

'Creating an environment for teen recovery through personal empowerment'

August 15th, 2016

Steven J. Eichmann
Assistant Superintendent, Business Services
Santa Rosa City Schools
211 Ridgway Avenue
Santa Rosa, CA 95401-4386

Re: Santa Rosa City Schools
Abraxis Charter School Request for Material Revision

Dear Mr. Eichmann,

Enclosed on a USB thumb drive is our response to the above referenced letter. You will find a nearly complete response with deficiencies in the following areas:

R House annual budget for FY 2013/14. R House did not have Controller or CFO that year and it does not appear they completed a budget.

Abraxis annual budgets for FY 2007/08, 2008/09, and 2009/10. We are unable to locate these documents.

STAR testing in 2013/14. There was not official testing this year and in 2014/15 the STAR was replaced by the CAASPP.

For the request for documentation related to contemporaneous attendance tracking, we are sending the student sign-in sheets that are also used for the request for Student enrollment rosters.

In addition to the requested documents, we are also including five years of audits for R House and 4 years of audits for Abraxis. We are waiting on the fifth year of audits for Abraxis from the auditor at that time.

*P.O Box 2587 Santa Rosa CA 95405 ph: (707) 539-2792 Fax: (707)539-2778 www.rhouseinc.org
Board of Directors: Hector Velazquez, Chair • Perfecto Muñoz, Vice-Chair • Jay Takacs, Secretary • Emila Aguilar, Treasurer
Amber Twitchell • April Burkey • Hector Brambila*

As you know, in the Fall of 2015, a Bylaws change by the R House Board of Directors changed R House from an independent 501(c)3 to a subsidiary 501(c)3 with its board appointed by California Human Development (CHD). CHD was asked by the R House board to take on this role and provide back office support and program administration. Since CHD has been involved, Santa Rosa City Schools will see all documents in order. We look forward to working with you on this material revision.

Sincerely,

A handwritten signature in black ink that reads "Christopher Paige". The signature is written in a cursive style with a large, prominent initial "C" and a large, rounded "P".

Christopher Paige
Chief Executive Officer



California Human Development

Creating Opportunities in 31 Northern California Counties

Miguel Mejia, Board Chair

Christopher Paige, CEO

www.CaliforniaHumanDevelopment.org

August 15, 2016

Board of Directors:

Officers

Miguel Mejia, *Chair*
Emila Aguilar, *Vice Chair*
Hector Brambila, *Secretary*
Doris M. Unsod, *Treasurer*

Directors

Jose Bernardo
April Burkey
Toni Curtis
Chios Holguin
Bob Jordan
Jorge Maldonado
Sr. Luciana Manrique
Perfecto Muñoz
Horacio Parás
Luis Sanchez
Hector Velazquez

Divisions/Programs:

Affordable Housing
Immigration
& Citizenship
Community Services
Day Labor Centers
disABILITY Services
Energy Efficiency Services
Farmworker Services &
Workforce Development
Substance Abuse
& Recovery Services

Overview of California Human Development and R House Merger

R House approached California Human Development (CHD) for financial and program assistance in the fall of 2014. We worked together to ensure the continuity of the **R House** level 12 residential and mental health services and the Abraxis Charter school Program in Sonoma County.

CHD entered into a MOU with R House to provide back office support – primarily fiscal and human resources services -- in May of 2015. In June of 2015 one site for the Abaxis School located on Cleveland Avenue transitioned to a new owner -- The Living Room. Between May and September of 2015 CHD and R House worked very hard with Luther Burbank Savings and Exchange Bank to secure a substantial amount of secured debt forgiveness. During this period CHD also guaranteed loans for three properties owned by R House: 429 Speers, 540 Middle Rincon, and 152 Middle Rincon. And as part of this process all loans were brought current. CHD and R House were also able to secure a substantial amount of unsecured debt forgiveness.

In the fall of 2015, as the first step in a proposed merger, the R House Board on September 2, 2015 modified their Bylaws to provide that the R House Board members would be appointed by CHD. The CHD Board accepted this action at a CHD Board meeting on October 3, 2016 making R House a 501(c) 3 subsidiary of CHD. This structural change was cleared in advance with the appropriate California regulatory and referral agencies such as DSS. Apart from this change in the appointment of Board members there were no other changes and R House Inc. retained their Federal Tax ID, nonprofit 501 (e) 3 status and all the licenses and approvals that were in existence prior to the merger.

CHD then – as required by both sets of Bylaws – appointed a new R House Board. CHD continues to provide accounting, administrative support and back office services under a MOU with R House. R House continues to provide level 12 residential, mental health and Charter School (Abraxis) educational services.

Kindest Regards,

Christopher Paige
Chief Executive Officer

Attachments:

- Amended R House Bylaws
- CHD Board Action to approved R House By laws
- R House Board List
- CHD Board List

Office of Administration

3315 Airway Drive, Santa Rosa, CA 95403 –Voice: 707.523.1155 – Facsimile: 707.523.3776 – Federal Tax ID #: 94-1653023

**BYLAWS OF
R HOUSE**

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35

ARTICLE I - PRINCIPAL OFFICE

The principal office (for the transaction of the business) of R House (the "Corporation") is located in Sonoma County, California. The Board of Directors may change the principal office from one location to another.

ARTICLE II - PURPOSES

- A. The purposes of this organization are as stated in the Articles of Incorporation
- B. Priorities and methods of furnishing services and assistance shall be developed by the Board of Directors.

ARTICLE III - FISCAL YEAR

The fiscal year of this organization shall be from July 1 through June 30.

ARTICLE IV - NONPARTISAN ACTIVITIES

This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, or for or against any cause or measure being submitted to the people for a vote.

The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article II.

ARTICLE V - DEDICATION OF ASSETS

1 The properties and assets of this nonprofit Corporation are irrevocably dedicated to
2 educational or charitable purposes. No part of the net earnings, properties, or assets of
3 this Corporation, upon dissolution or otherwise, shall inure to the benefit of any private
4 person or individual, or any member or Director of this Corporation. On liquidation or
5 dissolution, all properties and assets and obligations shall be distributed and paid over to
6 an organization dedicated to charitable purposes, provided that the organization continues
7 to be dedicated to the exempt purposes as specified in Internal Revenue Code Section
8 501(c)(3).

9
10 **ARTICLE VI - MEMBERSHIP**

11
12 **SECTION A - MEMBERS**

13
14 The Corporation shall have no members. Any action which would otherwise
15 require approval by a majority of all members or approval by the members shall
16 require only approval of the Board.

