

November 30, 2012

The Special Board Meeting of the Philadelphia Housing Authority Board of Commissioner for November was held on Friday, November 30, 2012, 2:00 pm, at Emlen Arms, 6733 Emlen Street, Philadelphia, Pennsylvania.

Present: Estelle Richman, Board of Commissioner
Kelvin Jeremiah, Interim Executive Director/Interim Administrative Receiver
Barbara Adams, General Counsel

The Board of Commissioner, Ms. Estelle Richman, called the meeting to order and asked the Interim Executive Director/Interim Administrative Receiver, Mr. Kelvin Jeremiah, for remarks. Mr. Jeremiah made several announcements: first, PHA would like to have a moment of silence for a beloved co-worker, Judy Hamilton, who passed away suddenly last Friday.

Mr. Jeremiah then acknowledged Resident Leader Arnold Walker and Manager Jamie Kirton of Emlen Arms (where the meeting was being held).

Mr. Jeremiah announced that Mayor Nutter submitted to City Council an impressive slate of nine (9) individuals to serve as PHA's next Board of Commissioners. Mr. Jeremiah thanked Commissioner Richman for her service, thereupon, Commissioner Richman explained the process of City Council voting and confirming the appointments. She further stated that, while her retirement date was last Friday, she is now a Special Government Employee and remains committed to making sure that PHA is transitioned to a Board and then returned to local control.

Mr. Jeremiah congratulated Commissioner Richman for receiving the Federal Champion of the Year Award from the First Suburbs Project and Building One Pennsylvania. He acknowledged three PHA resident council presidents, Diane Gass of Norris Apartments, Christine Boyd of Harrison Plaza and Virginia Wilks of Richard Allen, who received rewards from the Independence Blue Cross Foundation and the National Nursing Center Consortium for their leadership in advancing the quality of life care for families in the community. PHA's Resident Liaison Nellie Reynolds was also honored at a pioneer luncheon hosted by State Representative Gary Williams for her work at PHA and in the community.

PHA is currently preparing to submit the Moving to Work Annual Plan for MTW Year 13 to HUD. Copies of the draft plan are available at selected offices and online at pha.phila.gov. The public hearings will be held on December 7, 2012 from 10-12 at the John F. Street Center and on December 13, 2012 from 10-12 at Warnock.

To celebrate the holidays, PHA held a pre-Thanksgiving luncheon for seniors at Nellie Reynolds Gardens. PHA also had a turkey giveaway at Wilson Park with the Philadelphia 76ers. The housing authority would like to commend the Sixers organization for donating and working with PHA to distribute more than a thousand turkeys.

On December 4, 2012, PHA will begin the traditional tree lighting ceremonies, starting with Emlen Arms at 10 am. On December 6th from 10-2, PHA will be having a Job Fair at GGFE to recruit 50 police officers.

Mr. Jeremiah advised the Commissioner that PHA was presenting seven (7) resolutions to be considered.

The next order of business was the approval of the minutes. Commissioner Estelle Richman moved for the adoption of the minutes for the October 26, 2012 Board Meeting.

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

RESOLUTION NO. 11569

**RESOLUTION APPROVING MINUTES OF THE BOARD OF COMMISSIONER MEETING HELD ON
OCTOBER 26, 2012**

BE IT RESOLVED, that the minutes of the Board Meeting of the Philadelphia Housing Authority held on October 26, 2012, 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.

I hereby certify that this was
APPROVED BY THE BOARD ON 11/30/12
Barbara Adams, General Counsel
ATTORNEY FOR PHA

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

RESOLUTION NO. 11570

RESOLUTION ADOPTING AMENDED AND RESTATED BY-LAWS AND ELECTING AND APPOINTING OFFICERS FOR THE PHILADELPHIA HOUSING AUTHORITY

WHEREAS, in July of 2012, the Commonwealth of Pennsylvania amended the Housing Authorities Law, Act of May 28, 1937, P.L. 955, No. 265 (the “Housing Authorities Law”); and

WHEREAS, among other changes, the amended Housing Authorities Law changed the composition and method of appointment of the Board of Commissioners of the Philadelphia Housing Authority (“PHA”); and

WHEREAS, PHA needs to revise its By-Laws to reflect these changes in the Housing Authorities Law and otherwise to modernize the By-Laws and provide for a Transitional Provisions Article until the Cooperative Endeavor Agreement with the United States Department of Housing and Urban Development dated March 4, 2011, is terminated; and

