



**PHILADELPHIA HOUSING AUTHORITY BOARD OF COMMISSIONERS
MEETING MINUTES**

Thursday, July 18, 2024

3 p.m. at 2013 Ridge Ave., Philadelphia, PA 19121

The regularly scheduled meeting of the Philadelphia Housing Authority ("PHA") Board of Commissioners was brought to order by the Vice-Chair, Herbert Wetzels, at approximately 3:10 p.m. In addition to the Vice-Chair, participants were: Commissioners Callahan, Purnell, Shahid and Wise; the PHA President & CEO ("CEO"), Kelvin Jeremiah; and the General Counsel and Board Secretary, Laurence M. Redican. Chair Lynette M. Brown-Sow and Commissioners Camarda and Mayo did not participate.

The Vice-Chair asked for a moment of silence to prepare for the meeting, after having conducted a roll call of the Commissioners.

The CEO reviewed the commenting procedures and announced that: 1) the 2024 PhillySEEDS Gala was a great success and 2) PHA received two major financial boosts regarding WestPark, one from PHFA and the other for the Westpark Apartments Redevelopment initiative.

This month's Excellence in Customer Service Award was presented to Laniece Blackwell, for her stellar service as an Administrative Assistant in the Office of Audit and Compliance, prior to her moving to the Office of Public Safety. The Employee of the Month award was presented to Win Sein, from the Supply Chain Management Department, for his having successfully negotiated a number of contracts that resulted in major savings for PHA. Both received a round of applause.

The Vice-Chair asked whether there were any changes to the minutes of the June 20, 2024 Board meeting. There being none, the minutes were approved.

Six (6) resolutions were presented, reviewed, and unanimously approved.

Resolution No. 12361, attached in Appendix 1, was presented by Dave Walsh, Executive Vice President of Supply Chain Management, to authorize PHA to contract for Phase III of the Fairhill Redevelopment Initiative with Dale Corporation, with the amount to be expended under the contract not to exceed forty-four million five hundred eighty-three thousand six hundred eighty dollars (\$44,583,680.00).

Commissioner Purnell, as a member of the Policy & Planning Committee that reviewed the resolution prior to its being brought to the Board, moved for its approval. Following a second and there being no discussion or public comment (with the opportunity being available for all the resolutions), the motion was unanimously approved, by roll call.

Resolution No. 12362, attached in Appendix 1, was presented by Larry Redican, General Counsel, and Celeste Fields, Senior Executive Vice President/Chief Administrative & Financial Officer, for the execution of a funding agreement between PHA and the Philadelphia Housing Authority Development Corporation, a wholly-owned and controlled subsidiary of PHA, in connection with the acquisition and development of affordable and mixed use housing developments, in an amount not to exceed two hundred million dollars (\$200,000,000.00). This resolution had been reviewed by the Policy & Planning Committee and committee member Commissioner Coney moved for its adoption. After a second, there was public comment by Judith Robinson regarding housing opportunities, after which the motion was unanimously approved, by roll call.

Resolution No. 12363, attached in Appendix 1, was presented by Larry Redican, General Counsel,, to authorize PHA to acquire the St. Anthony's development, which is an alternately managed fifty-eight (58) unit low income housing tax credit development that includes senior housing and family townhomes, in an amount not to exceed five million eight hundred ten thousand dollars (\$5,810,000), plus all related sale costs. Commissioner Coney, as a member of the Policy & Planning Committee that reviewed the resolution, moved for its adoption. Following a second and discussion, the motion was unanimously approved, by roll call.

Resolution No. 12364, attached in Appendix 1, was presented by Greg Hampson, SEVP-CPD, for PHA to submit a grant application to the U.S. Environmental Protection Agency ("EPA"), for the Environmental and Climate Justice Community Change Grants Program, with the purpose of the grant being to secure \$20 million in funding for the Westpark Apartments Redevelopment initiative. This resolution was also reviewed by the Policy & Planning Committee and committee member Commissioner Coney moved for its adoption, which motion was seconded. There being no discussion, the motion was unanimously approved, by roll call.

