



Philadelphia Authority for Industrial Development

November 23, 2011

Mr. Don West
Environmental Management Support, Inc.
8601 Georgia Avenue, Suite 500
Silver Spring, MD 20910
Phone Number: 301-589-5318

Mr. Tom Stolle
EPA Region 3
1650 Arch Street, Mail Code 3HS51
Philadelphia, PA 19103
Phone Number: 215-814-3129

Dear Mr. West and Mr. Stolle:

The Philadelphia Authority for Industrial Development ("PAID") is pleased to submit this application to the U.S. Environment Protection Agency for funding to create a revolving loan fund for brownfield cleanup in the City of Philadelphia, particularly within the Lower Schuylkill River District. The application is responsive to CFDA No. 66.818 and funding opportunity #EPA-OSWER-OBLR-11-06, which require the following information:

1. Applicant is PAID, 2600 Centre Square West, 1500 Market St., Phila., PA 19102-2126.
2. PAID's DUNS number is 1014464740000.
3. Funding Requested:
 - a. Grant type: RLF
 - b. Federal Funds Requested: \$1,000,000; no cost share waiver requested.
 - c. Contamination: \$1,000,000 for petroleum.
4. Location: City of Philadelphia, with a focus on the Lower Schuylkill River District.
5. Contacts:
 - a. Project Director:
Kate McNamara, Senior Real Estate Manager
Philadelphia Industrial Development Corporation¹

¹ PAID conducts all activities through its operations manager, the Philadelphia Industrial Development Corporation ("PIDC"). This relationship is governed by a formal, executed contract, which can be furnished upon request. PIDC functions as the City of Philadelphia's economic development arm, administering a diverse portfolio of financial and real estate products to spur and support economic growth within the City.

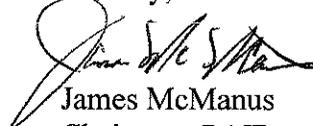
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kmcnamara@pidc-pa.org

b. PAID Chairman:
James McManus
Chair, Philadelphia Authority for Industrial Development
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- 6. Date Submitted: November 23, 2011.
- 7. Project Period: Five years
- 8. Population: 1,526,006

The "Special Considerations" Checklist (Appendix 3) is attached to this transmittal letter, per the guidelines for CFDA No. 66.818 and funding opportunity #EPA-OSWER-OBLR-11-06. Should you have questions or require supplemental information, please contact Kate McNamara, Senior Real Estate Manager, at 215-496-8174. Thank you for your consideration of this proposal.

Sincerely,


James McManus
Chairman, PAID

cc: John Grady (PIDC)
Tom Dalfo (PIDC)
Kate McNamara (PIDC)

NARRATIVE PROPOSAL

Section V.B.1. - Community Need

Once the “Workshop of the World,” Philadelphia saw more than one million residents and much of its industrial base flee the city in the second half of the 20th century. The collapse of Philadelphia’s industrial sector hit the Lower Schuylkill River District (“LSRD”) particularly hard, leaving a once-proud 3,700 acre district littered with vacant and under-utilized brownfields. Currently 68% of the City’s vacant and under-utilized industrial land is in the LSRD. Communities within and surrounding the LSRD bear the burden of this contamination through compromised respiratory health and elevated cancer risk. These communities comprise some of the City’s poorest and most disadvantaged populations.

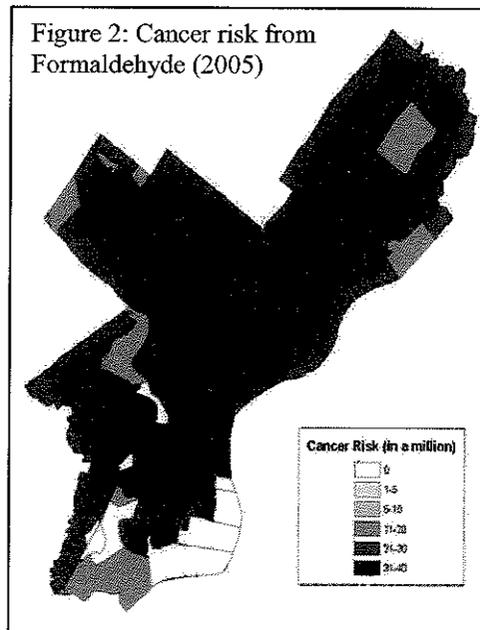
a. Health Welfare and Environment

i) The LSRD is comprised of 2,010 parcels, which vary from 1/10 to 1,400 acres in size. PIDC, through the recently-launched LSRD master planning initiative, is determining how many of these parcels are brownfields. This assessment will be complete in the first quarter of 2012. While the exact number of brownfields is unknown at this time, the LSRD’s history as a hub for petroleum refining and heavy industry makes it likely that many LSRD sites are contaminated. A sampling of environmental reports for LSRD sites reveals the following types of contamination:

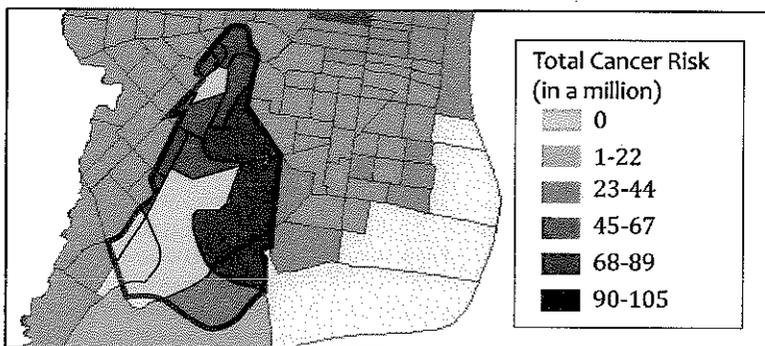
- 3062 S. 61st Street: Free-phase petroleum, as well as benzo(a)pyrene, lead, arsenic, beryllium, cadmium, chromium, cobalt, thallium, zinc, vinyl chloride, and chloromethane in excess of non-residential statewide health standard;
- 1633-35 S. 49th Street: Benzene and lead in excess of state standards;
- 1601-03 S. 49th Street: Lead, arsenic, benzo(a)anthracene, benzo(b)fluoranthene, benzo(a)pyrene, indeno(1,2,3-cd)pyrene and dibenzo(a,h)anthracene in excess of EPA Region 3 risk-based concentrations for industrial areas;
- 3000 S. 56th Street: Free-phase petroleum in soils and groundwater, as well as benzene, anthracene, chrysene, fluoranthene, pyrene, benzo(a)anthracene, benzo(b)fluoranthene, benzo(g,h,i)perylene, benzo(k)fluoranthene, and vinyl chloride in groundwater and lead, benzo(a)pyrene, methylene chloride, and dibenz(a,h)anthracene in soil in excess of PADEP medium specific conditions.

The presence of these chemicals in LSRD sites raises significant public health and environmental concerns. Soil contamination poses a threat to human activity on the sites, imperils the quality of groundwater and pollutes stormwater runoff which discharges to the Schuylkill River. Many residents of communities within and adjacent to the LSRD fish in the Schuylkill River and eat their catch, illustrating the importance of water quality and the direct impact these contaminants have on the health of residents. In addition, groundwater contamination and the discharge of pollutants to the Schuylkill River are inextricably linked to the health of the river’s eco-system.

Air contaminants, including benzene, formaldehyde and ozone, also pose a significant threat to public health in the LSRD. Philadelphia's Air Quality Report (2010) tracked pollutants in the area through two monitoring stations¹, finding ozone levels in excess of Clean Air Act standards, as well as petroleum, metals, benzene, sulfur dioxide, carbon dioxide, nitrogen, and lead. EPA's National Air Toxics Assessment (2005) identified elevated benzene levels in the LSRD, resulting in a higher cancer risk, as compared with the rest of the City. Prolonged exposure to these pollutants results in a range of health impacts, including eye, nose, and throat irritation; headaches, loss of coordination, nausea; damage to liver, kidney, cancer, and central nervous and reproductive systems.² Cancers associated with benzene exposure include leukemia.



Oil refining in the LSRD yields significant emissions, including 4.1 tons of benzene and 2.1 tons of formaldehyde from the Sunoco refinery alone in 2005.³ Emissions from old-line industrial facilities such as refineries are exacerbated by vehicle emissions and non-road sources (e.g. airplanes, trains, construction vehicles). Due to its heavy rail operations and proximity to the airport and seaport, the LSRD is especially vulnerable to these contaminant sources. To illustrate the scale of the problem, 24% of total benzene and formaldehyde emissions in the City came from non-road sources.⁴ The combination of these factors creates a challenging environmental and public health situation for residents within and adjacent to the LSRD.



General health and welfare statistics for communities within and adjacent to the LSRD also reveal a disproportionate burden. Health outcomes data for 2010 is currently limited to the planning district level, resulting in the inclusion of more affluent communities located further from the LSRD and its contamination. Even so, the statistics are staggering. 19.1% of adults and 31.3% of children reported asthma⁵, which exceeds citywide (27.3%)⁶ and national incidence rates (9.4%).⁷

¹ The monitoring stations are located at 8200 Enterprise Avenue and 24th and Ritner Streets.

² *An Introduction to Indoor Air Quality (IAQ): Volatile Organic Compounds (VOCs)*

<http://www.epa.gov/iaq/voc.html#Health Effects>

³ National Air Toxic Assessment Dataset 2005

⁴ *Philadelphia's Air Quality Report 2011*, City of Philadelphia Department of Public Health Air Management Services, page 34, 36

⁵ Public Health Management Corporation

⁶ Public Health Management Corporation

⁷ Sondik E, Madans J, Gentleman J. Summary Health Statistics for U.S. Children: National Health Interview Survey 2010. Hyattsville, Maryland December 2011 DHHS Publication No. (PHS)-2012-1578

Hospitalization rates for asthma in children less than 15 years old is five times higher than the rest of the City.⁸ Recent studies connect emissions from oil refining, including benzene, sulfur dioxide and nitrogen oxide to negative respiratory health in children. These negative health outcomes manifest as increased wheezing, decreased lung function, and an increase in bronchial inflammation.⁹ The prevalence of asthma correlates to compromised air quality in the LSRD.

According to the 2009 Health Center Service Area Report, the leading causes of death among adults age 24+ are heart disease and cancer.¹⁰ Higher than average rates of infant mortality and mothers under the age of 18 were also reported.

Health Indicator	Percent in Target Area	Percent in Philadelphia
Uninsured	17.1%	13.4%
Obesity	33.6%	32%
Asthma	19.1%	16.3%
Diabetes	12.3%	13.0%
Heart disease	38.6%	35%

Based on this data, it is clear that the LSRD is a high-risk area with tremendous environmental and public health challenges. Facilitating brownfields cleanup within the LSRD is a critical first step to improving the health, opportunity and quality of life for residents within and adjacent to the LSRD.

b. Financial Need

During the 20th century, the LSRD shifted from a powerful economic hub to a dilapidated industrial corridor. Real and perceived contamination and associated cleanup expenses deter new investment, driving the area further into blight and despair. In the absence of public intervention, properties languish and undesirable uses proliferate. 68% of Philadelphia’s vacant and underutilized industrial land is now located in the LSRD. Surrounding communities and the City itself have paid the price, through pervasive unemployment, a declining standard of living, reduced quality of life and significantly diminutions in economic activity and tax revenue.

Over the past 20 years, Philadelphia lost 100,000 jobs, including 15,000 since 2007. Traditional manufacturing employment declined by 56,000 jobs (69%) since 1990. This loss particularly affected the LSRD, which relied heavily on manufacturing. Losses within and surrounding the LSRD include DuPont’s Marshall Laboratory (closed in 2009), MAB Paints (closed in 2005), U.S. Gypsum (closed in early 1990’s), National Heat and Power (closed in late 1990’s), and a series of chemical and petroleum businesses. Sunoco, the largest LSRD employer, recently announced that it will sell or close its Philadelphia refinery by June of 2012, imperiling 1,400 jobs¹¹. The refinery’s closure will reverberate throughout Philadelphia and the LSRD, as the

⁸ *Health Center Service Area Report, 2009.*

⁹ Rusconi F, Catelan D, Accetta G, Peluso M, Pistelli R, Barbone F, Di Felice E, Munnia A, Murgia P, Paladini L, Serci A, Biggeri A. Asthma symptoms, lung function, and markers of oxidative stress and inflammation in children exposed to oil refinery pollution. *J Asthma*. 2011 Feb;48(1):84-90. Epub 2010 Dec 29. PubMed PMID: 21189114.

¹⁰ The leading cause of death among 15 to 24 year olds is assault (homicide), per the 2009 Health Center Service Area Report.

¹¹ Fact Sheet, Sunoco Philadelphia Refinery.

current annual economic impact of the facility is \$83M in wages and benefits, \$22M in payroll and income taxes, \$136M in payments to local service contractors and \$400M in local annual maintenance expenditures.¹² The cumulative effect is an area marked by vacancy and underutilization, as well as unemployment and poverty in surrounding communities.

Demographic Information¹³

	Lower Schuylkill ¹⁴	Philadelphia	Pennsylvania	U.S.
Population ¹⁵	99,346	1,526,006	12,702,379	308,745,538
Unemployment ¹⁶	17%	11%	8.7%	9.6%
Poverty Rate ¹⁷	33%	24%	12%	14.3%
Percent Minority ¹⁸	84%	59.0%	18.1%	27.6%
Per Capita Income ¹⁹	\$14,233	\$20,882	\$26,678	\$26,530

Educational attainment and family composition further reveal the economic disadvantages. For the population over age 25, 40% did not graduate from high school and only 13% obtained a post-secondary degree (compared to 27% citywide).²⁰ Educational attainment is often an indicator of lifetime earnings, putting these communities at a disadvantage. Revitalizing the LSRD as a 21st century industrial campus will provide new economic opportunities, including jobs that match the educational and skill profile of the surrounding communities.

Historically, PAID tapped local, state and federal sources to remediate brownfields. In 2009, EPA awarded PAID a Brownfields Assessment Grant. That funding is crucial to identifying contamination and laying the foundation for remediation, however, the large inventory of brownfields within the City and the LSRD in particular requires more and different funding. The RLF will create a sustainable tool which maximizes cleanups, yielding more sites for redevelopment. Local brownfield remediation resources are extraordinarily constrained, due to continued weakness in the economy. To compensate for existing financial constraints while continuing to remediate the City's inventory of brownfield sites, particularly those in the LSRD, PAID is actively seeking funding from federal, state and private foundation sources.

Section V.B.2 – Program Description and Feasibility of Success

a. Program Description

i) In October of 2011, PIDC launched a master planning initiative for the LSRD - one of the most concentrated brownfield areas in the City. Once a vibrant hub of petroleum processing and heavy industry, this 3,700 acre corridor has endured decades of decline. Pervasive

¹² Fact Sheet, Sunoco Philadelphia Refinery.

¹³ All information found in the table sourced from the *American Community Survey 2005-2009* <http://factfinder.census.gov/>. 2010 Census data by census tract is not available therefore to avoid any inconsistencies all data was sourced for 2005-2009.

¹⁴ All data for LSRD found through the American Community Survey 2005-2009. Per capita income is an average of the 24 census tracts. <http://factfinder.census.gov/>.

