

**RHA HOUSING CORPORATION  
CORPORATE AUTHORIZING RESOLUTION**

**Re: Adoption of Amended and Restated Bylaws, Annual Meeting and Partnership  
Amendments**

At a duly constituted meeting held on 9/8, 2011, the following resolutions were adopted by the Board of Directors of RHA Housing Corporation, a California nonprofit public benefit corporation (the "Corporation"):

WHEREAS, the Board of Directors of the Corporation (the "Board"), has previously adopted the Bylaws of the Corporation (the "Bylaws");

WHEREAS, the Board desires to amend and restate the Bylaws to clarify that meetings will be held once instead of twice per year and to make other clarifications;

WHEREAS, pursuant to the Bylaws the Board desires to fix by resolution the time and place of regular meetings;

WHEREAS, the Board desires to set the annual meeting date for the current year of 2011 and to set the annual meeting for succeeding years;

WHEREAS, the Corporation is the managing general partner of Easter Hill Development, L.P., and Easter Hill Phase II, L.P., both California limited partnerships, pursuant to those Amended and Restated Agreements of Limited Partnership executed for the Easter Hill/Richmond Village developments (the "Developments") in February and November 2004 (respectively, the "Phase I Partnership Agreement" and the "Phase II Partnership Agreement" and collectively, the "Partnership Agreements");

WHEREAS, the Board desires to ratify the execution by the Corporation of all amendments to the Partnership Agreements, which are the first, second and third amendments to the Phase I Partnership Agreement and the first, second, third and fourth amendments to the Phase II Partnership Agreement (collectively, the "Amendments");

WHEREAS, the Board desires to authorize the President of the Corporation to execute any additional amendments to the Partnership Agreements as he may deem appropriate;

NOW, THEREFORE, BE IT RESOLVED: That the Corporation hereby adopts the Amended and Restated Bylaws attached hereto as Exhibit A.

FURTHER RESOLVED: That the annual meeting of the Board for the current year 2011 shall be the date of this resolution.

FURTHER RESOLVED: That the annual meeting of the Board for succeeding years shall be held on the 16<sup>th</sup> of February.

FURTHER RESOLVED: That the Board ratifies the execution by the Corporation of the Amendments to the Partnership Agreements.

FURTHER RESOLVED: That Tim Jones, President, on behalf of the Corporation, is authorized and directed to execute any and all additional amendments to the Partnership Agreements as he may deem appropriate from time to time and to execute any such additional documents and take any such actions as may be necessary in connection with the operation of the Developments.

I, the undersigned, hereby certify that the foregoing is a true copy of the Resolution adopted by the Board of Directors of the above mentioned Corporation at a meeting of said Board held on the aforementioned date, and that said Resolution is in full force and effect.

Dated: 9/8 \_\_\_\_\_, 2011

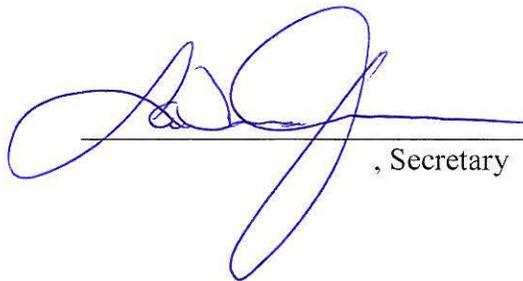
  
\_\_\_\_\_, Secretary

Exhibit A  
(Copy of Amended and Restated Bylaws)

AMENDED AND RESTATED BYLAWS  
OF  
RHA Housing Corporation  
A California Nonprofit Public Benefit Corporation

ARTICLE 1.  
NAME

Section 1.1 Name. The name of this corporation is RHA Housing Corporation (the "Corporation").

ARTICLE 2.  
OFFICE

Section 2.1 Principal Office. The principal office for the transaction of affairs and activities of the Corporation is located at 330 24<sup>th</sup> Street, Richmond, California 94804. The Board of Directors (the "Board") may change the principal office from one location to another. Any change shall be noted on these Bylaws, or this section may be amended to state the new location.

Section 2.2 Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE 3.  
MEMBERS

Section 3.1 Members. This Corporation shall have no members.

ARTICLE 4.  
DIRECTORS

Section 4.1 Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, all powers and activities of the Corporation shall be exercised directly by or under the ultimate direction of the Board.

Section 4.2 Number of Directors. The number of directors shall be three (3) unless a greater or lesser number is authorized by the Board.

Section 4.3 Compensation and Reimbursement of Directors. The directors shall serve without compensation though they may be reimbursed for their expenditure of monies on behalf of the Corporation.