Resolution No. 12365, attached in Appendix 1, was presented by Janea Jordon, for the re-appointment of Commissioner Bonnie Camarda as an independent member of PHA's Audit Committee, pursuant to the terms and conditions of the Audit Charter, with her two-year term to begin at the end of her current term, September 15, 2024. Commissioner Purnell, as Chair of the Audit Committee, moved for adoption of the motion. Following a second and public comment from Judith Robinson regarding her concerns about PHA's providing appropriate public housing options, especially for black women, the motion was unanimously approved, by roll call.

Resolution No. 12366, attached in Appendix 1, was presented by Andrea Bowman, Corporate Secretary and Deputy General Counsel, for Board approval for changes to the charters for the committees of Audit, Finance, Policy & Planning, and Resident Services, to change the Board authorization for those committees from rendering advice or recommendations to authorization to review and discuss areas previously outlined in the charters. This resolution was reviewed by all the committees and Commissioner Callahan, moved for its adoption. After a second and there being no discussion, the motion was unanimously approved, by roll call.

Those making public comments and their topics are attached in Appendix 2.

The Vice-Chair announced that the next meeting will be on September 19, 2024, thanked the outgoing Commissioners for their service, and, following a seconded motion to adjourn from Commissioner Callahan, the meeting was adjourned at approximately 4:15 p.m.

Respectfully submitted,



Laurence M. Redican
General Counsel
Philadelphia Housing Authority

APPENDIX 1

**THE PHILADELPHIA HOUSING AUTHORITY
MEETING OF THE BOARD OF COMMISSIONERS
2013 RIDGE AVE.
PHILADELPHIA, PA 19121
THURSDAY, JULY 18, 2024
AGENDA**

- A. Call to Order** – Herbert Wetzel, Vice-Chair
- B. Remarks** – Kelvin A. Jeremiah, President & CEO
- C. Approval of the Minutes** of the Board Meeting held June 20, 2024 as distributed
- D. New Business**
 - 1. RESOLUTION AUTHORIZING A CONTRACT FOR PHASE III OF THE FAIRHILL REDEVELOPMENT INITIATIVE WITH DALE CORPORATION**

Dave Walsh
 - 2. RESOLUTION AUTHORIZING A FUNDING AGREEMENT BETWEEN THE PHILADELPHIA HOUSING AUTHORITY AND THE PHILADELPHIA HOUSING AUTHORITY DEVELOPMENT CORPORATION FOR THE ACQUISITION AND DEVELOPMENT OF AFFORDABLE AND MIXED USE HOUSING DEVELOPMENTS**

Greg Hampson and Celeste Fields
 - 3. RESOLUTION AUTHORIZING THE PHILADELPHIA HOUSING AUTHORITY TO ACQUIRE THE ST. ANTHONY’S DEVELOPMENT**

Greg Hampson
 - 4. RESOLUTION AUTHORIZING SUBMISSION OF A GRANT APPLICATION TO THE UNITED STATES ENVIRONMENTAL PROTECTION AGENCY, OFFICE OF ENVIRONMENTAL JUSTICE AND EXTERNAL CIVIL RIGHTS, FOR THE ENVIRONMENTAL AND CLIMATE JUSTICE COMMUNITY CHANGE GRANTS PROGRAM FOR THE WESTPARK APARTMENTS REDEVELOPMENT**

Greg Hampson
 - 5. RESOLUTION RE-APPOINTING BONNIE CAMARDA TO THE PHILADELPHIA HOUSING AUTHORITY AUDIT COMMITTEE AS AN INDEPENDENT MEMBER**

Janea Jordon
 - 6. RESOLUTION AUTHORIZING AMENDMENTS TO THE CHARTERS OF THE COMMITTEES OF AUDIT, FINANCE, POLICY & PLANNING, AND RESIDENT SERVICES**

Andrea Bowman
- E. Public Comment Period**

RESOLUTION NO. 12361

RESOLUTION AUTHORIZING A CONTRACT FOR PHASE III OF THE FAIRHILL REDEVELOPMENT INITIATIVE WITH DALE CORPORATION

WHEREAS, the Philadelphia Housing Authority ("PHA") has identified a need for a contract for Phase III of the redevelopment initiative regarding PHA's Fairhill properties and a Request for Proposal was developed for the selection of a company to address fulfilling this requirement, according to established procedures and all applicable laws regarding public contracts; and

WHEREAS, the Request for Proposal was posted on PHA's website, advertised via local publications and chambers of commerce, mailed to qualified entities on PHA's Outreach List, and distributed to those who responded to the invitation; and