¹⁵ Data is from the 2010 U.S. Census data and is available at <http://www.census.gov/>

¹⁶ Data is from the Bureau of Labor Statistics and is available at www.bls.gov

¹⁷ Data is from the 2005-2009 American Community Survey and is available at <http://factfinder.census.gov/>

¹⁸ Data is from the 2010 U.S. Census data and is available at <http://www.census.gov/>

¹⁹ Data is from the 2005-2009 American Community Survey and is available at <http://factfinder.census.gov/>

²⁰ *American Community Survey 2005-2009*

contamination deters redevelopment, causing further deterioration, increased vacancy and proliferation of less-than-optimal uses such as strip clubs and junk dealers. Rather than functioning as a source of economic opportunity, the LSRD acts as a barrier which adds little to surrounding communities and separates residents from the Schuylkill River.

The *Industrial Land Use and Market Strategy for Philadelphia* (PIDC, 2010) identified the LSRD as a top candidate for redevelopment, with the potential to create thousands of new jobs and substantial new tax revenue. This finding was supported by *Philadelphia 2035*, (Philadelphia City Planning Commission (“PCPC”), 2011). To achieve this transformation, PAID, PIDC, PCPC and the City’s Commerce Department developed a strategy to redevelop the LSRD as a 21st century industrial campus featuring a modern, sustainable business environment with publicly-accessible recreational amenities. With City and foundation funding, PIDC launched the initiative in October of 2011. Key elements include brownfield remediation, economic revitalization, sustainable infrastructure, progressive stormwater management, re-connecting communities to the Schuylkill River and riverside recreation amenities. The plan is expected to be complete in July of 2012.

Brownfield remediation is a critical step in implementing the LSRD master plan. PAID is already engaged in two LSRD remediation projects. While these cleanups will function as important early-action successes, the parcels constitute a fraction of the suspected brownfield sites within the LSRD. Based on available information, LSRD sites consistently exhibit petroleum as a primary contaminant. While other contaminants may be found, there is less commonality due to the different industrial activities which occurred on each parcel.

Cleaning up the large number of privately-owned LSRD brownfield sites can only be done with a targeted program that enables owners to unlock higher property values and limit legal liability through voluntary cleanup. An RLF achieves both goals. PAID’s RLF will be open to all brownfield properties within the City, but will actively target LSRD properties to advance the LSRD Master Plan’s environmental, economic, sustainability and recreational objectives.

The RLF will target property owners and purchasers (with a contract of sale) that (1) cannot redevelop brownfield sites due to contamination; and (2) have difficulty accessing private capital to finance cleanup. Intra-governmental loans will also be available, as several LSRD sites are owned by governmental entities. The RLF’s objective are to: (1) finance brownfield cleanup in Philadelphia, particularly the LSRD; (2) encourage redevelopment; (3) support the LSRD’s low-income communities; and (4) increase the LSRD’s economic competitiveness.

To preserve the viability of the RLF, PAID intends to use the bulk of the RLF funding (\$600,000 + \$120,000 cost share) to support low-interest loans. Based on the large average parcel size in the LSRD and representative contamination levels, PAID anticipates that this amount will support two loans in the amount of \$360,000 each. PAID is committed to maximizing the RLF funds, however, and if smaller or less contaminated properties are selected for funding, PAID will issue smaller loans to a larger group of recipients. The RLF’s central fund will be replenished as individual projects pay back their loans, facilitating the issuance of additional loans. Loan amounts are expected to range from \$100,000 to \$600,000 and will be offered with flexible terms and as subordinated debt. Specific loan terms and conditions are as follows:

LOAN AMOUNT:	\$100,000 - \$600,000
EQUITY CONTRIBUTION:	Minimum 10% of total project costs
ELIGIBLE USES OF FUNDS:	Direct costs associated with cleanup of a brownfield site.
ELIBILE RECIPIENTS:	Property owners or purchasers of brownfield sites
INELIGIBLE RECIPIENTS:	Sites and entities potentially liable under CERCLA 107.
INTEREST RATE:	0-1%
TERM:	5-15 years, with longer amortization periods if necessary; variation based on borrower's credit.
COLLATERAL:	Loans must be secured with fixed assets; Borrower must demonstrate cash flow to support debt service.
FEES:	Application Fee: \$500 Origination Fee: 1.5% of loan or grant amount ²¹ Settlement Fee: Approximately 1% of loan amount ²²

PAID expects to use \$300,000 of the RLF funding (plus \$60,000 in cost share) to support sub-grants. Sub-grants may stand alone or be combined with RLF loans. PAID anticipates that this amount will support two sub-grants in the amount of \$180,000 each, due to the size and contamination levels in the LSRD, but PAID is supportive of funding smaller grants which maximize the impact of the RLF and further redevelopment of the LSRD. Sub-grants awarded under the RLF will not exceed \$200,000 per sub-grant. Sites and entities potentially liable for contamination pursuant to CERCLA Section 107 will not be eligible for funding under the RLF.

PAID will utilize its EPA Brownfields Assessment grant to help identify and prepare properties with strong potential for redevelopment through the RLF program. In cases where RLF loans and grants (plus the borrower's equity contribution) are insufficient to achieve Act 2 cleanup standards, PAID will pursue additional funding through PA's Industrial Sites Reuse Program. PAID has successfully deployed this approach for two properties in the LSRD. To foster subsequent redevelopment, PIDC will seek City, state and federal funding for capital upgrades and site preparation, as well as deploy a package of existing financing programs and incentives.

To ensure consistent, high-quality results, RLF recipients will be required to participate in PADEP's Act 2 program. Authorized by Pennsylvania's Land Recycling and Environmental Remediation Standards Act, Act 2 provides a mechanism for commercial/ industrial landowners to obtain a release from legal liability by completing a voluntary cleanup plan that achieves PADEP-approved site standards. RLF recipients will be required to provide regular updates to PAID on the status of the remediation work and Act 2 compliance. In addition to these reports, PAID will monitor and oversee the remediation work and Act 2 process through a Qualified Environmental Professional ("QEP") to ensure successful completion of the cleanup activities.

All RLF funding recipients will be required to comply with applicable federal and state laws to ensure that the assessment and cleanup protects human health and the environment. Recipients will also be required to comply with specific technical requirements, including but not limited to:

- EPA approval of a Quality Assurance Project Plan in advance of any environmental sampling associated with brownfields activity funded by the RLF;

²¹ Origination fees cover direct costs incurred by PAID to complete the transactions (e.g. due diligence, title search).

²² Settlement fees cover direct costs incurred by PAID to complete the transactions (e.g. closing documents).

- Consultation with EPA prior to conducting on-site activity where historic properties or threatened or endangered species may be impacted by brownfields assessment or cleanup;
- Analysis of brownfield cleanup alternatives in accordance with EPA and PADEP Act 2;
- Preparation and implementation of a site-specific community relations plan (approved in advance by EPA) to inform the community of the brownfield cleanup alternatives, in accordance with EPA and PADEP Act 2 requirements;
- Implementation and completion of cleanup activities (including proper documentation) in accordance with EPA and PADEP Act 2 requirements;
- Notification to EPA/PADEP of an incomplete cleanup, as well as securing the site; and
- Protection of nearby and sensitive populations from contamination during cleanup work, in accordance with EPA and PADEP Act 2 requirements.

PAID anticipates the following outcomes as a result of its RLF program:

- Successful administration of 1-4 RLF loans and grants;
- Remediation of 1-4 brownfield sites, focusing on the LSRD;
- Implementation of City and LSRD Master Plan brownfield initiatives;
- Completion of 1-4 community meetings with RLF funding recipients;
- Completion of 10-15 outreach and marketing meetings for the RLF;
- Referral of 1-4 RLF recipients to environmental job training and opportunity programs.

PAID anticipates the following outcomes as a result of its RLF program:

- Remediation of 1-4 brownfield sites within the LSRD;
- Reduced community exposure to hazardous substances, including petroleum by-products;
- 50-100 newly-remediated acres available for redevelopment as modern industrial sites and/or publicly-accessible recreational amenities or greenspace;
- 650,000 SF of new commercial/industrial space;
- 300-350 new jobs;
- \$1-1.5M in new tax revenue²³; and
- Leveraging of up to \$10M in additional state, federal and private sector funding for brownfield cleanup and site redevelopment in the LSRD.

PAID is managed by PIDC staff, pursuant to a formal management contract. PIDC has a record of successful community lending, as well as reasonable and prudent lending practices. In 2010, PAID and PIDC settled 170 transactions. Financing included \$52 million of loans, \$150 million of tax exempt bonds, \$167 million of state and local grants, and \$46 million in New Market Tax Credit transactions. This public funding supported approximately \$1 billion of total investment.

PIDC mitigates risk for loans at every stage of the lending process beginning with prudent underwriting and ending with successful loan administration. Key factors are the borrower's ability to repay and adequate collateral. Additional detail on this process is available upon request. The Financial Services ("FS") group manages project underwriting, programmatic compliance, approval and transaction closings. By using a detailed credit review process and working closely with borrowers throughout the lending process, PIDC manages risk. PIDC's Operations group is directly engaged in loan administration, as well as accounting and financial

²³ Due to the City's 10 year tax abatement program, some tax revenue will be deferred.

reporting, information technology and legal services. This group manages over 500 loans and their corresponding sources of funding. PIDC utilizes Portfol™ (“Portfol”), its proprietary software product and fully integrated management system to ensure that loans are handled in an efficient manner, consistent with industry standards and funder requirements.

PIDC’s internal underwriting and review processes are enhanced by the use of a dedicated Loan Committee, an independent, external five member group that brings banking, business, legal, and nonprofit business experience. The Loan Committee approves, rejects or conditionally approves all projects. Approved projects are then sent to PAID’s Board of Directors for final approval. PIDC’s internal accounting and administrative controls ensure that EPA funds are safeguarded against waste, loss or misappropriation. PIDC regularly reviews the loan portfolios it manages and commissions, as well as undergoes independent audits, such as A-133 compliance audits.

PAID expects that the RLF will appeal primarily to private LSRD landowners who lack access to competitively-priced capital to remediate their brownfield sites. In the current economy, many credit-worthy borrowers are unable to access private financing due to tightening credit markets, more stringent underwriting standards, decline in the value of collateral, and other economic factors. The inability of these owners to sell or re-develop their properties in their current contaminated condition imperils the future of the LSRD.

PAID will aggressively market the RLF through PIDC’s Marketing Group, the Lower Schuylkill Advisory Board, meetings, presentations, mailings and the PIDC website, leveraging its partnerships with City agencies and business associations to reach the target audience. PAID’s internal team will consist of representatives from PIDC’s Marketing, Financial Services (“FS”), Operations, and Real Estate Services (“RES”) departments. Marketing will develop prospective borrowers through the methods listed above, solicit applications, and manage client relations. FS and Operations are described earlier in this Section. RES features expertise in real estate transactions and remediation, as well as responsibility for the LSRD Master Plan.

The RLF will be managed by a dedicated loan officer and grant manager within PIDC’s FS group, as detailed in Section V(B)(2)(c)(i). RES will support strategic and technical aspects of the RLF by coordinating the actual cleanup with the Borrower and PADEP, issuing task orders to the QEP, monitoring the cleanup through the QEP and keep the FS Loan Officer advised of the project’s status and resolution. The dedicated RES program manager will be supported in these tasks by RES’ in-house engineers and administrative staff. Any problems which arise during the cleanup phase will be addressed by the RES and/or FS managers, as appropriate. Due to its extensive experience administering financing programs, PIDC understands and is prepared to support the level of dedicated effort and resources required to successfully run an RLF.

b. Budget for EPA Funding, Tracking and Measuring Progress, and Leveraging Other Resources

i)

Budget Categories	Project Tasks for Loans (at least 50 percent of amount requested)				
(programmatic costs only)	Task 1 – Loans	Task 2 - QEP monitoring of cleanup and Act 2	[Task 3]	[Task 4]	Total
Personnel	0	0	0	0	0
Fringe Benefits	0	0	0	0	0
Travel	0	0	0	0	0
Equipment	0	0	0	0	0
Supplies	0	0	0	0	0
Contractual	0	70,000	0	0	70,000
Loans	600,000	0	0	0	600,000
Other (specify)	0	0	0	0	0
Subtotal:	600,000	70,000	0	0	670,000
Cost Share	120,000	14,000	0	0	134,000
Budget Categories	Project Tasks for Sub-Grants (no more than 50 percent of amount requested)				
(programmatic costs only)	Task 1 – Sub-Grants	Task 2 - QEP monitoring of cleanup and Act 2	[Task 3]	[Task 4]	Total
Personnel	0	0	0	0	0
Fringe Benefits	0	0	0	0	0
Travel	0	0	0	0	0
Equipment	0	0	0	0	0
Supplies	0	0	0	0	0
Contractual	0	30,000	0	0	30,000
Sub-Grants	300,000	0	0	0	300,000
Other (specify)	0	0	0	0	0
Subtotal:	300,000	30,000	0	0	330,000
Cost Share	60,000	6,000	0	0	66,000

- **Task 1 – Loans:** \$720,000 in total loan principal will be issued; this will support two loans to eligible entities in the amount of \$360,000 each.
- **Task 2 - QEP Monitoring of Cleanup and Act 2 for Loans:** QEP to monitor cleanup and compliance by RLF recipients. PAID estimates \$84,000, based on current market rates.

- **Task 1 – Sub-Grants:** \$360,000 for sub-grants; sub-grants may stand alone or be combined with RLF loans. This will support two sub-grants of \$180,000 each.

Task 2 - QEP Monitoring of Cleanup and Act 2 for Sub-Grants: QEP to monitor cleanup and compliance by RLF recipients. PAID estimates \$36,000, based on market rates.

No funds for staffing are requested in this grant, as PAID believes the RLF will achieve maximum initial success by dedicating all funds to actual brownfield cleanup.

- i) PIDC has experience tracking data and reporting short- and long-term project outcomes and outputs to a variety of funders and government agencies. PIDC uses a sophisticated software system, Portfol, to track transactions from initial contact through approval, loan servicing and compliance. Through Portfol, PIDC will track RLF loans and sub-grants, as well as total dollars expended, cleanups achieved, repayments realized, jobs created, funds leveraged, outputs, outcomes and other pertinent program metrics.
- ii) **Leveraging:** To date, PAID has leveraged the following funding sources to support brownfields remediation in the LSRD and the City of Philadelphia:

FUNDING SOURCE	AMOUNT	MATCH SOURCE	AMOUNT	PURPOSE	STATUS
William Penn Foundation	\$500,000	City of Philadelphia Land Bank	\$500,000	LSRD Master Plan	Approved
PA Department of Community & Economic Development	\$847,500	City of Philadelphia Land Bank	\$211,875	Brownfield Remediation – National Heat & Power Site (1633-35 S. 49 th St.)	Approved
PA Department of Community & Economic Development	\$1,000,000	City of Philadelphia Land Bank	\$250,000	Brownfield – US Gypsum/Transmontaigne	Approved
EPA	\$200,000	No Match Required	\$0	Brownfield Assessment	Approved
EPA	\$200,000	City of Philadelphia Land Bank	\$40,000	Brownfield Cleanup – National Heat & Power Site	Application Submitted
EPA	\$200,000	City of Philadelphia Land Bank	\$40,000	Brownfield Cleanup – Transmontaigne Property	Application Submitted
TOTALS	\$2,947,500		\$1,041,875		

City and foundation funding for the LSRD Master Plan are crucial, as the Plan approaches brownfield remediation as a platform for redevelopment. The remaining leveraged funds are similarly critical, as they support actual brownfield assessment and remediation. Creating an RLF is the logical next step in this long-term process. PAID will leverage EPA’s \$1M grant with a \$200,000 cost share contribution from PIDC, as well as additional voluntary contributions from PIDC through the donation of professional staff services, resources and supplies to administer the RLF. PAID is committed to seeking additional funding to supplement the RLF, as well as directly fund site-specific remediation and redevelopment incentives. PAID is simultaneously submitting brownfield cleanup grant applications to EPA in the amount of

\$200,000 each for two sites located within the LSRD. PAID is also pursuing additional brownfield cleanup funding from PADCED through its Industrial Sites Reuse Program (“ISRP”) and will continue to pursue funding from foundations.

c. Programmatic Capability

i) As noted in Section V(B)(2)(a)(iii), PIDC will manage RLF activities with an internal team. This team has direct experience in managing and reporting for federal grant programs (e.g. EPA, HUD, EDA, DOD), as well as traditional loan administration and RLFs (e.g. Community Development Block Grants, Urban Development Action Grants, American Recovery and Reinvestment Act (“ARRA”). Most recently, PIDC’s FS group worked with the City to deploy ARRA funds to develop the EnergyWorks Loan Fund, the Gap Financing Loan Fund, and a \$10 million RLF to finance stormwater management projects. In addition, PIDC administers state and city grant programs, including the Redevelopment Assistance Capital Program (“RACP”) and the Cultural and Commercial Corridors grant program.

