



NOTICE OF BOARD MEETING

Board of Directors

Director Anne Griffith
Director Mark Tortorich
Director Patricia Wells

In accordance with Article IV, Section 4.11, of the Bylaws of the Oakland Affordable Housing Preservation Initiatives, Inc., NOTICE IS HEREBY GIVEN that the **Special Meeting of the Board of Directors** will be held as follows:

RAMP BOARD OF DIRECTORS SPECIAL MEETING

PER BROWN ACT REQUIREMENTS

**Thursday, June 30, 2022, 4:30 p.m. or
Immediately at the conclusion of the OAHPI meeting**

Tele-Conference

NOTE: Pursuant to Assembly Bill No.361 [(Chapter 165, Statutes of 2021) approved by the Governor on September 16, 2021]] a local legislative body is authorized to hold public meetings remotely via teleconferencing without complying with the teleconferencing requirements imposed by the Ralph M. Brown Act when a legislative body of a local agency holds a meeting during proclaimed state emergencies, and make public meetings accessible "via a call-in option or an internet-based service option" to all members of the public seeking to access and attend the meeting, offer public comment, and address the legislative body.

Join Zoom Meeting Online:

<https://oakha-org.zoom.us/j/84756851986?pwd=L3JadnFKbXFINVraY0F3V1dEU0s3QT09>

ID (access code): 847 5685 1986

Meeting Passcode: 839526

Meeting Passcode: 839526#

To participate by Telephone: 1 (699) 219-2599

ID (access code): 847 5685 1986

If you need special assistance to participate in the meeting, please contact RAMP at (510) 874-1510 (English TTY 800-618-4781). Notification at least 48 hours prior to the meeting will enable RAMP Board of Directors to make reasonable accommodations to ensure accessibility.

All public comment on action items will be taken at the public comment portion of the meeting. You may comment via zoom by “raising your hand” or by submitting an e-mail to publiccomments@oakha.org or call using the zoom participant number.

- You may request to make a public comment by “raising your hand” through Zoom’s video conference or phone feature, as described below. Requests will be received only during the designated times in which to receive such requests and only for eligible Agenda items. Public comments will be subject to the appropriate time limit of three (3) minutes.
- To comment by Zoom video conference, click the "Raise Your Hand" button to request to speak when Public Comment is being taken on the eligible Agenda item. You will then be unmuted, during your turn, and allowed to make public comments. After the allotted time of three (3) minutes, you will then be re-muted. Instructions on how to “Raise Your Hand” is available at: <https://support.zoom.us/hc/en-us/articles/205566129> - Raise-Hand-In-Webinar.
- To comment by phone, please call on one of the phone numbers listed below. You will be prompted to “Raise Your Hand” by pressing “*9” to request to speak when Public Comment is being taken on the eligible Agenda Item. You will then be unmuted, during your turn, and allowed to make public comments. After the allotted time of three (3) minutes, you will then be re-muted. Please unmute yourself by pressing *6. Instructions of how to raise your hand by phone are available at: <https://support.zoom.us/hc/en-us/articles/201362663> - Joining-a-meeting-by-phone.




AGENDA

Special Meeting

June 30, 2022, 4:35 p.m. or
Immediately after the OAHPI Meeting

- I. Roll Call
- II. Approval of Minutes
 - A. Approval of Minutes of the Special Board Meeting of May 27, 2022
- III. Recognition of people wishing to address the Board of Directors
- IV. Old or Unfinished Business
- V. Modifications to the Agenda
(Allows for any change in the order of business or the announcement of the postponement or continuation of agenda items.) The Board can only take action on items listed on this agenda unless a finding is made that an emergency exists or a need arose after agenda posting.
- VI. New Business
 - A. Resolution Making Findings Authorizing Continued Remote Teleconference Meetings of the Board of Commissioners Pursuant to Brown Act Provisions, as amended by Assembly Bill Number 361.
 - B. Consideration of a resolution to appoint the President, Vice President, and Chief Financial Officer of RAMP Housing, Inc.
 - C. Consideration of a resolution to appoint new Secretary of RAMP Housing, Inc., Tom Deloye to replace Duane Hopkins.
 - D. Distribution of Annual Conflict of Interest Statements.
- VII. Adjournment

RAMP HOUSING, INC.




Duane Hopkins, Secretary

ITEM: VI.A.

