

*'Creating an environment for teen recovery through personal empowerment'*

August 15<sup>th</sup>, 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.

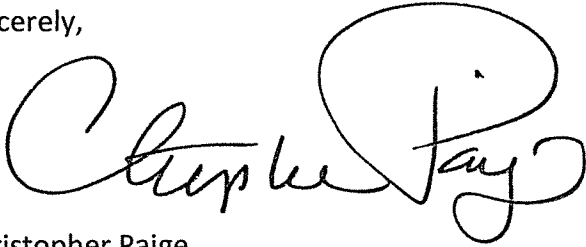
For the request for documentation related to contemporaneous attendance tracking, we are sending the student sign-in sheets that are also used for the request for Student enrollment rosters.

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.



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, appearing to read "Christopher Paige". The signature is fluid and cursive, with a large loop at the end of the last name.

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](http://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-(c) 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**

**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.

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.

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

1                    SECTION D – OPERATION OF THE CHARTER SCHOOL


- 2
- 3                    1.        All directors' meetings relating to the operation of the Charter School shall
- 4                                    be called, held and conducted in accordance with the terms and provisions
- 5                                    of the Ralph M. Brown Act, California Government Code Sections,
- 6                                    54950, *et seq.*, as said chapter may be modified by subsequent legislation.
- 7
- 8                    2.        The Charter School shall comply with the Public records Act, California
- 9                                    Government Code Sections 6250, *et seq.*, as said chapter may be modified
- 10                                    by subsequent legislation.
- 11
- 12                    3.        As the information relates to the Charter School, the directors shall
- 13                                    comply with the Political Reform Act, California Government Code
- 14                                    Sections 87100 *et seq.*, as said chapter may be modified by subsequent
- 15                                    legislation. No employee of R House may be a member of the Board of
- 16                                    Directors.
- 17
- 18                    4.        The Charter School shall comply with all applicable provisions of the
- 19                                    Family Education Rights Privacy Act ("FERP A") as set forth in Title 20
- 20                                    of the United States Code Section 1232g and attendant regulations as they
- 21                                    may be amended from time to time.
- 22

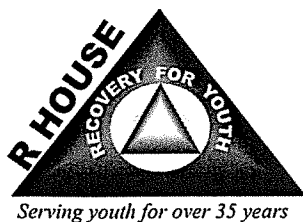
23

24

25        **Approved by:** \_\_\_\_\_

26                    Board Secretary





*'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](mailto:Hector@nexoadvertising.net)

**Munoz, Perfecto – Vice Chair**

P.O. Box 1555  
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Stockton, CA 95201-5309  
Cell: (510) 502-2657  
Work: (510) 643-5205  
Work Fax: (510) 642-7861  
[Perfecto.munoz@berkeley.edu](mailto:Perfecto.munoz@berkeley.edu)

**Aguilar, Emila – Treasurer**

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Home: (707) 578-0592  
Cell: (707) 481-6880  
[Emilaaguilar70@gmail.com](mailto:Emilaaguilar70@gmail.com)

**Jay Takacs - Secretary**

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Work: (707) 577-0364  
Work Fax: (707) 577-0364  
[Jay@15000inc.com](mailto:Jay@15000inc.com)  
[Jay.Takacs@gmail.com](mailto:Jay.Takacs@gmail.com)

### **Directors**

**April Burkey – Director**

801 Modoc Street  
Vallejo, CA 94591-4812  
Home: (707)721-4854  
[aprilburkey@yahoo.com](mailto:aprilburkey@yahoo.com)

**Brambila, Hector – Director**

3974 Klamath Way  
Napa, CA 94558-2205  
Work: (707) 256-7283  
Home: (707) 257-0155  
[hbrambila@napavalley.edu](mailto:hbrambila@napavalley.edu)

**Amber Twitchell - Director**

398 ½ Webster Street  
Petaluma, CA 94952  
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*P.O Box 2587 Santa Rosa CA 95405 ph: (707) 539-2792 Fax: (707)539-2778 [www.rhouseinc.org](http://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](http://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  
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Home: (916) 381-7108  
Work: (916) 326-8634  
Cell: (916) 203-2940  
[mmejia@CalHFA.ca.gov](mailto:mmejia@CalHFA.ca.gov)  
Executive, Housing

#### **Aguilar, Emila – Vice Chair**

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Home: (707) 578-0592  
Cell: (707) 481-6880  
[emilaaguilar70@gmail.com](mailto:emilaaguilar70@gmail.com) Executive,  
Personnel, Fundraising

#### **Luis Sanchez – Director**

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Stockton, CA 95209-1136  
Home: (209) 957-1519  
Mobile (209) 610-0609  
[lhsanchez329@gmail.com](mailto: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](mailto: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](mailto:filipinoplazadu@hotmail.com)  
Executive, Finance, Housing