Senior Vice President Samuel Rhoads supervises the FS group and is responsible for managing delivery of PIDC’s financing products and services. An economic development professional for over 20 years, Mr. Rhoads has extensive experience in developing and delivering financing solutions across a broad array of industry sectors. The dedicated RLF loan officer is John Lenahan, PIDC Vice President of Lending. Mr. Lenahan has 35 years experience in commercial lending and management, including community development and small business lending. The dedicated RLF grant manager will be Senior Grant Manager David Langlieb, who oversees grant initiatives at PAID and PIDC, including RACP and City grants. The Operations Group manages over 500 loans and their corresponding funding sources. It is supervised by Senior Vice President Anthony Simonetta, a highly experienced financial and operations executive with extensive private and public sector experience. The dedicated RES program manager will be Kate McNamara, a senior project manager and attorney with 11 years experience managing public sector economic development and real estate initiatives, many involving brownfields in PA and NJ. RES also offers an experienced team of real estate managers, engineers and administrative staff to support the RLF. PIDC works hard to maintain an attractive employment environment to retain project leadership and anticipates continuity throughout the RLF. In the event of unexpected turnover, PIDC’s FS, Operations and RES teams are highly capable of providing continuing leadership and continuity.

The only outside expertise required by PIDC to manage the RLF is a QEP. PIDC will retain the QEP pursuant to a competitive selection process that fully complies with EPA requirements. RES engineers will prepare QEP specifications for PIDC to solicit proposals from qualified environmental engineering firms. PIDC routinely solicits for professional services and has extensive experience in complying with federal, state and local purchasing regulations.

i) Adverse Audits

PAID has not had any adverse audit findings.

ii) Past Performance

1. Currently or Has Ever Received an EPA Brownfields Grant: PAID has an FY10 EPA Brownfield Assessment Grant for \$200,000. To date, PAID has conducted five Phase I assessments and is actively working to identify additional brownfield projects for the remaining funds. PAID is in compliance with all grant requirements, including work plan, schedule, terms and conditions and timely reporting. PAID reports through the ACRES system.

3. Community Engagement and Partnerships

PAID is fully committed to involving communities affected by brownfields and remediation. PAID will require RLF recipients to comply with PADEP notification and community engagement requirements. PAID has evaluated the use of new media to enhance community involvement, but the low incidence of internet access in LSRD-affected communities makes public meetings and direct contact a more effective method. PIDC is currently implementing a comprehensive community engagement process in conjunction with the LSRD Master Plan. This process includes three critical outreach components:

- Stakeholder Outreach: PIDC is meeting with community organizations representing areas in or adjacent to the LSRD, including: (1) University City District; (2) Southwest CDC; (3) Grays Ferry Community Council; and (4) Forgotten Bottom Association. Through these meetings, PIDC is developing an understanding of the impact of brownfields on communities and priorities for redevelopment. Primary community concerns include the lack of jobs and lack of river access. These factors will be incorporated into the master planning process. PIDC is also willing and has agreed in several cases to make presentations at general membership meetings of the community organizations.
- Civic Engagement Meetings: To communicate information and solicit public input, PIDC is holding six civic engagement meetings between January of 2012 and July of 2012. Meetings are being coordinated with PCPC, community organizations, block captains and neighborhood publications to maximize attendance. Presentations will be conducted in English, the predominant language in the area.
- Advisory Group: The LSRD Master Plan is guided by an Advisory Group comprised of community representatives, business and institutional leaders, developers, government agencies, environmental advocates, landowners, and other regional stakeholders. University City District, Southwest CDC, Grays Ferry Community Council and Forgotten Bottom Association all hold seats on this group, allowing them to influence the plan and raise issues of concern (e.g. types of reuse, remediation). They also have a voice in the selection of three priority development sites for the LSRD Master Plan.

a. PIDC has worked extensively with PADEP on brownfield remediation, including 2 projects currently underway in the LSRD. For the RLF, PAID would work closely with PADEP to facilitate RLF recipients' remediation of brownfields through Act 2. Through this partnership, PAID would educate applicants about the benefits of Act 2, establish a streamlined process and monitor projects through completion. PAID is also working with the City's Healthy Communities coordinator to evaluate LSRD health risks and incorporate strategies for positive change into the LSRD Master Plan (e.g. remediation, recreation).

ii) PAID will continue partnering with PADCED, which has funded brownfields remediation in the LSRD through the ISRP. Leveraging this funding enables PAID to remediate more brownfield acres, enhancing the cumulative positive impacts of cleaner soil and groundwater. PAID will also continue to pro-actively seek partnerships with other federal and state agencies to further the LSRD Master Plan. PIDC will work closely with PhillyWorks to identify local environmental job training programs and familiarize them with the work to be funded by the RLF. PhillyWorks is a nonprofit supporting regional workforce development with funding and technical assistance. PAID will coordinate with PhillyWorks and the community groups identified above to connect residents with local environmental job training programs. PAID requires all loan recipients to inform PhillyWorks of job opportunities to be generated through their projects. PAID then works with borrowers to follow up with PhillyWorks to ensure that community members, especially low income persons, are informed of jobs. PAID will encourage RLF recipients to work with environmental professionals who utilize those programs.

b. PAID, through PIDC, is working closely with community-based organizations representing neighborhoods in and adjacent to the LSRD, including:

- University City District - Non-profit focused on commercial revitalization and quality of life in the university district west of Center City;
- Southwest CDC: Non-profit CDC representing 70,000+ residents in Southwest Philadelphia, providing social services, support and economic development;
- Grays Ferry Community Council – Non-profit organization representing Grays Ferry in the northeast section of the LSRD and providing services and economic development; and
- Forgotten Bottom Association – Non-profit association representing the residential neighborhood of Forgotten Bottom, in the northeast section of the LSRD.

Through the LSRD Advisory Group, these organizations are helping PIDC craft the overall redevelopment plan for the LSRD and assisting in the selection of priority development sites. PIDC will continue to work closely with these groups to implement the LSRD Master Plan and will coordinate closely with RLF recipients to ensure appropriate public information and outreach with respect to cleanup of specific brownfield sites.

4. Program Benefits

A. Welfare and/or Public Health

PAID anticipates the following benefits from redevelopment of sites cleaned up with funding assistance from the RLF:

- Environmental: Remediation of soil and groundwater contamination on RLF-funded sites, achieving compliance with Pennsylvania Act 2; associated reductions in contaminated stormwater runoff and discharge to the Schuylkill River.
- Social and Public Health: Reduced quantity of contaminants in and near LSRD communities; construction of a publicly-accessible riverside recreational trail will foster increased physical activity and provide an area for positive social interactions.

For LSRD remediation work, PAID will foster protection of nearby and sensitive populations in three ways: (1) RLF recipients must have Act 2 cleanup plans approved by PADEP; (2) RLF recipients must conduct community outreach to inform affected residents of remediation work;

and (3) PAID will retain a QEP to monitor remediation and ensure that contractors conduct the work in compliance with the safety requirements of their PADEP-approved remedial action plan.

PIDC consciously invited the community organizations to participate in the Advisory Group for the LSRD Master Plan, to ensure that equitable development principles regarding reuse are incorporated into the plan. Less than 5% of the LSRD is residential, resulting in limited likelihood for displacement as a result of brownfield remediation.

b. Economic Benefits and/or Greenspace

i) Based on remediation and redevelopment experience of PAID and PIDC, as well as internal modeling, PIDC estimates that the funding framework outlined in this application will support remediation of 1-4 brownfield sites, representing a combined 50-100 acres within the LSRD. Redevelopment of these sites can support 650,000 SF of new commercial/industrial space, 300-350 new jobs and \$1-1.5M in new tax revenue²⁴.

ii) RLF-funded cleanups will enhance PAID's ability to implement the recreational and greenspace amenities of the LSRD Master Plan. PAID is already working with the Schuylkill River Development Corporation to extend the Schuylkill River Trail through the west side of the LSRD, making it accessible to adjacent communities. This requires cleanup of several brownfields along the west bank. The trail will provide an attractive, functional public space for pedestrians and bicyclists, as well as a riparian buffer to address floodplain and stormwater issues. The LSRD Master Plan is also evaluating new greenspace opportunities, most of which require brownfield remediation to occur.

c. Environmental Benefits from Infrastructure Reuse/Sustainable Reuse

Brownfield redevelopment in urban areas is inherently sustainable, reusing existing land and infrastructure and negating or significantly reducing the need for greenfield development and habitat destruction. Unlike greenfield suburban developments, Philadelphia's brownfields are supplied with public infrastructure like water/sewer/electric and do not require major modification to be serviced by local utilities. Rail lines and roadways are already in place, as well as a regional public transportation system which connects residents of all economic levels to jobs elsewhere in the City and region. Urban brownfield redevelopment also provides greater access to public transportation, decreasing highway congestion, and often provides housing and/or employment opportunities within such proximity that commute times are substantially decreased. Reduction in airborne toxics through declining vehicular transportation is an unintended consequence of urban brownfield redevelopment.

Cleaning up brownfields within the LSRD will result in attractive new sites for development and job creation, as well as publicly-accessibly recreational amenities for surrounding communities. All of these outcomes achieve the "livability" goals of the EPA, U.S. Department of Housing and Urban Development and the U.S. Department of Transportation by:

- Discouraging Sprawl: Restoring urban brownfield sites provides a compelling, logistically-superior option to further greenfield development in the exurbs;

²⁴ Due to the City's 10 year tax abatement program, some tax revenue will be deferred.

- Encourage or Incentivize Location Efficient Investments: Restored brownfield sites, particularly in the LSRD, provide a highly competitive opportunity due to their proximity to a large segment of the U.S. consumption population, as well as major interstate highways, freight rail, Philadelphia International Airport and the Port of Philadelphia;
- Smart Growth Practices: Brownfield cleanup across the City, but particularly in the LSRD, furthers smart growth practices by recycling urban land, locating industrial activity close to logistics assets, implementing sustainability elements, improving the environment, enhancing the efficiency and multi-modality of the transportation system and incorporating publicly-accessible recreation assets with the potential to improve public health in surrounding communities;
- Green Infrastructure Development: A key element of the LSRD Master Plan is green infrastructure development to support new industrial activity and publicly-accessible recreation assets on former brownfield sites.

In addition, the RLF will further the “livability principles” adopted by the same entities in the following manner:

- Provide More Transportation Choices: The LSRD Master Plan is developing a comprehensive, multi-modal transportation plan to enhance the efficiency of current systems and support new options for public transit, bicycle and pedestrian transportation. Brownfield cleanup is key to achieving these goals, as it frees up land to implement these systems (e.g. Schuylkill River trail extension) and create new development sites with the business activity and volume of employees/visitors to justify new public investments in transit systems;
- Promote Equitable, Affordable Housing: Businesses locating on former brownfield sites will drive demand for quality, affordable housing within adjacent communities. Some evidence of this has already been seen, as growth at the University of the Sciences is driving investment and improvement in the housing stock of the upper Southwest community.
- Increase Economic Competitiveness: Former brownfield sites within the LSRD offer competitive advantages, due to their proximity to all major modes of transportation. Reduced logistics costs are particularly valuable in this era of high fuel costs.
- Support Existing Communities: RLF-funded cleanups of brownfields support surrounding communities by reducing contaminant exposure, improving the environment, creating new economic opportunities for residents and providing sites for new, publicly-available recreation sites which can improve public health outcomes such as obesity.
- Leverage Federal Investment: PAID/PIDC have a long history of leveraging federal investment to spur substantially greater amounts of private investment. RLF funds will be used to clean up brownfield sites to attract private investment and new business creation. PAID/PIDC will also use the RLF investment to leverage additional brownfield funding from state, local and private sector sources.
- Value Communities and Neighborhoods: Actively including surrounding communities in RLF-funded cleanup projects, as well as the overarching LSRD Master Plan process, demonstrates our respect for and the value of those communities.

Attachment A – PAID Authorizing Legislation

73 P.S. § 376 (1997) printed in FULL format.

PENNSYLVANIA STATUTES

*** THIS DOCUMENT IS CURRENT THROUGH THE 1997 SUPPLEMENT (1996 SESSIONS) ***

TITLE 73. TRADE AND COMMERCE
PENNSYLVANIA STATUTES
CHAPTER 12. ECONOMIC DEVELOPMENT FINANCING LAW

73 P.S. § 376 (1997)

[P.S.] § 376. Purposes and powers; general

(a) Every industrial and commercial development authority incorporated under this act shall be a public instrumentality of the Commonwealth and a public body corporate and politic, and shall be for the purpose of acquiring, holding, constructing, improving, maintaining, owning, financing and leasing, either in the capacity of lessor or lessee, projects. In the event of a default by a project applicant or a project user, an authority may, in its discretion, do any and all acts necessary or convenient to protect the holders of any bonds issued to establish such project or to maintain and preserve the project pending the remedying of such default or defaults or the obtaining of a new project applicant or project user.

(b) Every authority is hereby granted, and shall have and may exercise all powers necessary or convenient for the carrying out of the aforesaid purposes, including but without limiting the generality of the foregoing, the following rights and powers:

(1) To have existence for a term of fifty years and for such further period or periods as may be provided in articles of amendment approved under subsection (e) of section 5.

(2) To sue and be sued, implead and be impleaded, complain and defend in all courts.

(3) To adopt, use and alter at will, a corporate seal.

(4) To acquire, purchase, own, hold, lease as lessee and use any franchise, property, real, personal or mixed, tangible or intangible, or any interest therein necessary or convenient for carrying out the purposes of the authority, and to sell, option, lease as lessor, transfer and dispose of any property or interest therein at any time acquired by it.

(5) To acquire by gift, purchase, lease or otherwise, and to construct, improve, maintain and repair projects.

(6) To make bylaws for the management and regulation of its affairs.

(7) To appoint officers, agents and employes, to prescribe their duties and to fix their compensation.

73 P.S. § 376 (1997)

(8) To enter into agreements providing for (i) the acquisition of projects by either the authority, the project applicant or the project user; (ii) the financing of projects where acquisition is by a project applicant or a project user; (iii) the financing of improvements to existing projects; and (iv) the leasing or sale of projects to or the loan financing of projects for the project users or project applicants as provided in this act.