WHEREAS, the Amended and Restated By-Laws also require that the Board of Commissioners elect and appoint officers of PHA;

NOW THEREFORE BE IT RESOLVED, by and for the Philadelphia Housing Authority, that, the Board of Commissioner approves and adopts the Amended and Restated By-Laws, in the form attached hereto, including the Transitional Provisions Article; and

BE IT FURTHER RESOLVED, that the Board of Commissioner elects and appoints the following employees of PHA to serve as officers of PHA until their successors are appointed and qualified pursuant to the Amended and Restated By-Laws:

Chair	Estelle Richman
Vice-Chair	Estelle Richman
Chief Executive Officer:	Kelvin A. Jeremiah
General Counsel	Barbara Adams
Secretary	Barbara Adams
Treasurer	Elias Rosario
Assistant Secretary	Laurence Redican
Assistant Treasurer	Raymond Ruocchio

BE IT FURTHER RESOLVED, that such Amended and Restated By-Laws, including the Transitional Provisions Article, and the appointment of such officers will become effective on the date of the approval of this Resolution.

AMENDED AND RESTATED BY-LAWS
OF
THE PHILADELPHIA HOUSING AUTHORITY

**Adopted by Resolution No. _____ of the
Authority Board on _____, 2012**

TRANSITIONAL PROVISIONS ARTICLE

Section 1. DEFINITIONS.

All capitalized terms used in this Transitional Provisions Article shall have the same meanings as set forth in the Amended and Restated By-laws in the form attached hereto.

Section 2. BOARD OF THE AUTHORITY.

On the date of adoption of these Amended and Restated By-laws, the Authority Board consists of a single Commissioner appointed by the United States Department of Housing and Urban Development (HUD) pursuant to the terms of a Cooperative Endeavor Agreement dated March 4, 2011 (CEA). Until the termination of the CEA, as amended and supplemented, the provisions of the attached Amended and Restated By-laws, to the extent they are inconsistent with the CEA, will not be deemed effective. Accordingly, without limiting the foregoing, Section 201 of the attached Amended and Restated By-laws and all provisions of such Amended and Restated By-laws regarding the requirement for a quorum or the need for a vote consisting of more than one Commissioner shall not be deemed effective.

Section 3. OFFICERS OF THE AUTHORITY.

Until the CEA is terminated, the sole Commissioner shall act as Chair and Vice-Chair of the Board of the Authority and, until their successors are appointed and qualified, the following employees of the Authority are hereby elected and shall be the officers of the Authority appointed by the Board:

Chief Executive Officer:	Kelvin A. Jeremiah
General Counsel:	Barbara Adams
Secretary:	Barbara Adams
Treasurer:	Elias Rosario
Assistant Secretary:	Laurence Redican
Assistant Treasurer:	Raymond Ruocchio

Section 4. TERMINATION OF TRANSITIONAL PROVISIONS.

Once the CEA is terminated and the Board of the Authority has been appointed in accordance with Section 201 of the attached Amended and Restated By-laws and such Board ratifies and adopts the attached Amended and Restated By-laws, this Transitional Provisions Article shall have no further force and effect.

AMENDED AND RESTATED BY-LAWS

OF

THE PHILADELPHIA HOUSING AUTHORITY

**Ratified and Adopted by Resolution No. _____ of the
Authority Board on _____, 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 31st 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.

Commissioner Estelle Richman thereupon declared the Resolution unanimously adopted.

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

RESOLUTION NO. 11571

**RESOLUTION AUTHORIZING THE CREATION OF AN AUDIT COMMITTEE
AND APPROVING THE AUDIT COMMITTEE'S CHARTER**

WHEREAS, the Philadelphia Housing Authority (PHA) wishes to create a seven (7) member Audit Committee; five (5) voting members and two (2) advisory members, that will assist PHA's Board in overseeing PHA's financial reporting, internal controls and compliance with applicable laws and regulations; and

WHEREAS, PHA has developed the Audit Committee Charter, which sets forth the purpose, composition, responsibilities, duties and principles of governance and operation presented in the following pages of the resolution; and

WHEREAS, the members of the Audit Committee will comprise five (5) voting members; the Vice Chairman of the PHA's Board and four (4) independent members who will not be PHA employees, and;

WHEREAS, the members of the Audit Committee will comprised two (2) advisory members; the Director of the PHA's Office of Audit and Compliance and PHA's Deputy Executive Director of Finance - Chief Financial Officer; and

WHEREAS, the Audit Committee will be tasked with overseeing the integrity of PHA's financial reporting including assessing the independent auditor's qualification and independence; adequacy of PHA's internal controls including the performance of PHA's internal audit function; and compliance with statutory and regulatory requirements.