17
18 **SECTION B - ASSOCIATES**

19
20 Nothing in this Article VI shall be construed as limiting the rights of the
21 Corporation to refer to persons associated with it as "members" even though such
22 persons are not members, and no such reference shall constitute anyone a
23 member, within the meaning of the California Nonprofit Public Benefit
24 Corporation Law. The Corporation may confer by amendment of these Bylaws
25 some or all of the rights of a member, as set forth in the California Nonprofit
26 Public Benefit Corporation Law, upon any person or persons who do not have the
27 right to vote for the election of Directors or on a disposition of substantially all of
28 the assets of the Corporation or on a merger or on a dissolution or on changes to
29 the Corporation's Articles or Bylaws, but no such person shall be a member
30 within the meaning of Section 5056 or any other Section of the California
31 Nonprofit Public Benefit Law.

32
33 **ARTICLE VII - DIRECTORS**

34
35 **SECTION A - POWERS**

1 1. General Corporate Powers. Subject to the provisions of the California
2 Nonprofit Public Benefit Corporation Law and any limitations in the
3 Articles of Incorporation and these Bylaws relating to action required to
4 be approved by the members, the business and affairs of the Corporation
5 shall be managed, and all corporate powers shall be exercised by or under
6 the direction of the Board of Directors.

7
8 2. Specific Powers. Without prejudice to these general powers, and subject
9 to the same limitations, the Directors shall have the power and authority
10 to:

11
12 a. Select and remove the Chief Executive Officer, set the Chief
13 Executive Officer's compensation, review the Chief Executive
14 Officer's performance, prescribe any powers or duties for the Chief
15 Executive Officer that are consistent with the law, with the Articles
16 of Incorporation, and with these Bylaws.

17
18 b. Adopt, make, and use a corporate seal; and alter the form of the
19 seal, adoption, making or use of a seal shall not be required to any
20 Corporation action, resolution or document, and failure to adopt,
21 make or use a seal shall not affect the validity of any action,
22 resolution or document taken, adopted or executed by the
23 Corporation or its Officers.

24
25 c. Incur indebtedness on behalf of the Corporation and cause to be
26 executed and delivered for the Corporation's purpose, in the
27 corporate name, promissory notes, bonds, debentures, deeds of
28 trust, mortgages, pledges, hypothecations, and other evidence of
29 debt and securities.

30
31 SECTION B - NUMBER OF DIRECTORS

32
33 The authorized number of directors shall be not fewer than five (5) nor more than
34 nine (9), as determined by the Board of Directors, unless changed by amendment
35 of the Bylaws.
36

1 1. SELECTION OF DIRECTORS

- 2
- 3 a. The Board of the Directors may recommend candidates for
- 4 vacancies on the Board of Directors to California Human
- 5 Development Corporation ("CHDC"). The Board of Directors of
- 6 CHDC shall select and appoint the members of the Board of
- 7 Directors of the Corporation, and such appointees need not be
- 8 persons who have been nominated by the Board of Directors of the
- 9 Corporation..
- 10
- 11 b. All Directors in office will be appointed for a term of four (4)
- 12 years. Each Director is limited to three (3) terms for a total of
- 13 twelve (12) years of service. The term of service for Directors
- 14 elected to office will begin with their first Board Meeting.
- 15

16 2. BOARD MEMBER APPLICATION PROCESS

17

18 The Board of Directors of CHDC shall prescribe the Board member application process

19 including the application form, review process and notification to applicants.

20

21

22 SECTION D - BOARD VACANCIES

23

24 1. Events Causing Vacancies. A vacancy in the Board shall exist upon:

25

- 26 a. A Director's death, resignation, or removal.
- 27
- 28 b. A Director's being declared of unsound mind by a final court order;
- 29 being found guilty by final court order of any felony, and or to
- 30 have breached a duty under Sections 5230 through 5238 of the
- 31 California Nonprofit Public Benefit Corporation Law.
- 32
- 33 c. The authorized number of Directors being increased.
- 34

35 2. Resignations. A Director may resign by giving notice to the Chair, the

36 Chief Executive Officer, the Secretary, or the Board. The Board of

1 Directors of CHDC will select a successor in accordance with Section
2 5(D) of this Article.

- 3
- 4 3. Changes in Number of Directors. No reduction in the authorized number
5 of Directors shall have the effect of removing a Director before his/her
6 term of office expires.
- 7
- 8 4. Removal With or Without Cause. Any Director may be removed with or
9 without cause by a majority vote of the Board of Directors of CHDC.
- 10
- 11 5. Appointment of New Board Member. Whenever a Board Member has
12 resigned his/her position from the Board of Directors in the manner herein
13 described or whenever a Board Member is removed with or without cause,
14 the Board of Directors may recommend a person to CHDC, and CHDC
15 shall fill the vacancy in accordance with Section C of this Article.
- 16

17

18 **ARTICLE VIII - MEETINGS**

19

20 Board meetings shall be held with call or notice on such dates, times and/or places as
21 may be determined by the Board.

22

23 **SECTION A - ANNUAL MEETING**

24

25 The Board shall hold an Annual Meeting for the purpose of organization, election
26 of officers and Directors as needed, and the transaction of other business.

27

28 **SECTION B - SPECIAL MEETINGS**

29

30 Special Meetings of the Board may be called by the Chair, the CEO, the Vice-
31 Chair, any officer of the Board, or any two Directors. Special meetings of the
32 Board may be held upon forty eight (48) hours advance notice by electronic
33 communication providing the date, time, place and business to be discussed is
34 given to each Director. The written notice will be considered as given when it is
35 deposited actually transmitted to the Director by electronic means.

36

1 No business other than the business and items having to do with the general
2 nature for which was set forth in the notice states may be transacted at a specially
3 called meeting.
4

5 SECTION C - QUORUM

6
7 A majority of the Board of Director members currently in office constitutes a
8 quorum of the Board for the transaction of business.
9

10 A meeting at which a quorum is initially present may continue to transact
11 business notwithstanding the withdrawal of enough Directors to leave less than a
12 quorum, if the action is approved by at least a majority of the required quorum.
13

14 SECTION D - PARTICIPATION IN MEETINGS BY ELECTRONIC
15 COMMUNICATION

16
17 Members of the Board of Directors may participate in a meeting through use of
18 conference telephone or electronic communications equipment so long as all
19 participants can hear each other.
20

21 SECTION E - WAIVER OF NOTICE

22
23 Notice of a meeting need not be given to a Director who signs a waiver of notice
24 or consent to holding the meeting or an approval of the minutes thereof, whether
25 before or after the meeting.
26

27 SECTION F – UNANIMOUS CONSENT

28
29 No notice of a meeting is required and no vote of the Board of Directors is
30 required if all of the Directors then in office provide unanimous consent to a
31 written record of action or resolution of the Board of Directors.
32