(9) To enter into agreements of lease, sale or loan financing with project users or project applicants providing, inter alia, (i) for the leasing or sale of projects to, or the loan financing of projects for, the project users or project applicants for a term of years not to extend beyond the term of existence of authority; (ii) for a rental, purchase price, loan or other payments sufficient to amortize the principal, interest and premium, if any, of all bonds and other obligations of the authority incurred to provide funds to pay the costs of the project to be leased, sold or otherwise financed; (iii) for the project user or project applicant to pay to the authority or to otherwise assume and pay all other costs of acquiring, constructing, maintaining and operating the project; (iv) provisions, if deemed desirable, that the project user or project applicant of a project pursuant to a lease shall have the options to renew such lease or to purchase any or all of such project; (v) for conveyance with or without consideration of any part or all of a project to the project user or project applicant on or before payment of all bonds and other obligations of the authority incurred with respect to such project; and (vi) such other provisions as are customary in such leases, agreements of sale or loan agreements or as may be deemed necessary or convenient by the authority.

(10) To borrow money, make and issue bonds of the authority, Provided, That no bonds shall have a maturity date later than the life of the authority, and to secure the payment of such bonds or any part thereof by pledge, mortgage or deed of trust of all or any part of its property and of its revenues and receipts, and to make such agreements with the purchasers or holders of such bonds, or with others in connection with any such bonds, whether issued or to be issued, as the authority shall deem advisable, and in general to provide for the security for said bonds by mortgage, pledge or otherwise and for the rights of the holders thereof.

(11) To make contracts of every name and nature and to execute all instruments necessary or convenient for the carrying on of its business.

(12) Without limitation of the foregoing, to borrow money and accept grants and other funds from and to enter into contracts, leases or other transactions with any Federal agency, the Commonwealth of Pennsylvania or its agencies or instrumentalities, or with any municipality, school district, bank or other financial institution, corporation or other authority.

(13) To pledge, mortgage, hypothecate or otherwise encumber all or any part of the property, real or personal, including but not limited to the revenues or receipts of the authority as security for all or any of the obligations of the authority.

(14) To make loans to project applicants or project users and to provide or issue alternative types of financing, including, but not limited to, standby loan commitments, guarantees, letters of credit and grants.

73 P.S. § 376 (1997)

(15) To do all acts and things necessary or convenient for the promotion of its business and the general welfare of the authority, to carry out and exercise the purpose of and the powers granted by this act or any other acts.

(c) An authority created hereunder shall have no power at any time or in any manner to pledge the general credit or taxing power of the Commonwealth nor shall any authority created hereunder have the power at any time to pledge the general credit or taxing power of any political subdivision except, however, to the extent a project applicant pledges any such credit or taxing power to an authority with respect to a public project, and the obligations of the authority shall be limited as provided in section 7(a) hereof. The bonds of the authority shall on the face thereof clearly set forth the foregoing limitation.

(d) An authority created under section 4 of this act shall have no power to:

(1) Acquire or finance the acquisition of a project which shall cause the removal of a plant, facility or other business from one area of this Commonwealth to another area of this Commonwealth, unless the secretary has found that relocation of the plant, facility or other business is necessary in order for the plant, facility or other business to remain competitive or to prevent the plant, facility or other business from leaving this Commonwealth.

(2) Enter into any agreement to finance the acquisition of a project in excess of the cost of the project.

✓ (3) Engage in business, trade or commerce for a profit as an owner or lessee of a project, or otherwise.

(4) Finance any project which will be used in whole or in part for illegal activities.

(5) Finance any project which is not located within this Commonwealth.



(Bill No. 2782)

AN ORDINANCE

Signifying the intention of the City of Philadelphia to organize the Philadelphia Authority for Industrial Development under Act No. 102 of the Commonwealth of Pennsylvania, approved August 23, 1967, under certain terms and conditions.

WHEREAS, Act No. 102 of the Commonwealth of Pennsylvania, approved August 23, 1967, authorizes municipalities to create industrial development authorities; and

WHEREAS, The City of Philadelphia intends to organize an authority under this act to further the policy of industrial revitalization; therefore

The Council of the City of Philadelphia hereby ordains:

SECTION 1. The City of Philadelphia hereby signifies its intention to organize the Philadelphia Authority for Industrial Development under Act No. 102 of the Commonwealth of Pennsylvania, approved August 23, 1967, known as the "Industrial Development Authority Law."

SECTION 2. The City Solicitor is authorized to file, on behalf of the City of Philadelphia, the following Articles of Incorporation with the Secretary of the Commonwealth of Pennsylvania in substantially the following forms:

ARTICLES OF INCORPORATION
OF PHILADELPHIA AUTHORITY FOR
INDUSTRIAL DEVELOPMENT

In accordance with the requirements of the "Industrial Development Authority Law," approved the 23rd day of August A.D. 1967 (Act No. 102), the undersigned, all of whom are residents of the Commonwealth of Pennsylvania, and citizens of the United States, and all of whom are of full age, having associated themselves together for the purposes set forth in the Industrial Development Authority Law, and desiring that they may be incorporated and that a Certificate of Incorporation may be issued to them and their associates and successors according to law, do hereby certify that:

I. The name of the Authority shall be the "Philadelphia Authority for Industrial Development."

II. The Authority is formed under the "Industrial Development Authority Law," approved the 23rd day of August, 1967 (Act No. 102).

III. The City of Philadelphia of the Commonwealth of Pennsylvania is the incorporating municipality. The following are the names and addresses of the members of its governmental body:

<i>Name</i>	<i>Address</i>
James H. J. Tate (Mayor)	4029 N. 7th Street 19140
Paul D'Ortona	6944 Reedbird Place 19142
Thomas M. Foglietta	708 Clymer Street 19148
Mrs. Virginia H. Knauer	Milnor & Fidler Sts. 19114
Leon J. Kolankiewicz	3111 Richmond St. 19134
Walter S. Pytko	4476 E. Thompson Street 19137
Mrs. Mary A. Varallo	Penn Center Apt. 1515 19th & John F. Kennedy Blvd. 19103
Gaetano P. Giordano	1101 S. 8th Street 19147
Harry Norwitch	Garden Court Apartments 47th & Pine Streets 19143
George X. Schwartz	7015 Greenhill Road 19151
Thomas McIntosh	2512 Sharswood Street 19121
Edward F. McNulty	2906 Aramingo Avenue 19134
Joseph J. Hersch	3210 N. 7th Street 19140
Isadore H. Bellis	5116 N. Camac Street 19141
Henry P. Carr	5710 N. Marshall Street 19120
David Silver	9991 Verree Road 19115

IV. The names and addresses of each of the first members of the board shall be inserted by the City Solicitor after the members have been appointed by the Mayor.

V. The Authority shall exist for a term of fifty years, in accordance with the Industrial Development Authority Law, approved August 23, 1967 (Act No. 102). These

Articles of Incorporation have been executed by the governmental body of the City of Philadelphia, by its proper officers and under its municipal seal.

IN WITNESS WHEREOF we hereunto have set our hands and seal this day of , 196 .

ATTEST:

..... (SEAL)
Mayor

APP. NO. 740-4

CERTIFICATION: This is a true and correct copy of the original Ordinance approved by the Mayor on

OCTOBER 25 1967

Nathan Wolfman

Chief Clerk of the Council

ARTICLES OF AMENDMENT
OF
PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT

I

The name of the Authority is the "Philadelphia Authority for Industrial Development." It is located at Suite 2200, 123 South Broad Street, Philadelphia, PA, 19109.

II

The Authority was formed pursuant to the "Industrial and Commercial Development Authority Law," approved the 23rd day of August, 1967 (Act No. 102), as amended. Its Certificate of Incorporation was issued December 27, 1967.

III

The Amendment was adopted by the Council of the City of Philadelphia pursuant to Bill Number 1499 dated July 16, 1991.

IV

The Amendment adopted by the Council of the City of Philadelphia is set forth in full as follows:

The Authority shall exist for a term of fifty years from the date of approval of the Articles of Amendment, by the Secretary

of the Commonwealth, in accordance with the Industrial and Commercial Development Law, approved August 23, 1967 (Act No. 102) as amended. These Articles of Incorporation have been executed by the governmental body of the City of Philadelphia, by its proper officers and under its municipal seal.

V

These Articles of Amendment have been executed by the governmental body of the City of Philadelphia, by its proper officers and under its municipal seal.

IN WITNESS WHEREOF, we hereunto have set our hands and seal this ____ day of _____.

ATTEST:

Deputy Chief Clerk
of City Council

Mayor

Approved and filed in this Department of State on
_____.

Secretary of the Commonwealth

ARTICLES OF INCORPORATION
OF
PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT

In accordance with the requirements of the "Industrial Development Authority Law," approved the 23rd day of August A.D. 1967 (Act No. 102), the undersigned, all of whom are residents of the Commonwealth of Pennsylvania, and citizens of the United States, and all of whom are of full age, having associated themselves together for the purposes set forth in the Industrial Development Authority Law, and desiring that they may be incorporated and that a Certificate of Incorporation may be issued to them and their associates and successors according to law, do hereby certify that:

I

The name of the Authority shall be the "Philadelphia Authority for Industrial Development."

II

The Authority is formed under the "Industrial Development Authority Law," approved the 23rd day of August, 1967 (Act No. 102).

III

The City of Philadelphia of the Commonwealth of Pennsylvania is the incorporating municipality. The following are the names and addresses of the members of its governmental body:

NAME

ADDRESS

Gaetano P. Giordano
Harry Norwitch

1101 S. 8th Street 19147
Garden Court Apartments
47th & Fine Streets 19143
701 Greenhill Road 19151
2512 Sharswood Street 19121
2906 Aramingo Avenue 19134
3210 N. 7th Street 19140
5116 N. Camac Street 19141
570 N. Marshall Street 19120
9991 Verree Road 19115
All of Philadelphia, Pennsylvania
IV

George X. Schwartz
Thomas McIntosh
Edward F. McNulty
Joseph J. Hersch
Isadore H. Bellis
Henry P. Carr
David Silver

The names and addresses of each of the first members of the board are:

Anthony Cortigene
Paul D'Ortona
Edward J. Martin
Ralph W. Pitman
Abe S. Rosen

2216 South Street 19146
6944 Reed Bird Place 19153
13430 Priestley Street 19116
1828 Delancey Place
865 Oakfield Road 19115
All of Philadelphia, Pennsylvania
V

The Authority shall exist for a term of fifty years, in accordance with the Industrial Development Authority Law, approved August 23, 1967 (Act No. 102). These Articles of Incorporation have been executed by the governmental body of the City of Philadelphia, by its proper officers and under its municipal seal.

IN WITNESS WHEREOF we hereunto have set our hands and seal this *9th* day of *November*, 1967.

ATTEST:

Nathan Wolfman
Chief Clerk of City Council
(Seal) (SEAL)

Mayor

Commonwealth of Pennsylvania



OFFICE OF THE
SECRETARY OF THE COMMONWEALTH

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

WHEREAS, In and by the provisions of the Industrial Development Authority Law approved August 23, A. D. 1967, (Act No. 102), the Secretary of the Commonwealth is authorized and required to issue a

CERTIFICATE OF INCORPORATION

evidencing the incorporation of an authority under the provisions of said Law.

AND WHEREAS, The stipulations and conditions of said Law have been fully complied with by the Municipal Authorities of the City of Philadelphia, Commonwealth of Pennsylvania desiring the organization of

PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT

THEREFORE, KNOW YE, That subject to the Constitution of this Commonwealth, and under the authority of Act No. 102, approved the twenty-third day of August, Anno Domini one thousand nine hundred and sixty-seven, I DO BY THESE PRESENTS, which I have caused to be sealed with the Great Seal of the Commonwealth, declare and certify the creation, erection and incorporation of

PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT

into a body politic and corporate in deed and in law by the name chosen hereinbefore specified, now to become operative with authority to transact business, and which shall exist for a term of fifty years unless sooner dissolved according to law.

Such corporation shall have and enjoy and shall be subject to all the powers, duties, requirements, and restrictions, specified and enjoined in and by the above Act of Assembly and all other applicable laws of this Commonwealth.



GIVEN under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg this 27th day of December in the year of our Lord one thousand nine hundred

NOV 21 1967

CERTIFIED MAIL

November 20, 1967

Secretary of the Commonwealth
Harrisburg,
Pennsylvania

Gentlemen:

Enclosed herewith are Articles of Incorporation for the Philadelphia Authority for Industrial Development, together with proofs of publication as required by Section 1 of the Industrial Development Authority Law, approved the 23rd day of August, A.D., (Act No. 1 and 2).

Very truly yours,

Hannah M. Cummins
Asst. City Solicitor

HMC:ceo

cc: Clifford Jones, Secretary of Commerce
David Davis, Dep. Dir. of Commerce
Walter Stein, Esq.
Richard J. McConnell, PIDC
James L. J. Pie, Deputy City Solicitor
Edward G. Bauer, City Solicitor
File

COMMONWEALTH OF PENNSYLVANIAOFFICE OF THE
SECRETARY OF THE COMMONWEALTH

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CERTIFICATE OF INCORPORATION

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Such corporation shall have and enjoy and shall be subject to all the powers, duties, requirements, and restrictions, specified and enjoined in and by the above Act of Assembly and all other applicable laws of this Commonwealth.

SEAL OF THE STATE OF
PENNSYLVANIA

GIVEN under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg this 27th day of December in the year of our Lord one thousand nine hundred and sixty-seven and of the Commonwealth the one hundred and ninety-second.

/s/ CRAIG TRUAX
Secretary of the Commonwealth

ARTICLES OF INCORPORATION
OF
PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT

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III

The City of Philadelphia of the Commonwealth of Pennsylvania is the incorporating municipality. The following are the names and addresses of the members of its governmental body:

<u>NAME</u>	<u>ADDRESS</u>
James H. J. Tate (Mayor)	4029 N. 7th Street, 19140
Paul D'Ortona	70th St. & Reed Bird Ave., 19142
Thomas M. Foglietta	708 Clymer St., 19148

Mrs. Virginia H. Knauer
Leon J. Kolankiewicz
Walter S. Pytko
Mrs. Mary A. Varallo

Milnor & Fidler Sts., 19114
3111 Richmond St., 19134
4476 E. Thompson St., 19137
Penn Charter House, Apt. 1515
19th & John F. Kennedy Blvd.,
19103

Gaetano P. Giordano
Harry Norwitch

1101 S. 8th St., 19147
Garden Court Apartments
47th & Pine Sts., 19143

George X. Schwartz
Thomas McIntosh
Edward F. McNulty
Joseph J. Hersch
Isadore H. Bellis
Henry P. Carr
David Silver

701 Greenhill Rd., 19151
2512 Sharswood St., 19121
2906 Aramingo Ave., 19134
3210 N. 7th St., 19140
5116 N. Camac St., 19141
570 N. Marshall St., 19120
9991 Verree Rd., 19115
All of Philadelphia, Pa.

IV

The names and addresses of each of the first members of the Board are:

Anthony Cortigene
Paul D'Ortona
Edward J. Martin
Ralph W. Pitman
Abe S. Rosen

2216 South St., 19146
6944 Reed Bird Place, 19153
13430 Priestly St., 19116
1828 Delancy
865 Oakfield Rd., 19115
All of Philadelphia, Pa.

