

RESOLUTION NO. 2045

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE HOUSING AUTHORITY OF THE CITY OF RICHMOND, CALIFORNIA, APPROVING AND ADOPTING THE THIRD AMENDED AND RESTATED BYLAWS OF THE RHA HOUSING CORPORATION

WHEREAS, the Richmond Housing Authority (Housing Authority) formed RHA Housing Corporation, a California nonprofit corporation, pursuant to Resolution 1883, in 2004 (Corporation). The Corporation serves as the nonprofit affiliate for the Easter Hill HOPE VI Development, and acting through RHA RAD LLC, as the nonprofit affiliate of the Friendship Manor and Triangle Court Rental Assistance Demonstration (RAD) Program projects; and

WHEREAS, the Second Amended and Restated Bylaws, adopted on June 19, 2013, originally specified the Housing Authority Executive Director, Housing Authority Finance Manager and Housing Authority HOPE VI Coordinator/Development Project Manager as the Directors of the Corporation, with those positions assigned the President, Chief Financial Officer and Secretary of the Corporation, respectively; and

WHEREAS, the originally specified Housing Authority positions are no longer filled and there are no “acting” persons filling those positions; and

WHEREAS, as the Friendship Manor and Triangle Court RAD project work moves toward completion and the construction loan converts to a permanent loan, the bylaws need to be amended to clarify the members of its Board and Officers; and

WHEREAS, the Corporation is tasked with certain management responsibilities under the Amended and Restated Agreement of Limited Partnership supporting the tax credit financing for the RAD project; and

WHEREAS, as the managing general partner in the Easter Hill HOPE VI Development limited partnership, the Corporation needs to take action on annual property tax exemption filings; an Officer of Corporation is required to sign the exemption filing; and

WHEREAS, the Third Amended and Restated Bylaws of the Corporation (3rd A/R Bylaws) clarify how Directors are removed – with or without cause by the Housing Authority Board of Commissioners or by the Board of the RHA Housing Corporation with approval of the Housing Authority Board of Commissioners – and replace the Housing Authority Executive Director, Finance Manager and HOPE VI Coordinator/Development Project Manager as Directors of the Corporation with the City Manager, City Finance Director and City Planning and Building Services Director, positions that are currently filled in permanent capacities; and

WHEREAS, the 3rd A/R Bylaws also assign the City Manager, City Finance Director and City Planning and Building Services Director as the President, Chief Financial Officer and Secretary of the Corporation, respectively; and

WHEREAS, in making this change, the Housing Authority will maintain control of the Corporation and the Corporation will therefore remain an affiliate and instrumentality of the Housing Authority, consistent with its articles of incorporation and tax exempt status under Section 501(c)(3) of the Internal Revenue Tax Code; and

WHEREAS, the 3rd A/R Bylaws are attached to the Agenda Report in support of this Resolution.

NOW, THEREFORE, BE IT RESOLVED BY THE COMMISSIONERS OF THE HOUSING AUTHORITY OF THE CITY OF RICHMOND, COUNTY OF CONTRA COSTA, STATE OF CALIFORNIA, THAT:

The Third Amended and Restated Bylaws of the RHA Housing Corporation are hereby adopted.

The foregoing resolution was passed and adopted by the Commissioners of the Housing Authority of the City of Richmond at a meeting thereof held on October 17, 2017, by the following vote:

AYES:	Commissioners Choi, Martinez, Myrick, Recinos, Willis, Vice Chairperson Beckles, Chairperson Butt, and Housing Authority Tenant Commissioners Scott and Smith.
NOES:	None.
ABSTENTIONS:	None.
ABSENT:	None.

TOM BUTT

 Chairperson

[SEAL]

ATTEST:

PAMELA CHRISTIAN
 Secretary

Approved as to form:

BRUCE GOODMILLER
 Attorney

State of California }
 County of Contra Costa : ss.
 City of Richmond }

I certify that the foregoing is a true copy of **Resolution No. 2045**, finally passed and adopted at a special Housing Authority Meeting held on October 17, 2017.



 CLERK OF THE HOUSING AUTHORITY