

EXHIBIT A

Contract Number 1820003-02
Original Contract Number 1820003

May 2019 P. Kim/vw
City of Philadelphia
City Treasurer's Office

STANDARD AMENDMENT AGREEMENT

THIS STANDARD AMENDMENT AGREEMENT (“Amendment Agreement”) is made as of _____ and effective the 1st day of July 2019 (the “Effective Date”) by and between The City of Philadelphia (the “City”), by and through the City Treasurer’s Office (“Department”), and Citizens Bank of Pennsylvania (“Provider”), a for profit corporation, with its principal place of business located at 1 Citizens Plaza, Providence, Rhode Island 02903.

BACKGROUND

The City and Provider entered into a certain Contract, Contract Number 1820003, dated November 3, 2017, for an Initial Term from July 1, 2017, through June 30, 2018, which Contract includes the General Provisions, the Provider Agreement and any and all exhibits and attachments thereto (collectively, the “Base Contract”), wherein Provider agreed to render various Services to the City in accordance therewith; and

The City and Provider entered into an Amendment to the Base Contract, Contract Number 1820003-01, dated October 1, 2018, for the period July 1, 2018, to June 30, 2019, to add an Additional Term in order for Provider to continue to render the Services and provide the Materials specified in the Base Contract; and

The City and Provider desire to enter into an Amendment to the Base Contract, as amended, Contract Number 1820003-02, for the period July 1, 2019, to June 30, 2020, to add an Additional Term in order for Provider to continue to render the Services and provide the Materials specified in the Base Contract, as amended; and

The City and Provider have agreed to amend certain terms and conditions of the Base Contract, as amended, as set forth herein.

In consideration of the mutual obligations set forth herein, and each intending to be legally bound, the City and Provider covenant and agree as of the Effective Date as follows:

ARTICLE I: AMENDMENTS TO THE CONTRACT

With the exception of the following amendments set forth in this Amendment Agreement, and subject to councilmanic appropriation of funds, the terms and conditions of the Base Contract, as amended, shall be and remain in full force and effect:

1.1 Definitions.

Capitalized terms not otherwise defined herein shall have the meanings set forth in the Base Contract, as amended.

1.2 Term.

The Base Contract, as amended, is amended to add an Additional Term, commencing July 1, 2019, and expiring June 30, 2020.

1.3 Electronic Signatures.

The Parties agree to conduct this transaction electronically, including the execution of this Amendment Agreement, using the means of electronic signature provided below.

[The remainder of this page was left blank intentionally; signature page follows.]

IN WITNESS WHEREOF, the Parties, intending to be legally bound by all of the Contract Documents, have caused this Amendment Agreement to be executed by their respective duly authorized officers as of the date in the heading of this Amendment Agreement.

APPROVED AS TO FORM

THE CITY OF PHILADELPHIA

MARCEL S. PRATT, CITY SOLICITOR

Through: The City Treasurer's Office

Per:

By:

Name:

Name:

Title:

Title:

CITIZENS BANK OF PENNSYLVANIA

By:

Name:

Title:

ATTEST

By:

Name:

Title:

EXHIBIT B



**AUTHORIZED DEPOSITORY COMPLIANCE REPORTING:
PHILADELPHIA CITY CODE
CHAPTER 19-200 CITY FUNDS--DEPOSITS,
INVESTMENTS, & DISBURSEMENTS**

**QUARTERLY REQUEST FOR INFORMATION
UPDATE FOR THE 3 MONTHS ENDED 3/31/2019
AS OF 5/2019**

COMMUNITY REINVESTMENT GOALS

Update for the 3 months ended 3/31/2019

Provide the number of small business loans, home mortgages, home improvement loans, and community development investments to be made within low and moderate-income neighborhoods within the City of Philadelphia.

Type	2016 Results	2017 Results	2018 Results	2019 Goals	YTD 3/31/2019
Small Business Loans	144	205	186	190	56
Home Mortgages	108	104	130	155	63
Home Improvement Loans	85	72	N/A	N/A	N/A
Home Equity Line of Credit*	N/A	N/A	414	420	70
Community Development Investments**	65	68	57	60	11

* Because of changes in the Home Mortgage Disclosure Act (HMDA) reporting requirements, Home Improvement loans are no longer tracked and consistent with HMDA reporting. We are sharing information about HELOC originations beginning in 2018.