NOW THEREFORE, BE IT RESOLVED, that the Board of Commissioners hereby establishes a seven (7) member Audit Committee that will assist PHA's Board in overseeing PHA's financial reporting, internal controls and compliance with applicable laws and regulations, and approves the Audit Committee Charter in the form attached hereto, which sets forth the purpose, composition, responsibilities, duties and principles of governance and operation presented in the following pages of the resolution which shall become effective on the date of the approval of this Resolution.

BE IT FURTHER RESOLVED that the Interim Executive Director/Interim Administrative Receiver is hereby authorized to identify the four (4) Independent Members who shall serve on the Committee, and who, with the approval and consent of the Board, shall serve a two-year term, which may be renewed from time to time with the consent of the Board.

PHILADELPHIA HOUSING AUTHORITY
AUDIT COMMITTEE CHARTER

Section I. Purpose

1.1 The Audit Committee is established by the Board of Commissioners (“Board”) of the Philadelphia Housing Authority (“PHA”) for the primary purpose of assisting the Board in overseeing the:

1.1.1 Integrity of PHA’s financial reporting including assessing the independent auditor’s qualification and independence;

1.1.2 Adequacy of PHA’s internal controls including the performance of PHA’s internal audit function; and

1.1.3 Compliance with statutory and regulatory requirements.

1.2 The Audit Committee should facilitate open communication among the independent auditor, the Office of Audit and Compliance, Executive and Finance Departments and the Board.

1.3 The Audit Committee will primarily fulfill its responsibilities by carrying out the activities described in Section V of this Charter.

Section II. Membership

2.1 The Audit Committee shall consist of seven (7) members; five (5) voting members, and two (2) non-voting members serving as advisors to the Committee. The PHA Board’s Vice-Chairman will be a member of the Audit Committee and serve as the Audit Committee’s first Chairman. At least four (4) independent members shall be selected from outside of PHA. PHA’s Director of Audit and Compliance and PHA’s Deputy Executive Director of Finance - Chief Financial Officer shall comprise the two non-voting members of the Committee. At any time after the Committee is established, the Chairman of the Committee shall be selected from among the Committee members by the members.

Section III. Independent Members

3.1 The Board shall select the Independent Members, who shall serve for a two-year period that may be renewed by the Board from time to time. In the spirit of recent federal legislation (Sarbanes-Oxley Act of 2002) and the accompanying Securities and Exchange Commission’s implementing rule that pertains to publicly traded companies, the Board will attempt to select as an Independent Member a person who meets the definition of an “audit committee financial expert” with the following attributes:

3.1.1 An understanding of financial statements and generally accepted accounting principles.

3.1.2 An ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves.

3.1.3 Experience in preparing, auditing, analyzing or evaluating financial statements that present a level of complexity of accounting issues generally comparable to what could be raised by PHA’s

financial statements or experience actively supervising one or more persons engaged in such activities.

3.1.4 An understanding of internal controls and procedures for financial reporting.

3.1.5 An understanding of audit committee functions.

3.1.6 An understanding of public housing programs, including federal, state and local public housing rules, regulations, budget and finance.

3.2 Each Independent Member will serve without salary.

3.3 PHA shall provide for the defense and indemnification of each Independent Member in a civil action or proceeding in any state or federal court, arising out of any alleged act or omission which PHA finds occurred while the Independent Member was acting within the scope of the terms of this Charter and was not in violation of any rule or regulation of PHA at the time the alleged act or omission occurred.

Section IV. Frequency of Meetings

4.1 The Audit Committee shall meet on an as needed basis but not less than four times per year. Minutes of each meeting will be taken. The Audit Committee will report to the Board on an as-needed basis, but not less than once per year. A majority shall constitute a quorum. An agenda will be prepared for each meeting and sent to each Audit Committee member in advance of such meeting. All actions of the Audit Committee will be by a majority vote. Unless otherwise instructed by the Chair of the Audit Committee, the Deputy Director of PHA's Office of Audit and Compliance will attend all Audit Committee meetings, which may be in executive sessions. Any other attendees must be by Audit Committee invitation only.

