



## MINUTES OF THE PHA BOARD of COMMISSIONER(S)<sup>1</sup>

Friday, April 26, 2013

The meeting was brought to order at 2:00 p.m. by Commissioner Estelle Richman, who announced that this meeting would begin with the public comment period, which usually occurs at the end of the Board meetings. President & CEO Kelvin A. Jeremiah explained that the meeting today was particularly significant, as control of the Philadelphia Housing Authority (PHA) would be reverting from control by the U.S. Department of Housing and Urban Development (HUD), as of the 11:59 p.m. on date of this meeting. He noted the attendance of a number of representatives from HUD, and stated that, through joint efforts, PHA has concluded its two years in voluntary receivership under HUD control and that PHA will be moving forward with a dedicated and well qualified Board of Commissioners, to be installed during the course of this meeting: Lynette M. Brown Sow, Nelson Diaz, Leslie Callahan, Bonnie Camarda, Shellie Jackson, Joan Markman, Kenneth Murphy, Vernell Tate and Herbert Wetzal, all of whom were in attendance.

The public comment period was then held until there were no further comments, approximately 2:30 p.m.

The Board of Commissioner approved the minutes from the Board meeting of March 28, 2013. **Resolution # 11605** (attached in Appendix 1).

Nine resolutions were then presented and considered (a 10th that had been on the agenda was not presented); seven of which were presented to the Commissioner and two were presented to the Board of Commissioners, subsequent to their being installed during the course of the meeting.

**Resolution #11606**, attached in Appendix 1, was presented by Heather McCreary, Executive Vice President, Administration, to amend PHA's Excess Property Policy CPP541, in order to allow PHA to donate excess or obsolete property to other governmental entities or non-profit organizations when the value of the donation would be under \$2,000 and the benefit to the public good would be greater than the sale or scrap value of the donated property. The resolution was approved.

**Resolution #11607**, attached in Appendix 1, was presented by Andrea Bowman, Corporate Secretary, to adopt a Records Retention and Disposition Policy (attached to the Resolution), to authorize PHA to create a Records Retention and Disposition Schedule and undertake related actions, in order to update practices and coordinate records management. Commissioner

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<sup>1</sup> The meeting began with a single Commissioner who was later replaced by the installation of the new Board of Commissioners.

Richman asked that a draft of the schedule be sent to the Board, once prepared, to which Ms. Bowman agreed. The resolution was approved.

**Resolution #11608**, attached in Appendix 1, was presented by Heather McCreary, Executive Vice President, Administration, to authorize the President & CEO or his duly authorized designee to utilize the Commonwealth of Pennsylvania's cooperative purchasing program administered by the Department of General Services Bureau of Procurement to conclude and execute a contract with Xerox Corporation for the provision of printing and copier services. After discussion, the resolution was approved.

**Resolution #11609**, attached in Appendix 1, was presented by Kyle Flood, Acting Vice President, Development and Design, to authorize the President & CEO or his duly authorized designee to (1) submit a development plan to HUD for the construction and/or rehabilitation of a replacement housing development on parcels of real property located on the 800 block of Markoe Street, to be acquired from the Philadelphia Redevelopment Authority; (2) execute an Annual Contributions Contract Amendment with HUD for the receipt of federal assistance in support of the operations of the new units; and (3) take all necessary related actions. The resolution was approved.

A Resolution, attached in Appendix 1 as #5, was also presented by Kyle Flood, Acting Vice President, Development and Design, to allow PHA to enter into a lease amendment with East River Bank for retail space in a project known as the Falls Ridge Retail Center and to expand the rentable space from 8,821 to 10,962 rentable square feet. After comment from the public and a representative of the Bank, Commissioner Richman tabled the resolution, pending further information as to the bank's involvement with and outreach to PHA residents at and near that location.

**Resolution #11610**, attached in Appendix 1, was presented by Barbara Adams, General Counsel, to approve the reimbursement to PHA federal program funds or the entry into a repayment agreement with HUD, as determined by PHA's President & CEO, regarding certain legal fees determined by HUD to be not adequately supported or not necessary and reasonable, in an amount not to exceed \$8.2 million. After discussion, the resolution was approved.

**Resolution #11611**, attached in Appendix 1, was presented by Janea Jordon, Senior Vice President for Audit and Compliance, to adopt as policy and direct the President & CEO to receive and provide timely response(s) to any audit or program evaluation results submitted by HUD related to, *inter alia*, compliance with HUD statutory, regulatory and administrative requirements, risk retention and litigation settlement protocols and internal system controls. The resolution was approved.

**Transfer of Authority.** At this point, the President & CEO indicated that there would be a formal transfer of the authority for managing PHA from HUD to a locally-appointed PHA Board and Commissioner Richman's term as HUD-appointed sole Commissioner would end. Commissioner Richman made remarks regarding her tenure with PHA and presented to the City of Philadelphia the document, signed by HUD and by Mayor Nutter, ending the Cooperative Endeavor Agreement (CEA) between HUD and PHA. Suzanne Biemiller, First Deputy Chief of Staff to the Mayor, made further congratulatory remarks, as did representatives from the City Council and HUD.

The new Board of Commissioners was then seated, with all Commissioners in attendance and with Commissioner Camarda serving as chair for the purpose of considering the first resolution.

**Resolution #11612**, attached in Appendix 1, was presented by Kelvin Jeremiah, President & CEO, to: 1) adopt and confirm the Bylaws of PHA; 2) appoint a designated slate of officers; 3) establish a meeting schedule for regular meetings; 4) adopt PHA's Standards of Ethical Conduct as the Board's Conflicts of Interest Policy; and 5) ratify and confirm prior actions taken by the Authority and all actions taken by the sole Board of Commissioner during the period the CEA was in effect as constituting authorized acts and deeds of the Authority. Commissioner Callahan moved to approve the resolution. There being no discussion, the resolution was unanimously approved.

Estelle Richman then ceremoniously passed the gavel to the new Chair of the Board, Lynette M. Brown-Sow, who made a short speech before continuing the meeting as Chair of the Board.

**Resolution #11613**, attached in Appendix 1, was presented by Kelvin Jeremiah, President & CEO, to formally thank Ms. Nellie Reynolds for serving as the Resident Liaison under the CEA and for her many years of dedicated service to the Philadelphia Housing Authority ("PHA") and to the residents of PHA. Commissioner Murphy moved to approve the resolution. There being no discussion, the resolution was unanimously approved.

The President & CEO indicated that the last resolution on the agenda, attached in Appendix 1 as #10, was not being presented.

The meeting was then adjourned at 4:00 p.m. (Copies of the transcript of the meeting are available upon written request.)

Respectfully submitted,



Barbara Adams  
Secretary  
Philadelphia Housing Authority

# APPENDIX 1

**THE PHILADELPHIA HOUSING AUTHORITY  
AGENDA  
FRIDAY, APRIL 26, 2013**

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- A. Call to Order Estelle Richman, Board of Commissioner  
The Philadelphia Housing Authority Board of Commissioner
- B. Remarks Kelvin A. Jeremiah, President & Chief Executive Officer ("CEO")  
The Philadelphia Housing Authority
- C. Approval of Minutes of the Board Meeting held March 28, 2013 of the Authority as distributed.

**General Public Comment Period**

**New Business**

*Resolutions Presented to the Board of Commissioner*

- 1. **RESOLUTION APPROVING PHA'S AMENDMENT TO EXCESS PROPERTY POLICY CPP541 FOR SALE OF EXCESS PROPERTY (DONATIONS).**  
(Heather McCreary)
- 2. **RESOLUTION TO ADOPT THE RECORDS RETENTION AND DISPOSITION POLICY, DATED APRIL 2013.**  
(Andrea Bowman, Esq.)
- 3. **RESOLUTION AUTHORIZING THE PRESIDENT & CEO OR HIS DULY AUTHORIZED DESIGNEE TO UTILIZE THE STATE PURCHASING PROGRAM TO CONCLUDE AND TO EXECUTE A CONTRACT WITH XEROX, CORPORATION in a total contract amount not to exceed \$2,235,155.00 FOR THE PROVISION OF PRINTING AND COPYING SERVICES.**  
(Heather McCreary)
- 4. **RESOLUTION AUTHORIZING THE PRESIDENT & CEO OF THE PHILADELPHIA HOUSING AUTHORITY ("PHA") TO (1) SUBMIT A DEVELOPMENT PLAN TO THE U.S. DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT ("HUD") FOR THE CONSTRUCTION AND/OR REHABILITATION OF SIX (6) PUBLIC HOUSING UNITS ON SIX (6) PARCELS OF REAL PROPERTY ACQUIRED FROM THE PHILADELPHIA REDEVELOPMENT AUTHORITY ("PRA"); (2) EXECUTE AN ANNUAL CONTRIBUTIONS CONTRACT ("ACC") AMENDMENT WITH HUD FOR THE RECEIPT OF FEDERAL ASSISTANCE IN SUPPORT OF THE OPERATIONS OF THE NEW UNITS; AND (3) NEGOTIATE, PERFORM AND EXECUTE ALL OTHER NECESSARY OR DESIRABLE DOCUMENTS, SECURE ALL REQUIRED FUNDING AND UNDERTAKE ANY AND ALL OTHER APPROPRIATE ACTIVITIES IN CONNECTION THEREWITH.**

(Kyle Flood)

5. **RESOLUTION AUTHORIZING THE PRESIDENT & CEO OR HIS DULY AUTHORIZED DESIGNEE TO CONCLUDE AND EXECUTE AN AMENDMENT TO THE LEASE AGREEMENT WITH EAST RIVER BANK TO EXPAND THE RENTABLE SQUARE FOOTAGE FROM 8,821 TO 10,962 AT THE FALLS RIDGE RETAIL CENTER LOCATED AT 4301-4349 RIDGE AVENUE.**

