute and delivery the Indenture, to issue, sell and deliver the 2008 Bonds, and to carry out and consummate the transactions contemplated by the Indenture, the Purchase Contract, the Standby Purchase Contract and the Official Statement.

2. The voting members of the Board of the Authority and the office held by each such member are set forth below and, if a signature is set opposite the name of any such member, such signature is a genuine specimen of such member's signature:

<u>Name</u>	<u>Office</u>	<u>Specimen/Signature</u>
James Eisenhower, Esquire	Chairperson	
William J. Leonard, Esquire	Vice Chairperson	
Varsovia Fernandez, Esquire	Secretary/Treasurer	
Michael A. Karp	Asst. Treasurer/Asst. Secretary	
Robert L. Archie, Jr., Esquire	Member	
* Uri Z. Monson	Acting Executive Director	

3. The individuals named above constitute all of the voting members and officers of the Board of the Authority, each of such individuals is and was at all times pertinent hereto duly appointed or elected, qualified and acting as such member and officer.

4. Attached hereto as Exhibit A is a true, correct and complete copy of the by-laws of the Authority, which by-laws are in full force and effect on the date hereof and were in full force and effect on all dates that action was taken with respect to the transactions contemplated by the Indenture, the Purchase Contract, the Standby Purchase Contract and the Official Statement.

* Mr. Monson is not a voting member of the Board of the Authority.

5. Attached hereto as Exhibit B is a true, correct and complete copy of the Bond Resolution; the Bond Resolution was duly adopted by a Qualified Majority at a public meeting of the Authority after notice thereof had been duly given in accordance with all requirements of law and procedural rules of the Authority; and, the Bond Resolution has not been repealed, amended, rescinded or modified since its adoption and is in full force and effect on the date hereof. At all times since the date of adoption of the Bond Resolution, a true and correct copy of the Bond Resolution has been on file for public inspection at the offices of the Authority at 1429 Walnut Street, 14th Floor, Philadelphia, Pennsylvania.

6. Attached hereto as Exhibit C is a true, correct and complete copy of the resolution of the Authority approving the Intergovernmental Cooperation Agreement; such resolution was duly adopted by a Qualified Majority at a public meeting of the Authority after notice thereof had been duly given in accordance with all requirements of law and procedural rules of the Authority, and said resolution has not been repealed, amended, rescinded or modified since its adoption and is in full force and effect on the date hereof.

7. Attached hereto as Exhibit D is a true, correct and complete copy of the resolution of the Authority approving the City's Sixteenth Five-Year Financial Plan prepared pursuant to the Act and submitted to the Authority for approval pursuant to the Act; such resolution was duly adopted by a Qualified Majority at a public meeting of the Authority after notice thereof had been duly given in accordance with all requirements of law and procedural rules of the Authority; and said resolution has not been repealed, amended, rescinded or modified since its adoption and is in full force and effect on the date hereof.

8. Attached hereto as Exhibit E are true, correct and complete specimens of the form of the Issuer's 2008 Bonds. The signatures of the (Vice) Chairperson and the (Asst.) Secretary of the Issuer signed on the Bonds are the manual signatures of the individuals who hold said offices on the date of this Certificate. The seal which was impressed or otherwise reproduced on said specimens is the legally adopted official corporate seal of the Issuer.

9. Attached as Exhibit F is the Certificate of the Bond Committee of the Authority with respect to the 2008 Bonds.

10. Each of the 2008 Bonds delivered at the Closing held this day was duly executed on behalf of the Authority by the manual signatures of the Chairperson and the Secretary; the seal of the Authority impressed on each of the 2008 Bonds is the genuine and only corporate and common seal of the Authority; and attached hereto as Exhibit E is a true, correct and complete specimen of the 2008 Bonds so delivered this day and the 2008 Bonds are in substantially the form approved by the Bond Resolution.

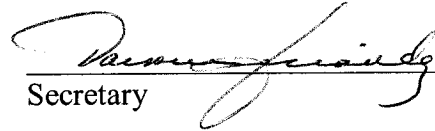
11. The Fifth Supplement to the Amended and Restated Indenture delivered to the Trustee at the Closing held this day in respect of the 2008 Bonds was duly executed, acknowledged and delivered on behalf of the Authority by the Chairperson, and was duly sealed and attested on behalf of the Authority by the Secretary; the signatures of said officers thereon are their respective genuine signatures; the seal thereunto affixed is the genuine corporate and

common seal of the Authority; and the Fifth Supplement to the Amended and Restated Indenture is in substantially the form approved by the Bond Resolution.

12. (a) There is no Default or Event of Default (as defined in the Standby Purchase Contract) under the Standby Purchase Contract; (b) all of the representations and warranties made by the Authority in the Standby Purchase Contract are true, correct and complete as of the date hereof; and (c) to the best knowledge of the Authority, except as disclosed in the Official Statement, there has been no material adverse change which would adversely impact the availability of Pledged Revenues to secure Outstanding Bonds.

Signature appears on the following page

13. IN WITNESS WHEREOF, I have hereunto set my signature as Secretary of the Authority and affixed hereto the seal of the Authority this 15th day of May, 2008.


Secretary