WHEREAS, the proposals were reviewed and evaluated by an evaluation committee and the supporting documents were reviewed by the contracting Officer; and

WHEREAS, based upon the consensus evaluation and approval for presentation to the Board after additional review processes, including Board committee and resident leadership review, it is recommended that a contract be awarded to Dale Corporation; and

WHEREAS, work is to be assigned to the awardee at the discretion of the contracting officer based on need, performance and other legitimate business factors, and may be altered within the terms of the contract at any time during the course of the contract at the discretion of the contracting officer; and

WHEREAS, it is recommended that the amount to be expended under the contract shall not exceed forty-four million five hundred eighty-three thousand six hundred eighty dollars (\$44,583,680.00) with a three-year term);

BE IT RESOLVED, that the Board of Commissioners hereby authorizes the President & CEO and/or his authorized designee(s) to conclude and execute a contract with Dale Corporation for an amount not to exceed forty-four million five hundred eighty-three thousand six hundred eighty dollars (\$44,583,680.00), subject to the availability of funds therefor, as set forth above, and to take all necessary actions relating to said contract.



I hereby certify that this was
APPROVED BY THE BOARD ON 7/18/2024
Laura M. Medina
ATTORNEY FOR PHA

RESOLUTION NO. 12362

RESOLUTION AUTHORIZING A FUNDING AGREEMENT BETWEEN THE PHILADELPHIA HOUSING AUTHORITY AND THE PHILADELPHIA HOUSING AUTHORITY DEVELOPMENT CORPORATION FOR THE ACQUISITION AND DEVELOPMENT OF AFFORDABLE AND MIXED USE HOUSING DEVELOPMENTS

WHEREAS, Philadelphia Housing Authority ("PHA") has a skilled staff, experienced in public housing operations, management and oversight; and

WHEREAS, PHA has created certain non-profit instrumentalities, including the Philadelphia Housing Authority Development Corporation ("PHADC"), a wholly-owned and controlled subsidiary of PHA, which, among other things, has the power to undertake the development of certain PHA related and other projects; and

WHEREAS, PHADC, from time-to-time, needs the services and resources of PHA ("PHA Services") to conduct these development activities; and

WHEREAS, pursuant to Board Resolution 11487, dated October 27, 2011, PHA and PHADC entered into a Resource Allocation Agreement to provide PHADC with the needed services and resources; and

WHEREAS, PHA desires to supplement the Resource Allocation Agreement with a funding agreement ("Funding Agreement") to provide additional resources to PHADC, to purchase, finance and develop affordable housing and mixed use properties ("PHADC Acquisition Program"); and

WHEREAS, PHA desires to grant and convey to PHADC an amount not to exceed two hundred million dollars (\$200,000,000.00) ("MTW Funding"), under the Funding Agreement; and

WHEREAS, the MTW Funding shall be used by PHADC for the PHADC Acquisition Program pursuant to which PHADC shall acquire affordable housing units and/or mixed-income properties, subject to and in accordance with PHA's MTW Agreement and MTW Plan; and

WHEREAS, PHADC may also use the MTW Funding to leverage and facilitate short-term and long-term financing for the PHADC Acquisition Program subject to and in accordance with PHA's MTW Agreement;

BE IT RESOLVED, that the PHA Board of Commissioners does hereby authorize PHA's President & CEO to negotiate, conclude and execute a Funding Agreement between the PHA and PHADC, as set forth above and to provide PHADC with an amount not to exceed two hundred million dollars (\$200,000,000.00) to effectuate the PHADC Acquisition Program, subject to the availability of funds therefor.



I hereby certify that this was
APPROVED BY THE BOARD ON 7/18/2024
Shirley M. Keller
ATTORNEY FOR PHA

RESOLUTION NO. 12363

RESOLUTION AUTHORIZING THE PHILADELPHIA HOUSING AUTHORITY TO ACQUIRE THE ST. ANTHONY'S DEVELOPMENT

WHEREAS, the Philadelphia Housing Authority ("PHA") desires to acquire the St. Anthony's development (St. Anthony's) , which is a fifty-eight (58) unit low income housing tax credit ("LIHTC") development; and