33 SECTION G - ADJOURNMENT

34
35 A majority of the Directors present may adjourn a meeting to another time and
36 place. Notice need not be given to absent Directors, except as provided in the

1 next sentence. If the meeting is adjourned for more than 24 hours, notice of the
2 new time and place shall be given to the Directors who were not present at the
3 time of adjournment in accordance with Section B.
4

5
6 **ARTICLE IX - RIGHTS OF INSPECTION**
7

8 Each Director has the right at any reasonable time to inspect and copy any corporate
9 books, records, or documents of any kind and to inspect the physical properties of the
10 Corporation.
11

12 **ARTICLE X - COMMITTEES**
13

14 **SECTION A - COMMITTEES**
15

16 The Chair may appoint one or more committees, in addition to the Executive
17 Committee authorized by these Bylaws, and ratified by the Board, each consisting
18 of two or more Directors, and delegate to such committees any of the authorities
19 of the Board except with respect to:
20

- 21 1. The approval of any action for which the California Nonprofit Public
22 Benefit Corporation Law also requires approval of the Directors;
23
- 24 2. The filling of vacancies on the Board or in any committee;
25
- 26 3. The amendment or repeal of Bylaws or the adoption of new Bylaws;
27
- 28 4. The amendment or repeal of any Resolution of the Board;
29
- 30 5. The approval of any self-dealing transaction, as defined in Section 5233(a)
31 of the California Nonprofit Public Benefit Corporation Law;
32
- 33 6. Amending the Articles of Incorporation;
34
- 35 7. Voluntarily dissolving the Corporation; and/or
36

1 8. When the law requires a decision by a majority of the Board of Directors.

2
3 9. Select or remove the individual to occupy the position of the Chief
4 Executive Officer.

5
6 Any committee may be created and the members ratified by the Board in the
7 manner specified in Article X, Section C. Any committee may be designated by
8 such name as the Chair shall specify.

9
10 The Chair may appoint alternate members of any committee who may replace any
11 member at any meeting of the committee. The Chair shall have the power to
12 prescribe the manner in which its proceedings shall be conducted. Unless the
13 Chair or such committee shall otherwise provide, the regular and special meetings
14 and other actions of any such committee shall be governed by the provisions of
15 these Bylaws. Minutes shall be kept of each committee meeting.

16
17 SECTION B - THE EXECUTIVE COMMITTEE

18
19 The Executive Committee will consist of two (2) to four (4) Directors as
20 determined by the Board of Directors. The Chair of the Board of Directors will
21 always serve on the Executive Committee. At the annual meeting, the Board of
22 Directors will elect the Directors to serve as Executive Committee members-at-
23 large from among the Directors. At the same time, the Board of Directors may
24 elect Directors to serve as alternates for the Executive Committee members at
25 large. In the event any Executive Committee member at large is absent from a
26 duly called meeting of the Executive Committee, any alternate can be designated
27 to replace the absent Executive Committee member at large. All members of the
28 Executive Committee shall be eligible to serve for such terms as coincide with
29 their terms as Directors of the Corporation and may be re-elected to the Executive
30 Committee any number of terms.

31
32 The Executive Committee shall meet between regularly scheduled meetings of the
33 Board of Directors on such a day as the Chair shall designate. At each regularly
34 or specially called meeting of the Board of Directors, the Executive Committee, in
35 the absence of a quorum the full Board of Directors, shall exercise all the powers

1 granted to the Board of Directors, except as limited below or by specific policy
2 adopted by the Board of Directors of the Corporation.

3
4 1. Power of the Executive Committee. The Executive Committee shall
5 exercise all the powers of the Board of Directors during the period
6 between Board Meetings, except the power to:

- 7
8 a. Amend or repeal the Articles of Incorporation;
9
10 b. Dissolve the Corporation;
11
12 c. Select or remove the individual to occupy the position of the Chief
13 Executive Officer;
14
15 d. Fill vacancies on the Board or in any committee which has
16 authority of the Board;
17
18 e. Amend or repeal the Bylaws or adopt new Bylaws;
19
20 f. Amend or repeal any resolution of the Board which by its express
21 terms is not so amendable or repealable; and
22
23 g. Appoint committees of the Board;
24
25

26 Executive Committee decisions shall be made by a majority of quorum and such
27 decisions may be made by any form of communication, between these committee
28 members without the necessity of a meeting. The decisions made by the Executive
29 Committee other than during a meeting shall be recorded as minutes, and presented at the
30 following regularly scheduled meeting of the Board and any action recorded.
31

32 2. Executive Committee Meetings. The Executive Committee shall meet
33 between regularly scheduled meetings of the Board of Directors to
34 conduct Corporation business, or monthly on such a day as the Chair shall
35 designate. However, members must be notified forty eight (48) hours in

1 advance by written electronic communication in advance when a meeting
2 is scheduled for other than regularly scheduled meetings.
3

4 **ARTICLE XI - OFFICERS OF THE BOARD**
5

6 The Directors shall elect a Chair, Vice Chair, Secretary, and Treasurer from their
7 members at the regular Annual Meeting and whenever these offices are vacant. The
8 Chair, Vice-Chair, Secretary, and Treasurer shall serve for a two (2) year term. They
9 may serve up to two (2) terms consecutively. The Chair shall preside over meetings of
10 the Board except that in his/her absence, the Vice-Chair shall preside. When the Chair
11 and Vice-Chair are absent, the Secretary or Treasurer shall preside. If none of these
12 Board Officers is present, the members of the Board shall select a temporary presiding
13 officer from the remaining Executive Committee members.
14

15 **ARTICLE XII - OFFICERS OF THE CORPORATION**
16

17 **SECTION A - OFFICERS**
18

19 The officers of the Corporation shall be a Chief Executive Officer, one or more
20 Deputy Chief Executive Officer(s), an Assistant Secretary, and a Chief Financial
21 Officer. The Chief Executive Officer shall be selected by majority of the full
22 Board of Directors upon recommendation by the Executive Committee. The
23 Assistant Secretary, one or more Chief Executive Officer(s) and the Chief
24 Financial Officer shall be appointed by the Chief Executive Officer. All
25 corporate officers shall serve at the pleasure of the appointing power and shall
26 hold their respective offices until their resignation, removal, or other
27 disqualification from service.
28

- 29 1. Chief Executive Officer. The Chief Executive Officer is the general
30 manager of the Corporation and has, subject to the control of the Board,
31 general supervision, direction, and control of the business and officers of
32 the Corporation. The Chief Executive Officer has the general powers and
33 duties of management usually vested in the office of Chief Executive
34 Officer and general manager of a corporation, and such other powers and
35 duties as may be prescribed by the Board. To the extent past, current, and
36 future documents and agreements refer to an "Executive Director" of the

1 Corporation, the Chief Executive Officer is also the Executive Director of
2 the Corporation and may sign documents and agreements using the title of
3 Executive Director if required by the other party. The abbreviation "CEO"
4 shall also refer to the Chief Executive Officer and may be used in any
5 documents and agreements interchangeably with the title Chief Executive
6 Officer.