Section V. Responsibilities and Duties

5.1 To fulfill its responsibilities and duties, the Audit Committee shall:

5.2 Integrity of Financial Reporting

5.2.1 Recommend to the Board the appointment of the independent auditor responsible for conducting the annual Single Audit. The Audit Committee's recommendations will be based upon the recommendations of the PHA evaluation committee that reviews the proposals submitted in response to a Request for Proposals (RFP) issued by PHA, except in the event that a current auditor is recommended for another year under the option provisions of a contract awarded pursuant to an RFP, in which case the Committee's recommendations will be based upon the recommendations of the Director of Audit and Compliance following the latter's evaluation of the prior year's audit.

5.2.2 Monitor that open communication exists among the independent auditor, PHA's executive and financial management and the Audit Committee including corrective action taken to address prior audit findings.

5.2.3 Understand all significant accounting judgments and estimates made by management in preparing the financial statements including the methodology used in making those estimates.

5.2.4 Determine that PHA management has a complete understanding of laws, regulations and agreements that could materially affect PHA's financial statements.

5.2.5 Meet with the independent auditor, Executive Director and PHA financial management to discuss the audit scope including changes in the entity's operations and significant new issues and accounting policies and practices affecting PHA's financial statements. This meeting should occur prior to the start of the audit work.

5.2.6 Meet with the independent auditor, Executive Director and PHA's financial management after the completion of the audit work, but prior to the issuance of the final reports to discuss the audit results and draft documents. Review the independent auditor's opinion regarding whether (1) the financial statements are presented fairly in all material respects in conformity with generally accepted accounting principles, and (2) the schedule of expenditures of federal awards is presented fairly in all material respects in relation to the financial statements taken as a whole. In addition, the Audit Committee should discuss the report of the independent auditors on compliance and on internal control over financial reporting.

5.3 Adequacy of Internal Controls

5.3.1 Determine that the PHA has written control procedures in place including current accounting policy and procedure manuals. In addition, ensure that these policies and procedures are effectively communicated to employees.

5.3.2 Understand PHA's key performance indicators and the processes used to measure results against them.

5.3.3 Understand new significant program changes or initiatives and corresponding internal controls.

5.3.4 Understand the key operations and administrative risks facing PHA. Identification of these risks will be obtained from numerous sources including the independent auditor, PHA's management, the Office of Audit and Compliance and external auditors.

5.3.5 Understand PHA's internal controls to address these risks including relevant policies and procedures.

5.3.6 Review the Office of Audit and Compliance's annual audit plan including any changes to the plan. Review the Office of Audit and Compliance's audit reports to ensure that relevant, quality audits of PHA's operations including significant risk areas are done in a timely, complete and professional manner.

5.3.7 Review assessments of the adequacy of existing internal controls to address risk. Sources of these assessments include the independent auditor, other external auditors, Executive Director, Office of Audit and Compliance and PHA's financial and computer management.

5.3.8 Review management responses to audit findings including the independent auditor's report to management to determine if appropriate and timely corrective actions were taken. Follow-up with management in instances where corrective action has not been taken.

5.4 Compliance with Statutory and Regulatory Requirements

5.4.1 Obtain an understanding of PHA's written policies and procedures to ensure that they comply with applicable laws and regulations.

5.4.2 Review assessment of compliance with applicable laws and regulations from the independent auditor, Executive Director, the Office of Audit and Compliance, and General Counsel.

Section VI. Reports

6.1 The Audit Committee shall report periodically to the Board regarding the Audit Committee's activities. In addition, the Audit Committee will submit a written, annual report to the Board summarizing its activities.

Commissioner Estelle Richman thereupon declared the Resolution unanimously adopted.

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

RESOLUTION NO. 11572

**RESOLUTION APPROVING THE FISCAL YEAR (FY) 2013
REVISED OPERATING AND CAPITAL BUDGET**

WHEREAS, the Philadelphia Housing Authority (PHA), and the PHA Board of Commissioner approved and adopted a Resolution #11494 dated January 6, 2012, which approved the Fiscal Year (FY) 2013 Operating and Capital Budgets; and

WHEREAS, PHA identified the need to revamp and strengthen the Authority's budget management and monitoring practices; and the PHA Board of Commissioner approved and adopted Resolution No. 11525 dated April 26, 2012, which authorized the implementation of the PHA Budget Policies and Procedures; and

WHEREAS, PHA Budget Policies and Procedures outline such Revision Procedures that are required to assure consistency, accuracy, and tracking of the Authority's resources via a Mid-Year Review Process; Board approval is required for acceptance of all new grant funding awards, increases/decreases in the Authority's Annual Comprehensive Budget due to revised/new management initiatives or reorganization, and/or significant changes to subsidies that alter PHA revenue and expenditures; and

WHEREAS, the PHA has developed a balanced FY 2013 Revised Operating and Capital Budgets for the Low Income Public Housing (LIPH), Housing Choice Voucher (HCV) and the Capital/Replacement Housing Factor (CFP/RHF) Programs; and

NOW, THEREFORE BE IT RESOLVED, that the Board of Commissioner of the Philadelphia Housing Authority (PHA), does hereby adopt submission of the FY 2013 Revised Operating and Capital Budgets for the Low Rent Public Housing (LIPH), Housing Choice Voucher (HCV) Programs and the Capital/Replacement Housing Factor (CFP/RHF) Programs, a copy of which is attached here and made a part hereof.