WHEREAS, St. Anthony's consists of both a thirty-eight (38) unit senior housing building (2309 Carpenter Street) that is a PHA Alternatively Managed Public Housing development and fifteen (15) family townhomes that are LIHTC only, located at the following addresses: 2302, 2307, 2309, 2313, 2317, 2327, 2335, 2339, 2343 Montrose Street; 915, 917, 919 South 24th Street; 923, 927 South Bonsall Street; and 930 South 23rd Street, all of which are in Philadelphia, PA 19146; and

WHEREAS, the negotiated purchase price for the entire development is five million eight hundred ten thousand dollars (\$5,810,000); and

WHEREAS, PHA shall have the right, during a due diligence period, to review due diligence documents (environmental reports, title reports, plans, surveys, and property condition reports, if any) in the owner's possession and withdraw from the transaction if unacceptable conditions are discovered; and

WHEREAS, this acquisition will provide for the permanent affordability of the entire development in an area of the City that has experienced significant gentrification and PHA has determined that this acquisition is in the best interest of PHA residents and PHA;

BE IT RESOLVED, that the PHA President & CEO is hereby authorized to negotiate and conclude an Option Agreement and Agreement of Sale for the acquisition of St. Anthony's, subject to the due diligence provisions noted in this resolution, in an amount not to exceed five million eight hundred ten thousand dollars (\$5,810,000), plus all closing costs associated with the sale to include applicable title insurance, taxes and other fees, and to take all reasonable and necessary actions to purchase St. Anthony's from the owner of the development, as set forth above, and subject to the availability of funds therefor.



I hereby certify that this was
APPROVED BY THE BOARD ON 7/18/2024

ATTORNEY FOR PHA

RESOLUTION NO. 12364

RESOLUTION AUTHORIZING THE SUBMISSION OF A GRANT APPLICATION TO THE UNITED STATES ENVIRONMENTAL PROTECTION AGENCY, OFFICE OF ENVIRONMENTAL JUSTICE AND EXTERNAL CIVIL RIGHTS FOR THE ENVIRONMENTAL AND CLIMATE JUSTICE COMMUNITY CHANGE GRANTS PROGRAM FOR THE WESTPARK APARTMENTS REDEVELOPMENT

WHEREAS, the Philadelphia Housing Authority ("PHA") needs supplemental funding for the energy and sustainability investments proposed for its planned Westpark Apartments Redevelopment initiative, for the revitalization of PHA's Westpark development and the development of additional housing on the property to create affordable rental, unrestricted rental, and mixed-use development (the "Westpark Redevelopment"); and

WHEREAS, the U.S. Environmental Protection Agency ("EPA"), Office of Environmental Justice and External Civil Rights ("OEJECR") has made funding available for climate related investments and associated development activities through its Environmental and Climate Justice Community Change Grants Program ("EPA Community Change"); and

WHEREAS, PHA, in partnership with Westpark Community Partners, is preparing the submission of an application to EPA for EPA Community Change funding for the Westpark Redevelopment in August 2024; and

WHEREAS, the EPA requires an agreement to be formed between PHA (the applicant) and a local Community Benefit Organization ("CBO", the statutory partner); and

WHEREAS, PHA wishes to have Board authorization by this resolution to enter into an agreement with a CBO and apply to EPA for the EPA Community Change Program funding in the amount of twenty million dollars (\$20,000,000.00) for the Westpark Redevelopment initiative;

BE IT RESOLVED, that the Board of Commissioners hereby authorizes the President & CEO and/or his authorized designee(s) to (1) enter into an agreement with a CBO that is compliant with the requirements of the EPA Community Change program, (2) to apply for EPA Community Change funding, administered by EPA, in the amount of twenty million dollars (\$20,000,000) for the Westpark Redevelopment, and (3) to and to take all necessary and appropriate actions relating to said application and award, subject to the availability of funds therefor.



