

July 2, 2013

RESOLUTION NO. SRC-1

**RESOLUTION OF THE SCHOOL REFORM COMMISSION
OF THE SCHOOL DISTRICT OF PHILADELPHIA,
AUTHORIZING THE ISSUANCE AND SALE OF TAX AND REVENUE
ANTICIPATION NOTES OF THE SCHOOL DISTRICT
IN FISCAL YEAR 2014; DETERMINING THE
AGGREGATE PRINCIPAL AMOUNT OF SUCH NOTES AND
THE FORM AND TERMS OF SUCH NOTES;
AUTHORIZING THE AWARD OF SUCH NOTES;
AND MAKING CERTAIN OTHER DETERMINATIONS
IN CONNECTION THEREWITH**

WHEREAS, The School District of Philadelphia, a school district of the first class of the Commonwealth of Pennsylvania (“School District”), has the power and authority, pursuant to the Local Government Unit Debt Act, 53 Pa. C.S.A. §§ 8001 et seq. (“Act”), to borrow money from time to time in any fiscal year in anticipation of the receipt by the School District in that fiscal year of current taxes and revenues, and to evidence such borrowing by the issuance and sale of tax and revenue anticipation notes; and

WHEREAS, on December 21, 2001, the Secretary of Education of the Commonwealth of Pennsylvania declared the School District distressed pursuant to Section 691(c) of the Public School Code of 1949, as amended (“School Code”), effective December 22, 2001; and

WHEREAS, pursuant to the School Code, upon a declaration of distress of a school district of the first class under Section 691(c) of the School Code, within thirty (30) days of such declaration, a School Reform Commission (“School Reform Commission” or “Commission”) shall be established; and

WHEREAS, effective January 14, 2002, the School Reform Commission was established; and

WHEREAS, pursuant to the School Code, all powers and duties granted to the Board of Education of the School District, including the power to issue tax and revenue anticipation notes, are vested in the School Reform Commission; and

WHEREAS, the cash flow forecast with respect to budget requirements of the School District for the fiscal year ending June 30, 2014 (“2014 Fiscal Year”), indicates that the School District will experience cash flow deficits during the 2014 Fiscal Year pending receipt of taxes and other revenues of the School District; and

WHEREAS, the Commission has found and determined that, in light of the anticipated cash needs of the School District during the 2014 Fiscal Year, it is desirable for the Commission to authorize a tax and revenue anticipation borrowing, the proceeds of which shall be applied to the funding of the School District’s cumulative cash flow deficits for the 2014 Fiscal Year; and

WHEREAS, the Commission has determined to authorize, in accordance with the Act, the issuance and sale, in the 2014 Fiscal Year, of tax and revenue anticipation notes evidencing such tax and revenue anticipation borrowing.

NOW THEREFORE, BE IT RESOLVED BY THE AFFIRMATIVE VOTE OF A MAJORITY OF THE MEMBERS OF THE SCHOOL REFORM COMMISSION OF THE SCHOOL DISTRICT OF PHILADELPHIA, AS FOLLOWS:

Section 1. Authorization. Authorization is hereby given for the issuance of tax and revenue anticipation notes of the School District in the 2014 Fiscal Year, designated “Tax and Revenue Anticipation Notes, Series A of 2013-2014,” to be comprised of one series of tax and

revenue anticipation notes of the School District issued on or about July 3, 2013 in the principal amount of \$125,000,000 (“Series A Notes”).

The Series A Notes are being authorized hereby and issued in the 2014 Fiscal Year for the purpose of funding the cumulative cash flow deficits of the School District forecasted to occur in the 2014 Fiscal Year.

Without the consent of the holders of the Series A Notes, additional series of tax and revenue anticipation notes, maturing on June 30, 2014, may be authorized under a separate resolution adopted by the Commission to be issued from time to time in an aggregate principal amount not to exceed \$400,000,000 (“Additional Notes,” and together with the Series A Notes, the “Notes”) in accordance with the Act.

Any Additional Notes will be equally and ratably secured with the Series A Notes, until paid or until deposits for such payment have been made into a trust or sinking fund established for such Additional Notes, by a pledge of, security interest in and a lien and charge on the taxes and revenues of the School District to be received from the date of issuance such Additional Notes until the stated maturity date thereof. Owners of Additional Notes will have no claim on or security interest in the Sinking Fund established in Section 11 hereof this Resolution. The resolution authorizing Additional Notes will provide for sinking fund deposits on the same date as the Series A Notes or, if earlier, simultaneously with and as a condition to the issuance of the Additional Notes, Section 11 of this Resolution shall be amended to provide for sinking fund deposits on the Series A Notes at the same times and in the same proportional amounts as the sinking fund deposits for the Additional Notes and any related documents referencing such sinking fund deposits shall be amended in a similar manner.

Section 2. Term of Notes. The Series A Notes shall be dated the date of delivery thereof and payment therefor, and shall be stated to mature on June 30, 2014, which dates are within the fiscal year of the School District in which the Notes are authorized and issued.

Section 3. Aggregate Amount of Series A Notes Within Statutory Limit. It is hereby determined that the aggregate principal amount of the Series A Notes does not exceed the lesser of:

(i) Eighty-five percent (85%) of the sum of taxes levied for the 2014 Fiscal Year and current revenues for such fiscal year to be received by the School District during the period when the Notes shall be outstanding and which are pledged for payment of the Notes, as estimated and certified by any member of the Commission, the Superintendent of the School District, the Chief Financial Officer or the Deputy Chief Financial Officer – Financial Services of the School District (collectively, the “Authorized Officials” and individually, an “Authorized Official”) in accordance with the Act (said certified estimate being annexed hereto as Exhibit “A” and made a part hereof); or

(ii) The maximum anticipated cumulative cash flow deficit of the School District during the 2014 Fiscal Year, prior to the receipt of advances of Commonwealth subsidies, as computed by the Chief Financial Officer or Deputy Chief Financial Officer - Financial Services of the School District in accordance with the Internal Revenue Code of 1986, as amended (“Code”), and the regulations promulgated thereunder (said computation being annexed hereto as Exhibit “B” and made a part hereof).