7
8 2. Deputy Chief Executive Officer(s). In the absence or disability of the
9 Chief Executive Officers, the Deputy Chief Executive Officer(s) shall
10 perform all the duties of the Chief Executive Officer and, when so acting,
11 shall have all powers of, and be subject to, all the restrictions upon the
12 Chief Executive Officer. The Deputy Chief Executive Officer(s) shall
13 have such other powers and perform such other duties as from time to time
14 may be prescribed for them by the Chief Executive Officer or by the
15 Board.

16
17 3. Board Coordinator. The Board Coordinator, named as Assistant Secretary
18 for the purposes of these bylaws, shall attend to the following:

19
20 a. Book of Minutes. The Assistant Secretary shall keep or cause to
21 be kept, at the principal executive office or such other place as the
22 Board of Directors may direct, a book of minutes of all meetings
23 and actions of the Board and its committees, with the time and
24 place of holding, whether regular or special and, if special, how
25 authorized, the notice given, the names of those present at such
26 meetings, the number of Board Members present at meetings, and
27 the proceedings of such meetings.

28
29 b. Notices, Seals, and Other Duties. The Assistant Secretary shall
30 give, or cause to be given, notice of all meetings of the Board of
31 Directors required by the Bylaws to be given. He/she shall keep
32 the seal of the Corporation, if any, in safe custody. He/she shall
33 have such other powers and perform such other duties as may be
34 prescribed by the Board of Directors or the Bylaws, or the Chief
35 Executive Officer.

36

1 4. The Chief Financial Officer. The Chief Financial Officer shall attend to
2 the following:

3
4 a. Books of Account. The Chief Financial Officer will keep and
5 maintain adequate and correct books and records of accounts of the
6 properties and business transactions of the Corporation, including
7 accounts of its assets, liabilities, receipts, disbursements, gains,
8 losses, capital, retained earnings, and other matters customarily
9 included in financial statements. The books of account shall be
10 open to inspection by any Director at all reasonable times.

11
12 b. Deposit and Disbursement of Money and Valuables. The Chief
13 Financial Officer will deposit all money and other valuables in the
14 name and to the credit of the Corporation with such depositories as
15 may be designated by the Board of Directors or the Chief
16 Executive Officer; will render to the Chief Executive Officer and
17 Directors whenever they request it, an account of the financial
18 condition of the Corporation; and will have other powers and
19 perform such other duties as may be prescribed by the Chief
20 Executive Officer.

21
22 SECTION B - REMOVAL AND RESIGNATION

23
24 Any officer appointed by the Chief Executive Officer may be removed, either with or
25 without cause, by the Chief Executive Officer at any time, and any officer appointed by
26 the Board may be removed, either with or without cause by a majority of the seated
27 Board members. Any such removal shall be without prejudice to the rights, if any, of the
28 Chief Executive Officer under contract of employment. Any officer may resign at any
29 time by giving written notice to the Corporation, but without prejudice to the rights of the
30 Corporation under any contract to which the officer is a party. The resignation shall take
31 effect upon receipt of the notice or any later time specified therein and the acceptance of
32 the resignation shall not be necessary to make it effective.

33
34 ARTICLE XIII - OTHER PROVISIONS

35
36 SECTION A - ENDORSEMENT OF DOCUMENTS; CONTRACTS

1
2 Subject to the provisions of applicable law, any note, mortgage, evidence of
3 indebtedness, contract, conveyance, or other instrument in writing, any
4 assignment or endorsement thereof executed or entered into between the
5 Corporation and any other person, when signed by the Chair of the Board, the
6 Chief Executive Officer or Deputy Chief Executive Officer (s) the elected
7 Secretary, or the Treasurer of the Board, shall be valid and binding.
8

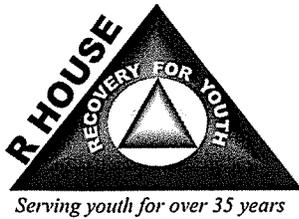
9 SECTION B - CONSTRUCTION AND DEFINITIONS
10

11 Unless the context otherwise requires, the general procedures, rules of
12 construction, and definitions contained in the General Provisions of the California
13 Nonprofit Corporation Law and in the California Nonprofit Public Benefit
14 Corporation Law shall govern the construction of these Bylaws. Additionally:
15

- 16 1. Gender. Whenever the pronoun "he" or "she" appears anywhere within
17 these Bylaws and/or in any action of the Board with general application,
18 the same shall be taken to include the masculine gender, the feminine
19 gender, and the neuter gender, without prejudice to anyone.
20
- 21 2. Metonymy and Phraseology. Whenever the words "Chairperson" or
22 "Chair" and "the Board of Directors" or "Board" appear within these
23 Bylaws and/or in any action of the Board and/or its Committees with
24 general application, the same shall be construed to referring to either of
25 them, for all intents and purposes, unless otherwise specified to the
26 contrary.
27

28 SECTION C - AMENDMENTS
29

30 Amendments to these Bylaws may be recommended by the Board of Directors to
31 the Board of Directors of CHDC at a regularly or specially called Board of
32 Directors Meeting for this purpose. The notice sent to the Board members shall
33 include a copy of the proposed amendment with a review period of not less than
34 thirty (30) days. CHDC, in its sole discretion, may approve or disapprove any
35 amendment to the Bylaws proposed by the Board of Directors of the Corporation.
36



'Creating an environment for teen recovery through personal empowerment'

2015-16 Board of Directors Roster

Officers

Hector Velazquez – Chair
1996 Red Oak Drive
Santa Rosa, Ca 95403-7657
Home: (707)326-7525
Work Fax: (888)778-1547
Hector@nexoadvertising.net

Munoz, Perfecto – Vice Chair
P.O. Box 1555
863 Raysilva Circle
Stockton, CA 95201-5309
Cell: (510) 502-2657
Work: (510) 643-5205
Work Fax: (510) 642-7861
Perfecto.munoz@berkeley.edu

Aguilar, Emila – Treasurer
2000 Stonefield Lane
Santa Rosa, CA 95403-0951
Home: (707) 578-0592
Cell: (707) 481-6880
Emilaaguilar70@gmail.com