The Authority shall exist for a term of fifty years, in accordance with the Industrial Development Authority Law, approved August 23, 1967 (Act No. 102). These Articles of Incorporation have been executed by the governmental body of the City of Philadelphia, by its proper officers and under its municipal seal.

IN WITNESS WHEREOF, we hereunto have set our hands and seal this 9th day of November, 1967.

ATTEST: /s/ NATHAN WOLFMAN
Chief Clerk of City Council

/s/ JAMES H. J. TATE (SEAL)
Mayor, City of Philadelphia

Approved and filed in the Department of State on the
27th day of December, A.D. 1967

/s/ CRAIG TRUAX
Secretary of the Commonwealth

BY LAWS
of
PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT (PAID)
of the
CITY OF PHILADELPHIA

ARTICLE I.

Name, Seal and Office

Section 1. Name. The name of the Authority shall be "The Philadelphia Authority for Industrial Development."

Section 2. Seal. The seal of the Authority shall be in the form of a circle and shall bear the words, "The Philadelphia Authority for Industrial Development" and the figures "1967".

Section 3. Office. The office of the Authority shall be such place as shall be designated by its members.

ARTICLE II.

Officers

Section 1. Officers. The officers of the Authority shall be a Chairman, a Vice Chairman, a Treasurer, a Secretary, an Assistant Treasurer, an Assistant Secretary, and such other Officers and Assistant Officers as the Board may from time to time determine. The Chairman, the Vice Chairman, and the Treasurer shall be elected from the members of the Board. The Assistant Secretary and Assistant Treasurer may be the same person.

Section 2. Chairman. The Chairman shall preside at all meetings of the Authority. He shall be the Chief Executive Officer and he shall perform such other duties as are incident to his office, or as are properly required of him by the Board.

Section 3. The Vice Chairman. The Vice Chairman shall perform the duties and exercise the functions of the Chairman in his temporary absence or during his temporary inability to act. The Vice Chairman shall perform such other duties as may be assigned to him by the Board or the Chairman.

Section 4. The Treasurer. The Treasurer shall have charge of all monies and securities of the Authority and shall cause regular books of account to be kept. The funds of the Authority shall be deposited in such manner as the Board shall from time to time designate. The Treasurer shall perform all duties incident to his office or that are required of him by the Board or the Chairman. The Treasurer shall perform all duties incident to the office of the Secretary in the event the Secretary is unable to act and all resolutions authorizing the action of the Secretary shall be deemed an authorization of the Treasurer in that event.

Section 5. The Secretary. The Secretary shall issue notices of meetings, shall keep the minutes of all meetings, shall have charge of the records of the Authority, shall have the custody of the corporate seal and shall make such reports and perform such other duties as are incident to his office or as are required of him by the Board or the Chairman.

Section 6. The Assistant Officers. Any Assistant Treasurer and any Assistant Secretary shall in the absence or disability of the Treasurer or of the Secretary perform the duties and exercise the powers of their respective superiors in office, and such other duties as may be assigned to them. Performance by the Assistant Treasurer or the Assistant Secretary of any of the duties of his superior shall as to third parties be conclusive evidence of his authority to act in any such respect.

Section 7. Election of Officers. The officers of the Authority shall be nominated and elected at the annual meeting. All officers shall hold office

for a period of one year and until their successors have been elected. All officers shall be eligible for re-election. In case of vacancy in any office, occurring at any time between annual meetings, the Authority shall elect a successor from its membership at the next regular meeting and such election shall be for the unexpired term of said office.

ARTICLE III.

Section 1. Annual Meetings. The annual meeting of the Authority shall be held at the first regular meeting of the Authority in each calendar year.

Section 2. Regular Meetings. Regular meetings shall be held at four o'clock p.m. prevailing time on the first Wednesday of each month at such place in the City of Philadelphia as designated in the notice to be mailed at least three days prior to such meeting. In the event such meeting shall be cancelled by the Chairman for good reason, the first meeting of the month, convened in the manner provided in Section 3 of Article III shall be deemed to be the regular monthly meeting.

Section 3. Special Meetings. Special meetings of the Authority may be called at any time by the Chairman and shall be called by him upon the written request of two or more Members of the Authority. The Meeting shall be called by the Chairman directing the Secretary to give notice of a special meeting of the Authority for the purpose of transacting any business designated in the call. Such notice shall be signed in the name of the Secretary and shall be given to each member of the Authority, either personally or by mail or telegraph addressed to his business or home address at least two days prior to the date of such special meeting. If notice is sent by mail or telegraph, it shall be deemed to have been given to the respective Members when deposited in the United States mail, postage prepaid, or with the telegraph office for transmission. The notice shall specify the place, day and hour of the meeting and the general nature of the business to be transacted. Such notice may be

waived by any Member of the Authority. At such special meeting, no business shall be considered other than that designated in the call, but if all of the Members of the Authority are present at a special meeting even though no notice of the meeting shall have been given to them or any of them, any and all business may be transacted.

Industrial development projects and matters pertaining thereto may be considered at any meeting whether listed in the call or not.

Section 4. Adjournment. If a meeting of the Authority is adjourned, it shall not be necessary to give any notice of the adjourned meeting other than by announcement at the meeting at which such adjournment is taken; nor shall it be necessary to give any notice of the business to be transacted at such adjourned meeting.

Section 5. Quorum. Three members of the Authority shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Members present at a meeting at which a quorum is present, shall be the acts of the Authority. If there be less than a quorum present, a majority of those present may meet and adjourn the meeting from time to time.

Section 6. Order of Business. At the regular meetings of the Authority, the following shall be the order of business.

1. Roll call.
2. Action on approval of the minutes of the previous meeting.
3. Reports of Officers.
4. Unfinished business.
5. New business.
6. Adjournment.

ARTICLE IV.

Personnel

Section 1. Employment of Personnel. The Authority may from time to time engage such personnel, either permanent or temporary, as it may require, and it

shall determine the qualifications of such persons and their tenure and compensation or the Authority may from time to time enter into a Management Agreement with any person or corporation for such purposes as may be required by the Authority.

ARTICLE V.

Section 1. Amendments to By-Laws. The By-Laws of the Authority shall be amended only with the approval of at least three of the Members of the Authority. No amendment shall be adopted unless it shall have been introduced at a prior regular meeting or special meeting, and unless five days' written notice thereof, together with an exact copy of the proposed amendment, shall have been given to each member of the Authority, reciting the time and place of the meeting at which the proposed amendment shall be voted upon.

**ARTICLES OF AMENDMENT
OF
PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT**

I

The name of the Authority is the “Philadelphia Authority for Industrial Development.” Its registered office is located at 2600 Centre Square West, 1500 Market Street, Philadelphia, PA 19102.

II

The Authority was formed pursuant to the “Industrial and Commercial Development Authority Law,” approved the 23rd day of August, 1967 (Act No. 102), as amended. Its Certificate of Incorporation was issued on December 27, 1967. A Certificate of Amendment was issued by the Commonwealth on October 8, 1991.

III

The Amendment was adopted by ordinance the Council of the City of Philadelphia pursuant to Bill Number 110370 dated June 22, 2011. A certified copy of the ordinance is attached hereto.

IV

The Amendment adopted by the Council of the City of Philadelphia authorizes that Article V of the Articles of Incorporation be amended and restated to read in its entirety as follows:

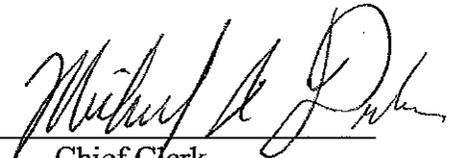
The Authority shall exist for a term of fifty years from the date of approval of the Articles of Amendment by the Secretary of the Commonwealth, in accordance with the Pennsylvania Economic Development Financing Law, P.L. 251, August 23, 1967, 73 Pa.C.S.A. § 371 *et seq.*, as amended. These Articles of Incorporation have been executed by the governmental body of the City of Philadelphia, by its proper officers and under its municipal seal.

V

These Articles of Amendment have been executed by the governmental body of the City of Philadelphia, by its proper officers and under its municipal seal.

IN WITNESS WHEREOF, we hereunto have set our hands and seal
this 24th day of August, 2011.

ATTEST:


Chief Clerk
of City Council


Mayor

Approved and filed in this Department of State on

_____.

Secretary of the Commonwealth

City of Philadelphia



(Bill No. 110370)

AN ORDINANCE

Adopting an Amendment to Section V of the Articles of Incorporation of the Philadelphia Authority for Industrial Development by increasing the Authority's term of existence to a date fifty years from the date of approval of Articles of Amendment by the Secretary of the Commonwealth, under certain terms and conditions.

WHEREAS, The Council of the City of Philadelphia enacted Bill No. 2782, signed by the Mayor on October 25, 1967, signifying the intention of the City to organize the Philadelphia Authority for Industrial Development ("PAID") under the Pennsylvania Economic Development Financing Law, Act of August 23, 1967, P.L. 251 (73 P.S. § 371 *et seq.*), as amended, and authorizing the City Solicitor to file Articles of Incorporation with the Secretary of the Commonwealth;

WHEREAS, PAID's Articles of Incorporation were executed by the Council of the City of Philadelphia on November 9, 1967 and approved by the Department of State of the Commonwealth of Pennsylvania;

WHEREAS, The Economic Development Financing Law provides that the term of existence of an Authority cannot exceed fifty years, so that PAID's original term was to have expired in 2017;

WHEREAS, The Economic Development Financing Law provides that an Authority cannot issue bonds with a maturity that falls after the term of the Authority is to have expired;

WHEREAS, The Council of the City of Philadelphia therefore enacted Bill No. 1499, signed by the Mayor on July 16, 1991, adopting an amendment to Section V of the Articles of Incorporation of PAID that extended the Authority's term of existence to October 8, 2041;

WHEREAS, The expiration of PAID's term on October 8, 2041 is less than thirty years in the future, meaning that PAID cannot issue crucial thirty-year bonds;

WHEREAS, On May 17, 2011, the Board of PAID approved a resolution amending PAID's Articles of Incorporation to extend the Authority's term of existence for another 50 years pursuant to the Economic Development Financing Law; and

City of Philadelphia

BILL NO. 110370 continued

Certified Copy

WHEREAS, the Economic Development Financing Law provides that the governmental body of the municipality that created PAID must approve such an amendment to PAID's Articles of Incorporation; now, therefore

THE COUNCIL OF THE CITY OF PHILADELPHIA HEREBY ORDAINS:

SECTION 1. The amendment to Section V of the Articles of Incorporation of the Philadelphia Authority for Industrial Development ("PAID"), proposed by the Board of Directors of PAID in its Resolution dated May 17, 2011, which amendment will extend the term of existence of PAID for 50 years from the date the amendment becomes effective, is hereby adopted pursuant to Section 5 of the Economic Development Financing Law, Act of August 23, 1967, P.L. 251 (73 P.S. § 375).

SECTION 2. The City Solicitor is directed to prepare appropriate Articles of Amendment, to present said Articles of Amendment to the Secretary of the Commonwealth of Pennsylvania for filing, and to take all other steps necessary to effectuate the amendment to the Articles of Incorporation of PAID adopted in Section 1.

SECTION 3. The Chief Clerk of City Council shall cause to be advertised, in the manner required by Section 5 of the Economic Development Financing Law (73 P.S. § 375), notice of the City's intention that the Articles of Incorporation PAID be amended as contemplated in Section 1.

City of Philadelphia

BILL NO. 110370 continued

Certified Copy

City of Philadelphia

BILL NO. 110370 continued

Certified Copy

CERTIFICATION: This is a true and correct copy of the original Bill, Passed by the City Council on June 9, 2011. The Bill was Signed by the Mayor on June 22, 2011.



Michael A. Decker
Chief Clerk of the City Council

City of Philadelphia



(Bill No. 110370)

AN ORDINANCE

Adopting an Amendment to Section V of the Articles of Incorporation of the Philadelphia Authority for Industrial Development by increasing the Authority's term of existence to a date fifty years from the date of approval of Articles of Amendment by the Secretary of the Commonwealth, under certain terms and conditions.

WHEREAS, The Council of the City of Philadelphia enacted Bill No. 2782, signed by the Mayor on October 25, 1967, signifying the intention of the City to organize the Philadelphia Authority for Industrial Development ("PAID") under the Pennsylvania Economic Development Financing Law, Act of August 23, 1967, P.L. 251 (73 P.S. § 371 *et seq.*), as amended, and authorizing the City Solicitor to file Articles of Incorporation with the Secretary of the Commonwealth;

WHEREAS, PAID's Articles of Incorporation were executed by the Council of the City of Philadelphia on November 9, 1967 and approved by the Department of State of the Commonwealth of Pennsylvania;

WHEREAS, The Economic Development Financing Law provides that the term of existence of an Authority cannot exceed fifty years, so that PAID's original term was to have expired in 2017;

WHEREAS, The Economic Development Financing Law provides that an Authority cannot issue bonds with a maturity that falls after the term of the Authority is to have expired;

WHEREAS, The Council of the City of Philadelphia therefore enacted Bill No. 1499, signed by the Mayor on July 16, 1991, adopting an amendment to Section V of the Articles of Incorporation of PAID that extended the Authority's term of existence to October 8, 2041;

WHEREAS, The expiration of PAID's term on October 8, 2041 is less than thirty years in the future, meaning that PAID cannot issue crucial thirty-year bonds;

WHEREAS, On May 17, 2011, the Board of PAID approved a resolution amending PAID's Articles of Incorporation to extend the Authority's term of existence for another 50 years pursuant to the Economic Development Financing Law; and

City of Philadelphia

BILL NO. 110370 continued

Certified Copy

WHEREAS, the Economic Development Financing Law provides that the governmental body of the municipality that created PAID must approve such an amendment to PAID's Articles of Incorporation; now, therefore

THE COUNCIL OF THE CITY OF PHILADELPHIA HEREBY ORDAINS:

SECTION 1. The amendment to Section V of the Articles of Incorporation of the Philadelphia Authority for Industrial Development ("PAID"), proposed by the Board of Directors of PAID in its Resolution dated May 17, 2011, which amendment will extend the term of existence of PAID for 50 years from the date the amendment becomes effective, is hereby adopted pursuant to Section 5 of the Economic Development Financing Law, Act of August 23, 1967, P.L. 251 (73 P.S. § 375).

SECTION 2. The City Solicitor is directed to prepare appropriate Articles of Amendment, to present said Articles of Amendment to the Secretary of the Commonwealth of Pennsylvania for filing, and to take all other steps necessary to effectuate the amendment to the Articles of Incorporation of PAID adopted in Section 1.

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City of Philadelphia

BILL NO. 110370 continued

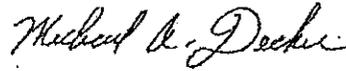
Certified Copy

City of Philadelphia

BILL NO. 110370 continued

Certified Copy

CERTIFICATION: This is a true and correct copy of the original Bill, Passed by the City Council on June 9, 2011. The Bill was Signed by the Mayor on June 22, 2011.