I hereby certify that this was
APPROVED BY THE BOARD ON 7/18/2024
[Signature]
ATTORNEY FOR PHA

RESOLUTION NO. 12365

RESOLUTION RE-APPOINTING BONNIE CAMARDA TO THE PHILADELPHIA HOUSING AUTHORITY AUDIT COMMITTEE AS AN INDEPENDENT MEMBER

WHEREAS, the Philadelphia Housing Authority (“PHA”) created an Audit Committee, by Resolution No. 11571 (“Audit Resolution”) on November 30, 2012, the charter of which was most recently amended by Resolution No. 11785 on May 21, 2015, which states as follows, with regard to membership:

Section II. Membership

The Committee shall consist of seven (7) members; five (5) voting members, and two (2) non-voting members, serving as advisors to the Committee. The Committee’s voting members shall elect the Committee’s Chair and Vice Chair. The Chair shall be a member of the Audit Committee who is also a member of PHA’s Board of Commissioners. At least four (4) independent members shall be selected from outside of PHA (PHA employees are excluded from being an independent member). PHA’s Executive Vice President (“EVP”) of the Office of Audit and Compliance and PHA’s Senior Executive Vice President of Finance - Chief Financial Officer shall comprise the remaining advisory members of the Committee.

Section III. Independent Members

The Board shall select the Independent Members, who shall serve for a two-year period that may be renewed by the Board from time to time.... the Board will attempt to select as an Independent Member a person who meets the definition of an “audit committee financial expert” with the following attributes:

- An understanding of financial statements and generally accepted accounting principles.
- An ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves.
- Experience in preparing, auditing, analyzing or evaluating financial statements that present a level of complexity of accounting issues generally comparable to what could be raised by PHA’s financial statements or experience actively supervising one or more persons engaged in such activities.
- An understanding of internal controls and procedures for financial reporting.
- An understanding of audit committee functions.
- An understanding of public housing programs, including federal, state and local public housing rules, regulations, budget and finance.

WHEREAS, Commissioner Bonnie Camarda was appointed to the Audit Committee by the Board of Commissioners for a (2) two-year term as an independent member, by Resolution No. 12013, on September 20, 2018; re-appointed by Resolution No. 12108 on September 17, 2020; and by Resolution No. 12242 on September 15, 2022, and has ably served as Vice-Chair on that committee;

BE IT RESOLVED, that the PHA Board of Commissioners does hereby approve and consent to the re-appointment of Commissioner Bonnie Camarda as an independent member of PHA’s Audit Committee, pursuant to the terms and conditions of the Audit Charter, with her two-year term to begin at the end of her current term, September 15, 2024.



I hereby certify that this was
APPROVED BY THE BOARD ON 7/18/2024
Lucas M. Reda
ATTORNEY FOR PHA

RESOLUTION NO. 12366

**RESOLUTION AUTHORIZING AMENDMENTS TO THE CHARTERS OF THE COMMITTEES OF
AUDIT, FINANCE, POLICY & PLANNING, AND RESIDENT SERVICES**

WHEREAS, establishment of the Standing Board Committees of Finance, Policy & Planning, and Resident Services (collectively, "Standing Committees") was authorized in Section 501 of the amended By-Laws of the Philadelphia Housing Authority ("PHA") Board of Commissioners ("Board"), as adopted by Resolution No. 11724 on September 25, 2014; and

WHEREAS, the charters of the Standing Committees were approved by the Board by Resolution No. 11777, on May 21, 2015; and

WHEREAS, the Audit Committee was created pursuant to Resolution No. 11571, on November 31, 2012 and its charter, created under that resolution, was most recently amended on May 21, 2015, by Resolution No. 11785; and

WHEREAS, a review of the charters of the Standing Committees and the Audit Committee shows that they provide authorization for the committees to "advise" or "recommend" in certain instances; and

WHEREAS, a review of the functioning and purpose of the committees indicates that language such as "advise" or "recommend" should appropriately be replaced by language such as "review" and "discuss," in terms of authorization from the Board to the committees to advise or recommend actions to the Board or to PHA, as a committee; and

WHEREAS, the proposed changes will not impact the effectiveness or roles of the committees, but better reflect the actual functioning of the committees and the role and authorization granted to the committees, as a whole, by the Board,

BE IT RESOLVED, that the Board hereby approves the attached amended charters for the committees of Audit, Finance, Policy & Planning, and Resident Services, effective immediately.



I hereby certify that this was
APPROVED BY THE BOARD ON 7/18/2021
Jan M. Reed
ATTORNEY FOR PHA

PHILADELPHIA HOUSING AUTHORITY
AUDIT COMMITTEE CHARTER

As Amended on July 18, 2024

Section I. Purpose

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

- Integrity of PHA's financial reporting, including assessing the independent auditor's qualification and independence;
- Adequacy of PHA's internal controls, including the performance of PHA's internal audit function; and
- Compliance with statutory and regulatory requirements.