Jay Takacs - Secretary
5021 Maiden Lane
Santa Rosa, CA 95409
Home: (707)235-6991
Work: (707) 577-0364
Work Fax: (707) 577-0364
Jay@15000inc.com
Jay.Takacs@gmail.com

Directors

April Burkey – Director
801 Modoc Street
Vallejo, CA 94591-4812
Home: (707)721-4854
aprilburkey@yahoo.com

Brambila, Hector – Director
3974 Klamath Way
Napa, CA 94558-2205
Work: (707) 256-7283
Home: (707) 257-0155
hbrambila@napavalley.edu

Amber Twitchell - Director
398 ½ Webster Street
Petaluma, CA 94952
Home: (707)570-7769
Cell: (707)570-7769
amber@voicesyouthcenter.org

P.O Box 2587 Santa Rosa CA 95405 ph: (707) 539-2792 Fax: (707)539-2778 www.rhouseinc.org
Board of Directors: Hector Velazquez, Chair • Perfecto Muñoz, Vice-Chair, • Jay Takacs, Secretary
• Emila Aguilar, Treasurer • Amber Twitchell • April Burkey • Hector Brambila



California Human Development

Creating Opportunities in 31 Northern California Counties

*Miguel Mejia, Board Chair
Christopher Paige, CEO*

www.CaliforniaHumanDevelopment.org

2015-16 Board of Directors Roster

Board of Directors:

Officers

Miguel Mejia, *Chair*
Emila Aguilar, *Vice Chair*
Doris M. Unsod, *Treasurer*
Hector Brambila, *Secretary*

Directors

Luis Sanchez
Jose Bernardo
Toni Curtis
Chios Holguin
Bob Jordan
Sr. Luciana Manrique
Perfecto Muñoz
Hector Velazquez
Jorge Maldonado
April Burkey
Horacio Parás

Divisions/Programs:

Affordable Housing
Immigration
& Citizenship
Community Services
Day Labor Centers
disABILITY Services
Energy Efficiency Services
Farmworker Services &
Workforce Development
Substance Abuse
& Recovery Services

Mejia, Miguel - Chair
8300 Florin Road
Sacramento, CA 95828-2414
Home: (916) 381-7108
Work: (916) 326-8634
Cell: (916) 203-2940
mmejia@CalHFA.ca.gov
Executive, Housing

Aguilar, Emila – Vice Chair
2000 Stonefield Lane
Santa Rosa, CA 95403-0951
Home: (707) 578-0592
Cell: (707) 481-6880
emilaaguilar70@gmail.com Executive,
Personnel, Fundraising

Luis Sanchez – Director
3441 Windham Circle
Stockton, CA 95209-1136
Home: (209)957-1519
Mobile (209)610-0609
lhsanchez329@gmail.com
Finance/Program/Bylaws/Alternate
Executive

Curtis, Toni – Director
2197 Exminster Lane-9556
Roseville, CA 95747
Home: (916) 462-8771
curtistoni@sbcglobal.net
Program, Personnel

Officers

Unsod, Doris – Treasurer
1135 Shasta Street
Manteca, CA 95336-4145
Home: (209) 823-1224
Cell: 209-275-0133
filipinoplazadu@hotmail.com
Executive, Finance, Housing

Brambila, Hector – Secretary
3974 Klamath Way
Napa, CA 94558-2205
Work: (707) 256-7283
Home: (707) 257-0155
hbrambila@napavalley.edu
Executive, Bylaws & Membership,
Fundraising

Directors

Bernardo, Jose – Director
229 East 8th Street
Stockton, CA 95206-3215
Home: (209) 944-9516
Cell: (209) 275-5608
Prefers calls instead of e-mail
J_bernardo1928@yahoo.com
Alternate Executive, Housing, Personnel

Holguin, Chios – Director
2401 Sloan Street
Davis, CA 95618-7610
Home: (530) 756-1954
Cell: (530)220-5299
Chios.holguin@gmail.com
Finance Program, Executive

Office of Administration

3315 Airway Drive, Santa Rosa, CA 95403 –Voice: 707.523.1155 – Facsimile: 707.523.3776 – Federal Tax ID #: 94-1653023

Directors Continued

Jordan, Bob – Director
215 Vista View Drive
Cloverdale, CA 95425-3420
Home: (707) 894-4610
Cell: (707) 327-7271
bjordan@sonic.net
Personnel, Program
All Documents Electronic
Hard Copy at Board Meeting

Manrique, Sr. Luciana – Director
8665 Florin Road #8
Sacramento, CA 95828-2618
Cell: (916) 525-5593
Luzmanrique174@gmail.com
Bylaws & Membership, Program, Advocacy
Ad Hoc, Alternate Executive

Hector Velazquez – Director
1996 Red Oak Drive
Santa Rosa, Ca 95403-7657
Home: (707)326-7525
Work Fax: (888)778-1547
Hector@nexoadvertising.net
Finance Committee, Governance &
Membership, Communications Committee
Chair

Horacio Parás - Director
1714 Corsica Drive
Yuba City, CA 95993
hparassr@hotmail.com
Home: (530)674-9634
~~Work: (530) 742-4474~~
Cell: (530)632-9750

Munoz, Perfecto – Director
P.O. Box 1555
863 Raysilva Circle
Stockton, CA 95201-5309
Cell: (510) 502-2657
Work: (510) 643-5205
Work Fax: (510) 642-7861
Perfecto.munoz@berkeley.edu
Executive, Finance, Personnel

Jorge Maldonado – Director
1719 Franklin Road
~~Apartment 33~~
Yuba City, CA 95993-4614
Home (530)218-7358
Jorge_1965Maldonado@hotmail.com
Jorge.Maldonado@CaHumanDevelopment.org
NOTE: Please mail all
correspondence to **Mahal Plaza** per Jorge.