Michael A. Decker
Chief Clerk of the City Council

Proof of Publication in The Philadelphia Daily News
Under Act. No 587, Approved May 16, 1929

STATE OF PENNSYLVANIA
COUNTY OF PHILADELPHIA

Anna Dickerson being duly sworn, deposes and says that **The Philadelphia Daily News** is a newspaper published daily, except Sunday, at Philadelphia, Pennsylvania, and was established in said city in 1925, since which date said newspaper has been regularly issued in said County, and that a copy of the printed notice of publication is attached hereto exactly as the same was printed and published in the regular editions and issues of the said newspaper on the following dates:

September 13, 2011

Affiant further deposes and says that she is an employee of the publisher of said newspaper and has been authorized to verify the foregoing statement and that she is not interested in the subject matter of the aforesaid notice of publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.

Anna Dickerson

Sworn to and subscribed before me this 13th day of
September, 2011.

Mary Anne Logan
Notary Public

My Commission Expires:

NOTARIAL SEAL
Mary Anne Logan, Notary Public
City of Philadelphia, Phila. County
My Commission Expires March 30, 2013

Copy of Notice of Publication

PUBLIC NOTICE is hereby given as required under 73 P.S. C.S.A. § 5371 et seq. of the Act that the Philadelphia Authority for Industrial Development (PAID) of the Authority located at its registered office of 2500 Centre Square West, 1500 Market Street, Philadelphia, PA 19102 intends to file Articles of Amendment as set forth in the Act with the Commonwealth of Pennsylvania Corporation Bureau to extend the existence of the Authority for a further 100 years from the date of approval by the Secretary of the Commonwealth. PAID shall file the amendment with the Commonwealth on September 21, 2011.

PROOF OF PUBLICATION OF NOTICE IN THE LEGAL INTELLIGENCER

Under Act of May 16, 1929, P.L. 1784, as amended

Commonwealth of Pennsylvania,
County of Philadelphia }

ss.:

JOSHUA APPLEBAUM, being duly sworn, deposes and says that The Legal Intelligencer is a daily newspaper published at One Penn Center at Suburban Station, 1617 John F. Kennedy, Philadelphia, Pennsylvania 19103, and was established in said city in 1843, since which date said legal newspaper has been regularly issued in said county, that it has been issued daily since September 4, 1933, and that it was entered at the Philadelphia Post Office under the Postal Laws and Regulations as second class matter in the United States mails on July 19, 1879; that The Legal Intelligencer is a daily legal newspaper complying in all respects with the Newspaper Advertising Act of May 16, 1929, P.L. 1784, its amendments and supplements; and that a copy of the printed notice or publication is attached hereto exactly as the same was printed or published in the regular editions and issues of the said legal newspaper on the following date, viz.:
SEPTEMBER 13, 2011

Affiant further deposes and says that she is an employee of the publisher of said legal newspaper and has been authorized to verify the foregoing statement and that she is not interested in the subject matter of the aforesaid notice of publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.

Copy of Notice or Publication

PUBLIC NOTICE is hereby given as required under 73 Pa. C.S.A. § 371 et seq., (the "Act") that the Philadelphia Authority for Industrial Development ("PAID" or the "Authority") located at its registered office of 2600 Centre Square West, 1500 Market Street, Philadelphia, PA 19102, intends to file Articles of Amendment, as set forth in the Act with the Commonwealth of Pennsylvania's Corporation Bureau to extend the existence of the Authority for fifty (50) years from the date of approval by the Secretary of the Commonwealth. PAID shall file the amendment with the Commonwealth on September 21, 2011.

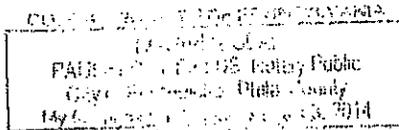
9-13-1*

Joshua Applebaum

Sworn to and subscribed before me this 13th day of
SEPTEMBER, 2011

Paulette Fields

Notary Public



Philadelphia, Philadelphia, County

Office:
One Penn Center at Suburban Station
17th Floor
1617 John F. Kennedy Boulevard
Philadelphia, PA 19103

Attachment B – PADEP Letter of Support



pennsylvania

DEPARTMENT OF ENVIRONMENTAL PROTECTION

Bureau of Environmental Cleanup and Brownfields
November 17, 2011

Ms. Liz Gabor, Real Estate Manager
Philadelphia Industrial Development Corporation
2600 Centre Square West
1500 Market Street
Philadelphia, PA 19102-2126

Dear Ms. Gabor:

The Pennsylvania Department of Environmental Protection is pleased to support your efforts to redevelop brownfield properties in your community. Returning such environmentally challenged and underutilized land and buildings to productive use improves our environment, safeguards our residents, and helps boost Pennsylvania's economy.

The DEP supports Philadelphia Industrial Development Corporation's application for a \$1,000,000 Revolving Loan Fund (RLF) grant. These funds will be used to support cleanup work in the Lower Schuylkill area of Philadelphia. The Corporation's efforts to re-examine the redevelopment potential of aggregated, underutilized sites to create renewed neighborhoods and business districts in Pennsylvania is a worthwhile endeavor.

Both Central Office and Regional Office Staff in the Land Recycling Program look forward to supporting Philadelphia Industrial Development Corporation and U.S. EPA Region 3 on this project.

If you have any questions, please contact M. Thomas Mellott by email at mtmellott@pa.gov or by telephone at 717-783-7816.

Sincerely,

Denise Brinley
Bureau Director

Attachment C – Opinion of Counsel



Philadelphia Authority for Industrial Development

November 23, 2011

Mr. Don West
Environmental Management Support, Inc.
8601 Georgia Avenue, Suite 500
Silver Spring, MD 20910
Phone Number: 301-589-5318

Mr. Tom Stolle
EPA Region 3
1650 Arch Street, Mail Code 3HS51
Philadelphia, PA 19103
Phone Number: 215-814-3129

**Re: Application for EPA Brownfields Revolving Loan Fund Grant (the
"Grant")**

Dear Mr. West and Mr. Stolle:

As Vice President, Corporate Counsel for the Philadelphia Industrial Development Corporation ("PIDC"), which manages the affairs of the Philadelphia Authority for Industrial Development (the "Authority"), I act as legal counsel to the Authority.

The Authority is submitting the Grant, and in accordance therewith a legal opinion is required. I have reviewed the Grant and the regulations and guidelines.

The Authority is a public instrumentality of the Commonwealth and is a body corporate and politic organized and established by the City of Philadelphia under the Pennsylvania Economic Development Financing Law, approved August 23, 1976, P.L. § 251 *et seq.*, 73 P.S. § 371 *et seq.*, as amended. Section 376 of the Economic Development Financing Law sets forth the Authority's purposes and powers, and permits the Authority to, among other things, accept grants, make loans, provide alternate types of financing, enter into contracts, and sue and be sued. The Authority's Articles of Incorporation and Bylaws permit the Authority to perform all acts to the full extent permitted under the Economic Development Financing Law.

Page 2

On the basis of the foregoing, I am of the opinion that:

1. The Authority has legal authority to access and secure sites in the event of an emergency or default under loan or grant agreements; and
2. The Authority has legal authority to perform the actions necessary to manage a revolving loan fund, including the ability to hold funds, enter into loan agreements, make loans pursuant to such agreements and collect repayments.

With respect to the foregoing opinion, I advise you that the rights of any borrowers under this Grant and the enforceability of such agreements and contracts entered into pursuant to the Grant program will be subject to and may be limited by (i) applicable bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium or other similar laws of general application or equitable principles relating to or affecting creditor's rights and remedies or debtor's obligations generally, (ii) general principles of equity, whether considered and applied in a court of law or equity, and (iii) the exercise of judicial discretion in appropriate cases.

This opinion is expressly limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated herein. This opinion is given as of the date hereof and is based upon existing laws, regulations and judicial and administrative decisions. I assume no obligation to update or supplement this opinion to reflect any facts or circumstances which may hereafter come to our attention or any changes in such laws, regulations, or judicial or administrative decisions, any of which could adversely affect the Grant program.

Very truly yours,



Ilene Burak

Vice President, Corporate Counsel
PIDC

On behalf of the Philadelphia
Authority for Industrial Development

Attachment D
Letters of Support From Community-Based Organizations



**university
city district**

November 4, 2011

Kate McNamara, Senior Real Estate Manager
Philadelphia Industrial Development Corporation
1500 Market Street, 26th Floor West
Philadelphia, PA 19102

Dear Ms. McNamara:

The University City District (UCD) strongly supports the application of the Philadelphia Authority for Industrial Development (PAID) to the United States Environmental Protection Agency (USEPA) for funding to establish a revolving loan program for brownfield cleanup within the Lower Schuylkill River District. UCD borders the Lower Schuylkill River District.

A century of industrial activity within the Lower Schuylkill River District has left behind a legacy of environmental contamination, raising health concerns and discouraging new investment and job creation. UCD is working closely with PAID's operating entity, the Philadelphia Industrial Development Corporation, on a master plan for reuse and redevelopment within the Lower Schuylkill River District. A key goal of the plan is environmental remediation, both to spur economic development and job creation, as well as create a healthy, sustainable environment with recreational amenities that support health and wellness in neighboring communities.

Cleaning up these brownfields will require significant resources and we strongly support PAID's application for a revolving loan program to help get this important work underway.

Sincerely,

Matthew Bergheiser
Executive Director



Grays Ferry Community Council

1501 South 29th Street • Philadelphia, PA • 19146 • 215.336.5005 • fax 215.336.5077

November 14, 2011

Kate McNamara, Senior Real Estate Manager
Philadelphia Industrial Development Corporation
1500 Market Street, 26th Floor, West
Philadelphia, PA 19102

Dear Ms. McNamara:

The Grays Ferry Community Council (GFCC) supports the application of the Philadelphia Authority for Industrial Development (PAID) to the United States Environmental Protection Agency (USEPA) for funding to establish a revolving loan program for brownfield cleanup with-in the Lower Schuylkill River District.

Our community is mostly a residential area bordering the lower Schuylkill River District. Due to many years of industrial activity, the Lower Schuylkill River District has inherited a legacy of environmental contamination, creating health concerns within our community and discouraging new investment and job creation.

The Grays Ferry Community Council has been working with the Philadelphia Authority for Industrial Development's operating entity, the Philadelphia Industrial Development Corporation, on a master plan for reuse and redevelopment with-in the Lower Schuylkill River District. A key goal of the plan is environmental remediation both to spur economic development and create jobs as well as create a healthy, sustainable environment with recreation amenities that support health and wellness in our community

Cleaning up these brownfields with require significant resources and we strongly support PAID's application for a revolving loan program to help get this important work underway .

Sincerely,


Robert J. Gormley Jr.
President

RJG/mcg

FORGOTTEN BOTTOM NEIGHBORHOOD ASSOCIATION

3637 Reed Street, Philadelphia, PA. 19146, 609-502-1274

November 20, 2011

**Kate McNamara, Senior Real Estate Manager
Philadelphia Industrial Development Corporation
1500 Market Street, 26th Floor West
Philadelphia, PA 19102**

Dear Ms. McNamara;

The Forgotten Bottom Neighborhood Association (FBNA) supports the application of the Philadelphia Authority of Industrial Development (PAID) to the United States Environmental Protection Agency (USEPA) for funding to establish a revolving loan program for brownfield cleanup within the Lower Schuylkill River District.

While Forgotten Bottom is a residential community, it is surrounded by the Lower Schuylkill River District, which is primarily industrial. A century of industrial activity has left behind a legacy of environmental contamination, which raises health concerns in our community and deters new investment and job creation.

FBNA is pleased to be working with PAID's operating entity, the Philadelphia Industrial Development Corporation, on the Lower Schuylkill River District Master Plan. A key goal of this plan is environmental remediation for the purpose of spurring economic development and job creation, as well as creating a healthy, sustainable environment with recreational amenities to support health and wellness in our community.

Cleaning up these brownfields will require significant resources and we strongly support PAID's application for a revolving loan program to help get this important work underway.

Sincerely,



Mark S. Chalupa
President.



Southwest Community Development Corporation

*Neighborhood Advisory Committee ❖ Neighborhood Energy Center ❖ New Start Family Resource Center
Housing Counseling ❖ Woodland Avenue Revitalization Project ❖ Southwest Globe Times*

6328 Paschall Avenue, Philadelphia, Pennsylvania 19142

Main: 215-729-0800 ❖ Fax: 215-726-5719 ❖ Website: www.southwestcdc.org

Partnerships Building Neighborhood Pride

November 4, 2011

Kate McNamara, Senior Real Estate Manager
Philadelphia Industrial Development Corporation
1500 Market Street, 26th Floor West
Philadelphia, PA 19102

Dear Ms. McNamara:

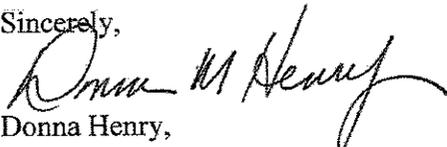
The Southwest Community Development Corporation (CDC) is pleased to support the application of the Philadelphia Authority for Industrial Development (PAID) to the United States Environmental Protection Agency (USEPA) for funding to establish a revolving loan program which will support brownfield cleanup within the Lower Schuylkill River District. Southwest CDC also supports PAID's application to USEPA for a brownfield cleanup grant for the 18.5 acre Transmontaigne property located at 2751' S. 58th Street and 5736 Eastwick Avenue in Philadelphia, PA. Both the Transmontaigne site and significant portions of the Lower Schuylkill River District are located within the Southwest section of Philadelphia, immediately adjacent to the area represented by Southwest CDC.

The presence of brownfields on the Transmontaigne site and throughout the Lower Schuylkill River District raises health concerns for our residents and discourages new businesses from locating in this area. Many family-sustaining jobs have been lost due to the downsizing and closure of major industrial facilities within the Lower Schuylkill River District over the past 50 years. While those jobs are gone, the contamination left behind by those industries remains. This has a profound impact on our communities.

Southwest CDC is working closely with PAID's operating entity, the Philadelphia Industrial Development Corporation, on a master plan for reuse and redevelopment within the Lower Schuylkill River District. A key goal is brownfield remediation, to spur economic development and job creation, as well as create a healthy, sustainable environment with recreational amenities that support health and wellness in our community.

Cleaning up these brownfields will require significant resources and we strongly support PAID's application for a revolving loan program to help get this important work underway.

Sincerely,



Donna Henry,
Executive Director

Attachment E – Documentation of Leveraged Funds


W I L L I A M P E N N
F O U N D A T I O N

July 11, 2011

Mr. Peter S. Longstreth
President
PIDC Regional Development Corporation
2600 Centre Square West
1500 Market Street
Philadelphia, PA 19102-2126

Grant #128-11

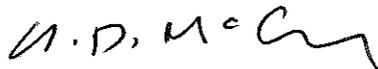
Dear Mr. Longstreth:

The William Penn Foundation has approved an 18-month grant to PIDC Regional Development Corporation in the amount of \$500,000 toward a comprehensive industrial revitalization study and stakeholder engagement process for the Lower Schuylkill Riverfront area.

This grant is subject to the terms and requirements outlined in the enclosed Grant Award Contract. Two copies of the Award Contract are enclosed. Please review this document carefully; this is a legally binding agreement. After your review, return one signed copy to my attention at the Foundation in the enclosed envelope. The other copy should be retained for your files. Upon receipt of your signed copy, the Foundation will process your first payment on or around the preliminary payment date listed in Section II— Payment Schedule and the check will be mailed to you.

We are pleased to be able to assist you with this project. I will be monitoring this grant for the Foundation. All communication and reports, including narrative and financial reports, should be sent to my attention with the grant number clearly indicated. I look forward to hearing about the progress of the project.