Section 4. Purchase of the Series A Notes. It is hereby determined that it is in the best financial interest of the School District to affect a private, negotiated sale of the Series A

Notes. The proposal of Banc of America Preferred Funding Corporation (“Purchaser”), to purchase the Series A Notes for its own account from the School District at not less than par on the terms and conditions set forth in the written proposal presented to this meeting, a copy of which shall be filed with the records of this meeting (“Purchase Contract”), is hereby accepted.

The Purchaser has represented to the School District that it is purchasing the Series A Notes for its own account and not with a view to distributing the Series A Notes. However, nothing contained herein or in the Series A Notes shall restrict the sale of the Series A Notes by the Purchaser to: (i) “Qualified Institutional Buyers” as that term is defined in Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”) or Accredited Investors (as such term is defined in Rule 501 of Regulation D under the Securities Act of 1933); (ii) an entity which is related to the Purchaser; or (iii) any special purpose entity which issues certificates, solely to Qualified Institutional Buyers, representing a beneficial interest in the Series A Notes for an aggregate price that is not in excess of the principal amount of the Notes.

Any Authorized Official is hereby authorized to evidence the acceptance authorized hereunder by executing and delivering the Purchase Contract to the Purchaser.

Section 5. Rate of Interest. The Series A Notes shall bear interest, payable at maturity, calculated on the basis of actual days elapsed in a 365/366-day year, at the rate of .64% per annum.

Section 6. Pledge and Security Interest. As required by Section 8125 of the Act, the Series A Notes shall be equally and ratably secured by a pledge of, security interest in, and lien and charge on, the taxes and revenues of the School District to be received from the date of issuance of the Series A Notes until the stated maturity date thereof, a certified estimate of the

aggregate amount of such taxes and revenues being set forth in Exhibit "A" hereto. Notwithstanding the foregoing, the amounts irrevocably directed by the School District to be deposited on a daily basis directly into the School District's fixed rate general obligation bond sinking funds ("Daily Sinking Fund Deposits") are not subject to such pledge, security interest, lien and charge. The certified estimate of the aggregate amount of taxes and revenues to be received in the 2014 Fiscal Year set forth in Exhibit "A" does not include the Daily Sinking Fund Deposits.

Any Authorized Official is hereby authorized and directed to prepare or cause to be prepared, on behalf of the School District, in favor of the Fiscal Agent, as secured party on behalf of the holders of the Series A Notes, appropriate financing statements and cause the filing of such financing statements in accordance with the Pennsylvania Uniform Commercial Code in order to perfect such pledge, security interest, lien and charge.

The holders of the Series A Notes shall have the right to enforce such pledge of, security interest in, and lien and charge on, the pledged taxes and revenues of the School District against all state and local public officials in possession of any such taxes and revenues at any time, which revenues and taxes may be collected directly from such officials upon notice by such holders for application to the payment of the Series A Notes, as and when due or for deposit in the Sinking Fund, at the times and in the amounts specified herein and in the Series A Notes, all in accordance with Section 8125 of the Act. The Fiscal Agent shall enforce such pledge, security interest and lien and charge on behalf of the holders of the Series A Notes, at the expense of the School District, in accordance with the provisions of this Resolution and the Act, including, without limitation, Section 8125 of the Act. The holders of the Series A Notes shall deliver their

Series A Notes to the Fiscal Agent upon request of the Fiscal Agent in order to enable the Fiscal Agent to implement such enforcement.

Section 7. Form and Provisions.

(a) The form and provisions of the Series A Notes shall be substantially as set forth in the form of Series A Note annexed hereto as Exhibit "C" and made a part hereof, which form and provisions are hereby affirmed, approved and adopted. The Series A Notes shall be issued in fully registered form in the denominations of \$1,000,000 and any integral multiple of \$5,000 in excess thereof.

(b) The Series A Notes, upon original issuance, are to be issued in the form of one fully registered note in the principal amount of \$125,000,000 registered to Banc of America Preferred Funding Corporation.

(c) The Series A Notes are not subject to redemption prior to maturity.

Section 8. Registration and Transfer.

(a) The School District shall keep, at the designated corporate trust office of the Fiscal Agent, books for the registration, exchange and transfer of Series A Notes and hereby appoints the Fiscal Agent its registrar and transfer agent to keep such books and to make such registrations, exchanges and transfers under such regulations as the School District or the Fiscal Agent may prescribe and as set forth in the forms of the Series A Notes.

(b) The Series A Notes may be transferred upon the registration books upon delivery to the Fiscal Agent of the Series A Notes accompanied by a written instrument or instruments of transfer in form and with guaranty of signature satisfactory to the Fiscal Agent,

duly executed by the registered owner of the Series A Notes to be transferred or his duly authorized attorney-in-fact or other legal representative, containing written instructions as to the details of the transfer of such Series A Notes. No transfer of any Series A Note shall be effective until entered on the registration books maintained by the Fiscal Agent or its successor. In like manner Series A Notes may be exchanged by the registered owners thereof or by their duly authorized attorneys-in-fact or other legal representative for Notes of authorized denomination or denominations in the same aggregate principal amount.

Section 9. Execution and Authentication of Series A Notes. The Series A Notes shall not be valid or obligatory in the hands of the holders thereof unless: (i) executed in the name and on behalf of the School District by the facsimile or manual signature of any member of the School Reform Commission, with the seal of the School District impressed, imprinted or otherwise reproduced thereon, attested by the facsimile or manual signature of the Secretary or Assistant Secretary or any member of the School Reform Commission; and (ii) authenticated by the manual signature of an authorized officer of the Fiscal Agent.