#### **Brambila, Hector – Secretary**

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Home: (707) 257-0155  
[hbrambila@napavalley.edu](mailto:hbrambila@napavalley.edu)  
Executive, Bylaws & Membership,  
Fundraising

## Directors

#### **Bernardo, Jose – Director**

229 East 8<sup>th</sup> Street  
Stockton, CA 95206-3215  
Home: (209) 944-9516  
Cell: (209) 275-5608  
**Prefers calls instead of e-mail**  
[J\\_bernardo1928@yahoo.com](mailto:J_bernardo1928@yahoo.com)  
Alternate Executive, Housing, Personnel

#### **Holguin, Chios – Director**

2401 Sloan Street  
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Home: (530) 756-1954  
Cell: (530) 220-5299  
[Chios.holguin@gmail.com](mailto: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](mailto:bjordan@sonic.net)

Personnel, Program

*All Documents Electronic*

*Hard Copy at Board Meeting*

**Manrique, Sr. Luciana – Director**

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Sacramento, CA 95828-2618

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[Luzmanrique174@gmail.com](mailto:Luzmanrique174@gmail.com)

Bylaws & Membership, Program, Advocacy

Ad Hoc, Alternate Executive

**Hector Velazquez – Director**

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[Hector@nexoadvertising.net](mailto:Hector@nexoadvertising.net)

Finance Committee, Governance &

Membership, Communications Committee

Chair

**Horacio Parás - Director**

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Yuba City, CA 95993

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~~Work: (530) 742-4474~~

Cell: (530)632-9750

**Munoz, Perfecto – Director**

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Work: (510) 643-5205

Work Fax: (510) 642-7861

[Perfecto.munoz@berkeley.edu](mailto:Perfecto.munoz@berkeley.edu)

Executive, Finance, Personnel

**Jorge Maldonado – Director**

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~~Apartment 33~~

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Home (530)218-7358

[Jorge\\_1965Maldonado@hotmail.com](mailto:Jorge_1965Maldonado@hotmail.com)

[Jorge.Maldonado@CaHumanDevelo](mailto:Jorge.Maldonado@CaHumanDevelo)

[pment.org](mailto:pment.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](mailto:deniseburkey@yahoo.com)

Housing, Program



California  
Human Development

**Regular Board Meeting**

Filipino Center Plaza  
6 West Main Street  
Stockton, California

**Minutes October 3<sup>rd</sup>, 2015 11:00 AM**

**Board of Directors**

**I. Call to Order**

Roll Call

✓ Introductions

✓ Adoption of Agenda

✓ Minutes: Finance Committee Meeting Minutes dated August 22<sup>nd</sup>, Housing Committee Meeting Minutes dated August 22<sup>nd</sup>, Regular Meeting Minutes dated August 22<sup>nd</sup>, and the Executive Committee Meeting Minutes dated September 17<sup>th</sup>

✓ Miguel Mejia  
Chair

✓ Emila Aguilar  
Vice Chair

✓ Doris Unsod  
Treasurer

**II. Public Comments**

✓ Hector Brambila  
Secretary

**III. Updated CEO Report**

0 Toni Curtis  
Director

**IV. Committee Reports**

✓ Finance –unaudited June Financial Reports

Governance & Membership

Personnel

✓ Housing

✓ 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

✓ Luis Sanchez  
Director

✓ Jose Bernardo  
Director

0 Chios Holguin  
Director

✓ Bob Jordan  
Director

**V. Closed Session**

✓ Review CEO and Compensation

✓ Sr. Luz Manrique  
Director

**VI. Other Concerns**

✓ Perfecto Munoz  
Director

**VII. Next Meeting**

November 7<sup>th</sup> at 10:00 am at Wells Fargo Center for the Arts,  
The Fireside Room, 50 Mark West Springs Road, Santa Rosa,  
CA

0 Hector Velazquez  
Director

✓ Jorge Maldonado  
Director

**VIII. Closure**

✓ April Burkey  
Director

✓ Horacio Paras  
Director

✓ 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 3<sup>rd</sup>, 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 22<sup>nd</sup>, Housing Committee Meeting Minutes dated August 22<sup>nd</sup>, Regular Meeting Minutes dated August 22<sup>nd</sup>, and the Executive Committee Meeting Minutes dated September 17<sup>th</sup> seconded by Bob Jordan. The motion was unanimously carried. (Attachment #3 – Finance Committee Meeting Minutes dated August 22<sup>nd</sup>, Housing Committee Meeting Minutes dated August 22<sup>nd</sup>, Regular Meeting Minutes dated August 22<sup>nd</sup>, and the Executive Committee Meeting Minutes dated September 17<sup>th</sup>)**

## **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 1<sup>st</sup>.

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 3<sup>rd</sup>, 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 3<sup>rd</sup>, 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 7<sup>th</sup>, 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