Sincerely,



Shawn McCaney, AICP/PP ASLA
Program Officer, Environment & Communities

Enclosure(s)



COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF COMMUNITY AND ECONOMIC DEVELOPMENT
HARRISBURG, PA 17120

OFFICE OF SECRETARY

April 8, 2011

Mr. Peter Longstreth, President
Philadelphia Authority for Industrial Development
2600 Centre Street Square West
1500 Market Street
Philadelphia, PA 19102

Re: Industrial Sites Reuse Grant (\$1,000,000)
Former Transmontaigne & US Gypsum site
Remediation Project

Dear Mr. Longstreth:

I am pleased to inform you that your request for an Industrial Sites Reuse ("ISR") Program grant has been approved. On behalf of the Commonwealth of Pennsylvania, acting through the Department of Community and Economic Development ("DCED"), I hereby transmit to the Philadelphia Authority for Industrial Development (the "Applicant") an offer for grant assistance in the amount not to exceed ONE MILLION DOLLARS (\$1,000,000).

The grant will be used by the Applicant for remediation, which will consist of soil excavation combined with groundwater pumping and LNAPL skimming using interceptor trenches (the "Project") at 5376 Eastwick Avenue, 3000 S. 56th Street and 2731 S. 58th Street, all located in the City of Philadelphia, Philadelphia County, Pennsylvania, known as the former Transmontaigne Oil Refinery and former US Gypsum site.

This grant offer is contingent upon receipt of the following information by DCED:

1. A tabulation of bids and executed contracts for the work to be performed. All contracts must contain the nondiscrimination/sexual harassment provision attached hereto as page 4.
2. Final cost breakdown of the Project, if different from that submitted in the application.
3. Evidence that the Applicant holds title to the Project site.

APPENDIX A & B
Contract # C0800 S1138
Page 1 of 4

Mr. Peter Longstreth, President
Philadelphia Authority for Industrial Development
Page Two

THE FOLLOWING CONDITIONS SHALL APPLY TO THE GRANT OFFER:

- A. Applicant will be required to solicit competitive bids for work that will be conducted with Industrial Sites Reuse Funds.
- B. DCED reserves the right to approve or reject contracts between the applicant and consultants or contractors for work that will be paid for with Industrial Sites Reuse Funds.
- C. Applicant cannot make or authorize any substantial change in the Project without first obtaining the written consent of DCED.
- D. Applicant shall have the required matching funds on hand. DCED will pay 75% of eligible invoices submitted for reimbursement.
- E. Applicant will maintain full and accurate records with respect to the Project. DCED and the Department of Environmental Protection shall have free access to such records and to inspect all project work and other relevant data and records. The applicant must furnish, upon request of either department, all data, reports, contracts, documents, and other information relevant to the Project as may be requested.
- F. The remediation project must be completed prior to June 30, 2013.
- G. The Pennsylvania Prevailing Wage Act (43 P.S. § 165-1 et seq.; 34 Pa. Code § 9.101 et seq.) may be applicable to this Project. If applicable, the Grant Recipient is responsible for including prevailing wage rates in all bid documents, specifications, and construction contracts pertaining to the Project. The Department of Labor and Industry (L&I) has final authority to make all prevailing wage applicability determinations. A copy of this letter is being forwarded to L&I for a formal determination of applicability of prevailing wage requirements.

Please Note: Prevailing Wage requirements are generally applicable to grants for construction, demolition, reconstruction, alteration, repair work, renovations, build-out and installation of machinery and equipment in excess of \$25,000.00. Any questions as to final prevailing wage obligations should be directed to the Bureau of Law Compliance at 1 (800) 932-0665.

This commitment will expire sixty (60) days from the date of this letter unless we have received your written acceptance by returning the original commitment letter fully executed. **Our receipt of the signed commitment letter will constitute your authorization to incur costs for reimbursement.**

APPENDIX A & B
Contract # C000051138
Page 2 of 4

Mr. Peter Longstreth, President
Philadelphia Authority for Industrial Development
Page Three

If you should have any questions regarding this grant, please contact the Center for Business Financing, Site Development Division at (717) 787-7120. The signed commitment letter should be returned to Brian D. Eckert, Director, Site Development Division, Center for Business Financing, 4th Floor, Commonwealth Keystone Building, Harrisburg, PA 17120.

A representative from DCED's Communications Office may be contacting you in the next several weeks to discuss the public announcement of the Industrial Sites Reuse Program approval. Please do not make any public announcements regarding this grant approval without first coordinating with DCED. Should you have any questions or wish to discuss the announcement, please contact DCED's Communications Office at (717) 783-1132.

Please know that the renewed funding for the Industrial Sites Reuse program comes from the Growing Greener II bond program. This program is a collaboration between the Department of Community and Economic Development and the Department of Environmental Protection. As a result, spending of grant funds must comply with federal bond rules.

I would like to congratulate you on behalf of the Corbett Administration for promoting the economic development of your community and trust this grant will aid your efforts.

Sincerely,

C. Alan Walker

C. Alan Walker
Acting Secretary

The foregoing terms and conditions are hereby agreed to and accepted this 27th day of April, 2011.

ATTEST:

PHILADELPHIA AUTHORITY FOR
INDUSTRIAL DEVELOPMENT

Teresa A. Demus
Secretary

John McMan
By:

(SEAL)

FEDERAL TAX IDENTIFICATION NUMBER

23-2237287

APPENDIX A & B

Contract # C020061138

Page 3 of 4



COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF COMMUNITY AND ECONOMIC DEVELOPMENT
HARRISBURG, PA 17120

July 12, 2011

OFFICE OF SECRETARY

Mr. Peter Longstreth, President
Philadelphia Authority for Industrial Development
1500 Market Street, Suite 2600 West
Philadelphia, PA 19102

Re: Industrial Sites Reuse Grant (\$847,500)
Former National Heat & Power Site
Remediation Project

Dear Mr. Longstreth:

I am pleased to inform you that your request for an Industrial Sites Reuse ("ISR") Program grant has been approved. On behalf of the Commonwealth of Pennsylvania, acting through the Department of Community and Economic Development ("DCED"), I hereby transmit to the Philadelphia Authority for Industrial Development (the "Applicant") an offer for grant assistance in the amount not to exceed Eight Hundred Forty Seven Thousand Five Hundred Dollars (\$847,500).

The grant will be used by the Applicant for remediation costs including soil sampling, soil excavation and asbestos abatement (the "Project") at 1633-35 S. 49th Street located in the City of Philadelphia, Philadelphia County, Pennsylvania, known as the former National Heat & Power Site.

This grant offer is contingent upon receipt of the following information by DCED:

Mr. Peter Longstreth, President
July 11, 2011
Page Two

THE FOLLOWING CONDITIONS SHALL APPLY TO THE GRANT OFFER:

- A. Applicant will be required to solicit competitive bids for work that will be conducted with Industrial Sites Reuse Funds.
- B. DCED reserves the right to approve or reject contracts between the applicant and consultants or contractors for work that will be paid for with Industrial Sites Reuse Funds.
- C. Applicant cannot make or authorize any substantial change in the Project without first obtaining the written consent of DCED.
- D. Applicant shall have the required matching funds on hand. DCED will pay 75% of eligible invoices submitted for reimbursement.
- E. Applicant will maintain full and accurate records with respect to the Project. DCED and the Department of Environmental Protection shall have free access to such records and to inspect all project work and other relevant data and records. The applicant must furnish, upon request of department, all data, reports, contracts, documents, and other information relevant to the Project as may be requested.
- F. The remediation project must be completed prior to **June 30, 2013**.
- G. The Pennsylvania Prevailing Wage Act (43 P.S. § 165-1 et seq.; 34 Pa. Code § 9.101 et seq.) may be applicable to this Project. If applicable, the Grant Recipient is responsible for including prevailing wage rates in all bid documents, specifications, and construction contracts pertaining to the Project. The Department of Labor and Industry (L&I) has final authority to make all prevailing wage applicability determinations. A copy of this letter is being forwarded to L&I for a formal determination of applicability of prevailing wage requirements.

Please Note: Prevailing Wage requirements are generally applicable to grants for construction, demolition, reconstruction, alteration, repair work, renovations, build-out and installation of machinery and equipment in excess of \$25,000.00. Any questions as to final prevailing wage obligations should be directed to the Bureau of Law Compliance at 1 (800) 932-0665.

Mr. Peter Longstreth, President
July 11, 2011
Page Three

This commitment will expire sixty (60) days from the date of this letter unless we have received your written acceptance by returning the original commitment letter fully executed. **Our receipt of the signed commitment letter will constitute your authorization to incur costs for reimbursement.**

If you should have any questions regarding this grant, please contact the Center for Business Financing, Site Development Division at (717) 787-7120. The signed commitment letter should be returned to Brian D. Eckert, Director, Site Development Division, Center for Business Financing, 4th Floor, Commonwealth Keystone Building, Harrisburg, PA 17120.

A representative from DCED's Communications Office may be contacting you in the next several weeks to discuss the public announcement of the Industrial Sites Reuse Program approval. Please do not make any public announcements regarding this grant approval without first coordinating with DCED. Should you have any questions or wish to discuss the announcement, please contact DCED's Communications Office at (717) 783-1132.

Please know that the renewed funding for the Industrial Sites Reuse program comes from the Growing Greener II bond program. This program is collaboration between the Department of Community and Economic Development and the Department of Environmental Protection. As a result, spending of grant funds must comply with federal bond rules.

I would like to congratulate you on behalf of the Corbett Administration for promoting the economic development of your community and trust this grant will aid your efforts.

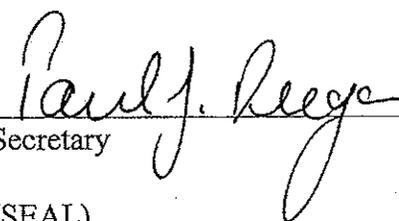
Sincerely,



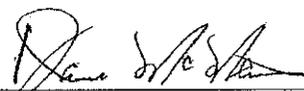
C. Alan Walker
Secretary

The foregoing terms and conditions are hereby agreed to and accepted this 2nd day of September, 2011.

ATTEST:


Secretary
(SEAL)

PHILADELPHIA AUTHORITY FOR
INDUSTRIAL DEVELOPMENT


By:

FEDERAL TAX IDENTIFICATION NUMBER
23-2237287

NONDISCRIMINATION/SEXUAL HARASSMENT CLAUSE

During the term of the Contract, Applicant (known herein as "Grantee") agrees as follows:

1. In the hiring of any employee(s) for the manufacture of supplies, performance of work, or any other activity required under the grant agreement or any subgrant agreement, contract, or subcontract, the Grantee, a subgrantee, a contractor, a subcontractor, or any person acting on behalf of the Grantee shall not, by reason of gender, race, creed, or color, discriminate against any citizen of this Commonwealth who is qualified and available to perform the work to which the employment relates.
2. The Grantee, any subgrantee, contractor or any subcontractor or any person on their behalf shall not in any manner discriminate against or intimidate any of its employees on account of gender, race, creed, or color.
3. The Grantee, any subgrantee, contractor or any subcontractor shall establish and maintain a written sexual harassment policy and shall inform their employees of the policy. The policy must contain a notice that sexual harassment will not be tolerated and employees who practice it will be disciplined.
4. The Grantee, any subgrantee, contractor or any subcontractor shall not discriminate by reason of gender, race, creed, or color against any subgrantee, contractor, subcontractor or supplier who is qualified to perform the work to which the contracts relates.
5. The Grantee, any subgrantee, any contractor or any subcontractor shall, within the time periods requested by the Commonwealth, furnish all necessary employment documents and records and permit access to their books, records, and accounts by the granting agency and the Bureau of Minority and Women Business Opportunities (BMWBO), for purpose of ascertaining compliance with provisions of this Nondiscrimination/Sexual Harassment Clause. Within thirty (30) days after award of any grant, the Grantee shall be required to complete, sign and submit Form STD-21, the "Initial Contract Compliance Data" form. Grantees who have fewer than five employees or whose employees are all from the same family or who have completed the STD-21 form within the past 12 months may, within the 15 days, request an exemption from the STD-21 form from the granting agency.
6. The Grantee, any subgrantee, contractor or any subcontractor shall include the provisions of this Nondiscrimination/Sexual Harassment Clause in every subgrant agreement, contract or subcontract so that those provisions applicable to subgrantees, contractors or subcontractors will be binding upon each subgrantee, contractor or subcontractor.
7. The Commonwealth may cancel or terminate the grant agreement and all money due or to become due under the grant agreement may be forfeited for a violation of the terms and conditions of this Nondiscrimination/Sexual Harassment Clause. In addition, the granting agency may proceed with debarment or suspension and may place the Grantee, subgrantee, contractor, or subcontractor in the Contractor Responsibility File.

IN WITNESS WHEREOF the parties hereunto have set their hands and seals on:

WITNESS:

PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT

Vendor Number 125631
Federal Identification Number 232237287

For Commonwealth signatures only

Commonwealth of Pennsylvania
Acting through the
Department of Community and
Economic Development

GRANTEE: Please sign & complete at "X's" only

X By Jane McMan (Seal)
X Title Chairman
X Date 9-2-11

[Signature]
Secretary/Deputy Secretary
9/20/11
Date

Approved:

I hereby certify that funds in the amount of \$847,500 are available under Appropriations Symbol:

3028706000 24410040006600800 - \$847,500

Program GRANT
Contract # C000051503

X By Paul J. Reg
X Title Secretary
X Date 9-2-11

For Commonwealth signatures only

Approved as to Legality and Form

[Signature] 9/16/11
Office of Chief Counsel Date

Comptroller approved as to fiscal responsibility, budgetary appropriateness and availability of funds:

[Signature] 9/30/11
Comptroller Date

Preapproved Form # 4-K-2102
Office of General Counsel Date

Preapproved Form # 4-K-2102
Office of Attorney General Date

	U.S. ENVIRONMENTAL PROTECTION AGENCY Cooperative Agreement	ASSISTANCE ID NO.			DATE OF AWARD 08/30/2010
		PRG	DOC ID	AMEND#	
		BF - 97396401 - 0			MAILING DATE 09/07/2010
		TYPE OF ACTION New			
PAYMENT METHOD:				ACH# PEND	

RECIPIENT TYPE: Special District	Send Payment Request to: N/A
-------------------------------------	---------------------------------

RECIPIENT: Philadelphia Authority for Industrial Development 1500 Market Street Suite 2600 West Philadelphia, PA 19102 EIN: 23-2237287	PAYEE: Philadelphia Authority for Industrial Development 1500 Market Street Suite 2600 West Philadelphia, PA 19102
--	---

PROJECT MANAGER Liz Gabor 1500 Market Street Suite 2600 West Philadelphia, PA 19102 E-Mail: egabor@pic-pa.org Phone: 215-496-8142	EPA PROJECT OFFICER Stephanie Branche 1650 Arch Street, 3HS51 Philadelphia, PA 19103-2029 E-Mail: Branche.Stephanie@epa.gov Phone: 215-814-5556	EPA GRANT SPECIALIST Tanya Thomas Grants and Audit Management Branch, 3PM70 E-Mail: Thomas.Tanya@epa.gov Phone: 215-814-5408
--	--	--

PROJECT TITLE AND DESCRIPTION
BROWNFIELDS ASSESSMENT
 This award provides funding to the Philadelphia Authority for Industrial Development, Pennsylvania to be used to conduct community-wide assessments at brownfield sites potentially contaminated with hazardous substances. The grant recipient will conduct Phase I and Phase II environmental site assessments at selected sites throughout the city. Funds will also be used for community outreach activities and cleanup planning.