Commissioner Estelle Richman thereupon declared the Resolution unanimously adopted.

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

RESOLUTION TABLED

RESOLUTION AUTHORIZING THE INTERIM EXECUTIVE DIRECTOR/INTERIM ADMINISTRATIVE RECEIVER, OR HIS AUTHORIZED DESIGNEE, TO CONCLUDE AND TO 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 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:

	Lease Years	Monthly	Annually	Per Square Foot Rental Rate
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 Interim Executive Director/Interim Administrative Receiver, or his 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 Interim Executive Director/Interim Administrative Receiver 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 Interim Executive Director/Interim Administrative Receiver, or his designee.

Commissioner Estelle Richman thereupon declared the Resolution held to the next board meeting.

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

RESOLUTION NO. 11573

RESOLUTION AUTHORIZING THE INTERIM EXECUTIVE DIRECTOR/INTERIM ADMINISTRATIVE RECEIVER OR HIS AUTHORIZED DESIGNEE TO CONCLUDE AND TO EXECUTE A CONTRACT FOR ELEVATOR REPLACEMENT AT BLUMBERG (SOLICITATION NO. P-004211)

WHEREAS, the Philadelphia Housing Authority (PHA) has identified a need for elevator replacement services at Blumberg Apartments; and

WHEREAS, Solicitation No. P-004211 was developed according to established procedures and all applicable laws regarding public contracts and was advertised in the Philadelphia Inquirer and several community newspapers; and

WHEREAS, the Request for Proposal was mailed to the appropriate companies on PHA Bidders' List, and distributed to those who responded to the invitation through the publications; and

WHEREAS, one (1) offeror responded to the solicitation by submitting a proposal as follows:

Dale Corporation

WHEREAS, the proposal was reviewed and evaluated by the evaluation committee appointed for such purpose (the "Evaluation Committee") and the supporting documents were reviewed by the Contracting Officer; and

WHEREAS, based upon the evaluation, it was recommended that a contract be awarded to Dale Corporation; and

WHEREAS, it is further recommended that the contract, if awarded, shall be for a one (1) year base period in an amount not to exceed **TWO MILLION FIVE HUNDRED NINETY-ONE THOUSAND SIX HUNDRED SEVENTY-THREE DOLLARS (\$2,591,673.00)** to Dale Corporation.

NOW THEREFORE, BE IT RESOLVED, by and for the Philadelphia Housing Authority, that, based on the recommendation of the Evaluation Committee, the Interim Executive Director/Interim Administrative Receiver is hereby authorized to conclude and to execute a contract with Dale Corporation; and

BE IT FURTHER RESOLVED, that (1) the Interim Executive Director/Interim Administrative Receiver 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 therefor; (3) no contract shall exist until signed by the Interim Executive Director/Interim Administrative Receiver, or his designee; and (4) if PHA and the offeror have not mutually agreed on the terms of a contract within ninety days (90) following the next regularly scheduled Board meeting, then this resolution shall be void and the authority of the Interim Executive Director/Interim Administrative Receiver shall cease.

Commissioner Estelle Richman thereupon declared the Resolution unanimously adopted.

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

RESOLUTION NO. 11574

RESOLUTION AUTHORIZING THE PHA INTERIM EXECUTIVE DIRECTOR/INTERIMEADMINISTRATIVE RECEIVER OR HIS AUTHORIZED DESIGNEE TO CONCLUDE AND TO EXECUTE A CONTRACT FOR ROOFING REPLACEMENT AT WILSON PARK (SOLICITATION NO. P-004212)

WHEREAS, The Philadelphia Housing Authority (PHA) has identified a need for Roofing Replacement at Wilson Park; and

WHEREAS, Solicitation No. P-004212 was developed according to established procedures and all applicable laws regarding public contracts and was advertised in the Philadelphia Inquirer and several community newspapers; and

WHEREAS, the Request for Proposal was mailed to the appropriate companies on PHA Bidders' List, and distributed to those who responded to the invitation through the publications; and

WHEREAS, four (4) offerors responded to the solicitation by submitting a proposal as follows:

Winchester Roofing Corp.