Section 4.4 Restriction on Interested Persons as Directors. No more than forty-nine percent (49%) of the persons serving on the Board of directors may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 4.5 Appointment and Qualification of Directors.

Subject to Sections 4.8 and 4.9 below, and as set forth below, the initial directors appointed by the Incorporator and all subsequent directors shall either (i) be appointed by the governing commission (the "Commission") of the Housing Authority of the City of Richmond (the "Housing Authority"); or (ii) serve as a director if he or she holds, in an "acting" or permanent capacity, one of the positions within the Housing Authority specified below (the "Specified Position" or "Specified Positions"), as follows:

- (a) Housing Authority Executive Director;
- (b) Housing Authority Deputy Executive Director;
- (c) Housing Authority HOPE VI Coordinator.

At the time any director ceases to hold a Specified Position or is removed pursuant to Section 4.8, that director's membership on the Board shall automatically cease and the successor to such Specified Position shall become a director. If a successor is not selected for the Specified Position or if any such position shall be vacant, the Executive Director may select a replacement director. In the event a Specified Position ceases to exist or in the event of a reorganization of staff positions within the Housing Authority, the Executive Director may designate a comparable position to replace the Specified Position.

Section 4.6 Term. Each director shall serve a term of one (1) year, which shall be renewed automatically at the end of the term, unless he or she is replaced by a new director appointed in accordance with these Bylaws.

Section 4.7 Vacancies on the Board. A vacancy shall be deemed to exist in the event that the actual number of directors is less than the authorized number for any reason.

Section 4.8 Removal of Directors. The Board may remove all directors without cause upon the submission by the Commission to the Board of a resolution directing such removal; provided that if the Commission directs the removal of those directors holding the Specified Positions of Executive Director, Deputy Executive Director, HOPE VI Coordinator, the Board shall amend these Bylaws as necessary to effect such Commission actions. In addition, the Board may remove any director with cause. Absence of a director from three (3) or more consecutive board meetings shall constitute cause for removal.

Section 4.9 Resignations of Directors. Except as provided below, any director may resign by giving written notice to the president or secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board shall appoint a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no director may resign if the Corporation would be left without a duly elected director or directors.

Section 4.10 Filling Vacancies. Vacancies shall be filled as provided for in Section 4.5.

Section 4.11 Meetings of the Directors. Regular meetings shall be held at least once a year at such time and place as shall from time to time be fixed by the directors for the purpose of organization and the transaction of other business.

Section 4.12 Special Meetings. Special meetings of the Board for any purpose may be called at any time by the president, the secretary, or any two (2) directors.

Section 4.13 Notice. Subject to public law requirements, notice of regular and special meetings shall be given to the directors not less than four (4) days prior to the meeting if delivered by first class mail or not less than seventy-two (72) hours prior to the meeting if the notice is delivered personally or by telephone. The notice must state the date and time of the meeting and the place of the meeting if it is other than the principal office of the Corporation. In addition, public notice of each meeting shall be posted at the principal office of the Corporation not less than seventy-two (72) hours prior to such meeting.

Section 4.14 Waiver of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Section 4.15 Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting of which a quorum is present shall be the act of the Board.

Section 4.16 Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment to another time and place shall be given to the directors who were not present at the time of the adjournment.

Section 4.17 Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action. Such action by written consent shall have the same force and effect as any other

validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 4.18 Meetings by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all persons participating in the meeting can hear one another. Participation by directors in a meeting in the manner provided in this section constitutes presence in person at the meeting.

Section 4.19 Committees of Directors. The Board may, by resolution adopted by a majority of the directors then in office, designate one (1) or more committees, each consisting of two (2) or more directors, to serve at the pleasure of the Board. Appointments to such committees shall be by majority vote of the directors then in office. Any committee, to the extent provided in the resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) Fill vacancies on the Board or on any committee;
- (b) Fix compensation of directors for serving on the Board or any committee;
- (c) Amend or repeal bylaws or adopt new bylaws;
- (d) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) Appoint any other committees of the Board or the members of these committees; or
- (f) Spend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

Section 4.20 Committee Meetings. Meetings and actions of committees shall be governed by and held and taken in accordance with the provisions of this Article IV concerning meetings of directors, with such changes in the context of these Bylaws as are necessary to substitute the committee and its members for the Board and its members. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws concerning meetings of directors.

Section 4.21 Standard of Care – General. A director shall perform the duties of a director, including duties as a member of any committee of the Board on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One (1) or more officers or employees of the Corporation whom the director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as in any such case, the director acts in good faith, after reasonable inquiry when the need thereof is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except in the case of a self-dealing director, as described in Section 4.23 of these Bylaws, a person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated.