BUDGET PERIOD 07/01/2010 - 09/30/2013	PROJECT PERIOD 07/01/2010 - 09/30/2013	TOTAL BUDGET PERIOD COST \$200,000.00	TOTAL PROJECT PERIOD COST \$200,000.00
--	---	--	---

NOTICE OF AWARD

Based on your application dated 06/29/2010, including all modifications and amendments, the United States acting by and through the US Environmental Protection Agency (EPA), hereby awards \$200,000. EPA agrees to cost-share 100.00% of all approved budget period costs incurred, up to and not exceeding total federal funding of \$200,000. Such award may be terminated by EPA without further cause if the recipient fails to provide timely affirmation of the award by signing under the Affirmation of Award section and returning all pages of this agreement to the Grants Management Office listed below within 21 days after receipt, or any extension of time, as may be granted by EPA. This agreement is subject to applicable EPA statutory provisions. The applicable regulatory provisions are 40 CFR Chapter 1, Subchapter B, and all terms and conditions of this agreement and any attachments.

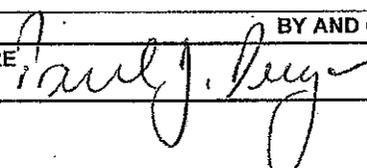
ISSUING OFFICE (GRANTS MANAGEMENT OFFICE)	AWARD APPROVAL OFFICE
ORGANIZATION / ADDRESS US EPA Region 3, 3PM70 1650 Arch Street Philadelphia, PA 19103-2029	ORGANIZATION / ADDRESS U.S. EPA, Region 3 Hazardous Site Cleanup Division 3HS00 1650 Arch Street Philadelphia, PA 19103-2029

THE UNITED STATES OF AMERICA BY THE U.S. ENVIRONMENTAL PROTECTION AGENCY

SIGNATURE OF AWARD OFFICIAL Digital signature applied by EPA Award Official	TYPED NAME AND TITLE James W. Newsom, Assistant Regional Administrator for Policy and Management	DATE 08/30/2010
--	---	--------------------

AFFIRMATION OF AWARD

BY AND ON BEHALF OF THE DESIGNATED RECIPIENT ORGANIZATION

SIGNATURE 	TYPED NAME AND TITLE Paul J. Deegan, Secretary	DATE 12-6-10
--	---	-----------------

Attachment F – Special Considerations Checklist (Appendix 3)

Appendix 3 Special Considerations Checklist

Please identify (with an **X**) if any of the below items apply to your community or your project as described in your proposal. EPA will verify these disclosures prior to selection of the grant.

- Community population is 10,000 or less
- Federally recognized Indian tribe
- United States territory
- Applicant assisting a Tribe or territory
- Targeted brownfield sites are impacted by mine-scarred land
- Targeted brownfield sites are contaminated with controlled substances
- Community is impacted by recent natural disaster(s)
- Community demonstrates firm leveraging commitments for facilitating brownfield project completion by identifying amounts and contributors of funding in the proposal and have included documentation
- Community experiencing plant closures (or other significant economic disruptions), including communities experiencing auto plant closures due to bankruptcy
- Applicant is a recipient of a HUD/DOT/EPA Partnership for Sustainable Communities grant

Opportunity Title:	Proposal Guidelines for Brownfields Revolving Loan Fund
Offering Agency:	Environmental Protection Agency
CFDA Number:	66.818
CFDA Description:	Brownfields Assessment and Cleanup Cooperative Agreement
Opportunity Number:	EPA-OSWER-OBLR-11-06
Competition ID:	
Opportunity Open Date:	09/28/2011
Opportunity Close Date:	11/28/2011
Agency Contact:	Megan Quinn, 202-566-2773

This electronic grants application is intended to be used to apply for the specific Federal funding opportunity referenced here.

If the Federal funding opportunity listed is not the opportunity for which you want to apply, close this application package by clicking on the "Cancel" button at the top of this screen. You will then need to locate the correct Federal funding opportunity, download its application and then apply.

This opportunity is only open to organizations, applicants who are submitting grant applications on behalf of a company, state, local or tribal government, academia, or other type of organization.

* Application Filing Name:

Mandatory Documents

Move Form to Complete

Move Form to Delete

Mandatory Documents for Submission

Application for Federal Assistance (SF-424)
 Other Attachments Form
 Project Narrative Attachment Form
 Budget Information for Non-Construction Program

Optional Documents

Move Form to Submission List

Move Form to Delete

Optional Documents for Submission

Instructions

- 1** Enter a name for the application in the Application Filing Name field.

 - This application can be completed in its entirety offline; however, you will need to login to the Grants.gov website during the submission process.
 - You can save your application at any time by clicking the "Save" button at the top of your screen.
 - The "Save & Submit" button will not be functional until all required data fields in the application are completed and you clicked on the "Check Package for Errors" button and confirmed all data required data fields are completed.

- 2** Open and complete all of the documents listed in the "Mandatory Documents" box. Complete the SF-424 form first.

 - It is recommended that the SF-424 form be the first form completed for the application package. Data entered on the SF-424 will populate data fields in other mandatory and optional forms and the user cannot enter data in these fields.
 - The forms listed in the "Mandatory Documents" box and "Optional Documents" may be predefined forms, such as SF-424, forms where a document needs to be attached, such as the Project Narrative or a combination of both. "Mandatory Documents" are required for this application. "Optional Documents" can be used to provide additional support for this application or may be required for specific types of grant activity. Reference the application package instructions for more information regarding "Optional Documents".
 - To open and complete a form, simply click on the form's name to select the item and then click on the => button. This will move the document to the appropriate "Documents for Submission" box and the form will be automatically added to your application package. To view the form, scroll down the screen or select the form name and click on the "Open Form" button to begin completing the required data fields. To remove a form/document from the "Documents for Submission" box, click the document name to select it, and then click the <= button. This will return the form/document to the "Mandatory Documents" or "Optional Documents" box.
 - All documents listed in the "Mandatory Documents" box must be moved to the "Mandatory Documents for Submission" box. When you open a required form, the fields which must be completed are highlighted in yellow with a red border. Optional fields and completed fields are displayed in white. If you enter invalid or incomplete information in a field, you will receive an error message.

- 3** Click the "Save & Submit" button to submit your application to Grants.gov.

 - Once you have properly completed all required documents and attached any required or optional documentation, save the completed application by clicking on the "Save" button.
 - Click on the "Check Package for Errors" button to ensure that you have completed all required data fields. Correct any errors or if none are found, save the application package.
 - The "Save & Submit" button will become active; click on the "Save & Submit" button to begin the application submission process.
 - You will be taken to the applicant login page to enter your Grants.gov username and password. Follow all onscreen instructions for submission.

Application for Federal Assistance SF-424		
* 1. Type of Submission: <input type="checkbox"/> Preapplication <input checked="" type="checkbox"/> Application <input type="checkbox"/> Changed/Corrected Application		
* 2. Type of Application: <input checked="" type="checkbox"/> New <input type="checkbox"/> Continuation <input type="checkbox"/> Revision		
* If Revision, select appropriate letter(s): _____ * Other (Specify): _____		
* 3. Date Received: Completed by Grants.gov upon submission.		4. Applicant Identifier: _____
5a. Federal Entity Identifier: _____		5b. Federal Award Identifier: _____
State Use Only:		
6. Date Received by State: _____		7. State Application Identifier: _____
8. APPLICANT INFORMATION:		
* a. Legal Name: Philadelphia Authority for Industrial Development		
* b. Employer/Taxpayer Identification Number (EIN/TIN): 23-2237287		* c. Organizational DUNS: 1014464740000
d. Address:		
* Street1: 2600 Centre Square West		
Street2: 1500 Market Street		
* City: Philadelphia		
County/Parish: Philadelphia		
* State: PA: Pennsylvania		
Province: _____		
* Country: USA: UNITED STATES		
* Zip / Postal Code: 19102-2126		
e. Organizational Unit:		
Department Name: _____		Division Name: _____
f. Name and contact information of person to be contacted on matters involving this application:		
Prefix: _____		* First Name: Kate
Middle Name: _____		
* Last Name: McNamara		
Suffix: _____		
Title: Senior Real Estate Manager		
Organizational Affiliation: Philadelphia Industrial Development Corporation		
* Telephone Number: 215-496-8174		Fax Number: _____
* Email: kmcnamara@pidc-pa.org		

Application for Federal Assistance SF-424

*** 9. Type of Applicant 1: Select Applicant Type:**

X: Other (specify)

Type of Applicant 2: Select Applicant Type:

Type of Applicant 3: Select Applicant Type:

*** Other (specify):**

Gov. entity created by state

*** 10. Name of Federal Agency:**

Environmental Protection Agency

11. Catalog of Federal Domestic Assistance Number:

66.818

CFDA Title:

Brownfields Assessment and Cleanup Cooperative Agreements

*** 12. Funding Opportunity Number:**

EPA-OSWER-OBLR-11-06

*** Title:**

Proposal Guidelines for Brownfields Revolving Loan Fund Grants

13. Competition Identification Number:

Title:

14. Areas Affected by Project (Cities, Counties, States, etc.):

Add Attachment

Delete Attachment

View Attachment

*** 15. Descriptive Title of Applicant's Project:**

Lower Schuylkill River District - Revolving Loan Fund for Brownfields Transformation

Attach supporting documents as specified in agency instructions.

Add Attachments

Delete Attachments

View Attachments

Application for Federal Assistance SF-424

16. Congressional Districts Of:

* a. Applicant

b. Program/Project

Attach an additional list of Program/Project Congressional Districts if needed.

17. Proposed Project:

* a. Start Date:

* b. End Date:

18. Estimated Funding (\$):

* a. Federal	<input type="text" value="1,000,000.00"/>
* b. Applicant	<input type="text" value="200,000.00"/>
* c. State	<input type="text" value="0.00"/>
* d. Local	<input type="text" value="0.00"/>
* e. Other	<input type="text" value="0.00"/>
* f. Program Income	<input type="text" value="0.00"/>
* g. TOTAL	<input type="text" value="1,200,000.00"/>

*** 19. Is Application Subject to Review By State Under Executive Order 12372 Process?**

a. This application was made available to the State under the Executive Order 12372 Process for review on

b. Program is subject to E.O. 12372 but has not been selected by the State for review.

c. Program is not covered by E.O. 12372.

*** 20. Is the Applicant Delinquent On Any Federal Debt? (If "Yes," provide explanation in attachment.)**

Yes No

If "Yes", provide explanation and attach

21. *By signing this application, I certify (1) to the statements contained in the list of certifications and (2) that the statements herein are true, complete and accurate to the best of my knowledge. I also provide the required assurances** and agree to comply with any resulting terms if I accept an award. I am aware that any false, fictitious, or fraudulent statements or claims may subject me to criminal, civil, or administrative penalties. (U.S. Code, Title 218, Section 1001)**

** I AGREE

** The list of certifications and assurances, or an internet site where you may obtain this list, is contained in the announcement or agency specific instructions.

Authorized Representative:

Prefix: * First Name:

Middle Name:

* Last Name:

Suffix:

* Title:

* Telephone Number: Fax Number:

* Email:

* Signature of Authorized Representative:  * Date Signed:

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BUDGET INFORMATION - Non-Construction Programs

SECTION A - BUDGET SUMMARY

Grant Program Function or Activity (a)	Catalog of Federal Domestic Assistance Number (b)	Estimated Unobligated Funds		New or Revised Budget		
		Federal (c)	Non-Federal (d)	Federal (e)	Non-Federal (f)	Total (g)
1. Loans	66.818	\$ 0.00	\$ 0.00	\$ 600,000.00	\$ 120,000.00	\$ 720,000.00
2. QEP Monitoring for Loans	66.818	0.00	0.00	70,000.00	14,000.00	84,000.00
3. Sub-Grants	66.818	0.00	0.00	300,000.00	60,000.00	360,000.00
4. QEP Monitoring for Sub-Grants	66.818	0.00	0.00	30,000.00	6,000.00	36,000.00
5. Totals		\$	\$	\$ 1,000,000.00	\$ 200,000.00	\$ 1,200,000.00

SECTION B - BUDGET CATEGORIES

6. Object Class Categories	GRANT PROGRAM, FUNCTION OR ACTIVITY				Total (5)
	(1) Loans	(2) QEP Monitoring for Loans	(3) Sub-Grants	(4) QEP Monitoring for Sub-Grants	
a. Personnel	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$
b. Fringe Benefits	0.00	0.00	0.00	0.00	
c. Travel	0.00	0.00	0.00	0.00	
d. Equipment	0.00	0.00	0.00	0.00	
e. Supplies	0.00	0.00	0.00	0.00	
f. Contractual	0.00	84,000.00	0.00	36,000.00	120,000.00
g. Construction	0.00	0.00	0.00	0.00	
h. Other	720,000.00	0.00	360,000.00	0.00	1,080,000.00
i. Total Direct Charges (sum of 6a-6h)	720,000.00	84,000.00	360,000.00	36,000.00	1,200,000.00
j. Indirect Charges	0.00	0.00	0.00	0.00	
k. TOTALS (sum of 6i and 6j)	\$ 720,000.00	\$ 84,000.00	\$ 360,000.00	\$ 36,000.00	\$ 1,200,000.00
7. Program Income	\$ 55,654.00	\$ 0.00	\$ 6,400.00	\$ 0.00	\$ 62,054.00

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SECTION C - NON-FEDERAL RESOURCES					
(a) Grant Program	(b) Applicant	(c) State	(d) Other Sources	(e) TOTALS	
8. Loans	\$ 120,000.00	0.00	0.00	0.00	120,000.00
9. QEP Monitoring for Loans	14,000.00	0.00	0.00	0.00	14,000.00
10. Sub-Grants	30,000.00	0.00	0.00	0.00	30,000.00
11. QEP Monitoring for Sub-Grants	6,000.00	0.00	0.00	0.00	6,000.00
12. TOTAL (sum of lines 8-11)	\$ 170,000.00	\$	\$	\$	170,000.00

SECTION D - FORECASTED CASH NEEDS				
Total for 1st Year	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
\$ 470,000.00	\$ 117,500.00	\$ 117,500.00	\$ 117,500.00	\$ 117,500.00
\$ 94,000.00	23,500.00	23,500.00	23,500.00	23,500.00
\$ 564,000.00	\$ 141,000.00	\$ 141,000.00	\$ 141,000.00	\$ 141,000.00

SECTION E - BUDGET ESTIMATES OF FEDERAL FUNDS NEEDED FOR BALANCE OF THE PROJECT				
(a) Grant Program	FUTURE FUNDING PERIODS (YEARS)			
	(b) First	(c) Second	(d) Third	(e) Fourth
16. Loans	\$ 300,000.00	0.00	0.00	0.00
17. QEP Monitoring for Loans	14,000.00	14,000.00	14,000.00	14,000.00
18. Sub-Grants	150,000.00	0.00	0.00	0.00
19. QEP Monitoring for Sub-Grants	6,000.00	6,000.00	6,000.00	6,000.00
20. TOTAL (sum of lines 16 - 19)	\$ 470,000.00	\$ 20,000.00	\$ 20,000.00	\$ 20,000.00

SECTION F - OTHER BUDGET INFORMATION	
21. Direct Charges:	
22. Indirect Charges:	
23. Remarks:	