

EXHIBIT A
PROVIDER AGREEMENT

Contract Number _____

May 2021, FD/tc
City of Philadelphia
City Treasurer's Office

PROVIDER AGREEMENT

General Consultant Services

THIS PROVIDER AGREEMENT is executed on _____, and effective July 1, 2021, between **The City of Philadelphia** (the “City”), through its City Treasurer’s Office (the “Department”), and **Citizens Bank National Association** (“Provider”).

BACKGROUND

This agreement is for Provider to provide general consultant services to the City in accordance with the provisions of this Provider Agreement, the City of Philadelphia Professional Services Contract General Provisions for General Consultant Services, as revised July 2020 (the “General Provisions”), and all of the other documents and exhibits that constitute the Contract Documents and the Contract as those terms are defined in the General Provisions. A copy of the General Provisions is attached and incorporated in the Contract by reference.

Accordingly, intending to be legally bound, the City and Provider agree as follows:

ARTICLE I: GENERAL TERMS

- 1.1 Incorporation of Background.** The Background is incorporated by reference.
- 1.2 Definitions.** Capitalized terms have the meanings assigned to them in the General Provisions.

ARTICLE II: TERM

- 2.1 Initial Term.** The Initial Term of this Contract starts July 1, 2021 and expires June 30, 2022.
- 2.2 Additional Term(s).** The City may amend this Contract in its sole discretion in accordance with Section 2.2 (Additional Terms) of the General Provisions. The terms and conditions applicable during the Initial Term shall be applicable during any Additional Term.

ARTICLE III: SERVICES AND MATERIALS

3.1 Services and Materials. Provider shall perform the Services and provide the Materials as described in the exhibit listed below, which is attached and incorporated by reference:

Exhibit PA-1: Scope of Services

ARTICLE IV: COMPENSATION

4.1 Compensation.

(a) As compensation for the Services and Materials being provided, the City shall pay Provider in accordance with the following exhibit listed below, which is attached and incorporated by reference, subject to all limitations on the allowability of cost items imposed by the City of Philadelphia Contract Cost Principles and Guidelines:

Exhibit PA-1: Scope of Services

(b) Notwithstanding anything in this Contract to the contrary, in no event shall the amount certified by the Office of the Director of Finance for Services and Materials during the Initial Term or any Additional Term exceed the maximum amount of ZERO DOLLARS (\$0.00).

4.2 Manner of Payment.

(a) Payment shall be made after Provider's timely submission of invoices to the Responsible Official, in the number, form, and content acceptable to the Responsible Official, accompanied by such additional supporting data and documentation as the Responsible Official may require. All payments to Provider are contingent upon satisfactory performance of the terms and conditions of this Contract. Provider shall submit its final invoice not more than sixty (60) days from completion of the Services and delivery of Materials.

(b) All payments to Provider shall be by deposits into Provider's designated bank account by electronic means, unless the City, in its sole discretion, makes payment by check. Provider agrees that the City need not make payment until Provider has completed and submitted to the City the appropriate electronic payment processing enrollment form at <https://vendor-payments.phila.gov/login>. Only the individuals identified by Provider as authorized to execute contracts and change financial and banking information on behalf of Provider will be eligible to receive passwords, which shall be in Provider's sole control. Provider must immediately confirm all changes to banking information by emailing voucherverification@phila.gov and the Department and by giving notice to the Department. The City may delay new payments until the

Department has confirmed the validity of the change. Provider, and not the City, shall be solely responsible for any City payment following the unauthorized use of a Provider password.

(c) The City reserves the right to withhold or offset against any funds payable to Provider for any invoice for which the Responsible Official asserts a discrepancy exists or for Provider's failure to satisfactorily perform the terms of the Contract, as determined solely by the City.

ARTICLE V: MISCELLANEOUS PROVISIONS

5.1 Notice. The addresses and email addresses for the City and the Provider are as follows:

IF TO THE CITY:

Attn.: Michael Moore
Assistant City Treasurer
City of Philadelphia
City Treasurer's Office
Municipal Services Building
1401 John F. Kennedy Boulevard, Suite 640
Philadelphia, PA 19102
Phone No.: 215-686-3823
Fax No.: 215-686-3815
Email: michael.moore@phila.gov

IF TO PROVIDER:

Attn.: Kim Little
Senior Vice President
Citizens Bank National Association
1 Citizens Plaza
Providence, RI 02903
Phone No.: 603-340-0109
Fax No.: 888-716-4840
Email: kim.little@citizensbank.com

5.2 Other Provisions.

(a) Modifications to the General Provisions. The General Provisions are modified as set forth in **Exhibit PA-__**. **[Note: remove this subsection if there are no modifications to the General Provisions.]**

(b) Participation. Provider shall comply with the requirements of Executive Order 03-12 set forth in **Exhibit PA-__**. **[Note: remove this subsection if there is no Participation exhibit.]**

(c) Other provisions applicable to the Contract are set forth in the following exhibits, which are attached and incorporated in the Contract by reference: **[Note: remove this subsection if there are no other provisions.]**

Exhibit PA-_: [Title of exhibit]

Exhibit PA-_: [Title of exhibit]

5.3 Acknowledgement of the General Provisions. Provider acknowledges that it has read and understands the terms and conditions contained in the General Provisions and that it is legally bound by all of the terms of this Contract, including those set forth in the General Provisions.

5.4 Electronic Signatures. The Parties agree to execute this Provider Agreement electronically using the means of electronic signature provided below.

[The remainder of this page has been left blank intentionally. Signature page follows.]

IN WITNESS OF THEIR AGREEMENT TO THE PROVISIONS ABOVE, the Parties have caused this Provider Agreement to be executed and delivered by their respective duly authorized officers as of the first date in the preamble of this Provider Agreement.