April Burkey – Director
801 Modoc Street
Vallejo, CA 94591-4812
Home: (707)721-4854
deniseburkey@yahoo.com
Housing, Program



Minutes October 3rd, 2015 11:00 AM

Board of Directors

- | | |
|---|---|
| <p>I. Call to Order
 Roll Call
 Introductions
 <input checked="" type="checkbox"/> Adoption of Agenda
 <input checked="" type="checkbox"/> Minutes: Finance Committee Meeting Minutes dated August 22nd, Housing Committee Meeting Minutes dated August 22nd, Regular Meeting Minutes dated August 22nd, and the Executive Committee Meeting Minutes dated September 17th</p> | <p><input checked="" type="checkbox"/> Miguel Mejia
Chair

 <input checked="" type="checkbox"/> Emila Aguilar
Vice Chair

 <input checked="" type="checkbox"/> Doris Unsod
Treasurer</p> |
| <p>II. Public Comments</p> | <p><input checked="" type="checkbox"/> Hector Brambila
Secretary</p> |
| <p>III. Updated CEO Report</p> | <p><input type="checkbox"/> Toni Curtis
Director</p> |
| <p>IV. Committee Reports
 <input checked="" type="checkbox"/> Finance –unaudited June Financial Reports
 Governance & Membership
 Personnel
 <input checked="" type="checkbox"/> Housing
 <input checked="" type="checkbox"/> Program – R House Resolution 15-10-3-01, renaming of Casa Calmecac and Isis House, Borrowing Resolution 15-10-3-02, HCD Resolution 15-10-3-03
 Communications
 Fundraising</p> | <p><input checked="" type="checkbox"/> Luis Sanchez
Director

 <input checked="" type="checkbox"/> Jose Bernardo
Director

 <input type="checkbox"/> Chios Holguin
Director

 <input checked="" type="checkbox"/> Bob Jordan
Director</p> |
| <p>V. Closed Session
 <input checked="" type="checkbox"/> Review CEO and Compensation</p> | <p><input checked="" type="checkbox"/> Sr. Luz Manrique
Director</p> |
| <p>VI. Other Concerns</p> | <p><input checked="" type="checkbox"/> Perfecto Munoz
Director</p> |
| <p>VII. Next Meeting
 November 7th at 10:00 am at Wells Fargo Center for the Arts, The Fireside Room, 50 Mark West Springs Road, Santa Rosa, CA</p> | <p><input type="checkbox"/> Hector Velazquez
Director

 <input checked="" type="checkbox"/> Jorge Maldonado
Director</p> |
| <p>VIII. Closure</p> | <p><input checked="" type="checkbox"/> April Burkey
Director

 <input checked="" type="checkbox"/> Horacio Paras
Director</p> |

Denotes Board action required

I. Call to Order

Chris Paige, Margaret Ingold, Yvonne Rainey, and Margaret Gendreau were staff present from the Santa Rosa Administration and Program Operations Office. Tony Silva, Santino Garcia, and Mary Potts were in attendance from the Sacramento Office and Alejandra Mata and Maria Rosado present from the Lodi WorkNet and Juan Prieto was present from Stockton.

Chris Paige introduced staff and our new Board Member Horacio Paras whom some had not yet met.

Board Chair, Miguel Mejia called the Regular Board Meeting to order at 11:18 AM. The roll was called by Board Coordinator, Margaret Gendreau with 12 members present and 3 absent. A quorum of the Board was established. **(Attachment #1 – Attendance Sheet)**

Adoption of the Agenda: Board Chair, Miguel Mejia, asked if there were any modifications or additions to the agenda. None were given but the agenda was modified to include two Resolutions, 15-10-3-02 & 15-10-3-03.

MOTION #1: Horacio Parás, moved the Board approve the Amended Agenda; seconded by Jose Bernardo. The motion was unanimously carried. (Attachment #2 – Amended Agenda dated October 3rd, 2015)

Board Chair, Miguel Mejia asked if there were any amendments to the minutes. None were given.

MOTION #2: Sr. Luz Manrique, moved the Board approve Finance Committee Meeting Minutes dated August 22nd, Housing Committee Meeting Minutes dated August 22nd, Regular Meeting Minutes dated August 22nd, and the Executive Committee Meeting Minutes dated September 17th seconded by Bob Jordan. The motion was unanimously carried. (Attachment #3 – Finance Committee Meeting Minutes dated August 22nd, Housing Committee Meeting Minutes dated August 22nd, Regular Meeting Minutes dated August 22nd, and the Executive Committee Meeting Minutes dated September 17th)

II. Public Comments

No public comments at this time.

III. Updated CEO Report

Chris began his report by briefly reviewing his CEO Report beginning with the anticipated shutdown which most believe will be avoided with the resignation of John Boehner.

He then spoke about the drought and fire relief and pointed to the Fire Damage Estimates attachment which show significant loss in the Valley Fire in an area suffering pretty heavily already.

Chris went on to share his experience at the recent Farm to Fork event which as the keynote speaker felt more like talking to family.

The CHDC Management Company Board have met twice already and are shaping up to be an active Board. Chris shared the officers that were chosen at the September meeting:

Miguel Mejia – Chair
Horacio Paras – Vice Chair
Chios Holguin – Treasurer
April Burkey – Secretary

This work moves us toward our long term goal of managing Affordable Housing Properties outside the CHD family such as the Filipino Center Plaza where we are meeting today.

The draft Delegation of Authority and CEO Job Description has gone to the Personnel Committee which will be reviewing the document for recommendation to the full Board at our regular scheduled meeting in November.

Chris discussed the R House acquisition and asked the Board to accept the bylaw changed made by the R House Board and to name a new R House Board.

Perfecto indicated an interest in being on this Board. He then asked if they were currently working with Sonoma State graduates as interns in counseling at R House. Bob Jordan asked about if we needed to worry about any past liabilities, especially with any problem with the level 12 designation.

Chris explained the number is held to capacity and that maybe lowering capacity was the way to go in the future. The level designations go away in about a year. Chris does not believe we are at risk of any liability as any issues found from before our involvement would result in corrective action which we are already in process with.

The Board considered the following action:

COPORATE AUTHORIZING RESOLUTION

APPOINTMENT OF R HOUSE BOARD

At a duly constituted meeting of the Board of Directors of California Human Development Corporation, a California nonprofit corporation (the "Corporation"), held on October 3rd, 2015, the following resolution was adopted:

WHEREAS, R House is an existing California nonprofit public benefit corporation that provides residential care facilities in Sonoma County.;

WHEREAS, the Corporation has previously agreed to take control of R House, continue the R House residential care operations, provide for revised R House financing and provide guaranties with respect to such financing;

WHEREAS, in order for the Corporation to take control of R House, the R House Board of Directors amended the Bylaws of R House to provide that the Corporation would appoint the member of the Board of Directors of R House, and the Corporation deems it to be in the best interest of the Corporation to make such appointments and take control of R House;

WHEREAS, the Board of Directors of the Corporation deems it to be in the best interests of the Corporation for the Corporation to undertake all other activities necessary for the Corporation to take control of R House and continue the R House services, including, but not limited to, providing guaranties of R House loans, obtaining any required licensing and approval from the California Department of Social Services, providing administrative and financial assistance to R House, and carrying out all other activities necessary to control and support R House (the "Approved Activities")

NOW, THEREFORE, BE IT RESOLVED: The Corporation approves the following persons as the members of the Board of Directors of R House through 12/31/2015 while an application and selection process undertaken by the CHD Governance and Membership committee appointing the nine new Permanent Board Members:

- Emilia Aguilar
- Hector Velazquez
- Perfecto Munoz
- Hector Brambila
- April Burkey
- Jay Takacs;

FURTHER RESOLVED: That the Corporation authorizes Christopher Paige, the Chief Executive Officer of the Corporation, and the Corporation's staff to undertake the Approved Activities;

FURTHER RESOLVED: That Christopher Paige, the Chief Executive Officer of the Corporation acting alone; or any other Officer of the Corporation, acting alone, is authorized and

directed to execute any documents on behalf of the Corporation necessary or desirable to undertake and consummate the Approved Activities.