The Committee should facilitate open communication among the independent auditor for PHA; PHA's Office of Audit and Compliance, Executive Office, and Finance Department; and the PHA Board.

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

Section II. Membership

The Committee shall consist of seven (7) members; five (5) voting members, and two (2) non-voting members, serving as advisors to the Committee. The Committee's voting members shall elect the Committee's Chair and Vice Chair. The Chair shall be a member of the Audit Committee who is also a member of PHA's Board of Commissioners. At least four (4) independent members shall be selected from outside of PHA (PHA employees are excluded from being an independent member). PHA's Executive Vice President ("EVP") of the Office of Audit and Compliance ("OAC") and PHA's Senior Executive Vice President of Finance - Chief Financial Officer shall comprise the remaining advisory members of the Committee.

Section III. Independent Members

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

- An understanding of financial statements and generally accepted accounting principles.
- An ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves.
- Experience in preparing, auditing, analyzing or evaluating financial statements that present a level of complexity of accounting issues generally comparable to what could be raised by PHA's financial statements or experience actively supervising one or more persons engaged in such activities.
- An understanding of internal controls and procedures for financial reporting.
- An understanding of audit committee functions.
- An understanding of public housing programs, including federal, state and local public housing rules, regulations, budget and finance.

Each Independent Member will serve without salary.

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

Section IV. Frequency of Meetings

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

Section V. Responsibilities and Duties

The Audit Committee is not authorized to take any official action on behalf of the PHA Board or to render advice as a committee.

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

A. Integrity of Financial Reporting

1. Propose to the Board the appointment of the independent auditor responsible for conducting the annual Single Audit, based upon the recommendations of the PHA evaluation committee that reviews the proposals submitted in response to a Request for Proposals (RFP) issued by PHA, except in the event that a current auditor is recommended for another year under the option provisions of a contract awarded pursuant to an RFP, in which case the Committee's review and assistance will be based upon the recommendations of the OAC following the latter's evaluation of the prior year's audit.
2. Monitor that open communication exists among the independent auditor; PHA's Executive Office, Finance Department and the Audit Committee including corrective action taken to address prior audit findings.
3. Understand all significant accounting judgments and estimates made by management in preparing the financial statements including the methodology used in making those estimates.
4. Determine that PHA management has a complete understanding of laws, regulations and agreements that could materially affect PHA's financial statements.
5. Meet with the independent auditor, President & CEO and PHA's Finance Department to discuss the audit scope including changes in the entity's operations and significant new issues and accounting policies and practices affecting PHA's financial statements. This meeting should occur prior to the start of the audit work.
6. Meet with the independent auditor, President & CEO and PHA's Finance Department after the completion of the audit work but prior to the issuance of the final reports to discuss the audit results and draft documents. Review the independent auditor's opinion regarding whether (1) the financial statements are presented fairly in all material respects in conformity with generally accepted accounting principles, and (2) the schedule of expenditures of federal awards is presented fairly in all material respects in relation to the financial statements taken as a whole. In addition, the Audit Committee should discuss the report of the independent auditors on compliance and on internal control over financial reporting.

B. Adequacy of Internal Controls

1. Determine that the PHA has written control procedures in place including current accounting policy and procedure manuals. In addition, ensure that these policies and procedures are effectively communicated to employees.
2. Understand PHA's key performance indicators and the processes used to measure results against them.
3. Understand new significant program changes or initiatives and corresponding internal controls.
4. Understand the key operations and administrative risks facing PHA. Identification of these risks will be obtained from numerous sources including the independent auditor, PHA's management, OAC, and external auditors.
5. Understand PHA's internal controls to address these risks including relevant policies and procedures.
6. Review OAC's annual audit plan, including any changes to the plan. Review OAC's audit reports to ensure that relevant, quality audits of PHA's operations including significant risk areas are done in a timely, complete and professional manner.
7. Review assessments of the adequacy of existing internal controls to address risk. Sources of these assessments include the independent auditor, other external auditors, President & CEO, OAC, and PHA's Finance and Information Systems Departments.
8. Review management responses to audit findings including the independent auditor's report to management to determine if appropriate and timely corrective actions were taken. Follow-up with management in instances where corrective action has not been taken.