(Kyle Flood)

6. **RESOLUTION TO APPROVE THE REIMBURSEMENT OF PHA PROGRAM FUNDS OR THE ENTRY INTO A REPAYMENT AGREEMENT, AS DETERMINED BY THE PRESIDENT & CEO OF THE AUTHORITY, REGARDING CERTAIN LEGAL FEES DETERMINED BY THE U.S. DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT TO BE NOT ADEQUATELY SUPPORTED OR NOT NECESSARY OR REASONABLE**

(Kelvin A. Jeremiah)

7. **RESOLUTION DIRECTING PHA'S PRESIDENT & CEO TO RECEIVE AND PROVIDE TIMELY RESPONSE(S) TO ANY AUDIT OR PROGRAM EVALUATION RESULTS SUBMITTED BY HUD RELATED TO, *INTER ALIA*, COMPLIANCE WITH HUD STATUTORY, REGULATORY AND ADMINISTRATIVE REQUIREMENTS, RISK RETENTION AND LITIGATION SETTLEMENT PROTOCOLS AND INTERNAL SYSTEM CONTROLS.**

(Janea Jordon)

***Resolutions Presented to the Newly Established Board of Commissioners***

8. **RESOLUTION ADOPTING AND CONFIRMING BYLAWS, APPOINTING OFFICERS, ESTABLISHING A MEETING SCHEDULE, ADOPTING THE PHA STANDARDS OF ETHICAL CONDUCT AS THE BOARD'S CONFLICT OF INTEREST POLICY AND RATIFYING AND CONFIRMING PRIOR ACTIONS.**

(Kelvin A. Jeremiah)

9. **RESOLUTION ACKNOWLEDGING AND THANKING THE RESIDENT LIAISON, MS. NELLIE REYNOLDS, FOR HER SERVICE UNDER THE CEA AND TO PHA.**

(Kelvin A. Jeremiah)

10. **RESOLUTION AUTHORIZING THE PRESIDENT AND CHIEF EXECUTIVE OFFICER TO CHANGE THE NAME OF WORKFORCE DEVELOPMENT CENTER TO THE ESTELLE B. RICHMAN WORKFORCE CENTER.**

(Erik Soliván, Esq.)

Commissioner Estelle Richman moved for the adoption of the following minutes.

**RESOLUTION NO. 11605**

**RESOLUTION APPROVING MINUTES OF THE BOARD OF COMMISSIONER MEETING  
HELD ON MARCH 28, 2013**

**BE IT RESOLVED**, that the minutes of the Board Meeting of the Philadelphia Housing Authority held on March 28, 2013 copies of which have already been provided, be the same and are hereby ratified, confirmed and approved.

Commissioner Estelle Richman thereupon declared the Minutes unanimously adopted.

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I hereby certify that this was  
APPROVED BY THE BOARD ON 4/26/13  
Barbara Adams, General Counsel  
ATTORNEY FOR PHA

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**RESOLUTION NO. 11606**

**RESOLUTION APPROVING PHA'S AMENDMENT TO EXCESS PROPERTY POLICY CPP541 FOR SALE OF EXCESS PROPERTY (DONATIONS)**

**WHEREAS**, The Philadelphia Housing Authority ("PHA") has identified a need to amend Excess Property Policy CPP541 approved by the Board of Commissioners on March 16, 1995 to allow PHA to donate excess or obsolete property to other governmental entities or non-profit organizations when the value of the donation would be under \$2,000 and the benefit the public good to an extent greater than the sale or scrap value of the donated property; and

**WHEREAS**, CPP541 dated March 16, 1995 specifies processes for sale or scrapping of excess property that sometimes results in wasteful disposal rather than beneficial use of that property; and

**WHEREAS**, PHA wishes to be able to make best use of its excess property in the interest of the public good; and

**WHEREAS**, PHA wishes to utilize modern technologies and processes such as online auctioning for the sale of its excess property;

**WHEREAS**, the President & CEO would be required to report to the Board on a quarterly basis any items that were donated and to whom the items would be donated; and

**WHEREAS**, the amendment to CPP541 is attached hereto as "Exhibit A".

**NOW THEREFORE BE IT RESOLVED** by and for the Philadelphia Housing Authority, that the Board of Commissioners hereby adopts the amendment to CPP541; and

**BE IT FURTHER RESOLVED** that the amended CPP541 adopted by this resolution supersedes the prior Excess Property Policy CPP541 dated March 16, 1995.

I hereby certify that this was  
APPROVED BY THE BOARD ON 4/20/13  
Barbara Williams, General Counsel  
ATTORNEY FOR PHA



## **AMENDMENT TO PHA EXCESS PROPERTY DISPOSAL POLICY CPP541 (AUCTIONS AND DONATIONS)**

### **Amend paragraph 2-4.b. by adding sub-paragraph (4) to read:**

2-4.b. Sale of Excess "Property: If PHA cannot use the excess "Property", the Fixed Asset Auditor should document the efforts made to determine if a need exists, responses received from managers, and then proceed to sell the "Property". The following are the procedures to be used.

(1) Material with less than \$400 in book value will be disposed of by the Fixed Asset Auditor through sale either to an individual or to a recognized scrap dealer.

(2) Material with a value of \$400 or greater up to \$24,999 in book value will be disposed of through informal bidding and the best offer to buy will be accepted.

The Fixed Asset Auditor should obtain at least three oral bids and if three cannot be obtained, a list of the suppliers contacted should be made a part of the file documentation.

(3) All material with a book value in excess of \$25,000 will be disposed of through a formal advertisement in a newspaper of general circulation. The time, date, and location of where bids will be accepted as well as the time, date and location of where the bids will be open will be included in the advertisement. Bids will be opened and the award will be made at the specified location at that date and time. The contracting group will undertake this formal bidding process.

(4) PHA may, at the discretion of the President/CEO, utilize public auctioning as a method to dispose of excess property in lieu of the processes required in 2-4.b.1 through 2-4.b.3 as long as the public auction is advertised for a period of time required by the aforementioned processes. Public auctions may include auctions managed by other public entities (i.e. City of Philadelphia auctions), auctions managed by an auctioneer licensed by the Commonwealth of Pennsylvania and online auctions managed by contracted vendors.

### **Amend paragraph 2-4.c. as follows:**

2-4.c. Donation of Excess "Property: If PHA cannot use the "Property", and it cannot be sold, the next option is to donate it to one of the PHA approved organizations. The organizations should be contacted and provided a listing of the items, noting their condition. The organizations should be given a specific amount of time to reply, advising that they will be resolved on a first-come first-serve basis, based on PHA's receipt of their responses.

Arrangements will be made for the organization to pick up the donated "Property". Representatives of the recipient's organization will sign for the receipt of the items picked up and confirm the receipt in a letter to PHA on the organization's letterhead. PHA's related records are to be adjusted to record the donation of the "Property". Copies of all related reports, receipts, adjustments, etc., are to be attached to Form CPP 541 and maintained on file.

### **CHANGE TO:**

2-4.c. Donation of Excess "Property: If PHA cannot use the "Property", and it cannot be sold, the next option is to donate it to other governmental entities or non-profit organizations. The organizations should be contacted and provided a listing of the items, noting their condition. The organizations should be given a specific amount of time to reply, advising that they will be resolved on a first-come first-serve basis, based on PHA's receipt of their responses.

Arrangements will be made for the organization to pick up the donated "Property". Representatives of the recipient's organization will sign for the receipt of the items picked up and confirm the receipt in a letter to PHA on the organization's letterhead. PHA's related records are to be adjusted to record the donation of the "Property". Copies of all related reports, receipts, adjustments, etc., are to be attached to Form CPP 541 and maintained on file.

In the event that the President/CEO determines that the donation of an item or items to another governmental entity or non-profit organization would benefit the public good to an extent that is greater than the sale or scrap value of the item or items, the President/CEO may request approval of said donation, to another governmental entity or non-profit organization, from the PHA Board of Commissioners for items greater than \$2,000.00 in total value. If approved, the procedures stated above in paragraph 2-4.c. would then be followed.

Quarterly reports listing all donated items (including those valued under \$2,000.00), the name of the entity receiving the item, and the item's worth (including any valuation mechanism, such as comparable sales figures), along with a corresponding justification memorandum, shall be provided to the PHA Board of Commissioners.

RESOLUTION NO. 11607

RESOLUTION TO ADOPT THE RECORDS RETENTION AND DISPOSITION POLICY, DATED APRIL 2013

**WHEREAS**, appropriate records management promotes business efficiency and cost-saving, the ability to readily respond to requests for records, and accountability; and

**WHEREAS**, the retention time for many records held by PHA is determined by legislation, regulation or other authority, as well as by business needs and practices;

**WHEREAS**, creating a records retention and disposition schedule that defines retention and disposition requirements and seeks to coordinate records practices across departments is a critical step to appropriate records management; and

**WHEREAS**, PHA wishes to follow best practices in its management of its business records and promote responsible records management.

**NOW, THEREFORE, BE IT RESOLVED** that PHA adopts the April 2013 Records Retention and Disposition Policy and commits to instituting records retention and disposition procedures that will have retention periods appropriate to business, statutory, regulatory and other legal requirements; prioritize coordination of retention practices between departments; and optimize electronic retention of records.

