

# Exhibit A

## **STANDARD AMENDMENT AGREEMENT**

**THIS STANDARD AMENDMENT AGREEMENT** (“Amendment Agreement”) is made as of this      day of      , 2018, and effective the 1st day of July, 2018 (the “Effective Date”) by and between The City of Philadelphia (the “City”), by and through the City Treasurer’s Office (the “Department”), and Citizens Bank of Pennsylvania (“Provider”), a for-profit corporation with its principal place of business 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 desire to enter into an Amendment to the Base Contract, Contract Number 1820003-01, 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 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 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.

### 1.2 **Term.**

The Base Contract is amended to add an Additional Term, commencing July 1, 2018, and expiring June 30, 2019.

*[The remainder of the page has been 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  
MARCEL S. PRATT, CITY SOLICITOR

**THE CITY OF PHILADELPHIA**  
Through: The City Treasurer's Office

Per: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
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  
3/31/2018**

As of 5/2/2018

## COMMUNITY REINVESTMENT GOALS

Update for the period ended 03/31/2018

City of Philadelphia

Low and moderate-income neighborhoods

Type	2017 Goals	2017 Results	2018 Goals	1Q 2018 Results
Small Business Loans	144	205	205	45
Home Mortgages	126	104	130	29
Home Equity Line of Credit*	N/A	N/A	428	107*
Community Development Investments**	65	68	68	4**

1Q 2018

*Number of Loans by Income*

Type	Low	Mod	Mid	Up	Total
Residential Mortgage	5	24	7	26	62
Home Equity Line of Credit**	11	96	90	114	311
Small Business Loans	8	37	22	47	114
Community Development Loans	0	0	0	0	0
Consumer Loans	N/A	N/A	N/A	N/A	N/A
Other Commercial Loans	0	0	0	0	0
<b>Total:</b>	13	61	29	73	176
How many business loans were originated?	8	37	22	47	114

1Q 2018

*Value of Loans (\$) by Income*

Type	Low	Mod	Mid	Up	Total
Residential Mortgage	1,261	4,843	1,662	11,228	18,994
Home Equity Line of Credit*	508	7,532	7,918	14,520	30,478
Small Business Loans	1,020	881	573	2,511	4,985
Community Development Loans	0	0	0	0	0
Consumer Loans	N/A	N/A	N/A	N/A	N/A
Other Commercial Loans	0	0	0	0	0
<b>Total:</b>	2,281	5,724	2,235	13,739	23,979

\*Community Development Investments historically are lower in first quarter but ramp up later in the year. We are on pace to meet our 2018 goal

\*\* 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

## 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 2017, Citizens Bank contributed \$14 million to support community activities and events across its footprint. Citizens Bank colleagues contributed more than 114,000 volunteer hours and executives provided leadership by serving on community boards and championing efforts to raise awareness and funds for key causes. In 2018, the bank is on track to meet 2018 investments and exceed volunteer hours.

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 volunteerism. Signature initiatives include:

- **Champions in Action** – Since 2004, Citizens has awarded over \$1.2 million to 44 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 2018, the first award was made to Village of Arts and Humanities.
- **Citizens Helping Citizens Manage Money** – In 2018, Citizens Bank awarded \$220,000 to 11 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.
- **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 2017, Citizens Bank donated \$40,000 to the cause, with proceeds benefiting Philabundance, the region's largest hunger relief organization. Additionally, through a colleague funded giving campaign, Citizens Bank colleagues donated an additional \$30,000 of funds to Philabundance in 2017, for a total contribution of \$70,000. A \$40,000 contribution is pledged for 2018.

Other contributions were made to the Free Library of Philadelphia Foundation Neighborhood Job Fairs, the Urban Affairs Coalition FAN Clubs, Philadelphia Youth Network Work Ready Program, University City District's West Philadelphia Skills Initiative, the Project Home Adult Learning and Workforce Development and Philadelphia OIC's Bankworks program. Citizens Bank also provides funding to The African American Museum in Philadelphia to support subsidized admission throughout the Martin Luther King, Jr. Day weekend.

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 3 month ended 3/31/2018 include the following:

#### **Campaign for Working Families**

Vita site assistance was provided to Campaign for Working Families.

#### **Ceiba**

Vita site assistance was provided to Ceiba.

#### **Diversified Community Services**

A series of financial education workshops were conducted for Diversified Community Services.

**Junior Achievement of Southeastern Pennsylvania**

Financial education using the Junior Achievement curriculum was conducted in partnership with Junior Achievement of Southeastern Pennsylvania and another session is scheduled for May 2018.

**Mastery Charter School**

A financial education workshop was conducted for parents at Mastery Charter School.

**PA House of Representatives**

Citizens Bank participated in an Economic and Empowerment and Entrepreneurship Seminar providing small business expertise at Ezekiel Baptist Church.

**People for People, Inc.**

A financial education session was conducted in January.

**Philadelphia Housing Authority**

Financial literacy workshops for PHA Residents were held in first quarter. Future workshops are planned.

**Philadelphia OIC**

Citizens Bank provided a speaker for the organization's Bankwork\$ program and provided participants interviewing tips and career advice.

**Philadelphia Works CareerLinks**

Citizens Bank colleagues provide ongoing financial education to Philadelphia Works' Esperanza CareerLink and Germantown CareerLink to participants interested in finding employment or transitioning into another career. Additional workshops are scheduled for the remainder of 2018.

**Uplift Solutions**

Financial education workshops are conducted on an ongoing basis in partnership with Uplift Solutions at Enon Tabernacle Church. Additional workshops are planned throughout 2018.

\*Please Note: Financial education sessions ramp up in second quarter for the remainder of the year.