C. Compliance with Statutory and Regulatory Requirements

1. Obtain an understanding of PHA's written policies and procedures to ensure that they comply with applicable laws and regulations.
2. Review assessment of compliance with applicable laws and regulations from the independent auditor, President & CEO, OAC, and General Counsel.

Section VI. Reports

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

PHILADELPHIA HOUSING AUTHORITY
FINANCE COMMITTEE CHARTER

As Amended on July 18, 2024

Role

The Finance Committee (“Committee”) of the Philadelphia Housing Authority (“PHA”) is not authorized to take any official action on behalf of the Board or to render advice as a committee. The Committee shall be responsible for reviewing and discussing with the Board and PHA management the financial policies, goals and budgets that support the mission, values, and strategic goals of PHA. The Committee shall also regularly review the financial performance of PHA compared with its goals and the financial implications of major transactions and programs. The primary responsibilities of the Committee are to: 1) assist the Board with securing and maintaining PHA’s sound financial status; 2) review and discuss with the Board and PHA management, as appropriate, the adoption or amendment of financial strategies or policies, as may be presented to the Board for decision; and 3) assist in ensuring responsible fiscal practices.

Structure

Membership on the Committee and the designation of the Committee Chair shall be determined by the Chair of the Board, unless otherwise established by the Board.

The Committee shall have at least three, but no more than four, members. In no event shall the Committee consist of more than a quorum of members of the full Board. A majority of Committee members shall be members of the Board of Commissioners.

Meetings

The Committee shall meet at least four times a year (no less than quarterly), or when necessary, at the call of the Committee Chair. Meeting dates and times are to be specified in advance and monthly meetings, for the purpose of preliminary review and discussion regarding resolutions that are proposed to be brought before the full Board, will be scheduled based on the schedule of Board meetings.

Minutes of the Committee meetings will be kept for scheduled meetings when a quorum is present and presented at the next meeting of the Committee for approval.

There must be a majority of the members present to establish a quorum and hold a meeting. Members may participate by teleconference or similar means.

Authority and Responsibilities

In furtherance of its mission, the Committee shall:

- Review and discuss policies that maintain and improve the financial health and integrity of PHA;
- Review and discuss a long-term financial plan for PHA;
- Review and discuss an annual operating budget and annual capital budget consistent with the long-term financial plan and financial policies;
- Review and discuss capital expenditures and unbudgeted operating expenditures that exceed management’s spending authority or as part of a proposed policy determination;
- Review and discuss the financial aspects of major proposed transactions, new programs and services, as well as proposals to discontinue programs or services, for Board action, as appropriate;
- Keep informed of and monitor the financial performance of PHA as a whole against approved budgets, long-term trends, and industry benchmarks;
- Review and discuss requiring and monitoring corrective actions to bring the organization into compliance with its budget and other financial targets, as appropriate; and
- Report at least annually to the Board with respect to the activities of the Committee.

PHILADELPHIA HOUSING AUTHORITY **POLICY AND PLANNING COMMITTEE CHARTER**

As Amended on July 18, 2024

Role

The Policy and Planning Committee ("Committee") of the Philadelphia Housing Authority ("PHA") is not authorized to take any official action on behalf of the Board or to render advice as a Committee. The Committee shall provide oversight and guidance in the development and implementation of PHA's structure, policies and processes. The primary responsibilities of the Committee are to: 1) assist the Board with developing and maintaining PHA's mission, vision, and strategic direction, 2) review and discuss the development of PHA's policies with PHA management, for presentation to the Board, as appropriate, and 3) keep timely informed by PHA management, for the purpose of discussion, regarding the adoption or amendment of PHA policies or other action by PHA involving matters of public policy, as may be presented to the Board for decision.

Structure

Membership on the Committee and the designation of the Committee Chair shall be determined by the Chair of the Board, unless otherwise established by the Board.

The Committee shall have at least three, but no more than four, members. In no event shall the Committee consist of more than a quorum of members of the full Board. A majority of Committee members shall be members of the Board of Commissioners.

Meetings

The Committee shall meet at least four times a year (no less than quarterly), or when necessary, at the call of the Committee Chair. Meeting dates and times are to be specified in advance and monthly meetings, for the purpose of preliminary review of resolutions that are proposed to be brought before the full Board, will be scheduled based on the schedule of Board meetings.

