

EXHIBIT D  
OBLIGOR RESOLUTION

RE: Government Obligation Contract dated as of March 3, 2014, between Republic First National Corporation (Obligee) and City of Reading, Pennsylvania (Obligor)

At a duly called meeting of the Governing Body of the Obligor (as defined in the Contract) held on April 14 2014 the following resolution was introduced and adopted:

BE IT RESOLVED by the Governing Body of Obligor as follows:

- 1. **Determination of Need.** The Governing Body of Obligor has determined that a true and very real need exists for the acquisition of the Equipment described on Exhibit A of the Government Obligation Contract dated as of March 3, 2014, between City of Reading, Pennsylvania (Obligor) and Republic First National Corporation (Obligee).
- 2. **Approval and Authorization.** The Governing Body of Obligor has determined that the Contract, substantially in the form presented to this meeting, is in the best interests of the Obligor for the acquisition of such Equipment, and the Governing Body hereby approves the entering into of the Contract by the Obligor and hereby designates and authorizes the following person(s) to execute and deliver the Contract on Obligor's behalf with such changes thereto as such person(s) deem(s) appropriate, and any related documents, including any Escrow Agreement, necessary to the consummation of the transaction contemplated by the Contract.

Authorized Individual(s): CAROLE A SNYDER MANAGING DIRECTOR  
(Printed or Printed Name and Title of individual(s) authorized to execute the Contract)

3. **Adoption of Resolution.** The signatures below from the designated individuals from the Governing Body of the Obligor evidence the adoption by the Governing Body of this Resolution.

Signature: [Signature]  
President of Council

Printed Name & Title: FRANCIS G ACOSTA PRES. OF COUNCIL  
(Printed Name and Title of individual who signed directly above)

Attested By: [Signature]  
City Clerk

Printed Name & Title: LINDA A KELLEMER  
(Printed Name of individual who signed directly above)

I, LINDA A. KELLEMER, City Clerk of the City of Reading, Pa., do hereby certify, that the foregoing is a true and correct copy of the original Resolution passed by the Council of the City of Reading, on the 14 day of April, A. D. 2014.  
I seal of the said City this 15 day of April, A. D. 2014.  
[Signature]  
CITY CLERK