Section 10. Sinking Fund Depository and Fiscal Agent. The Bank of New York Mellon Trust Company, N.A., having a corporate office in Philadelphia, Pennsylvania, is hereby appointed Sinking Fund Depository and Fiscal Agent ("Fiscal Agent") to act as registrar and transfer agent, sinking fund depository, fiscal and paying agent for the Series A Notes. Any successor sinking fund depository and fiscal agent shall be a bank or national banking association with trust powers or a trust company. The Chief Financial Officer or Deputy Chief Financial Officer – Financial Services of the School District are hereby jointly or severally authorized and directed to contract with the Fiscal Agent for its services. The Fiscal Agent's

Agreement between the Fiscal Agent and the School District (“Fiscal Agent’s Agreement”) substantially in the form presented to this meeting, a copy of which shall be filed with the minutes of this meeting, is hereby approved. Any of the Authorized Officials is hereby authorized and directed to execute and deliver the Fiscal Agent’s Agreement in substantially such form, with such changes therein as counsel may advise and the Authorized Official executing the same shall approve, such execution being conclusive evidence of such Authorized Official’s approval.

Section 11. Sinking Fund. There is hereby established a sinking fund for the Series A Notes to be designated “The School District of Philadelphia, Pennsylvania, Tax and Revenue Anticipation Notes, Series A of 2013-2014 Sinking Fund” (“Sinking Fund”), to be held by the Fiscal Agent irrevocably in trust solely for the benefit of the holders of the Series A Notes. The Sinking Fund shall be held by the Fiscal Agent separate and apart from all other funds of the School District and the Fiscal Agent.

The School District hereby covenants, and the Chief Financial Officer and the Deputy Chief Financial Officer – Financial Services of the School District are hereby jointly and severally authorized and directed, to pay to the Fiscal Agent for irrevocable deposit into the Sinking Fund on June 2, 2014 (the “Deposit Date”), \$125,000,000, plus all interest due on the Series A Notes on June 30, 2014.

The Fiscal Agent shall, no later than Noon, Philadelphia time, on June 3, 2014, determine whether the amount on deposit in the Sinking Fund is equal to the entire principal amount of and interest due on the Series A Notes on June 30, 2014 (“Debt Service Requirement”). In the event that the Fiscal Agent determines that there is a deficiency in the Sinking Fund, it shall

immediately, and in no event later than 3:00 p.m. on June 3, 2014, notify the School District of the amount of such deficiency. The School District hereby covenants, and the Chief Financial Officer and Deputy Chief Financial Officer – Financial Services of the School District are hereby jointly and severally authorized and directed, to deposit an amount equal to such deficiency in the Sinking Fund no later than Noon, Philadelphia time, on June 4, 2014.

Failure of the School District to make payment in full when due on any of the final date specified for deposit in the preceding paragraph shall be cause for the immediate enforcement of the pledge, security interest, lien and charge granted in Section 8125 of the Act and in Section 6 hereof. The Fiscal Agent shall enforce such pledge, security interest, lien and charge as provided in Section 8125 of the Act, Section 6 hereof and in the Fiscal Agent's Agreement.

The School District shall have the right, as soon as the amount on deposit in the Sinking Fund is equal to the Debt Service Requirement, to withdraw from the Sinking Fund at such intervals as the School District shall direct in writing to the Fiscal Agent any amounts in excess of the Debt Service Requirement.

Section 12. Investment of Sinking Fund Moneys. At the written direction of the School District, the Fiscal Agent shall, to the extent not required for immediate payment of the Notes, invest the moneys held in the Sinking Fund in: (i) direct obligations of the United States of America or obligations, the principal of and interest on which are unconditionally guaranteed by the full faith and credit of the United States of America, and senior debt obligations rated, at the time of investment, "Aaa" by Moody's Investors Service and "AAA" by Standard and Poor's Ratings Services, a division of The McGraw-Hill Companies, issued by Fannie Mae or the Federal Home Loan Mortgage Corporation, senior debt obligations of the Federal Home Loan

Bank System, and obligations of the Resolution Funding Corporation, which obligations are not guaranteed by the United States of America (collectively, "Government Obligations"); (ii) shares of an investment company registered under the Investment Company Act of 1940, whose shares are registered under the Securities Act of 1933, including, without limitation, any such investment company for which the Fiscal Agent or an affiliate of the Fiscal Agent serves as investment manager, administrator, shareholder servicing agent, and/or custodian or subcustodian, notwithstanding that (a) the Fiscal Agent or an affiliate of the Fiscal Agent receives fees from such funds for services rendered, (b) the Fiscal Agent charges and collects fees for services rendered pursuant to this Resolution, which fees are separate from the fees received from such investment companies; and (c) services performed for such investment companies and pursuant to this Resolution may at times duplicate those provided to such funds by the Fiscal Agent or its affiliates; provided, that the following are met: (1) investments of that company are only in the authorized investments listed in clause (i) in this Section 12 and Repurchase Agreements (hereinafter defined); (2) the investment company is managed so as to maintain its shares at a constant net asset value in accordance with 17 CFR 270 2a-7 (relating to money market funds); and (3) the investment company is rated in the highest category by a nationally recognized rating agency, or (iii) interest bearing deposits in any bank or bank and trust company or national banking association having a combined net capital and surplus in excess of \$100,000,000 (including the Fiscal Agent or any of its affiliates); provided that all such deposits shall, to the extent not insured by a federal agency or instrumentality, be secured as to principal by a pledge of Government Obligations. The Fiscal Agent, in purchasing Government Obligations, may make any purchase subject to agreement with the seller for repurchase of such Government Obligations at a later date, and in such connection may accept the seller's

agreement for the payment of interest in lieu of the right to receive the interest payable by the issue of the Government Obligations purchased; provided that: (A) the seller is a bank or bank and trust company or national banking association having a combined net capital and surplus in excess of \$100,000,000 or a government securities dealer approved by the School District; and (B) such Government Obligations shall be pledged as hereinafter provided (such agreements are hereinafter referred to as "Repurchase Agreements").