I hereby certify that this was  
APPROVED BY THE BOARD ON 4/26/13  
Barbara Adams, General Counsel  
ATTORNEY FOR PHA

**Philadelphia Housing Authority**  
**Records Retention and Disposition Policy**  
April 2013

The purpose of the Records Retention and Disposition Policy for the records of the Philadelphia Housing Authority (PHA) is to: 1) promote business efficiency and follow best practices with regard to records management; 2) minimize expense for unnecessary records storage and administration; and 3) enhance the ability to expeditiously locate records for business needs, legal requirements, and general accountability and tracking.

Under this policy, a “record” is any information, regardless of physical form or characteristics, that documents a transaction or activity of an agency and that is created, received or retained pursuant to law or in connection with a transaction, business or activity of an agency. The term includes a document, paper, letter, map book, tape, photograph, film or sound recording, information stored or maintained electronically, and a data-processed or image-processed document.

Previous records retention and disposition policies of PHA used a model that was generally arranged by department instead of by type of record, had retention times that were based on past practice rather than legal requirements and verified business needs, and did not reflect current possibilities for departmental coordination and enhanced business efficiencies.

PHA hereby commits to instituting records retention and disposition procedures that will have retention periods appropriate to business, statutory, regulatory and other legal requirements; prioritize coordination of retention practices between departments; and optimize electronic retention of records, in accordance with federal initiatives and mandates (such as the August 24, 2012 “Managing Government Records Directive,” to the heads of all executive departments and agencies and independent agencies that “requires to the fullest extent possible, agencies eliminate paper and use electronic recordkeeping,” from the Office of Management and Budget and the Archivist of the United States, and the Government Paperwork Elimination Act, P. L. 105-277, Title XVII). These procedures shall be set forth in a Records Retention and Disposition Schedule, to be issued by PHA for the management of its records and updated as required, subject to the approval of the President and Chief Executive Officer of PHA.

Unless subject to longer retention at the end of a record’s retention period, such as due to a litigation hold, audit, judicial order, or similar requirement, records shall be disposed of in accordance with the Schedule and in the manner set forth therein, with appropriate confidential disposition for certain types of records, such as those containing personal identifying information.

RESOLUTION NO. 11608

**RESOLUTION AUTHORIZING THE PRESIDENT & CEO OR HIS DULY AUTHORIZED DESIGNEE TO UTILIZE THE STATE PURCHASING PROGRAM TO CONCLUDE AND TO EXECUTE A CONTRACT WITH XEROX CORPORATION FOR THE PROVISION OF PRINTING AND COPYING SERVICES**

**WHEREAS**, under certain circumstances, the Philadelphia Housing Authority (PHA) is allowed to acquire and lease goods and services using the Commonwealth of Pennsylvania's cooperative purchasing program administered by the Department of General Services (DGS) Bureau of Procurement, which is also referred to as "COSTARS"; and

**WHEREAS**, such Federal and State cooperative purchasing and similar programs offer competitively obtained and standardized prices, terms and conditions, and enable acquisitions to be effected on a streamlined basis; and

**WHEREAS**, pursuant to the regulations of the U.S. Department of Housing and Development ("HUD") applicable to procurement by public housing authorities (24 C.F.R. § 85.36(b)(5)), public housing authorities are "encouraged to enter into State and local intergovernmental agreements for procurement or use of common goods and services," in order to "foster greater economy and efficiency;" and

**WHEREAS**, the Philadelphia Housing Authority (PHA) identified a need for printing and copying services; and

**WHEREAS**, PHA identified suitable service and equipment providers on the Commonwealth of Pennsylvania's cooperative purchasing program; and

**WHEREAS**, based upon the evaluation of the providers that are on the Commonwealth of Pennsylvania's cooperative purchasing program, Xerox Corporation was identified as the best provider; and

**WHEREAS**, it was recommended that a contract be awarded to Xerox Corporation; and

**WHEREAS**, it is further recommended that the contract, if awarded, shall be for a five (5) year base period; and in an amount not to exceed **TWO MILLION TWO HUNDRED AND THIRTY-FIVE THOUSAND ONE HUNDRED AND FIFTY-FIVE DOLLARS (\$2,235,155.00)**;

**BE IT RESOLVED**, by and for the Philadelphia Housing Authority, that the President & CEO or his duly authorized designee is hereby authorized to conclude and to execute a contract with Xerox Corporation for the provision of printing and copying services.

**BE IT FURTHER RESOLVED**, that (1) the President & CEO and all other appropriate personnel of PHA are authorized to take all actions necessary to implement this resolution in accordance with its terms and the "Whereas" clauses above; (2) the contract is subject to the availability of funds therefore; and (3) no contract shall exist until signed by the President & CEO, or his designee.

I hereby certify that this was  
APPROVED BY THE BOARD ON 4/26/13  
Barbara Adams, General Counsel  
ATTORNEY FOR PHA

RESOLUTION NO. 11609

RESOLUTION AUTHORIZING THE PRESIDENT & CEO OF THE PHILADELPHIA HOUSING AUTHORITY ("PHA") TO (1) SUBMIT A DEVELOPMENT PLAN TO THE U.S. DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT ("HUD") FOR THE CONSTRUCTION AND/OR REHABILITATION OF SIX (6) PUBLIC HOUSING UNITS ON SIX (6) PARCELS OF REAL PROPERTY ACQUIRED FROM THE PHILADELPHIA REDEVELOPMENT AUTHORITY ("PRA"); (2) EXECUTE AN ANNUAL CONTRIBUTIONS CONTRACT ("ACC") AMENDMENT WITH HUD FOR THE RECEIPT OF FEDERAL ASSISTANCE IN SUPPORT OF THE OPERATIONS OF THE NEW UNITS; AND (3) NEGOTIATE, PERFORM AND EXECUTE ALL OTHER NECESSARY OR DESIRABLE DOCUMENTS, SECURE ALL REQUIRED FUNDING AND UNDERTAKE ANY AND ALL OTHER APPROPRIATE ACTIVITIES IN CONNECTION THEREWITH

WHEREAS, On February 22, 2013, pursuant to resolution 11586, the PHA approved the acquisition of six (6) parcels of real property located at 820, 821, 832, 846, 848 and 860 N. Markoe Street (collectively the "Parcels") from the PRA; and

WHEREAS, the PRA agreed to sell the Parcels to PHA for One Hundred Twenty Five Thousand Dollars (\$125,000.00); and

WHEREAS, PHA desires to develop six (6) units of affordable public housing (the "Development"); and

WHEREAS, PHA is required to submit a development plan to HUD for federal funds to construct or rehabilitate the Parcels for public housing; and

WHEREAS, PHA desires to enter into an ACC Amendment in order to receive federal assistance in support of the continued operations of the public housing units.

NOW, THEREFORE BE IT RESOLVED, that the President & CEO and all other appropriate PHA personnel are authorized to take any and all necessary actions including the filing of all necessary submissions to obtain any and all approvals from HUD and any other government entity in connection with the new PHA Development, including Development plans; and

BE IT FURTHER RESOLVED, that the President & CEO is authorized to conclude and to execute an ACC Amendment in order to receive federal assistance in support of the continued operation of the public housing units in the new PHA Development; and

BE IT FURTHER RESOLVED, that the President & CEO or his duly authorized designee and all other appropriate PHA personnel are authorized to take all actions necessary or desirable to secure all required Development funding, undertake any and all other appropriate activities, and execute any agreements, in accordance with any and all government statutes, regulations and applicable laws needed to implement this resolution in accordance with the recitals above; and

BE IT FURTHER RESOLVED, that all necessary, legal and appropriate actions taken heretofore in connection with these resolutions by the President & CEO or any authorized personnel of PHA are hereby ratified.

I hereby certify that this resolution was  
APPROVED BY THE BOARD ON 4/26/13  
*Barbara Adams, General Counsel*  
ATTORNEY FOR PHA

## RESOLUTION NO. 5 - TABLED

### RESOLUTION AUTHORIZING THE PRESIDENT & CEO TO CONCLUDE AND EXECUTE AN AMENDMENT TO THE LEASE AGREEMENT WITH EAST RIVER BANK TO EXPAND THE RENTABLE SQUARE FOOTAGE FROM 8,821 TO 10,962 AT THE FALLS RIDGE RETAIL CENTER LOCATED AT 4301-4349 RIDGE AVENUE

**WHEREAS**, Ridge Avenue Housing, L.P., as landlord, and East River Organizers, LLC, as tenant, entered into that certain Lease Agreement dated October 14, 2005 (the "Original Lease") for certain retail space in a project known as the Falls Ridge Retail Center located at 4301-4349 Ridge Avenue, Philadelphia, Pennsylvania; and

**WHEREAS**, pursuant to the terms of the Original Lease, East River Organizers, LLC assigned the Lease to the East River Bank (the "Bank"), upon the Bank's being issued a charter by the Pennsylvania Department of Banking; and

**WHEREAS**, pursuant to an agreement among Landlord, Schuylkill Falls Redevelopment, LLC, Ridge Avenue Housing, L.P., Pennrose UCH, LLC, Universal Community Homes, and Pennrose Properties, Inc. with respect to the redevelopment of Schuylkill Falls, PHA succeeded to certain rights and interests of Ridge Avenue Housing, L.P. as landlord under the Original Lease; and

**WHEREAS**, PHA and Bank had previously amended the Original Lease and expanded the leased space (the "Prior Amendments") and now desire to further amend and supplement the Lease by expanding the rentable space from 8,821 rentable square feet to 10,962 rentable square feet (the "Second Additional Space") (the Original Lease, as amended by the Prior Amendments, shall be referred to herein as the "Lease"); and

**WHEREAS**, the Bank has agreed to pay for costs to fit-out the Second Additional Space at an estimated cost of \$103,200; and