Section 4.22 Standard of Care—Investments. Except with respect to assets held for use or used directly in carrying out this Corporation's charitable activities, in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing this Corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of this Corporation's capital. The provisions of Section 4.21 of these Bylaws shall apply to this Section.

Section 4.23 Self-Dealing Transactions. Except as provided below, the Board shall not approve a self-dealing transaction. A self-dealing transaction is one in which the Corporation is a party and in which one (1) or more of the directors has a material financial interest or a transaction between this Corporation and any entity in which one (1) or more of its directors has a material financial interest. The Board may approve a self-dealing transaction if a majority of the Board, not including the self-interested director, determines that the transaction is fair and reasonable to this Corporation and, after reasonable investigation under the circumstances, determines that it could not have secured a more advantageous arrangement with reasonable effort under the circumstances.

Section 4.24 Inspection. Every director shall, at his or her own expense, have the absolute right at any reasonable time during the business hours of the Corporation to inspect and copy all books, records, and documents, and to inspect the physical properties of this Corporation.

ARTICLE 5.  
OFFICERS

Section 5.1 Officers of the Corporation. The officers of the Corporation shall be a president, a secretary, and a chief financial officer. The Corporation may also have, at the Board's discretion, one (1) or more vice presidents, one (1) or more assistant secretaries, one (1) or more assistant financial officers and such other officers as may be appointed in accordance with Section 5.3 of these Bylaws. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as the president.

Section 5.2 Election of Officers. The officers of the Corporation shall be those directors holding the following Specified Positions, subject to Sections 5.4 and 5.5 below:

- (a) President – Executive Director
- (b) Vice President – Deputy Executive Director; and
- (c) Secretary/Chief Financial Officer – HOPE VI Coordinator

Section 5.3 Other Officers. The Board may appoint or may authorize the president, or other officer, to appoint any other officers that the Corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined by the Board.

Section 5.4 Removal of Officers. Any officer, with the exception of officers designated in Section 5.2, may be removed with cause by the Board.

Section 5.5 Resignation of Officers. Any officer may resign at any time by giving written notice to the president or secretary of the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall not affect the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 5.6 Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided, however, that vacancies may be filled as they occur.

Section 5.7 Reimbursement of Expenses. The Corporation shall provide reimbursement for monies expended on behalf of the Corporation by its officers.

Section 5.8 President. The president shall preside at meetings of the Board and shall exercise and perform such other powers and duties as may from time to time be assigned to the president by the Board. Subject to the control of the Board, the president shall be the general

manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers.

Section 5.9 Vice Presidents. If the president is absent or disabled, the vice presidents, if any, in order of their rank as fixed by the Board, or, if not ranked, a vice president designated by the Board, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice presidents shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

Section 5.10 Secretary. The secretary shall have the following duties:

(a) The secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The minutes of the meetings shall include the time and place that meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized and the notice given.

(b) The secretary shall keep or cause to be kept at the Corporation's principal office, a copy of the Articles of Incorporation and Bylaws of the Corporation, as amended to date.

(c) The secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

Section 5.11 Chief Financial Officer. The chief financial officer shall have the following duties:

(a) The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The chief financial officer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times during the business hours of the Corporation.

(b) The chief financial officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the president and the Board, when requested, an account of all transactions as chief financial officer and of the financial condition of the Corporation, and shall have other powers and perform such other duties as the Board or the Bylaws may prescribe.

ARTICLE 6.  
MISCELLANEOUS

Section 6.1 Fiscal Year. The fiscal year of this Corporation shall end each year on December 31.

Section 6.2 Corporate Seal. This Corporation may have a seal which shall be specified by resolution of the Board. The seal may be affixed to any corporate instruments, as directed by the Board or any of its officers, but failure to affix it shall not affect the validity of the instrument.

Section 6.3 Contracts. All contracts entered into on behalf of this Corporation must be authorized by the Board, or, where the contract is for less than Five Thousand Dollars (\$5,000), by the president.

Section 6.4 Execution of Checks. Except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of the Corporation shall be signed by such individuals as are authorized by the Board.

Section 6.5 Indemnification. This Corporation shall indemnify its directors, officers, employees, and agents, including persons formerly occupying any such position, to the fullest extent permitted by law, against all expenses, judgments, fines and other amounts actually and reasonably incurred by them in connection with any threatened, pending or completed action or proceeding, whether it is civil, criminal, administrative or investigative.