Proper officers of the School District may direct the Fiscal Agent in writing to enter into agreements with providers approved by the School District for the forward purchase and delivery of Government Obligations.

All Government Obligations and interest bearing deposits shall mature or be subject to redemption at the option of the holder at not less than par or the purchase price therefor on or prior to the date fixed for payment of principal of or interest on the Series A Notes. All Repurchase Agreements shall have a term no greater than thirty (30) days.

Any Government Obligations pledged as security for Repurchase Agreements shall be subject to a perfected first security interest in favor of the Fiscal Agent, free and clear of all claims of third parties and shall be: (i) in the case of direct obligations of the United States which can be pledged by a book-entry notation under regulations of the United States Department of the Treasury, appropriately entered on the records of a Federal Reserve Bank; or (ii) in the case of other Government Obligations, either (A) deposited with the Fiscal Agent or with a Federal Reserve Bank for the account of the Fiscal Agent, or (B) if the Government Obligation is shown on the account of the pledgor on the books of a clearing corporation, as defined in Division 8, Section 102(a) of the Pennsylvania Uniform Commercial Code (13 Pa.

C.S.A. §8102(a)), by making appropriate entries evidencing the acquisition of a securities entitlement on the books of the clearing corporation as provided in Division 8, Section 501(b) of the Pennsylvania Uniform Commercial Code (13 Pa. C.S.A. §8501(b)). All Repurchase Agreements entered into by the Fiscal Agent shall provide that the required ratio of the market value of the Government Obligations so purchased to the repurchase price thereof shall be 102% and shall further require the market value of all Government Obligations so purchased to be determined daily during the term of each Repurchase Agreement.

Section 13. Application of Sinking Fund Moneys. The Fiscal Agent shall apply the moneys, deposits and investments held in the Sinking Fund only to the payment of principal and interest due to the holders of the Series A Notes when the same become due and payable on June 30, 2014, in accordance with the Act and the provisions hereof. Payments from the Sinking Fund shall be applied first to interest and then to principal. When payment in full of the principal and interest due to the holders of the Series A Notes has been made from the Sinking Fund, any balance in the Sinking Fund shall be paid by the Fiscal Agent to the School District, at the written direction of the School District.

Section 14. Acts of the Fiscal Agent. The Fiscal Agent may execute any powers hereunder and perform any duties required of it through attorneys, agents, officers or employees, and shall be entitled to advice of counsel concerning all questions hereunder. The Fiscal Agent may rely and shall be protected in acting on any notice, telegram, request, consent, waiver, certificate, statement, affidavit or other document which it in good faith believes to be genuine and to have been passed or signed by the proper persons or to have been prepared and furnished pursuant to any of the provisions of this Resolution; the Fiscal Agent shall be under no duty to

make any investigation as to any statement contained in any such instrument, but may accept the same as conclusive evidence of the accuracy of such statement. The Fiscal Agent shall not be answerable for the exercise of any discretion or power hereunder, except only its own willful misconduct or negligence.

Section 15. Covenants in Respect of Federal Tax Laws. The School District hereby covenants that it will not take any action, or fail to take any action, if any such action or failure to take action would adversely affect the exclusion from gross income of the holders of the Series A Notes of the interest on the Series A Notes under Section 103 of the Code and the regulations promulgated thereunder. The School District hereby further covenants that it will not directly or indirectly use or permit the use of any proceeds of the Series A Notes or any other funds of the School District, or take or omit to take any action that would cause the Series A Notes to be “arbitrage bonds” within the meaning of Section 148(a) of the Code and that it will comply with all requirements of Section 148 of the Code to the extent applicable to the Series A Notes. In the event that at any time the School District is of the opinion that for purposes of this Section 15 it is necessary to restrict or limit the yield on the investment of any moneys held by the Fiscal Agent, the School District shall so instruct the Fiscal Agent in writing, and the Fiscal Agent shall take such action as may be necessary to comply with such instructions.

Without limiting the generality of the foregoing, the School District shall pay or cause to be paid from time to time all amounts required to be rebated to the United States of America pursuant to Section 148(f) of the Code and any temporary, proposed or final Treasury Regulations as may be applicable to the Series A Notes from time to time. This rebate obligation shall survive payment in full or defeasance of the Series A Notes.

Section 16. Series A Notes to be General Obligations of the School District. The Series A Notes shall be general obligations of the School District and, if the same shall not be paid within the fiscal year in which they are issued, shall be deemed to be non-electoral debt of the School District enforceable in the manner of a general obligation which, unless funded pursuant to the Act, shall be included in the budget of the School District for the ensuing fiscal year and shall be payable from the taxes and revenues of such ensuing fiscal year, as required by the Act.

Section 17. Continuing Disclosure Agreements. The School District hereby covenants that it shall continue to comply with its continuing disclosure agreements in effect relating to the debt of the School District incurred under the Act so long as the Series A Notes remain outstanding under the Act.

Section 18. Ratification of Prior Action. All actions heretofore taken and all documents heretofore prepared by all officers of the School District in connection with the Series A Notes and other matters contemplated hereby are hereby ratified, confirmed and adopted.