EXHIBIT B
FAIR LENDING PLAN



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

**QUARTERLY REQUEST FOR INFORMATION
UPDATE FOR THE 12 MONTHS ENDED 12/31/2019
AS OF 2/07/2020**

COMMUNITY REINVESTMENT GOALS

Update for the 12 months ended 12/31/2019

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 12/31/2019
Small Business Loans	144	205	186	190	161
Residential Mortgage (Home Purchase only, Originated and Purchased Loans)	108	104	130	155	179
Home Improvement Loans	85	72	N/A	N/A	N/A
Home Equity Line of Credit*	N/A	N/A	414	420	464
Community Development Investments**	65	68	57	60	65

* 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 12 months ended 12/31/2019, Community Development Investments (grants) totaled \$690,405.25 with two equity investments totaling \$17,527,850.

Twelve Months Ended 12/31/2019

Number and Value of Loans by Units and Income

Type	Low	\$ (000's)	Moderate	\$ (000's)	Middle	\$ (000's)	Upper	\$ (000's)	NA	\$(000)s	Total	\$ (000's)
Residential Mortgage (Home Purchase only, Originated and Purchased Loans)	31	5,009	148	30,618	113	22,029	173	58,827	0	0	465	116,483
Home Equity Line of Credit	79	5,998	385	33,226	459	45,400	493	79,050	1	95	1,417	163,769
Small Business Loans (all)	39	1,707	122	5,351	107	6,413	146	9,315	12	3,181	426	25,967
Community Development Loans	3	33,057	4	78,930	0	0	1	3,300	1	1,000	9	116,287
Total:	152	45,771	659	148,125	679	73,842	813	150,492	14	4,276	2,317	422,506

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 2019, Citizens Bank contributed \$14 million to support community activities and events across its footprint. Citizens Bank colleagues contributed more than 144,000 volunteer hours and executives provided leadership by serving on community boards and championing efforts to raise awareness and funds for key causes.

Funding priorities continue to include 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 \$1.4 million to 48 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. Our most recent award went to Bebashi: Transition to Hope in the category of Inclusion and Equality.

- Citizens Helping Citizens Manage Money – In 2019, Citizens Bank awarded over \$240,000 to 14 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 and Philabundance in the Phans Feeding Families program since 2010. This initiative raises money and collects food to feed the many people in the Delaware Valley that are at risk of hunger. In 2019, Citizens Bank donated \$40,000 to Philabundance, the region’s largest hunger relief organization. In addition to the monetary donations, Philabundance collected almost 3,000 pounds of food at the sold-out June 8th Phillies game. Overall, these efforts will provide almost 115,000 meals to people in need.
- Since 2018, Citizens Bank has invested \$175,000 to strengthen job training and development for the Philadelphia maritime industry. The **Citizens Bank Regional 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 began this summer.

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 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 six months ended 9/30/2019 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 and financial education to the Mexican Consulate in partnership with Ceiba.

Center in the Park

Citizens Bank provided financial education to older adults in partnership with the Urban Affairs Coalition.

Children's Crisis Treatment Center

A financial education workshop was provided to Children's Crisis Treatment Center in the third quarter 2019.

Clarifi

A homeownership workshop was provided to Clarifi clients.

Community Integrated Services

Financial education was provided to Community Integrated Services.

Covenant House

A financial education workshop was provided to Covenant House in the third quarter 2019.

District 1199C

Financial education was provided to District 1199C.

Diversified Community Services

Citizens Bank provided financial education assistance at Dixon House.

El Centro de Estudiantes

Citizens Bank participated in a financial literacy fair with El Centro de Estudiantes.

Finanta

Citizens Bank provided bi-lingual financial education assistance to Finanta.

Free Library of Philadelphia

Citizens Bank colleagues provided financial education to the Free Library of Philadelphia.

Greater Philadelphia Chamber of Commerce

Citizens Bank partnered with the Greater Philadelphia Chamber of Commerce to provide financial education and career exploration to students from Southwark School.

Intensive Prevention Services

Citizens Bank provided financial education to Intensive Prevention Services in partnership with the Urban Affairs Coalition.

Interim House

Citizens Bank provided financial education assistance to Interim House.

Ivy Legacy Foundation

Citizens Bank provided financial education to students at Frederick Douglas Middle School in partnership with the Ivy Legacy Foundation.

Junior Achievement of Southeastern Pennsylvania

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

Keller Williams Philly

Homebuyer education was provided to Keller Williams Philly.

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 and the Hospitality Program participants.

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.

Score Association Chapter 46

Small business support was provided to Score Association Chapter 46.

The Enterprise Center

Two small Business financial education workshops were provided to clients of The Enterprise Center in the third quarter 2019.

United Communities Houston Center

Citizens Bank provided financial education to United Communities Houston Center in partnership with the Urban Affairs Coalition.

Uplift Solutions

Financial education workshops were conducted in partnership with Uplift Solutions at Enon Tabernacle Church.

Vaux Big Picture High School

Citizens Bank provided financial education assistance at Vaux Big Picture School in partnership with the Philadelphia Housing Authority.

West Philadelphia Promise Zone

Citizens Bank provided financial education assistance in partnership with the Urban Affairs Coalition.

Women's Opportunities Resource Center

Citizens Bank provided financial education workshops to clients of Women's Opportunities Resource Center in the third and fourth quarter 2019.

Year Up Greater Philadelphia

Citizens Bank facilitated two financial workshops for Year Up Greater Philadelphia.

YouthBuild Philadelphia Charter School

Citizens Bank provided financial education assistance in partnership with the Urban Affairs Coalition.