**WHEREAS**, the additional rent for the Second Additional Space would be at an annual rent of \$10,705 for each of the next five years; and

**WHEREAS**, the Bank has agreed that the minimum rent as set forth in the Lease shall be increased to include rent for the Second Additional Space and that the total amount of minimum rent due and payable under the Lease shall be in the amounts set forth below:

	<b>Lease Years</b>	<b>Monthly</b>	<b>Annually</b>	<b>Per Square Foot Rental Rate</b>
Initial Term	1-5	\$ 4,567.50	\$ 54,810.00	\$5.00
Option 1	6-10	\$ 965.83	\$ 11,590.00	\$5.00 (for the Additional Space only- 2,318 sf)
	6-10	\$ 7,586.83	\$ 91,042.00	\$14.00 (for the remainder of the Demised Premises- 6,503 sf)
	8-10	\$ 892.08	\$ 10,705.00	\$5.00(for the Second Additional Space only- 2,141sf)
Option 2	11-12	\$ 892.08	\$ 10,705.00	\$5.00(for the Second Additional Space only- 2,141sf)
	13-14	\$ 2,797.57	\$ 33,570.88	\$15.68(for the Second Additional Space only- 2,141sf)
	11-14	\$ 11,526.11	\$ 138,313.28	\$15.68 (for the remainder of the Demised Premises- 8,821 sf)
Option 3	15-19	\$ 16,470.41	\$ 197,644.86	\$18.03
Option 4	20-24	\$ 18,936.86	\$ 227,242.26	\$20.73
Option 5	25-29	\$ 21,777.84	\$ 261,334.08	\$23.84

**WHEREAS**, the Bank's proportionate share of operating expenses of the Lease shall be increased to reflect the additional space.

**NOW THEREFORE BE IT RESOLVED**, by and for The Philadelphia Housing Authority, that, the President & CEO or his duly authorized designee is hereby authorized to conclude and to execute the lease amendment with East River Bank in accordance with the "Whereas" clauses above; and

**BE IT FURTHER RESOLVED**, that (1) the President & CEO and all other appropriate personnel of PHA are authorized to take all actions necessary to implement this resolution in accordance with its terms and the "Whereas" clauses above and (2) no amendment to the Lease shall exist until signed by the President & CEO, or his designee.



RESOLUTION NO. 11610

**RESOLUTION TO APPROVE THE REIMBURSEMENT OF PHA PROGRAM FUNDS OR THE ENTRY INTO A REPAYMENT AGREEMENT, AS DETERMINED BY THE PRESIDENT & CEO OF THE AUTHORITY, REGARDING CERTAIN LEGAL FEES DETERMINED BY THE U.S. DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT TO BE NOT ADEQUATELY SUPPORTED OR NOT NECESSARY OR REASONABLE**

**WHEREAS**, the United States Department of Housing and Urban Development ("HUD") has reviewed certain legal expenses incurred by the Philadelphia Housing Authority ("PHA") during the period April 2007 through August 2010 (the "Applicable Period") and determined that some of those costs were not adequately supported or were not reasonable and necessary;

**WHEREAS**, after protracted negotiations, PHA has agreed either to reimburse PHA's program funds or to enter into a repayment agreement with HUD, as determined by the President & CEO of PHA, for the costs that HUD determined to be not adequately supported or not reasonable and necessary;

**WHEREAS**, HUD reviewed approximately \$4.5 million in legal fees expended by PHA during the Applicable Period and applied the results of that review to approximately \$26 million in legal fees expended by PHA during the Applicable Period;;

**WEHREAS**, the total reimbursement of PHA's program funds or repayment to HUD authorized hereunder will not exceed \$8.2 million;

**NOW, THEREFORE, BE IT RESOLVED**, that the President & CEO of PHA is hereby authorized to determine whether to (i) reimburse PHA's public housing program funds from sources approved by HUD or (ii) enter into a repayment agreement with HUD, as such President & CEO shall determine to be in the best interest of PHA, regarding the legal fees HUD determined to be not adequately supported or not reasonable and necessary, and to make such reimbursement or repayment in an amount not to exceed \$8.2 million.

I hereby certify that this was  
ADOPTED BY THE BOARD OF PHA ON 4/26/13  
*Barbara Adams, Gerald Counsel*

RESOLUTION NO. 11611

**RESOLUTION DIRECTING THE PRESIDENT & CHIEF EXECUTIVE OFFICER TO RECEIVE AND PROVIDE TIMELY RESPONSE(S) TO ANY AUDIT OR PROGRAM EVALUATION RESULTS SUBMITTED BY THE DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT (“HUD”) RELATED TO, *INTER ALIA*, COMPLIANCE WITH HUD STATUTORY, REGULATORY AND ADMINISTRATIVE REQUIREMENTS, RISK RETENTION AND LITIGATION SETTLEMENT PROTOCOLS AND INTERNAL SYSTEM CONTROLS**

**WHEREAS**, the Philadelphia Housing Authority (“PHA”) has a newly constituted Board of Commissioners, the members of which have been duly appointed in accordance with the provisions of 35 P.S. § 1545 (2012) and have completed all of the board training required and/or provided by HUD; and

**WHEREAS**, the authority of the PHA Board of Commissioners has transitioned from HUD under a Cooperative Endeavor Agreement to PHA’s newly appointed Board of Commissioners; and

**WHEREAS**, HUD has completed or nearly completed several audits and program reviews that contain important findings that will require the prompt completion of corrective actions by PHA to prevent the need for any HUD administrative receiverships; and

**WHEREAS**, lack of prompt action by PHA may constitute a substantial default under the Annual Contributions Contract and may result in the transfer of local control of PHA to HUD and the placement of the PHA under an administrative receivership, pursuant to the United States Housing Act of 1937, Section 6(j); and Section 17(G) of the Annual Contributions Contract;

**NOW THEREFORE BE IT RESOLVED**, that the President & Chief Executive Officer of PHA and his designees, on behalf of PHA, are authorized and directed to promptly respond to any audit or program evaluation results submitted to PHA by HUD and take such corrective action as is necessary to comply with HUD requirements and to address and close issues that are identified in such audit or program evaluation; and

**BE IT FURTHER RESOLVED**, that PHA agrees to comply with the statutory requirements to provide the Secretary, Inspector General of HUD, and the Comptroller General of the United States, or any of their duly appointed representatives, access to any books, documents, papers, and records of PHA, with respect to financial assistance received from HUD and PHA’s operations, and PHA understands that there is no attorney-client privilege that would preclude PHA’s compliance with programmatic requirements concerning the timely submission of information or proof of compliance to HUD regarding the audits or program evaluation.

I hereby certify that this was  
APPROVED BY THE BOARD ON 4/26/13  
*Barbara Adams, General Counsel*

RESOLUTION NO. 11612

**RESOLUTION ADOPTING AND CONFIRMING BYLAWS, APPOINTING OFFICERS, ESTABLISHING A MEETING SCHEDULE, ADOPTING THE PHA STANDARDS OF ETHICAL CONDUCT AS THE BOARD'S CONFLICT OF INTEREST POLICY AND RATIFYING AND CONFIRMING PRIOR ACTIONS**

**WHEREAS**, the Philadelphia Housing Authority ("Authority") has operated under a Co-operative Endeavor Agreement ("CEA") with the U.S. Department of Housing and Urban Development ("HUD"), dated March 4, 2011, under which the Authority's Board consisted of a sole Commissioner appointed by HUD; and

**WHEREAS**, the CEA terminates, as of April 26, 2013 at 11:59 p.m.; and

**WHEREAS**, a newly constituted Board of Commissioners ("Board"), has been duly appointed under provisions of Commonwealth of Pennsylvania Act 130 of 2012, amending the Pennsylvania Housing Authorities Law, and is hereby holding its first meeting, with all actions to be effective upon the termination of the CEA; and

**WHEREAS**, said newly appointed Board desires to take and to confirm actions to continue the governance and operations of the Authority.

**NOW, THEREFORE, it is RESOLVED**, that the Bylaws, attached hereto as Attachment "A," are adopted and in all respects approved, ratified and confirmed as the Bylaws of this Authority.

**FURTHER RESOLVED**, that the following persons are elected to the offices set beside their respective names, each to serve until their respective successors are duly elected and qualified:

Chair	Lynette M. Brown-Sow
Vice Chair	Nelson A. Diaz
Chief Executive Officer	Kelvin A. Jeremiah
General Counsel	Barbara Adams
Treasurer	Vacant
Secretary	Barbara Adams
Assistant Treasurer	Raymond Ruocchio
Assistant Secretary	Laurence Redican

**FURTHER RESOLVED**, that the regular meetings of the Board shall be held on the third Thursday of every month, at 3 p.m.

**FURTHER RESOLVED**, that the Standards of Ethical Conduct of the Authority, in the form attached as Attachment "B", in which all members of this Board have been trained, are hereby adopted and made applicable to this Board as its conflict of interest policy.

**FURTHER RESOLVED**, that any and all actions previously taken by the Authority or any of its directors or officers in connection with the foregoing resolutions, and all actions taken by the sole Board of Commissioner during the period the CEA was in effect, are ratified, confirmed and approved in all respects as constituting authorized acts and deeds of the Authority.

**BE IT FURTHER RESOLVED**, that this Resolution shall take effect as of 11:59 p.m. on this date, April 26, 2013.

I hereby certify that this was  
APPROVED BY THE BOARD ON 4/26/13  
Barbara Adams, General Counsel  
ATTORNEY FOR PHA

ATTACHMENT "A"

AMENDED AND RESTATED BY-LAWS

OF

THE PHILADELPHIA HOUSING AUTHORITY

Ratified and Adopted by Resolution No. 11570 of the  
Authority Board on November 30, 2012

ARTICLE I

GENERAL

**Section 101. NAME OF THE AUTHORITY.**

The name of the Authority shall be THE PHILADELPHIA HOUSING AUTHORITY.