Section 19. Resolution and Act a Contract; Amendment. This Resolution and the Act as in force on the date hereof shall constitute a contract between the School District and the registered owners from time to time of the Series A Notes. Said contract may be modified without the consent of said registered owners insofar as any such modification does not adversely affect their rights as such, and in other respects it may be modified with the consent of the registered owners of not less than fifty-one percent (51%) in principal amount of the Series A Notes then outstanding; provided, however, that no such modification may be made which would reduce such percentage required for consent, or affect the rights of the owners of less than all of

the outstanding Series A Notes, or affect the terms of payment of the principal of, or interest on, the Series A Notes without the consent of the registered owners of all of the affected Series A Notes and provided further, however, that prior to the payment in full of all principal of and interest on any Series A Notes, the consent of the registered owners of 100% in principal amount of the Series A Notes outstanding are required for the issuance of any additional tax and revenue anticipation notes other than any Additional Notes. So long as the Securities Depository is the sole registered owner of the Series A Notes, any amendment that would otherwise require the consent of registered owners shall require the consent of the beneficial owners of not less than fifty-one percent (51%) or one hundred percent (100%), as applicable, in principal amount of the Series A Notes then outstanding.

Section 20. Appointment of Bond Counsel and Financial Advisor.

(a) The law firm of Blank Rome LLP of Philadelphia, Pennsylvania is hereby appointed Bond Counsel in connection with the Series A Notes.

(b) The financial advisory firm of Phoenix Capital Partners LLP of Philadelphia, Pennsylvania, is hereby appointed Financial Advisor with respect to the Series A Notes.

Section 21. Further Action. The members of the Commission and the Authorized Officials are hereby jointly and severally authorized and directed to take or cause to be taken such further action and to prepare, execute and file such documents and instruments as they may consider necessary or appropriate to implement the purposes of this Resolution, the Purchase Contract and the Fiscal Agent's Agreement.

Section 22. Filing with the Pennsylvania Department of Community and Economic Development. Any of the Authorized Officials are hereby authorized and directed to cause the filing of a certified copy of this Resolution, the certificate as to the taxes and revenues remaining to be collected and a true copy of the Purchase Contract with the Pennsylvania Department of Community and Economic Development, as required by Section 8128 of the Act.

Section 23. Headings. Headings used in this Resolution are for the ease of reference only and do not form a part hereof.

Section 24. Repeals. All resolutions and parts of resolutions, to the extent the same are inconsistent herewith, are hereby rescinded and repealed.

Section 25. Effective Date. This Resolution shall be effective immediately, this 2nd day of July, 2013.

THE SCHOOL DISTRICT OF PHILADELPHIA

[SEAL]

By: _____
Chairman/Member, School Reform
Commission

ATTEST:

(Assistant) Secretary

EXHIBIT "A"

The School District of Philadelphia

**Certificate as to Amount of School District
Taxes and Revenues to be Collected or Received
During the Period When the Tax and Revenue
Anticipation Notes, Series A of 2013-2014
Will Be Outstanding**

The undersigned, Authorized Official of The School District of Philadelphia ("School District"), hereby certifies, pursuant to Section 8126 of the Local Government Unit Debt Act, 53 Pa. C.S.A. § 8001 et seq. ("Act"), as follows:

1. This Certificate is given as of a date not more than thirty (30) days prior to the authorization, by resolution of the School Reform Commission of the School District duly adopted July 2, 2013, of the issuance and sale of \$125,000,000 aggregate principal amount of the School District's Tax and Revenue Anticipation Notes, Series A of 2013-2014 ("Notes");
2. The Notes will be outstanding for a period ending no later than June 30, 2014;
3. The amount of moneys estimated to be received by the School District during the period when the Notes will be outstanding from taxes then levied and assessed and from other revenues, including, without limitation, subsidies and reimbursements, is \$2,015,201,000¹; and
4. The foregoing estimate takes due account of the past and anticipated collection experience of the School District and of current economic conditions.

¹ This total represents Operating Budget revenues and subsidies receivable for the period beginning July 3, 2013 and ending June 30, 2014, less amounts deposited daily in fixed rate general obligation bond sinking funds.

WITNESS the due execution of this Certificate this 2nd day of July, 2013.

THE SCHOOL DISTRICT OF
PHILADELPHIA

By: _____
Chief Financial Officer

[SEAL]

Attest:

(Assistant) Secretary

EXHIBIT "B"

**MAXIMUM ANTICIPATED CUMULATIVE
CASH FLOW DEFICIT**

THE SCHOOL DISTRICT OF PHILADELPHIA
 CASH FLOW
 JULY 1, 2013 TO JUNE 30, 2014
 Amounts In Thousands of Dollars

\$125 million from in July
 state advances

FORECAST

	JUL	AUG	SEP	OCT	NOV	DEC	JAN	FEB	MAR	APR	MAY	JUN	TOTAL
Balance, Beginning of Month	156,523	(18,050)	60,467	(74,570)	45,454	41,938	81,046	(19,911)	98,172	248,405	172,327	93,065	156,523
Receipts													
Gross Commonwealth Subsidies	21,296	147,475	34,729	147,367	22,527	183,762	23,476	139,625	50,569	139,333	230,958	74,874	1,215,991
Less: Debt Service Withheld	(11,143)	(11,143)		(24,530)				(11,143)		(24,530)			(71,346)
Advances (Recoveries)	125,000	125,000	150,000	150,000	100,000	25,000		(100,000)		(100,000)	(200,000)		
Net Commonwealth Subsidies	21,296	261,332	34,729	272,837	122,527	208,762	23,476	28,482	50,569	14,803	30,958	74,874	1,144,645
Intermediate Unit	650	35,445	3,411	11,438	2,631	4,773	15,491	2,088	4,773	650	15,742	4,987	102,079
Local Receipts	27,508	25,801	20,728	26,369	22,886	32,277	75,175	243,962	298,005	81,969	28,844	66,739	950,263
Categorical Grants	29,177	7,576	49,969	31,932	48,538	22,028	24,171	34,542	28,060	20,101	37,500	27,165	360,759
Other	10,174	2,876	6,610	7,640	3,228	21,393	9,049	10,936	13,200	10,417	10,710	39,378	145,611
Total Receipts	88,805	333,030	115,447	350,216	199,810	289,233	147,362	320,010	394,607	127,940	123,754	213,143	2,703,357
Disbursements													
Salaries	124,583	101,043	88,123	85,718	77,489	76,729	98,573	77,652	85,375	77,909	76,856	75,447	1,045,497
Retirement - employer	17,077	28,579	17,157	42,411	14,676	23,067	15,194	24,882	32,316	40,312	15,383	37,226	143,530
Debt Service - Deposits		(11,143)		(24,530)				(11,143)	15,955	(24,530)		16,637	271,330
Debt Service - Withheld													(71,346)
Accounts Payable	121,718	136,034	111,184	126,593	111,161	110,361	134,552	110,536	110,728	110,327	110,777	114,151	1,408,122
Total Disbursements	263,378	254,513	250,484	230,192	203,326	250,125	248,319	201,927	244,374	204,018	203,016	243,461	2,797,133
Balance, End of Month	(18,050)	60,467	(74,570)	45,454	41,938	81,046	(19,911)	98,172	248,405	172,327	93,065	62,747	62,747
Notes, outstanding end of month	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000
Sinking Fund Deposits/Principal													
Balance, End of Month, Including Notes	106,950	185,467	50,430	170,454	166,938	206,046	105,089	223,172	373,405	297,327	218,065	62,747	62,747