FURTHER RESOLVED: That Christopher Paige, the Chief Executive Officer of the Corporation acting alone; or any other Officer of the Corporation, acting alone, is authorized and directed to execute any form of resolution required in order to undertake and consummate the Approved Activities so long as the Chief Executive Officer, in consultation with counsel to the Corporation determines that such resolution incorporates the substance of this resolution, and the Secretary of the Corporation, acting alone, or any other Officer of the Corporation acting alone, is authorized and directed to certify such resolution.

FURTHER RESOLVED: That any actions by any officer or staff previously taken with respect to the R House and the Approved Activities are ratified and confirmed by the Corporation through this resolution.

There was some discussion on how to set up a process to apply and be accepted permanently as an R House member. The resolution was amended to name this Board for an interim time while a permanent selection process is put in place.

MOTION #3: Luis Sanchez, moved the Board approve resolution 15-10-3-01; seconded by Emila Aguilar. The motion was unanimously carried. (Attachment #4 – Resolution 15-10-3-01)

Chris went on to discuss the RFP process going on in the Energy Partners Program. RHA, Lockheed Martin, Build It Green, Nextant and Proteus, Inc. have all thrown their hat in the ring. The new contract award will be effective January 1st.

Chris congratulated all those involved in getting through the design review with Ortiz Plaza for which we received approval. The neighbors did not appeal. We have a resolution for HCD for a authorizing a loan for financing for Ortiz Family Plaza – resolution 15-10-3-03. Their lawyers have asked for a small amendment from the resolution passed by this Board earlier.

We want to ask for acknowledgement for Marian Parsons efforts on behalf of our Housing Development program. We salute and miss Marian.

Marin has shown some interest in a carve out for workforce housing and we are exploring a path forward to this end. Luis asked how much land was needed for a compound like River Ranch – three to five acres would probably be necessary.

Perfecto had a question on the 403 B Retirement Plan audit plan and how many employees are currently participating. Yvonne believes we are around 50 employees signed up for the retirement plan. Chris noted his long term goal of opt-in as opposed to the model we are working with, the opt-out, to bring participation up.

A Finance Committee meeting will take place directly after this meeting to accept the 403 b audit. We will have a special Board Meeting just to consider accept this audit.

MOTION #4: Horacio Parás, moved the Board approve the CEO Update, seconded by Sr. Luz Manrique. The motion was unanimously carried. (Attachment #5 – CEO Update with attachments)

III. Committee Reports

The Committee Reports began with the unaudited June financial position. The current ratio is now 1.16. This is due to the fact that the Ortiz Plaza is a separate entity and the donation from the owner is \$250,000 needed come off our books. Also there is some money on our balance sheet that we have lent to the Ortiz Plaza. We anticipate this being paid back but when this happens will be determined at a later date.

Chris discussed the accumulating interest that CHD owes HCD on Aytch Plaza due to the structure of the California Housing Rehabilitation Program -- CHRP. The regulatory agreement for this program provides for very low rents does not include an operating subsidy. We need to find a program to refinance this property.

Chris also discussed the property CHD owns in Courtland. We continue to try and market this property and negotiate with HCD over the disposition of any net proceeds.

Margaret went over the figures including the housing loss which due to depreciation is not really a loss at all, treatment was reviewed including the large loss at Casa Calmecac. A spirited debate then ensued as to whether or not we should move forward with men's residential treatment. Perfecto wanted to make a determination at the next meeting to finally decide whether or not we go forward with this effort.

Fiscal year 2014/2015 showed excess revenue of over \$110,000 and without the depreciation over \$500,000. Luis asked about Camp Nunez loss and fund raising. In addition he asked about Citizenship/Immigration. Perfecto asked about the percentages of foundation/government/donation buckets and would like that information in the future.

Luis asked about the long discussed credit line. LISC was discussed, the cost of credit, etc. and the fact that interest is not an allowable expense.

Margaret committed to having financial reports for July, August and September at the next meeting.

MOTION #5 Horacio Parás, moved the Board report and file the unaudited June Statement of Financial Position dated June 30 and unaudited June Revenue and Expense Report; seconded by April Burkey. The motion passed with eleven ayes and one nay. (Attachment #6 - unaudited June Statement of Financial Position dated June 30 and unaudited June Revenue and Expense Report)

Doris recommended we write a special letter of appreciation for former employee Marian Parsons, the Board agreed to this without action. Staff will complete and present back to Board.

Luther Burbank Savings

CORPORATE RESOLUTION TO BORROW

SUBJECT PROPERTY: 152 Middle Rincon Road, Santa Rosa, CA

RESOLVED, that this Corporation, California Human Development Corporation (the "Corporation") may provide loan and performance guaranties to Luther Burbank Savings ("Lender"), from time to time, upon such terms as may seem advisable, in the judgment of the officer or officers hereinafter authorized.

RESOLVED FURTHER, that any of the following named officers, Christopher Paige, Chief Executive Officer of the Corporation (officer or officers acting in combination, authorized to act pursuant hereto being hereinafter designated as "authorized officers"), be and they are hereby authorized and empowered, for and on behalf and in the name of the Corporation (1) to execute of loans and performance for the benefit of Lender; and (42) to perform all acts and execute and deliver all instruments which Lender may deem necessary to carry out the purposes of this resolution;

RESOLVED FURTHER, that said authorized officers are hereby authorized and empowered, and that any one of said authorized officers is hereby authorized and empowered to execute such agreements, applications, guarantees, indemnities and other financial undertakings as Lender may require;

RESOLVED FURTHER, that this resolution will continue in full force and effect until Lender shall receive official notice in writing from the Corporation of the revocation thereof by a resolution duly adopted by the Board of Directors of the Corporation, and that the certification of the Secretary of the Corporation as to the signatures of the above named persons shall be binding on the Corporation.