**Section 102. EXISTENCE AND POWERS.**

The Philadelphia Housing Authority (the "Authority") is a body corporate and politic, organized and existing pursuant to the Pennsylvania Housing Authorities Law, 35 P.S. Section 1542 *et seq.* as such law shall be amended from time to time (the "Law"), and shall have all the rights and powers granted thereunder.

**Section 103. SEAL OF THE AUTHORITY.**

The Authority may have a seal in the form of a circle containing the name of the Authority, the year of its incorporation (1937) and such other details as may be approved by the Board of Commissioners ( the "Board").

**Section 104. OFFICE OF THE AUTHORITY.**

The principal office of the Authority shall be at such location within Philadelphia, Pennsylvania as the Board may, from time to time, by resolution, designate.

**Section 105. FISCAL YEAR.**

The fiscal year of the Authority shall begin on April 1st and end on March 31<sup>st</sup> of the following year. The fiscal year may be changed, from time to time, upon resolution of the Board.

**Section 106. ANNUAL EXAMINATION OF RECORDS.**

The financial records, books and accounts of the Authority shall be examined annually during the first nine months of the fiscal year by a Certified Public Accountant who shall be designated by resolution of the Board. Such annual examination shall cover the immediately preceding fiscal year.

**Section 107. RECORDS; DOCUMENTS.**

There shall be kept at the principal office of the Authority for inspection by the public, an original or duplicate record of the proceedings of the Board and of each committee, the original or a copy of the Resolution of the Council of the City of Philadelphia declaring the need for the Authority as filed with the Secretary of the Commonwealth of Pennsylvania, the Authority's By-laws, including all amendments thereto, and the financial records, books, audits, and accounts of the Authority, except that the Board may permit, by resolution, the transfer to offsite storage of records, books, audits and accounts of the Authority as prescribed in such resolution. Records of the Authority are to be made available to the public to the extent required by law.

**Section 108. CONSTRUCTION.**

In construing these By-laws, any reference made to Pennsylvania statute shall be understood to incorporate amendments to such statutes passed subsequent to ratification of these By-laws.

**ARTICLE II**

**MEMBERS OF THE BOARD OF THE AUTHORITY**

**Section 201. APPOINTMENT OF THE BOARD.**

Consistent with the Law, the powers of the Authority shall be exercised by a governing Board called "the Board of Commissioners of the Philadelphia Housing Authority" which shall consist of nine (9) members, except that under certain circumstances described in the Law, the Board of the Authority shall consist of five (5) members. All members shall be appointed and continue to serve in accordance with the provisions of the Law and shall serve without compensation.

**Section 202. TERMS OF APPOINTMENT.**

Each Commissioner shall serve a term concurrent with the term of the appointing Mayor, but subject to removal as specified in the Law.

**Section 203. RESIGNATION OF BOARD MEMBERS.**

Any member of the Board may resign at any time by giving written notice to the Secretary. Such resignation shall be made in writing and shall take effect at the time specified in the notice. If no time is specified, the resignation shall take effect from the time of its receipt by the Secretary, who shall accept such resignation, noting the day of its receipt. The acceptance of a resignation shall not be necessary to make it effective. The Secretary shall promptly notify the Board, the Chief Executive Officer of the Authority and the Mayor of the City of Philadelphia of the resignation. Any member of the Board may resign at any time by giving oral notice to the Board at a meeting at which a quorum (excluding the resigning member) is present.

**ARTICLE III**

**OFFICERS AND EMPLOYEES**

### **Section 301. OFFICERS AND EMPLOYEES.**

**(i)Titles:** The Board-appointed officers of the Authority shall be the Chair of the Board and the Vice-Chair, who shall be members of the Board, and a Chief Executive Officer, a General Counsel, a Treasurer, a Secretary, and such other Board-appointed officers as the Board shall determine, including an Assistant Treasurer and an Assistant Secretary, all of whom, other than the Chair and Vice-Chair, shall be employees of the Authority.

**(ii)Appointments:** The Board-appointed officers shall be chosen by the Board and, except for the Chair and Vice-Chair, from persons other than themselves and shall serve at the pleasure of the Board. The Chief Executive Officer shall appoint all other officers (other than Board-appointed officers), agents, employees and technical experts of the Authority as the Chief Executive Officer determines necessary and appropriate, all of whom shall be subject to removal by the Chief Executive Officer.

**(iii)Resignation:** Any officer may resign at any time by giving written notice of resignation, which may include an effective date therefor, to the Chief Executive Officer.

### **Section 302. CHAIR.**

The Chair shall preside at all meetings of the Board of the Authority. At each meeting, the Chair shall submit such recommendations and information as the Chair may consider proper concerning the business, affairs and policies of the Authority.

### **Section 303. VICE-CHAIR.**

The Vice-Chair shall perform all the duties of the Chair in the absence or incapacity of the Chair; and in case of the resignation or death of the Chair, the Vice-Chair shall perform such duties as are imposed on the Chair until such time as the Board of the Authority shall appoint a new Chair.

### **Section 304. CHIEF EXECUTIVE OFFICER.**

The Chief Executive Officer shall have general charge of the business and affairs of the Authority and shall direct all other officers, agents and employees of the Authority. He or she shall, if present, and in the absence of the Chair of the Board and the Vice-Chair of the Board, preside at all meetings of the Board. Except as otherwise provided by resolution of the Board of Authority, or as required by law, the Chief Executive Officer shall sign all contracts, deeds and other instruments made by the Authority. The Chief Executive Officer may assign such duties to the other officers, employees and agents of the Authority as he or she deems appropriate. Any power of the Chief Executive Officer provided in these By-laws may be restricted, curtailed or eliminated, in whole or in part, by Resolution of the Board.

### **Section 305. GENERAL COUNSEL.**

The General Counsel shall be the principal legal officer for the Authority. The General Counsel shall advise the Authority and the Board, and the Authority's officers and employees on all legal matters affecting Authority policy and operations. The General Counsel shall prepare, or supervise the preparation of, all leases, deeds, contracts and other legal papers of the Authority and shall approve as to form and legality all legal documents requiring execution by the Authority. The General Counsel shall, on instruction of the Board or the Chief Executive Officer, institute actions or proceedings to maintain, defend or establish the rights, interests and privileges of the Authority, and defend any action or proceeding brought against the Authority.

### **Section 306. SECRETARY.**

The Secretary shall keep and maintain the records of the Authority, shall act as secretary of the meetings of the Board of the Authority and record all votes. The Secretary shall keep a record of the proceedings of the Board of the Authority in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to the office of Secretary. The Secretary shall cause notice to be given of all meetings and of all adjournments or postponements whenever such notice is required. The Secretary shall keep in safe custody the seal of the Authority, if there is one, and shall have power to affix such seal to all proceedings and resolutions of the Board of the Authority and to all contracts and instruments authorized to be executed by the Authority.

### **Section 307. TREASURER.**

The Treasurer shall have the care and custody of all funds of the Authority, and shall deposit the same in the name of the Authority in such bank or banks as the Board may select.

- (i) The Treasurer, or such other person as authorized by resolution of the Board or by directive of the Chief Executive Officer of the Authority, shall sign all orders and checks for the payment of money, and shall pay out and disburse such monies under the direction of the Board or the Chief Executive Officer, unless the Board shall rescind such authority of the Chief Executive Officer. Except as otherwise authorized by resolution of the Board, all such orders and checks shall be countersigned by the Chief Executive Officer.
- (ii) The Treasurer or such other person as authorized by resolution of the Board of the Authority shall keep regular books, written or computerized, of accounts showing receipts and expenditures, and shall render to the Board when requested, (but no less frequently than annually), an account of the Treasurer's transactions and also of the financial condition of the Authority.
- (iii) The Treasurer, or other such person as authorized by resolution of the Board, shall ensure that annual financial report(s) of revenues, expenditures, and debt are submitted and annual financial audits are conducted in accordance with applicable law and applicable audit standards.

### **Section 308. ASSISTANT SECRETARY.**

The Assistant Secretary, if appointed, shall possess the powers and may perform the duties of the Secretary, in case of the absence or incapacity of the Secretary; and shall do and perform such other duties as may be, from time to time, assigned to him or her by the Board or the Chief Executive Officer.

### **Section 309. ASSISTANT TREASURER.**

The Assistant Treasurer, if appointed, shall possess the powers and may perform the duties of the Treasurer, in case of the absence or incapacity of the Treasurer; and shall do and perform such other duties as may be, from time to time, assigned to him or her by the Board or the Chief Executive Officer.

**Section 310. ADDITIONAL DUTIES.**

The officers of the Authority shall perform such other duties and functions as required by the Board, these By-laws, directives of the Chief Executive Officer and policies and procedures of the Authority and as provided by law.

**Section 311. ELECTION OR APPOINTMENT.**

The Chair and Vice-Chair shall be elected at the annual meeting of the Board from among the members of the Board, and shall hold office for one year or until their successors are appointed and qualified. The Secretary, Treasurer and any Assistant Secretary and/or Assistant Treasurer may be elected at the same time. The Chief Executive Officer and the General Counsel shall serve from the date of their appointment until their resignation or until their successors are appointed and qualified.