THE SCHOOL DISTRICT OF PHILADELPHIA
DAILY CASH FORECAST

July 2013
(Amounts in Thousands of Dollars)

DATE	BEGINNING BALANCE	COMMONWEALTH SUBSIDIES	NET INTERMEDIATE UNIT	LOCAL RECEIPTS	CATEGORICAL GRANTS	OTHER	TOTAL RECEIPTS	SALARIES	RETIREMENT EMPLOYER	DEBT SERVICE	DEBT WITHHELD	ACCOUNTS PAYABLE	TOTAL DISBURSEMENTS	ENDING BALANCE
07/01/2013	156,263	0	0	0	0	0	0	0	0	760	0	1,500	2,260	154,263
07/02/2013	154,263	0	0	800	0	0	800	0	0	760	0	1,500	2,260	152,803
07/03/2013	152,803	0	0	800	0	0	800	0	0	760	0	1,500	2,260	151,343
07/04/2013	151,343	0	0	0	0	450	450	0	0	0	0	0	0	151,793
07/05/2013	151,793	0	0	800	0	0	800	26,532	0	760	0	60,992	88,184	64,409
07/06/2013	64,409	0	0	0	0	0	0	0	0	0	0	0	0	64,409
07/07/2013	64,409	0	0	0	0	0	0	0	0	0	0	0	0	64,409
07/08/2013	64,409	0	0	800	0	0	800	13,286	0	760	0	1,500	14,546	50,663
07/09/2013	50,663	0	0	800	0	0	800	0	0	760	0	1,500	2,260	49,203
07/10/2013	49,203	0	0	800	0	0	800	2,971	0	760	0	1,500	5,231	44,772
07/11/2013	44,772	2,762	650	800	91	98	4,401	6,523	0	760	0	17,280	24,563	24,610
07/12/2013	24,610	0	0	800	861	0	1,661	1,800	0	760	0	5,887	8,447	17,824
07/13/2013	17,824	0	0	0	0	0	0	0	0	0	0	0	0	17,824
07/14/2013	17,824	0	0	0	0	0	0	0	0	0	0	0	0	17,824
07/15/2013	17,824	0	0	812	0	0	812	1	0	1,124	0	1,500	2,625	16,011
07/16/2013	16,011	0	0	800	0	0	800	0	0	760	0	1,500	2,260	14,551
07/17/2013	14,551	0	0	800	0	0	800	0	0	760	0	1,500	2,260	13,091
07/18/2013	13,091	0	0	982	0	450	1,432	0	0	759	0	1,500	2,259	12,264
07/19/2013	12,264	0	0	800	0	0	800	47,622	0	759	0	4,637	53,038	(39,974)
07/20/2013	(39,974)	0	0	0	0	0	0	0	0	0	0	0	0	(39,974)
07/21/2013	(39,974)	0	0	0	0	0	0	0	0	0	0	0	0	(39,974)
07/22/2013	(39,974)	0	0	800	25,827	117	26,744	22,052	0	759	0	1,500	24,311	(37,541)
07/23/2013	(37,541)	0	0	800	0	5,871	6,671	0	0	759	0	1,500	2,259	(33,129)
07/24/2013	(33,129)	0	0	800	0	0	800	4,795	0	759	0	1,500	7,054	(30,383)
07/25/2013	(30,383)	18,534	0	1,644	0	0	20,178	0	0	759	0	1,500	2,259	(21,464)
07/26/2013	(21,464)	0	0	1,990	861	1,188	4,039	0	0	759	0	4,502	5,261	(22,686)
07/27/2013	(22,686)	0	0	0	0	0	0	0	0	0	0	0	0	(22,686)
07/28/2013	(22,686)	0	0	0	0	0	0	0	0	0	0	0	0	(22,686)
07/29/2013	(22,686)	0	0	2,690	0	0	2,690	1	0	759	0	1,500	2,260	(22,126)
07/30/2013	(22,126)	0	0	2,690	0	2,000	4,690	0	0	762	0	4,500	5,262	(22,828)
07/31/2013	(22,828)	0	0	5,308	1,537	0	7,037	0	0	759	0	1,500	2,259	(18,630)
		21,296	650	27,508	29,177	10,174	88,805	124,583	0	17,077	0	121,718	263,378	

THE SCHOOL DISTRICT OF PHILADELPHIA
 DAILY CASH FORECAST
 August 2013
 (Amounts in Thousands of Dollars)