Minutes of the Committee meetings will be kept for scheduled meetings when a quorum is present and presented at the next meeting of the Committee for approval.

There must be a majority of the members present to establish a quorum and hold a meeting. Members may participate by teleconference or similar means.

Authority and Responsibilities

In furtherance of its mission, the Committee shall:

- Be involved in review and discussion to ensure that PHA management has established an effective strategic planning process, including the development of a five year strategic plan with measureable goals, performance metrics, and timelines;
- Keep up-to-date with public housing industry standards, market trends, best practices, and other opportunities to improve the quality of services provided to PHA residents;
- Review, discuss, and act as a sounding board for PHA management with respect to material policy issues affecting PHA's interaction with the public, residents, grantees, or other third parties;
- Review and discuss with PHA management, as appropriate, positions or decisions that PHA might take regarding public policy, legislation, or other areas that would affect the public's perception of PHA;
- Review and discuss with PHA management, as appropriate, the adoption of, or changes to, existing policies (but not administrative procedures or management prerogatives) including, but not limited to, PHA's Admissions and Continued Occupancy Policy; Moving to Work and Administrative Plans; proposed development; procurement policies; resident grievance procedures; rent collection; broadly applicable policies; and acquisition and disposition of assets, as may be presented to the Board for decision;
- Review and discuss resolutions related to the role of the Committee, for presentation to the Board for decision;

- Encourage and facilitate PHA's coordination with Pennsylvania and Philadelphia area affordable housing agencies to maximize assistance to Philadelphians in need of affordable housing, including the identification of and applications for grant opportunities;
- Assume such other duties as the Board may from time to time delegate, as consistent with the role of the Committee;
- Have the authority to obtain from PHA management, through coordination with the Corporate Secretary or CEO, relevant information and reports with respect to the Committee's areas of responsibility that are not exempt from disclosure to the Board members, by court order, state or federal law, regulation or privilege; and
- Report at least annually to the Board with respect to the activities of the Committee.

PHILADELPHIA HOUSING AUTHORITY
RESIDENT SERVICES COMMITTEE CHARTER

As Amended on July 18, 2024

Role

The Resident Services Committee ("Committee") of the Philadelphia Housing Authority ("PHA") is not authorized to take any official action on behalf of the Board or to render advice as a committee. The Committee shall be responsible for the promotion of resident programs and services in support of PHA's mission. The primary responsibilities of the Committee are to: 1) assist the Board in determining the most productive and appropriate ways to enrich the lives of PHA residents and promote opportunities to achieve financial independence; 2) review and discuss with the Board and PHA management, as appropriate, the adoption or amendment of strategies or policies related to resident services, as may be presented to the Board for its approval; and 3) enhance the interface between PHA, the Board and PHA residents.

Structure

Membership on the Committee and the designation of the Committee Chair shall be determined by the Chair of the Board, unless otherwise established by the Board.

The Committee shall have at least three, but no more than four, members. In no event shall the Committee consist of more than a quorum of members of the full Board. A majority of Committee members shall be members of the Board of Commissioners.

Meetings

The Committee shall meet at least four times a year (no less than quarterly), or when necessary, at the call of the Committee Chair. Meeting dates and times are to be specified in advance and monthly meetings, for the purpose of preliminary review of resolutions that are proposed to be brought before the full Board, will be scheduled based on the schedule of Board meetings.

Minutes of the Committee meetings will be kept for scheduled meetings when a quorum is present and presented at the next meeting of the Committee for approval.

There must be a majority of the members present to establish a quorum and hold a meeting. Members may participate by teleconference or similar means.

Authority and Responsibilities

In furtherance of its mission, the Committee shall:

- Function as a liaison and voice for PHA residents;
- Review and discuss with the Board, as appropriate, current and future issues, needs, programs and services as they relate to PHA residents;
- Evaluate existing PHA resident programs, policies, and services, and identify areas of need and improvement;
- Develop new relationships and partnerships with community and government organizations and private corporations to enhance services provided to residents;
- Continuously promote and engage in efforts to enhance the lives of PHA residents;
- Strive to enhance the interface and respect between PHA, the Board and residents; and
- Report at least annually to the Board with respect to the activities of the Committee.

APPENDIX 2