**Section 312. VACANCIES.**

Should the office of Chair, become vacant, the Vice-Chair shall automatically serve as Temporary Chair until such time as the Board selects a new Chair. If any other office of the Board becomes vacant for any reason, the Board shall promptly choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

**ARTICLE IV**

**MEETINGS**

**Section 401. ANNUAL MEETINGS.**

The Annual meeting of the Board shall be held following the commencement of the Authority Year at such date and time designated by the then-Chair. The Board may hold its meetings at such locations as may be approved by the Chair or the Chief Executive Officer from time to time. At the Annual Meeting, the Authority shall establish a schedule of its regularly scheduled meetings during that year.

**Section 402. REGULAR MEETINGS.**

Regular meetings will be held at such dates and times as are adopted and scheduled at the Annual Meeting. No notice to Board members shall be required for any such regular meeting of the Board.

**Section 403. SPECIAL MEETINGS.**

The Chair of the Board may, when he or she deems it expedient, and shall upon the written request of two members of the Board, call a Special Meeting of the Board for the purpose of transacting any business designated in the call. The call for a Special Meeting may be delivered to each member of the Board or may be mailed to the business or home address of each member or may be sent by electronic transmission to an electronic address provided for such purposes by any member of the Board. Each member must be notified of the Special Meeting of the Board two days or more prior to the date of the Special Meeting. At such Special Meeting, no business shall



be considered other than as designated in the call, but if all of the members of the Board are present, other business may be discussed.

**Section 404. EMERGENCY MEETINGS.**

No public notice is necessary for emergency meetings called for the purpose of dealing with a real or potential emergency involving a clear and present danger to life or property.

**Section 405. MINUTES.**

The minutes of the Authority's public meetings shall be taken by the Secretary or the Secretary's designee and promptly recorded, shall be a public record, and shall be promptly made available for inspection by the public unless their disclosure is inconsistent with the terms of these By-law or applicable law. All resolutions shall be maintained in written form and included in the records of the proceedings of the Board.

**Section 406. PUBLIC NOTICE OF MEETINGS.**

Except for emergency meetings provided for in section 404, all meetings of the Board which are held with the intent, on the part of the members in attendance, to lead to formal action on specific public business of the Authority, shall be duly advertised public meetings as required by and in compliance with the Pennsylvania Sunshine Act. 65 Pa. C.S.A. §§ 701-716 (the "Sunshine Act").

**Section 407. EXECUTIVE SESSIONS.**

The Board of the Authority may hold an executive session for one or more of the reasons permitted by the Sunshine Act.

**Section 408. MANNER OF VOTING.**

The voting on all questions coming before the Board of the Authority shall be by roll call, and the ayes and nays shall be entered upon the minutes of such meeting, unless the vote is unanimous of all members present, and in that case the minutes shall so indicate.

**Section 409. QUORUM.**

A majority of the members of the Board then in office shall constitute a quorum for the purpose of transacting business at all meetings and special meetings of the Board. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall be present. Except as otherwise provided in this Section, all actions of the Board may be taken by a vote of the majority of the members present at any meeting where a quorum exists. In the case of any equality of votes, the Chair shall have a second and deciding vote.

**Section 410. REMOTE PARTICIPATION.**

One or more members may participate in any meeting of the Board, by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and speak to one another at the same time. Participation in a meeting by such

means shall constitute presence in person at the meeting and therefore shall be counted for the purpose of determining a quorum thereof, and shall entitle such member to exercise all rights and privileges to which such Board member might be entitled were he or she personally in attendance, including the right to vote and any other rights attendant to presence in person at such meeting.

#### **Section 411. PARLIAMENTARY AUTHORITY.**

The rules of the current edition of Robert's Rules of Order Newly Revised will govern Board meetings whenever questions of procedure arise not covered in these By-laws or in any Board resolution regarding the conduct of meetings of the Board.

### **ARTICLE V**

#### **CODE OF ETHICS**

##### **Section 501. CODE OF ETHICS.**

All Board members and employees of the Authority are bound by the provisions of the Pennsylvania Public Officials and Employee Ethics Act, 65 Pa. C.S. §§ 1101-1113 ("Ethics Act") and by any code of the Authority in the nature of the code of ethics or conduct ("Authority Code").

##### **Section 502. ABSTENTION.**

Any Board member or employee of the Authority who, in the discharge of their official duties, would be required to take an action or make a decision that would be inconsistent with any of the provisions of the Ethics Act or any Authority Code, shall instead take the following actions:

- (a) Prepare a written statement describing the matter requiring action or decision and the nature of his or her interests affected with respect to such action or decision.
- (b) Cause copies of such statements to be delivered to the Ethics Officer of the Authority with a copy to the Secretary.
- (c) If a Board member, the individual shall also deliver a copy of such statements to the Chair or presiding officer, and shall abstain from participating in discussion of or vote on the matter at Board meetings and otherwise. The presiding officer shall cause such statements to be noted in the minutes and shall exclude the member from any votes, deliberations, and other action on the matter.
- (d) If an employee and not a Board Member, the individual shall withdraw from participation in the matter and his or her superior shall assign it to another employee not supervised by the employee who is withdrawing from participation.

##### **Section 503. ENFORCEMENT.**

Any Board member or employee of the Authority who violates the provisions of the Ethics Act or any Authority Code shall be subject to immediate dismissal or other disciplinary action by the

Mayor of the City of Philadelphia and/or the Board (if a Board Member) or by the Board or Chief Executive Officer (if an officer or employee) and as otherwise provided by law.

## **ARTICLE VI**

### **LIABILITY LIMITATION AND INDEMNIFICATION**

#### **Section 601. DEFINITIONS.**

For the purpose of this Article, the following terms are defined as follows:

(a) “Authorized Representative” shall mean: any Commissioner, receiver for the Authority duly appointed by HUD, officer, employee or agent of, or participant in, the Authority or any subsidiary of or entity established by the Authority, or trustee, custodian, administrator, committee member or fiduciary of any employee benefit plan established and maintained by the Authority or by any subsidiary of or entity established by the Authority;

(b) “Proceeding” shall mean any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the PHA, or otherwise; and

(c) “Expenses” shall include attorneys’ fees, expert witness fees, costs, and other disbursements.

#### **Section 602. LIMITATION OF LIABILITY.**

No Authorized Representative shall be personally liable for monetary damages for any action taken or any failure to take an action as an Authorized Representative unless:

(a) The Authorized Representative has breached or failed to perform the duties of his or her office; and

(b) The breach or failure to perform constitutes a crime, self-dealing or willful misconduct.

This Section shall not apply to (i) the responsibility or liability of an Authorized Representative pursuant to any criminal statute, or (ii) the liability of an Authorized Representative for the payment of taxes pursuant to federal, state, or local law.

#### **Section 603. INDEMNIFICATION.**

A. The Authority shall indemnify any person who is or was an Authorized Representative and who is or was a “party” (which shall include for purposes of this Article the giving of testimony or similar involvement) or is threatened to be made a party to any Proceeding by reason of the fact that such person is or was an Authorized Representative, or is or was serving at the request of the Authority as a director, officer, employee or agent of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other

enterprise, to the fullest extent permitted by law, including without limitation indemnification against Expenses, damages, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Authority and, with respect to any criminal proceeding, had no reason to believe such conduct was unlawful.

- B. No person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted a crime, self-dealing or willful misconduct.
- C. No person shall be entitled to indemnification pursuant to this Article if the action or failure to take action giving rise to the claim for indemnification is or was the subject of a disciplinary proceeding by the Authority, until resolution of the disciplinary proceeding exonerating the person.
- D. If an Authorized Representative is not entitled to indemnification with respect to a portion of any liabilities to which such person may be subject, the Authority shall nonetheless indemnify such person to the full extent for the remaining portion of the liabilities.
- E. In instances of a claim by, or in the right of the Authority, indemnification shall not be made under this Article in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Authority unless and only to the extent that a court of competent jurisdiction determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such Expenses that the court shall deem proper.
- F. This indemnification provision will extend to any amount paid in settlement of any claim, demand, action, suit or Proceeding only if such settlement is offered with the written consent of the Authority.

#### **Section 604. REQUESTING INDEMNIFICATION AND OBLIGATION TO COOPERATE.**

- A. Any person who is or was an Authorized Representative and who is or was a party to any Proceeding, if requesting indemnification pursuant to this Article, shall make a formal written request to the General Counsel of the Authority requesting indemnification. The Authority's duty to indemnify prescribed by this Article shall be conditioned upon (i) delivery by the person to the Chair or Chief Executive Officer and to the General Counsel at the corporate offices of the Authority the original or a copy of any summons, complaint, claim, process, notice, demand or pleading which is the basis for any request for indemnification pursuant to this Article within 10 calendar days after the person is served with such document and (ii) the full cooperation of such person in the defense of any action or proceeding against the Authority based upon the same action or failure to act, and in the prosecution of any appeal.
- B. Upon written request for indemnification by an Authorized Representative, the General Counsel shall determine whether indemnification is appropriate under these By-laws and if so, shall provide representation for the Authorized Representative through the Authority's Office of General Counsel, or through any other attorney designated by the General Counsel.

- C. If the General Counsel determines that it is appropriate for an Authorized Representative to retain separate counsel, the General Counsel shall select such separate counsel. The Authorized Representative shall be afforded reasonable input in the selection of such separate counsel.
- D. The General Counsel may require, as a condition for the payment of fees and expenses of separate counsel, that appropriate groups of Authorized Representatives be represented by the same counsel.
- E. The obligations of the Authority under this Article VI are conditioned upon the Authorized Representative's cooperation with the Authority. In the event such Authorized Representative shall fail or refuse to cooperate with the Authority as reasonably requested by the Authority, or if such person misrepresents any fact material to the defense of the action, then the Authority may terminate the representation (if the Office of General Counsel or counsel retained by the Authority is providing the representation); cease advancing funds to pay for the expenses of separate counsel, and/or recover all costs and expenses expended on behalf of such Authorized Representative.