DATE	BEGINNING BALANCE	NET COMMONWEALTH SUBSIDIES	INTERMEDIATE UNIT	LOCAL RECEIPTS	CATEGORICAL GRANTS	OTHER	TOTAL RECEIPTS	SALARIES	RETIREMENT EMPLOYER	DEBT SERVICE	DEBT WITHHELD	ACCOUNTS PAYABLE	TOTAL DISBURSEMENTS	ENDING BALANCE
08/01/2013	(18,050)	2,762	650	750	91	98	4,351	0	0	759	0	1,500	2,259	(15,958)
08/02/2013	(15,958)	125,000	2,219	810	0	0	128,029	22,440	0	750	0	3,157	26,356	85,715
08/03/2013	85,715	0	0	0	0	0	0	0	0	0	0	0	0	85,715
08/04/2013	85,715	0	0	0	0	0	0	0	0	0	0	0	0	85,715
08/05/2013	85,715	0	0	800	0	450	1,250	10,192	0	759	0	57,736	68,887	18,078
08/06/2013	18,078	0	0	781	0	0	781	0	0	759	0	1,500	2,259	16,600
08/07/2013	16,600	0	0	800	661	0	1,461	0	0	759	0	1,500	4,518	13,543
08/08/2013	13,543	0	0	800	0	0	800	0	0	759	0	1,500	2,259	12,084
08/09/2013	12,084	0	0	750	0	0	750	0	0	759	0	4,321	5,080	7,754
08/10/2013	7,754	0	0	0	0	0	0	0	0	0	0	0	0	7,754
08/11/2013	7,754	0	0	0	0	0	0	0	0	0	0	0	0	7,754
08/12/2013	7,754	0	0	750	0	0	750	8,273	0	759	0	17,280	26,312	(17,808)
08/13/2013	(17,808)	0	0	750	0	0	750	0	0	759	0	1,500	2,259	(19,317)
08/14/2013	(19,317)	0	0	750	0	0	750	0	0	1,123	0	1,500	2,623	(21,190)
08/15/2013	(21,190)	0	0	893	0	0	893	0	0	759	0	15,509	16,269	(36,556)
08/16/2013	(36,556)	0	0	750	0	0	750	22,303	0	759	0	2,657	25,719	(61,525)
08/17/2013	(61,525)	0	0	0	0	0	0	0	0	0	0	0	0	(61,525)
08/18/2013	(61,525)	0	0	0	0	0	0	0	0	0	0	0	0	(61,525)
08/19/2013	(61,525)	0	0	750	0	117	867	10,328	0	796	0	1,406	12,530	(73,188)
08/20/2013	(73,188)	0	0	750	4,875	0	5,625	0	0	796	0	3,000	3,796	(71,399)
08/21/2013	(71,399)	0	0	750	0	480	1,200	2,246	0	796	0	2,000	5,042	(75,201)
08/22/2013	(75,201)	0	0	750	661	0	1,411	0	0	796	0	1,500	2,296	(76,086)
08/23/2013	(76,086)	0	0	3,867	0	0	3,867	1,407	0	796	0	4,320	6,523	(78,742)
08/24/2013	(78,742)	0	0	0	0	0	0	0	0	0	0	0	0	(78,742)
08/25/2013	(78,742)	0	0	0	0	0	0	0	0	0	0	0	0	(78,742)
08/26/2013	(78,742)	0	0	1,050	0	0	1,050	3	0	796	0	1,500	2,297	(79,989)
08/27/2013	(79,989)	0	0	2,000	0	1,761	3,761	0	0	796	0	1,500	2,296	(78,524)
08/28/2013	(78,524)	0	0	2,500	661	0	3,161	0	0	796	0	1,500	2,296	(77,659)
08/29/2013	(77,659)	133,570	32,576	2,000	0	0	168,146	0	0	11,939	(11,143)	1,500	2,296	88,191
08/30/2013	88,191	0	0	2,000	627	0	2,627	21,394	0	800	0	8,137	30,331	60,167
08/31/2013	60,167	0	0	0	0	0	0	0	0	0	0	0	0	60,167
		261,332	35,445	25,801	7,576	2,876	333,030	101,043	0	28,579	(11,143)	136,034	254,513	

EXHIBIT "C"

SDP2014-1

**United States of America
Commonwealth of Pennsylvania
THE SCHOOL DISTRICT OF PHILADELPHIA**

TAX AND REVENUE ANTICIPATION NOTE – SERIES A OF 2013-2014

<u>DUE</u>	<u>PRINCIPAL AMOUNT</u>	<u>INTEREST RATE</u>	<u>STATED DATE OF ISSUE</u>
June 30, 2014	\$125,000,000	.64%	JULY 3, 2013

REGISTERED OWNER: BANC OF AMERICA PREFERRED FUNDING CORPORATION

The School District of Philadelphia, Pennsylvania ("School District"), for value received hereby promises to pay to the registered owner of this note ("Note"), upon surrender hereof, the sum of One Hundred Twenty-Five Million Dollars (\$125,000,000) on the 30th day of June, 2014, together with interest on said sum from the 3rd day of July, 2013, to but not including June 30, 2014, at the rate of interest per annum determined as provided in the Resolution (as hereinafter defined) set forth above, calculated on the basis of actual days elapsed in a 365/366 -day year. Both the principal of and interest on this Note shall be payable in such coin or currency as at the place and at the time of payment shall be legal tender for the payment of public and private debts in the United States or by instrument payable in immediately available legal tender as aforesaid, at the corporate trust office of The Bank of New York Mellon Trust Company, N.A., in Philadelphia, Pennsylvania, as Sinking Fund Depository and Fiscal Agent ("Fiscal Agent").