In all cases where indemnification is sought, the Corporation shall be subject to the following restrictions and requirements:

(a) Where the action or proceeding is brought on behalf of the Corporation or involves self-dealing transactions, as defined in Section 4.23 of these Bylaws, the Corporation shall not indemnify against amounts paid in settlement or judgment amounts, but shall, upon the express authorization of the Board, indemnify the director, officer, employee or agent against expenses incurred in defense of an action arising from his or her relation to the Corporation. To indemnify in such cases the Board must find the person met the statutorily prescribed standard of care by acting (1) in good faith, (2) in the best interests of the Corporation, and (3) with the care of an ordinarily prudent person.

(b) Where the person seeking indemnification under this section has been held liable to the Corporation, or has settled his or her liability to the Corporation, the Corporation shall not indemnify against expenses without the approval of the court or the Attorney General.

(c) The Board shall determine whether the person seeking indemnification has acted in accordance with the standard of care set forth in subsection (a) of this section by a majority vote of a quorum consisting of disinterested directors. The termination of any

proceeding in a manner adverse to the defendant seeking indemnification shall not create a presumption that such person failed to meet the standard of care.

(d) Where the person seeking indemnification has been successful on the merits in defense of any action or proceeding brought on behalf of the Corporation or in defense of any claim or issue involved in such action or proceeding, the Corporation shall indemnify against all expenses actually or reasonably incurred.

(e) The Corporation shall not advance any money to the person seeking indemnification for the purpose of defending against any action or proceeding without the receipt of an undertaking by such person to repay all advances unless it is ultimately determined that he or she is entitled to indemnification.

Section 6.6 Insurance. The Board may adopt a resolution authorizing the purchase of insurance on behalf of any director, officer, employee or agent of this Corporation against any liability asserted against or incurred by the director, officer, employee or agent in such capacity or arising out of the director's, officer's, employee's or agent's status as such, whether or not this Corporation would have the power to indemnify the director, officer, employee, or agent against that liability under law; except, the Corporation may not purchase insurance to protect self-dealing directors (as defined in Section 4.23 of these Bylaws) from liability.

Section 6.7 Reports to Directors. If the Corporation has more than Twenty-Five Thousand Dollars (\$25,000) in gross receipts in any fiscal year, the president shall furnish a written report at the first regular meeting of the next fiscal year to all directors of this Corporation containing the following information:

(a) The assets and liabilities, including the trust funds, of this Corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) The revenue or receipts of this Corporation both unrestricted and restricted for particular purposes, for the fiscal year;

(d) The expenses or disbursements of this Corporation, for both general and restricted purposes during the fiscal year.

Regardless of the gross receipts of the Corporation, the president must furnish a written report to all directors that lists any transaction during the prior fiscal year involving One Thousand Dollars (\$1,000) or more between this Corporation or a subsidiary and any director or officer of this Corporation or a subsidiary. The report must disclose the name of the director or officer and the person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest. The president must also furnish an annual written report to all directors disclosing the amount and circumstances of any

indemnifications or advances aggregating more than One Thousand Dollars (\$1,000) paid during the prior fiscal year to any officer or director of the Corporation.

Section 6.8 Amendment of Bylaws. The Bylaws may be amended or repealed and new Bylaws adopted by the vote of a majority of all the members of the Board, provided that any amendment to Section 4.5 or 4.8 hereof must receive the prior written consent of the Commission. Such amended or newly adopted Bylaws shall take effect immediately.

Section 6.9 Applicable Law. This Corporation shall be subject to any and all applicable state, federal and local laws, including, but not limited to, such laws as may be applicable as a result of the Corporation's affiliation with the Housing Authority.

Section 6.10 Ralph M. Brown Act. All meetings of the Board of Directors, or any committee thereof, shall be called, noticed, held and conducted in accordance with the provisions of the Ralph M. Brown Act (commencing with Section 54950 of the California Government Code).

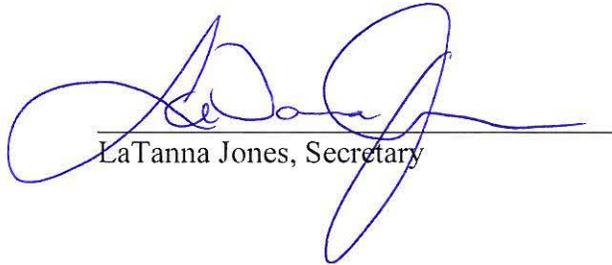
CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting Secretary of RHA Housing Corporation, a California nonprofit public benefit corporation; and

(2) That the foregoing Amended and Restated Bylaws constitute the Bylaws of such corporation as adopted by the directors of the Corporation at a duly constituted meeting held on 9/8, 2011.

IN WITNESS THEREOF, I have hereunto subscribed my name, this 8<sup>th</sup> day of September, 2011.

  
\_\_\_\_\_  
LaTanna Jones, Secretary