#### **SECTION 605. ADVANCEMENT OF EXPENSES.**

The Authority shall pay the reasonable Expenses actually incurred in defending a Proceeding on behalf of any Authorized Representative entitled to indemnification under this Article in advance of the final disposition of such Proceeding, The General Counsel shall have the discretion to require, as a condition for the advancement of Expenses, that the Authorized Representative provide an undertaking to repay such amount or such Expenses paid by the Authority, if it shall ultimately be determined that such person is not entitled to be indemnified by the Authority as authorized in this Article. The financial ability of such Authorized Representative to make such repayment shall not be prerequisite to the making of an advance.

#### **Section 606. DURATION AND EXTENT OF COVERAGE.**

The indemnification and advancement of Expenses provided by or granted pursuant to this Article shall continue after the death of an Authorized Representative and shall inure to the benefit of the heirs, executors, administrators, and/or personal representatives of that person to the same extent as if the Authorized Representative had not deceased.

#### **Section 607. SUPPLEMENTARY COVERAGE.**

The indemnification and advancement of Expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which an Authorized Representative seeking indemnification or advancement of Expenses may be entitled under any law, by-law, agreement, vote of disinterested Commissioners, insurance contract or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding that office.

#### **Section 608. RELIANCE AND MODIFICATION.**

Each person who shall act as an Authorized Representative in conformity with the standards set forth in Sections 602, 603 and 604 above shall be deemed to be doing so in reliance upon the rights provided by this Article. The duties of the Authority to indemnify and to advance Expenses to an

Authorized Representative as provided in this Article shall be in the nature of a contract between the Authority and the Authorized Representative. No amendment or repeal of any provision of this Article shall alter, to the detriment of the Authorized Representative, his or her limitation of liability, right to indemnification or the advance of Expenses related to a Proceeding based on an act or failure to act which took place prior to such amendment or repeal.

**Section 609. INTENT AND SEVERABILITY.**

Subject to the requirements of Section 605, it is the intent and obligation of the Authority to indemnify and advance Expenses of each Authorized Representative in accordance with this Article and to the maximum extent permitted by law. If any portion of this Article VI is declared to be illegal or unenforceable, then the remaining portions of this Article VI shall be interpreted so as to provide the maximum indemnity and advancement of Expenses permitted by law.

**Section 610. DISPUTES.**

In the event that an Authorized Representative seeks to enforce any provision of this Article VI against the Authority, such claim or suit shall be commenced within one year from the later of (i) the date that the claim for indemnification accrued or (ii) the date the Authorized Representative knew or should have known of such claim.

**Section 611. CONFORMITY TO STATUTE.**

Nothing in this Article VI shall be construed to waive or limit the defenses, protections, limitations and immunities conferred on the Authority and its employees by the Sovereign Immunity Act, 42 Pa. C.S.A. §§ 8521, et seq.

**ARTICLE VII**

**AMENDMENTS**

**Section 701. AMENDMENTS TO BY-LAWS.**

These By-laws may be altered or amended by a quorum of the Board of the Authority at any regular or special meeting of the Board. Notice of such proposed alteration, amendment or repeal shall have been given in writing to each Board member at least 10 days prior to the meeting at which action thereon is to be taken.

## ATTACHMENT “B”

### STANDARDS OF ETHICAL CONDUCT

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The Philadelphia Housing Authority (“PHA” or the “Authority”) is committed to maintaining the highest ethical standards. The Standards of Ethical Conduct set forth herein apply to all employees of the Authority. They set forth principles for employee ethical conduct in the operations of the Authority, specific prohibited conduct and disclosure requirements relating to certain activities, each of which is important to preserve the integrity of PHA and the faith and confidence of the Commonwealth placed in PHA. It is therefore imperative that each employee of the Authority, as faithful stewards of the public trust, conduct himself or herself in compliance with these Standards. Any conduct in violation of these Standards is a violation of that trust.

PHA desires to encourage a culture of open discussion when employees have questions in advance of engaging in a particular course of conduct. Employees of the Authority are therefore encouraged to discuss questions regarding prospective or hypothetical conduct during PHA trainings on ethical conduct and at other times by raising them with the Ethics Officer. The Ethics Officer is the PHA General Counsel. If in doubt, an employee should seek guidance from the Ethics Officer before taking action. An open discussion as contemplated in these Standards is another means by which PHA serves the public trust vested in it.

#### Principles of Ethical Conduct

1. **Public Service.** Employees of the Authority are public servants. The broad purpose of their work is to assist the Authority in promoting the common good of the citizens of Philadelphia generally and the residents of PHA properties in particular.
2. **Mission.** The mission of the Authority is to provide quality housing for Philadelphia’s low and very low-income families by maintaining and improving its housing and facilities, achieving excellence in property management, providing opportunities for resident economic enhancement and workforce development, and by forming strategic partnerships with surrounding communities. The role of employees of the Authority and the purpose of their public service is to support the Authority in that mission. Any action or inaction that could bring disrepute to the Authority or undermine this mission conflicts with this public service and these Standards.
3. **Honesty and Integrity.** Employees of the Authority must demonstrate the highest standards of honesty and integrity in their work for the Authority.
4. **Diligence.** Employees of the Authority must apply themselves to their assignments, use available time in a productive and efficient manner, and complete assignments in a timely fashion.
5. **Conservation and Responsibility.** Employees of the Authority must protect, preserve and conserve PHA property and resources. When employing or entrusted with PHA property and resources, employees of the Authority must exercise responsible use of and control over them.
6. **Compliance with Law.** Employees of the Authority must comply with applicable rules and regulations of federal, state and local governments, and other appropriate private and public regulatory agencies.
7. **Management.** All employees with supervisory responsibility are responsible for ensuring that employees under their supervision adhere to these Standards. No supervisor has the authority to require or permit conduct that violates these Standards or applicable law.

#### Specific Prohibited Conduct

1. **Personal Gain.** No employee of the Authority may use his office or employment for the employee’s own financial gain or the financial gain of an immediate family member, a business with which he or an immediate family member is associated, or other employees of the Authority.

This prohibition includes using any assets or funds of the Authority for the employee’s own financial gain or the financial gain of an immediate family member, a business with which he or an immediate family member is associated, or other employees of the Authority. This prohibition also includes using any confidential information of the Authority for the employee’s own financial gain or the financial gain of any other person or entity.

This prohibition does not include actions having only an insignificant economic impact and actions affecting to the same degree a class consisting of the general public or a subclass consisting of an industry, occupation or other group which includes the employee of the Authority, an immediate family member, a business with which he or an immediate family member is associated.

Immediate family member means a spouse, life partner verified at the Philadelphia Commission on Human Relations, mother, father, brother, sister, child, grandparent or grandchild (whether related as a full blooded relative, or as a "half" or "step" relative, e.g., a half-brother or stepchild) when used in these Standards.

**2. Gift Ban.** Employees of the Authority shall not solicit or accept, directly or indirectly, any gifts, from any of the following sources:

- a. An individual, business, or an officer, director or employee of a business that is seeking to obtain business from or already has financial relations with the Authority;
- b. An individual, business, or an officer, director or employee of a business whose operations or activities are regulated or inspected by the Authority;
- c. A tenant in or resident of a PHA housing development project, a participant in the Housing Choice Voucher program, or any person on a PHA waiting list for such housing; or
- d. An individual, business, or an officer, director or employee of a business attempting to influence the employee in the performance of his job duties for PHA for such person's or business's pecuniary benefit.

No employee of the Authority may use PHA funds for gifts or social, non-PHA activities intended for the financial gain of such employee or other employees of the Authority.

Gifts include money, meals, services, loans, travel, lodging, entertainment, gratuity, favor, discounts, rewards, a promise of future employment, or other thing(s) that are individually or collectively of greater than nominal value. Ordinarily, items of less than \$10 in value will be considered of "nominal value" and will not be considered gifts; this exception includes, but is not limited to: (1) acceptance of food and refreshment of nominal value on infrequent occasions in the ordinary course of a meeting and (2) items of nominal value offered as a token of esteem or appreciation on the occasion of a public appearance, visit, speech or the like.

If an employee receives a gift or an offer of a gift, the employee should report the gift or the offer of a gift to the Ethics Officer.

**3. Property Interests in Housing Choice Voucher Program.** No employee of the Authority, nor any contractor, subcontractor, or agent of the Authority who formulates policy or who influences decisions with respect to the Housing Choice Voucher program may have an interest, directly or indirectly through an immediate family member or a business with which he or an immediate family member is associated, in any real property in the City of Philadelphia that is part of the Housing Choice Voucher Program or any program involving tenants of the Housing Choice Voucher Program unless the interest has first been disclosed to PHA's Ethics Officer, the individual abstains from taking any PHA-related action regarding that interest and, to the extent required, the existence of that interest is further disclosed to the Department of Housing and Urban Development ("HUD") Field Office for good cause and, to the extent required, a waiver of any potential conflict of interest is obtained from HUD.

PHA will not seek a waiver in circumstances where the performance of the employee's, contractor's, subcontractor's or agent's duties for PHA could positively or negatively affect the interest in real property or otherwise would represent a conflict of interest.

**4. Conflicts with Property Interests.** No employee of the Authority may influence any determination, decision, or inspection with respect to a specific property in which the employee has an interest or an immediate family member of the employee has an interest. If an employee or an immediate family member resides in a PHA housing development or in any property included or planned to be included in any PHA housing development project, then that employee or immediate family member has an interest in that property.