This Note is one of a series of Tax and Revenue Anticipation Notes, Series A of 2013-2014 ("Notes"), authorized and issued in the aggregate principal amount of \$125,000,000, in accordance with the provisions of the Local Government Unit Debt Act 53 Pa. C.S.A. §§ 8001, et seq. ("Act"), and pursuant to an authorizing resolution of the School Reform Commission of the School District ("School Reform Commission"), duly adopted on July 2, 2013 ("Resolution"), providing for the issuance and sale of the Notes. Reference is hereby made to the Act and the Resolution for a complete statement of the provisions thereof, including, without limitation, the conditions under which the Resolution may be modified, to all of which provisions each registered owner, beneficial owner, direct or indirect participant in the Securities Depository, as defined in the Resolution, from time to time, by acceptance hereof (including receipt of a book-entry credit evidencing an interest herein), assents as an explicit and material portion of the consideration running to the School District to induce it to adopt the Resolution

and issue this Note. Copies of the Resolution are on file with the Fiscal Agent.

The Notes are not subject to redemption prior to maturity.

This Note is issued under and in accordance with the Act, for the purpose of providing funds for current expenses payable in the current fiscal year in anticipation of the receipt of taxes and other revenues by the School District from the date of original delivery of the Notes to the stated maturity date thereof.

As required by the Act, this Note is equally and ratably secured with all other Notes under the Resolution by the pledge of, security interest in and a lien and charge on the taxes and other revenues of the School District specified in the Resolution to be received during the period from the date of issuance of the Notes until the stated maturity thereof, except for amounts deposited daily in general obligation bond sinking funds of the School District, all as set forth in the Resolution. Such pledge, security interest, lien and charge have been perfected and are enforceable in the manner provided by the Act. The Notes are general obligations of the School District.

This Note is fully registered in the name of the owner on the Note register kept for the purpose at the designated corporate trust office of the Fiscal Agent, such registration to be noted hereon by the Fiscal Agent on behalf of the School District. No transfer or exchange shall be valid as against the School District or the Fiscal Agent unless made by the registered owner in person or by his/her duly authorized attorney or legal representative at the designated corporate trust office of the Fiscal Agent, upon surrender hereof, and similarly noted upon the Note register and hereon. Notes of a particular denomination may be exchanged for Notes of different authorized denominations of the same series. Upon any such transfer or exchange the School District shall issue and, after due authentication by the Fiscal Agent, shall deliver to or upon the order of the registered owner, a new registered Note or Notes, in authorized denominations aggregating the principal amount hereof, bearing the same series designation as this Note and registered in such names as shall be requested.

The School District and the Fiscal Agent may treat the person in whose name this Note is registered as the absolute owner of this Note for all purposes whether or not this Note shall be overdue, and neither the School District nor the Fiscal Agent shall be affected by any notice to the contrary. All payments of the principal of and interest on this Note made to the registered owner hereof in the manner set forth herein and in the Resolution shall be valid and effectual to satisfy and discharge the liability upon this Note to the extent of the sum or sums so paid, whether or not notation of the same be made hereon, and any consent, waiver or action taken by such registered owner pursuant to the provisions of the Resolution shall be conclusive and binding upon such registered owner, his or her heirs, successors and assigns, and upon all transferees hereof, whether or not notation thereof be made hereon or on any Note issued in

The School District covenants that it will not take any action, or fail to take any action, if any such action or failure to take action would adversely affect the exclusion from gross income of the holders of the Notes of the interest on the Notes under Section 103 of the Internal Revenue Code of 1986, as amended ("Code"), and the applicable United States Treasury Regulations

thereunder, and the School District further covenants that it will not directly or indirectly use or permit the use of any proceeds of the Notes or of any other funds of the School District, or take or omit to take any action that would cause the Notes to be "arbitrage bonds" within the meaning of Section 148(a) of the Code and that it will comply with all the requirements of Section 148 of the Code to the extent applicable to the Notes.

All acts, conditions and things required to be done or performed precedent to and in the issuance of this Note or in the creation of the obligation of which this Note is evidence have been done and performed as required by law.

This Note shall not be entitled to any benefit under the Resolution or be valid or become obligatory for any purpose unless the Fiscal Agent's Authentication Certificate printed hereon is duly executed.

IN WITNESS WHEREOF, The School District of Philadelphia has caused this Note to be executed in its name on its behalf by the manual or facsimile signature of the Chairman of the School Reform Commission and its corporate seal or a facsimile thereof to be affixed or imprinted hereon, duly attested by the manual or facsimile signature of the Secretary or Assistant Secretary, this 3rd day of July, 2013.

THE SCHOOL DISTRICT OF PHILADELPHIA

[SEAL]

By: _____
Chairman, School Reform Commission

ATTEST:

(Assistant) Secretary

FISCAL AGENT'S AUTHENTICATION CERTIFICATE

This Note is one of the Notes of the series designated herein, described in the within-mentioned Resolution. Printed on the reverse side hereof or annexed hereto is the complete text of the opinion of Blank Rome LLP of Philadelphia, Pennsylvania, Bond Counsel, an executed original of which is on file with the undersigned, delivered and dated on the date of the original delivery of, and payment for, the Notes of said series.

The Bank of New York Mellon Trust
Company, N.A., Fiscal Agent

By: _____
Authorized Officer

Authentication Date:

[Form of Assignment and Transfer]

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto

[Please type or print name, address (including

postal zip code) and Social Security or other

tax identification number of the transferee]

the within Note and all rights thereunder, and hereby irrevocably constitutes and appoints _____ his/her attorney to transfer said Note on the books of the within described transfer agent with full power of substitution in the premises.

Dated:

NOTICE: The signature on this Assignment must correspond with the name as it appears on the face of the within Note in every particular, without alteration or enlargement or any change whatever.

In the presence of:

Signature Guaranteed:

_____ (Type or Print Name)

NOTICE: Signature must be guaranteed by an approved eligible guarantor institution, an institution which is a participant in a Securities Transfer Association recognized signature guarantee program.

(Signature)