** In 2018 we concentrated on fewer investments (i.e. grants) with larger dollar amounts for greater programmatic impact. Community Development Investments (grants) in dollars for the 12 months ended 12/31/2018 were \$ 1,133,745.66 compared to \$975,000 in FY 2017. During the 3 months ended 3/31/2019 Community Development Investments (grants) in dollars were \$288,850. Community Development Investment (grants) are historically lower in first quarter but ramp up later in the year. We are on pace to meet our 2019 goal. The 1Q2019 results above are comprised of 9 Community Development Grant Investments and 2 Community Development Equity Investments in projects in Philadelphia in the amount of \$14.5 million.

Three Months Ended 3/31/2019

Number and Value of Loans by Units and Income

Type	Low	\$ (000's)	Moderate	\$ (000's)	Middle	\$ (000's)	Upper	\$ (000's)	Total	\$ (000's)
Residential Mortgage	10	1,149	53	10,506	36	7,376	38	14,391	137	33,422
Home Equity Line of Credit	14	1,626	56	4,581	96	9,957	69	14,533	235	30,697
Small Business Loans	11	772	45	2,612	42	3,708	38	1,445	136	8,537
Community Development Loans	1	10,157	2	29,500	0	0	0	0	3	39,657
Total:	36	13,704	156	47,199	174	21,041	145	30,369	511	112,313

COMMUNITY INVOLVEMENT AND INVESTMENT

Citizens Bank's strong commitment to servicing the critical needs of the neighborhoods where the Bank conducts business is reflected in its community development investments and charitable contributions. Citizens Helping Citizens is the bank's comprehensive community engagement effort that leverages the strengths of the company and the skills of its colleagues to enhance the communities where it does business.

In 2018, Citizens Bank contributed \$14 million to support community activities and events across its footprint. Citizens Bank colleagues contributed more than 133,000 volunteer hours and executives provided leadership by serving on community boards and championing efforts to raise awareness and funds for key causes.

Funding priorities for 2018 consist of program support in four specific areas that fortify the economic vitality of our neighborhoods: fighting hunger; teaching money management, strengthening communities and workforce development. Signature initiatives include:

- **Champions in Action** – Since 2004, Citizens has awarded over \$1.3 million to 47 organizations in the Greater Philadelphia area through Champions in Action, a unique initiative designed to provide financial, volunteer, and promotional support for nonprofit organizations that are addressing the needs and social challenges of our diverse neighborhoods. In Philadelphia, we've partnered with NBC10/Telemundo62 and Philadelphia Media Network on the program. In 2019, the first award was made to Philadelphia Outward Bound School in the category of Youth Leadership and the second award will be announced in July in the category of Veterans programming.
- **Citizens Helping Citizens Manage Money** – In 2019, Citizens Bank awarded \$220,000 to 12 nonprofits in Pennsylvania, New Jersey and Delaware as part of the Citizens Helping Citizens Manage Money initiative. Citizens' multi-faceted financial education program leverages the financial planning expertise of its bankers and its partnerships with local nonprofits focused on financial education. These organizations received a contribution in recognition of and to further support their commitments to teaching youth and adults about financial literacy and the importance of managing money effectively. (Note: The payment of these grants was in 2Q2019 and will be recorded in the chart in the second quarter update.)
- **Phans Feeding Families** – Citizens Bank has partnered with The Philadelphia Phillies in the Phans Feeding Families program since 2010. This initiative raises money and collects food to feed the nearly one million people in the Delaware Valley that are at risk of hunger. In 2018, Citizens Bank donated \$40,000 to the cause, with proceeds benefiting Philabundance, the region's largest hunger relief organization.
- In December 2018, Citizens Bank announced a \$100,000 contribution to strengthen job training and development for the Philadelphia maritime industry. The **Citizens Bank Maritime Training Center** is a collaboration with Citizens Bank, the Collegiate Consortium of Workforce Development, Philadelphia Works and PhilaPort. The center is a first-of-its-kind workforce development initiative that will provide formal, enhanced training opportunities such as forklift certification and recertification, yard jockey training and OSHA safety training. Classes will begin in summer 2019.