I, Hector Brambila, Secretary of the Board of Directors of the named Corporation, duly organized and existing under the laws of the State of California do hereby certify that the foregoing is a full, true and correct copy of the resolution of the Board of Directors of said Corporation, duly and regularly passed and adopted at a meeting of the Board of Directors of said Corporation which was duly and regularly called and held on October 3rd, 2015, at which meeting a quorum of the Board of Directors of said Corporation was at all times present and acting.

I further certify that said resolution is still in full force and effect and has not been amended or revoked and that the specimen signatures appearing below are the signatures of the officers authorized to sign for the Corporation by virtue of said resolution.

MOTION #6: Luis Sanchez, moved the Board to approve Resolution 15-10-3-02; seconded by Jose Bernardo. The motion was unanimously carried. (Attachment #7 – Resolution 15-10-2-02)

REVISED FINANCING FOR ORTIZ FAMILY PLAZA

At a duly constituted meeting of the Board of Directors of California Human Development Corporation, a California nonprofit public benefit corporation (the "Corporation"), held on October 3rd, 2015, the following resolution was adopted:

WHEREAS, the Corporation is the Sole and Managing Member of CHD Ortiz Plaza LLC, a California limited liability company (the "LLC");

WHEREAS, the Corporation formed the LLC to act as the Managing General Partner of Ortiz Plaza LP, a California limited partnership (the "Partnership") to develop 30 units of affordable rental farmworker family housing (the "Project") on an approximately 1.75 acre site located on property in the Larkfield area of Sonoma County, California, commonly known as 5352 Old Redwood Highway (the "Property");

WHEREAS, the Corporation has previously received an award of \$2,000,000 in Section 516 grant funds from the United States Department of Agriculture—Rural Development ("USDA") and \$1,000,000 in Section 514 Loan funds to assist with funding of the development of the Project;

WHEREAS, the Corporation, the LLC and the Partnership also intend to obtain funding for the Project from additional sources, including but not limited to, a loan from Exchange Bank or another commercial bank, a loan from the California Housing Finance Agency for predevelopment expenses and permanent financing, a loan from Sonoma County, a loan of Federal Home Loan Bank Affordable Housing Program funds, federal and/or state Low Income Housing Tax Credit ("LIHTC") allocations and equity funds, and other funds associated with the Project (the "Project Funding");

WHEREAS, the California USDA office has informed the Corporation that the Section 516 Grant funds cannot be used with LIHTC equity investments while Section 514 loan funds can be used with LIHTC equity investments;

WHEREAS, USDA has published a funding notice for availability of new Section 514 loan funds;

WHEREAS, the Board of Directors of the Corporation, the Corporation as the sole member of the LLC, and the Partnership deem it to be in the best interests of the Corporation, the LLC and the Partnership for the Corporation, the LLC and the Partnership to apply for the available USDA Section 514 loan funds, either in the

amount of \$2,000,000 to replace the Section 516 grant or in the amount of \$3,000,000 to replace both the Section 516 grant and the existing Section 514 loan, as determined by the Chief Executive Officer.

NOW, THEREFORE, BE IT RESOLVED: That the Corporation, the LLC and the Partnership shall apply for the new USDA 514 Loan funds in an amount of up to \$3,000,000 as determined by the Chief Executive Officer, and shall relinquish the current Section 516 Grant and may also relinquish the current Section 514 loan if determined by the Chief Executive Officer to be in the best interests of the Corporation, the LLC and the Partnership.

FURTHER RESOLVED, the Corporation, the LLC and the Partnership shall apply for all other Project Funding as determined to be necessary and appropriate by the Chief Executive Officer.

FURTHER RESOLVED, the Corporation, the LLC and the Partnership shall be authorized to enter into any applications, agreements, documents and other arrangements as deemed by the Chief Executive Officer, with the advice of counsel to the Corporation, to be necessary or appropriate to obtain the Project Funding (the "Project Funding Documents");

FURTHER RESOLVED: Christopher Paige, the Chief Executive Officer of the Corporation, and the Corporation's staff are authorized to negotiate with the funding sources, including but not limited to USDA, regarding terms of the Project Funding;

FURTHER RESOLVED: Christopher Paige, the Chief Executive Officer of the Corporation acting alone; or any other Officer of the Corporation, acting alone, is authorized and directed to execute the Project Funding Documents on behalf of the Corporation, the LLC and the Partnership.

FURTHER RESOLVED: Christopher Paige, the Chief Executive Officer of the Corporation acting alone; or any other Officer of the Corporation, acting alone, is authorized and directed to execute any form of resolution required by the parties providing Project Funding so long as the Chief Executive Officer, in consultation with counsel to the Corporation, the LLC and the Partnership determines that such resolution incorporates the substance of this resolution, and the Secretary of the Corporation, acting alone, or any other Officer of the Corporation acting alone, is authorized and directed to certify such resolution.

FURTHER RESOLVED: any actions by any officer or staff previously taken with respect to the Project, the Project Funding or the Project Funding Documents are ratified and confirmed by the Corporation, the LLC and the Partnership through this resolution.

FURTHER RESOLVED: Christopher Paige, the Chief Executive Officer of the Corporation is authorized to apply for a HCD loan.

MOTION #7: Luis Sanchez, moved the Board approve Resolution 15-10-3-03; seconded by Doris Unsod. The motion was unanimously carried. (Attachment #8 – Resolution 15-10-3-03)

The Board then took up the renaming of the current Isis House for obvious reasons. The Board agreed to hold off on renaming Casa Calmecac until current discussion regarding continuing the program are resolved.

MOTION #8: Perfecto Munoz, moved renaming the Isis House to Banyan House; Seconded by **Doris Unsod**. The motion was unanimously carried. (Attachment #9 – Naming request)

The Board retreated into a short closed session where the CEO Review and the recent comp studies were reviewed. The Board then emerged to make the following motion:

MOTION #9: Jose Bernardo, moved the Board approve compensation for Christopher Paige, based on his performance to a rate increased by 5% to be retro-active to July 1; seconded by **Doris Unsod**. The motion was unanimously carried.

V. Other Concerns

VI. Next Meeting

The next meeting will take place on Saturday, November 7th, in conjunction with the Bi-national Health Event at 10:00 am at the Wells Fargo Center for the Arts, 50 Mark West Drive, Santa Rosa, CA.

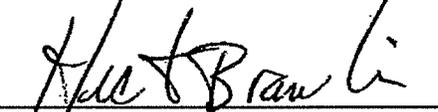
VII. Closure

The meeting closed at 2:40 pm.

Submitted by:


Margaret Gendreau, Board Coordinator

Approved by:


Hector Brambila, Board Secretary