If any employee of the Authority is in a position where his job duties for PHA may include making, conducting, or overseeing a determination, decision or inspection as described in this paragraph 4 ("the Conflicted Employee"), the Conflicted Employee must disclose the specific property interest to his immediate supervisor and to the Ethics Officer. The Conflicted Employee must also abstain from making any determination, decision, or inspection with respect to that specific property and such work should be reassigned by the supervisor, who will assign the work to another employee that does not report to the Conflicted Employee.

**5. Land Speculation.** No employee of the Authority may acquire any interest, directly or indirectly through an immediate family member or a business with which he or an immediate family member is associated, in any property included or planned to be included in any PHA housing development project.

**6. Contracting with the Authority.** No employee of the Authority may have any financial or other interest, directly or indirectly through an immediate family member or a business with which he or an immediate family member is associated, in the award or administration of any contract or proposed contract for materials or services to be furnished or used in connection with any operations of the Authority.



7. **Honorariums.** No employee of the Authority may accept an honorarium for a speaking engagement related to his employment other than a plaque, memento, or gift of nominal value offered as a token of esteem or appreciation on the occasion of a public appearance, visit, speech or the like.

8. **Hiring.** No employee of the Authority may seek to influence the hiring of an immediate family member with respect to a position at the Authority or its vendors, contractors or subcontractors.

9. **Solicitation for Private Business.** No employee of the Authority may solicit, at any time, other employees under their supervision, residents of PHA properties or tenants participating in the Housing Choice Voucher program with respect to sales, loans or other non-PHA business opportunities. Employees of the Authority may not make any other solicitation with respect to non-PHA business during working time. "Working time" is the time employees are engaged, or should be engaged, in performing their job duties for PHA. "Working time" does not include time that employees are on scheduled lunch or other breaks.

10. **Post-Employment Restrictions.** Under Commonwealth of Pennsylvania law, certain employees of the Authority (identified in the paragraph below), upon leaving PHA, are prohibited from engaging in business activities with PHA personally or on behalf of another person, in exchange for promised or actual compensation, for a period of one (1) year.

Employees who are responsible for taking or recommending official action of a nonministerial nature with regard to (1) contracting or procurement, (2) administering or monitoring grants or subsidies, (3) planning or zoning, (4) inspecting, licensing, regulating or auditing any person, or (5) any other activity having a more than de minimis economic impact are subject to the preceding prohibition.

#### **Duty to Report and Whistleblower Protection**

Employees of the Authority are required to report any violation of these principles, instances of prohibited conduct, or any violation of applicable law to the Ethics Officer. PHA will investigate and respond, as appropriate, as promptly and confidentially as is reasonably possible in the particular situation and under the applicable law.

The Pennsylvania Whistleblower Law, codified at 43 P.S. § 1421, et seq. (the "Act"), renders it unlawful for any employer to "discharge, threaten or otherwise discriminate or retaliate" against an employee in compensation or in terms or conditions of employment because the employee has made, or is about to make, a good faith report to the employer or to an "appropriate authority" about an instance of "wrongdoing or waste." The law defines "waste" as conduct or omissions which result in substantial abuse, misuse, destruction or loss of public funds or resources. The law defines "wrongdoing" as a violation which is not of a merely technical or minimal nature of any statute, regulation, ordinance, code of conduct or code of ethics designed to protect the interest of the public or of the housing authority.

The Act also renders it unlawful for an employer to discriminate or retaliate against an employee because he or she has been requested by an appropriate authority to participate in an investigation, hearing or inquiry regarding the employer's alleged wrongdoing or waste. Anyone who provides information to PHA's Ethics Officer in good faith may not be discharged, demoted or otherwise subject to any adverse employment action as result of reporting wrongdoing. Any person who retaliates against someone for reporting wrongdoing may be subject to disciplinary action and/or civil or criminal liabilities and penalties.

PHA follows the dictates of the Pennsylvania Whistleblower Law and will implement this policy in compliance with that law. Where, however, an individual provides PHA with false or misleading information either to initiate an investigation or in the course of an investigation, PHA may take appropriate steps against the individual.

#### **Disclosure of Financial Interests**

Certain employees of the Authority (identified in the paragraph below) shall file a statement of financial interests with the HR Director of the Authority on the appropriate State Ethics Commission form for the preceding calendar year at the commencement of office or employment, and thereafter, no later than May 1 of each year that he or she holds the position and of the year after he leaves such position.

Employees who are responsible for taking or recommending official action of a nonministerial nature with regard to (1) contracting or procurement, (2) administering or monitoring grants or subsidies, (3) planning or zoning, (4) inspecting, licensing, regulating or auditing any person, or (5) any other activity having a more than de minimis economic impact are subject to the preceding annual disclosure requirement.

All other employees shall complete the disclosure form only at the commencement of employment.

Employees have an ongoing duty to disclose and avoid any interest in violation of these Standards. Any undisclosed profit, which results to any employee of the Authority, shall render such employee liable to surcharge in favor of the Authority to the full amount of such profit.

## **Workplace Environment**

Absent waiver by the Board of Commissioners for good cause on recommendation by the Executive Director and disclosure to the Department of Housing and Urban Development, the Authority will not hire a prospective employee in connection with a project or activity funded with public housing funds if the prospective employee is an immediate family member (defined in paragraph 1 of Specific Prohibited Conduct) of (i) any Member of the Board of Commissioners (during his tenure and for one year thereafter), (ii) any State or local public official in the Commonwealth, (iii) or any existing employee of the Authority that influences decisions with respect to such project or activity funded with public housing funds.

Absent waiver by the Executive Director for good cause on recommendation by the Director Human Resources, immediate family members employed by the Authority may not be assigned to work in a department for which a relative has immediate supervisory or managerial responsibilities. A waiver will not be permitted for any of the following circumstances:

- a. Direct supervision of an employee by his or her immediate family member.
- b. Any situation in which an employee of the Authority would regularly audit, cross check or evaluate an immediate family member's work, including the approval of time sheets.
- c. Any situation in which an employee would substitute for an immediate family member on the job in non-emergencies.
- d. Circumstances in which an employee would have authority or a duty to initiate, recommend, or carry out the transfer, promotion, demotion, reassignment, reclassification, layoff, or termination of an immediate family member.

If employees of the Authority marry or reside in the same household while employed, they should not continue in or be transferred to positions where one is directly or indirectly supervising the other.

Prior to employment, prospective employees must disclose any immediate family members that would meet the descriptions herein. Any existing employee in a situation of this nature must disclose it to the Director Human Resources.

## **Discipline**

Violation of this policy by any employee of the Authority will subject that employee to disciplinary action in accordance with PHA's Disciplinary policy.

**RESOLUTION NO. 11613**

**RESOLUTION ACKNOWLEDGING AND THANKING THE RESIDENT LIAISON, MS. NELLIE REYNOLDS, FOR HER SERVICE UNDER THE CEA AND TO PHA**

**WHEREAS**, the authority of the PHA Board of Commissioners has transitioned from the U.S. Department of Housing and Urban Development ("HUD") under a Cooperative Endeavor Agreement ("CEA") to PHA's newly appointed Board of Commissioners; and

**WHEREAS**, under the CEA, HUD agreed to establish a Resident Liaison to the Board; and

**WHEREAS**, Ms. Nellie Reynolds has vigorously and effectively served as the Resident Liaison to the Board under the CEA; and

**WHEREAS**, prior to serving as the Resident Liaison to the Board, Mr. Reynolds served as a Resident Commissioner at PHA and for many years as a Resident Council President;

**NOW THEREFORE BE IT RESOLVED**, the Board of Commissioners hereby recognizes and thanks Ms. Reynolds for her service to the Board as Resident Liaison and her many years as a dedicated advocate for the Philadelphia Housing Authority and its residents.

**BE IT FURTHER RESOLVED**, that this Resolution shall take effect as of 11:59 p.m. on this date, April 26, 2013.

I hereby certify that this was  
adopted by the Board on 4/26/13  
Barbara Adams, General Counsel

**RESOLUTION NO. 10 – NOT PRESENTED**

**RESOLUTION AUTHORIZING THE PRESIDENT AND CHIEF EXECUTIVE OFFICER TO CHANGE THE NAME OF WORKFORCE DEVELOPMENT CENTER TO THE ESTELLE B. RICHMAN WORKFORCE CENTER**

**WHEREAS**, Ms. Estelle B. Richman has for many years enthusiastically and effectively served the low-income residents in the Philadelphia community; and

**WHEREAS**, Ms. Richman has served as PHA's Board of Commissioner and has been a strong advocate of Section 3 jobs for PHA's residents; and

**WHEREAS**, in her over thirty years of devoted service to the public, Ms. Richman has proven to be an unwavering advocate for the advancement of the underprivileged; she has served as the Senior Advisor to the Secretary of HUD, the Pennsylvania Secretary of Public Welfare, Managing Director for the City of Philadelphia and Director of Social Services for the City of Philadelphia; she has held many other notable positions over the years, including the City of Philadelphia's Commissioner of Public Health and Deputy Commissioner for Mental Health, Mental Retardation and Substance Abuse Services;

**NOW THEREFORE BE IT RESOLVED**, that the Philadelphia Housing Authority's Board of Commissioners hereby authorizes the President & Chief Executive Officer, or his designee, to take such actions as he, or his designee, shall deem necessary and appropriate, to change the public name of the Workforce Development Center to the Estelle B. Richman Workforce Development Center.

**BE IT FURTHER RESOLVED**, that this Resolution shall take effect as of 11:59 p.m. on this date, April 26, 2013.