Other contributions were made to Children's Hospital of Pennsylvania for the South Philadelphia Community Center, Free Library of Philadelphia Job Fairs, LISC, Philadelphia Youth Network Work Ready Program, University City District's West Philadelphia Skills Initiative, the Project Home Adult Learning and Workforce Development,

Philadelphia OIC's Bankworks program, the Welcoming Center for New Pennsylvanians, Klein Life JCC's Senior Meals Program, the Food Trust, Greater Philadelphia Coalition Against Hunger, Wistar, Mural Arts and the National Constitution Center. Citizens Bank also provides funding to The African American Museum in Philadelphia to support subsidized admission throughout the Martin Luther King, Jr. Day weekend and is a member of the Chamber of Commerce of Greater Philadelphia and the Philadelphia Conventions and Visitors Bureau.

In June 2003, Citizens Bank and the Phillies announced a 25-year partnership that included naming rights to the team's new, world-class ballpark and a broad-based, innovative media package. Since Citizens Bank Park opened in 2004, Citizens Bank has worked with the Phillies to expand and enhance community outreach, including:

- Citizens Bank developed the Helping Hand Glove donation program for children who play in the Phillies Jr. RBI League. Each year more than 6,000 inner city children under the age of 12 participate in a program that teaches them about baseball, sportsmanship and teamwork. Since developing the program, Citizens Bank has purchased, collected and donated more than 10,000 baseball gloves to children who play in the Phillies Jr. RBI League.
- Since 2004, Citizens Bank has donated 1,500 game tickets each year to community groups throughout Greater Philadelphia.

COMMUNITY DEVELOPMENT

COMMUNITY DEVELOPMENT ACTIVITIES IN PHILADELPHIA

Citizens Bank understands that a good bank is at the heart of a community, and that investing in our communities enriches us all. That's why we partner with local non-profit organizations to build vital connections to help communities prosper. Organizations that we work with participate in a variety of community building activities including: helping individuals find affordable housing, workforce development, financial education, neighborhood revitalization and small business technical assistance.

One of the ways in which we implement our Community Development initiatives is through strong ongoing relationships with Community Partners. These are visible, known, respected and accomplished nonprofit organizations that work to improve the lives of low to moderate income households and/or small businesses.

We partner with these organizations in several ways including: Board or Committee representation; volunteer financial education instructors; colleague engagement in their programs as panelists, subject matter experts and financial coaches.

For well over 10 years we have had a robust financial literacy program in Philadelphia where colleagues have conducted financial education workshops throughout the City. Citizens Bank colleagues support and participate in a variety of Financial Education initiatives in Philadelphia, including but not limited to: Philadelphia Works, School District of Philadelphia and First Time Home Buyer Workshops with various organizations. Activities that have occurred in the three months ended 3/31/2019 include the following:

Campaign for Working Families

Vita site assistance was provided to Campaign for Working Families.

Career Wardrobe

Assisted Career Wardrobe clients with job interview skills.

Ceiba

Vita site assistance was provided to Ceiba.

Clarifi

A homeownership workshop was provided to Clarifi clients.

Community Integrated Services

Financial education was provided to Community Integrated Services.

District 1199C

Financial education was provided to District 1199C.

Diversified Community Services

Citizens Bank provided first time home buyer financial education assistance at Dixon House.

Finanta

Citizens Bank provided bi-lingual financial education assistance to first time home buyers at Finanta.

Interim House

Citizens Bank provided financial education assistance to Interim House.

Ivy Legacy Foundation

Citizens Bank hosted a workshop regarding tax law changes impacting small businesses and individuals.

Junior Achievement of Southeastern Pennsylvania

Financial education using the Junior Achievement curriculum was conducted in partnership with Junior Achievement of Southeastern Pennsylvania.

Keller Williams Philadelphia

Homebuyer education was provided to Keller Williams Philadelphia.

New Kensington Community Development Corporation

Financial education was provided to New Kensington Community Development Corporation in partnership with the Urban Affairs Coalition.

Philadelphia Opportunities Industrialization Center (OIC)

Citizens Bank provided recruitment assistance to Philadelphia OIC and financial education in support of their Re-entry Program.

Philadelphia Works CareerLinks

Citizens Bank colleagues provided ongoing financial education to Philadelphia Works' Esperanza CareerLink to participants interested in finding employment or transitioning into another career.

School District of Philadelphia

A series of financial education workshops were conducted at Philadelphia high schools in partnership with the School District of Philadelphia in celebration of Financial Literacy Month.

Score Association Chapter 46

Small business support was provided to Score Association Chapter 46.

United Communities of Southeast Philadelphia

Citizens Bank provided first time home buyer financial education to United Communities of Southeast Philadelphia.

Uplift Solutions

A series of financial education workshops were conducted in partnership with Uplift Solutions at Enon Tabernacle Church.