

**RESOLUTION NO. 2-2013**

**HARRISBURG REDEVELOPMENT AUTHORITY**

**WHEREAS**, the Redevelopment Authority of the City of Harrisburg ("RACH") with the assistance of Municipal Revenue Services, Inc. ("MRS") has been participating in a certain program for the purchase the real estate tax claims (the "Program") from various taxing districts throughout Dauphin County in the Commonwealth of Pennsylvania, i.e., including but not limited to miscellaneous cities and school districts (collectively, the "Sellers"); and

**WHEREAS**, the Program provides for the sale by the Sellers and the purchase by RACH of certain of the real estate tax claims (the "Tax Claims") relating to delinquent taxes on real estate, as defined in Section 102 (72 P.S. § 5860.102) of the Pennsylvania Real Estate Tax Sale Law (the "RETSL"); and

**WHEREAS**, currently MRS serves pursuant to a certain April 27, 2009 Exclusive Service Agent Agreement ("Agreement") as RACH's Exclusive Service Agent in the Program; and

**WHEREAS**, in addition to serving as RACH's Exclusive Service Agent, RACH is desirous of appointing MRS to also serve as its structuring agent in connection with RACH's participation and involvement in the Program.

**WHEREAS**, in order to provide funds for and toward the payment by RACH to the Sellers for the purchase of the Tax Claims and the costs of executing and consummating the agreements between the parties, MRS has and will continue to secure lending banks who will lend funds to RACH, on terms and conditions set forth in certain agreements, loan documents, etc. to be entered into between such lending banks or other financial institutions and RACH (the "Loan Documents"); and

**WHEREAS**, such Loan Documents contain accounting and reporting requirements, requiring RACH to maintain proper accounting and collateral information and periodic cash and collateral reconciliation related to RACH's obligations under the Loan Documents; and

**WHEREAS**, MRS has provided expertise on behalf of the various participating parties in the Program by performing the necessary accounting and reporting services required by the Loan Documents, acted as a servicing agent under the Loan Documents and otherwise served as a structuring agent in the selection of qualified legal counsel, accountants, independent outside auditors, examiners, assessors, examiners, etc. on a transaction by transaction basis; and

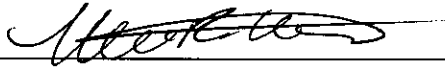
**WHEREAS**, MRS and RACH desire to mutually terminate their April 27, 2009 Agreement and replace it in its entirety with this agreement which provides for the continued uninterrupted services of MRS as set forth herein.


**RESOLVED**, that MRS and RACH agree to mutually terminate their April 27, 2009 Agreement and replace it with the Exclusive Structuring and Service Agent Agreement, dated February 19, 2013, which will authorize MRS to perform all of the services set forth within.

Duly adopted this 19<sup>th</sup> day of February, 2013 by the Board of the Redevelopment Authority of the City of Harrisburg in lawful session duly assembled.

**ATTEST:**

**REDEVELOPMENT AUTHORITY OF THE  
CITY OF HARRISBURG**

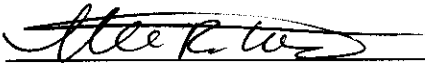
By:   
Secretary/Treasurer

By:   
Daniel C. Leppo, Chairman

**CERTIFICATE**

I, the undersigned Secretary of the Redevelopment Authority of the City of Harrisburg, certify that the foregoing Resolution was adopted by a majority vote of the Board of the Authority at a meeting duly convened according to law and held on February 19, 2013, at which meeting a quorum was present; said Resolution was adopted by an aye or nay vote; said Resolution and the vote thereon showing how each member voted have been recorded in the minutes of said Board; and said Resolution remains in effect, unaltered and unamended as of the date of this Certificate.

**IN WITNESS WHEREOF**, I set my hand and official seal of the Authority, this 19<sup>th</sup> day of February, 2013.

  
Secretary/Treasurer