D.A. Nolt
Towne and Country Roofing and Siding, Inc.
Mike Kobithen Roofing & Insulation; and

WHEREAS, the proposals were reviewed and evaluated by the evaluation committee appointed for such purpose (the "Evaluation Committee") and the supporting documents were reviewed by the Contracting Officer; and

WHEREAS, based upon the evaluation, it was recommended that a contract be awarded to Winchester Roofing Corp.; and

WHEREAS, it is further recommended that the contract, if awarded shall be for a one (1) year period in an amount not to exceed **FOUR HUNDRED SIXTY-FOUR THOUSAND DOLLARS (\$464,000.00)**

NOW THEREFORE BE IT RESOLVED, by and for the Philadelphia Housing Authority, that, based on the recommendation of the Evaluation Committee, the Interim Executive Director/Interim Administrative Receiver is hereby authorized to conclude and to execute a contract with Winchester Roofing Corp. in accordance with the "Whereas" clauses above; and

BE IT FURTHER RESOLVED, that (1) the Interim Executive Director/Interim Administrative Receiver 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; (3) no contract shall exist until signed by the Interim Executive Director/Interim Administrative Receiver, or his designee; and (4) if PHA and the offeror have not mutually agreed on the terms of a contract within ninety days (90) following the next regularly scheduled Board meeting, then this resolution shall be void and the authority of the Interim Executive Director/Interim Administrative Receiver shall cease.

Commissioner Estelle Richman thereupon declared the Resolution unanimously adopted.
Commissioner Estelle Richman moved for the adoption of the following resolution.

RESOLUTION NO. 11575

RESOLUTION TO EXERCISE THE FIRST OPTION TO INCREASE THE NOT TO EXCEED AMOUNT OF CONTRACT NO. 03990A WITH SHOEMAKER/SYNTERRA JV BY FIVE MILLION DOLLARS (\$5,000,000) AND TO INCREASE THE NOT-TO-EXCEED AMOUNT OF CONTRACT NO. 003990C WITH LOR-MAR MECHANICAL SERVICES BY FIVE MILLION DOLLARS (\$5,000,000)

WHEREAS, the Philadelphia Housing Authority (PHA) identified a need for a Master Contract for Mechanical Maintenance Services and Repair Services; and

WHEREAS, pursuant to Resolution No. 11393 duly adopted on July 28, 2010, two separate contracts were entered into with Shoemaker/Synterra JV and LOR-MAR Mechanical Services each in an amount not to exceed **FIVE MILLION DOLLARS (\$5,000,000.00)** for a five-year (5) contract term; and

WHEREAS, Resolution No. 11393 also approved an option for each contract to increase such contract by an additional **FIVE MILLION DOLLARS (\$5,000,000.00)**, which could be exercised at the Board's discretion; and

WHEREAS, it is recommended that PHA exercise the options for these contracts to increase the contracts' not- to-exceed amount by **FIVE MILLION DOLLARS (\$5,000,000.00)**.

NOW, THEREFORE BE IT RESOLVED, by and for the Philadelphia Housing Authority, that the Interim Executive Director/Interim Administrative Receiver or his designee is hereby authorized to conclude and to execute the first option to increase the not-to-exceed amount of Contract No. 03990A with Shoemaker/Synterra JV by an additional **FIVE MILLION DOLLARS (\$5,000,000)** and to increase the not to exceed amount of Contract No. 003990C with LOR-MAR Mechanical Services by an additional **FIVE MILLION DOLLARS (\$5,000,000)**; and

BE IT FURTHER RESOLVED, that the issuance of any task order under the options for the Master Contract for Mechanical Maintenance Services and Repair Services is subject to the availability of funds therefor.

Commissioner Estelle Richman thereupon declared the Resolution unanimously adopted.

The resolutions were adopted. With that, Commissioner Estelle Richman opened the meeting for public comments. Comments were given by Mr. Allan Anderson, Mr. Prince Mohammad, Ms. Carolyn Doby, Ms. Marilyn Horn, Mr. Nassar, Ms. Bernadine Jackson, Mr. Michael Campbell, Ms. Madeline Dileo and several other unidentified audience members. With no other public comments being heard, Commissioner Richman adjourned the meeting. (Copies of the actual transcript will be provided upon written request).