RAMP Housing, Inc.
MEMORANDUM

To: Board of Directors

From: Patricia Wells, Executive Director 

Subject: Discussion and Possible Adoption of Resolution of the Board of Directors of the RAMP Housing, Inc. Ratifying the Proclamation of a State of Emergency by the Governor of the State of California on March 4, 2021, and Making Findings Authorizing Continued Remote Teleconference Meetings of the Board of Directors Pursuant to Brown Act Provisions, as amended by Assembly Bill Number 361

Date: June 30, 2022

Purpose: This action will authorize continued remote teleconference meetings of the Board of Directors pursuant to Brown Act Provisions, as amended by Assembly Bill Number 361.

Funding: No funding is required.

Background

On March 17, 2020, Governor Newsom issued Executive Order N-29-20, which allowed for relaxed provisions of the Ralph M. Brown Act (Brown Act) that allowed legislative bodies to conduct meetings through teleconferencing without having to meet the strict compliance of the Brown Act. All provisions of Executive Order N-29-20 concerning the conduct of public meetings via teleconferencing expired on September 30, 2021.

On March 29, 2022, The Board of Directors adopted Resolution Number 22-001 within the thirty-day period, which made findings to continue remote teleconference meetings pursuant to Brown Act provisions, as amended by AB 361.

On April 29, 2022, The Board of Directors adopted Resolution Number 22-005 within the thirty-day period, which made findings to continue remote teleconference meetings pursuant to Brown Act provisions, as amended by AB 361.

On May 27, 2022, The Board of Directors adopted Resolution Number 22-006 within the thirty-day period, which made findings to continue remote teleconference meetings pursuant to Brown Act provisions, as amended by AB 361.

RAMP Assembly Bill Number 361

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Discussion:

Assembly Bill 361(Chapter 165, Statutes of 2021) (AB 361) was signed into law by the Governor on September 16, 2021, and went into effect immediately. It amends the Brown Act to allow local legislative bodies to continue using teleconferencing and virtual meeting technology after the September 30, 2021 expiration of the current Brown Act exemptions as long as there is a "proclaimed state of emergency" by the Governor. This allowance also depends on state or local officials imposing or recommending measures that promote social distancing or a legislative body finding that meeting in person would present an imminent safety risk to attendees. Though adopted in the context of the pandemic, AB 361 will allow for virtual meetings during other proclaimed emergencies, such as earthquakes or wildfires, where physical attendance may present a risk. AB 361 will sunset on January 1, 2024.

AB 361 requires the following to continue to conduct teleconferenced meetings:

1. Notice of the meeting must still be given in compliance with the Brown Act, and the notice must include the means by which the public may access the meeting and provide public comment remotely.
2. The public must be provided access to the meeting via a call-in option or internet-based service option and allowed to "address the legislative body directly." RAMP Housing, Inc. does not have to provide an in-person option for the public to attend the meeting.
3. The meeting must be conducted "in a manner that protects the statutory and constitutional rights of the parties and the public appearing before the legislative body."
4. If there is a disruption to the meeting broadcast or in the ability to take call-in or internet-based public comment, no further action can be taken on agenda items until the issue is resolved, even if this means stopping the meeting at that point and continuing all remaining items.
5. The Board of Directors cannot require comments to be submitted before the start of the meeting. The public must be allowed to make "real time" public comment.
6. Reasonable time for public comment must be provided. If the Board provides a timed public comment period, the public comment period must be left open until the time expires.
7. All votes must be taken by roll call.
8. The Board of Directors must approve a resolution making findings by majority vote within 30 days of the first teleconferenced meeting under AB 361 and every 30 days thereafter to continue to conduct teleconference meetings under AB 361. The body must find it has reconsidered the circumstances of the state of emergency and either 1) the emergency continues to impact the ability to meet safely in person, or 2) State or local officials continue to impose or recommend social distancing.

In light of AB 361, the continuing COVID-19 State of Emergency declared by the Governor, the continuing Local Emergency declared by the City of Oakland, the

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continuing recommendations by the County of Alameda Health Officer of social distancing as a mechanism for preventing the spread of COVID-19, and the continued threats to health and safety posed by indoor public meetings, staff recommends the Board of Directors adopt the proposed Resolution making the findings required to initially invoke AB 361.

The procedures currently set up for Board of Directors' meetings, which provide public attendance and comment through a call-in or internet-based service option, satisfy the requirements of AB 361. The Executive Director, or designee, will work with the Board to ensure that meeting procedures for all teleconferenced meetings comply with AB 361. Continued reliance will require the Board of Directors to adopt a new resolution making required findings every 30 days.

Recommended Action

It is recommended that the Board of Directors adopt a resolution ratifying the proclamation of a State of Emergency by the Governor of the State of California on March 4, 2021, and making findings authorizing continued remote teleconference meetings of the Board of Directors pursuant to Brown Act provisions, as amended by Assembly Bill Number 361.

Attachment: Assembly Bill 361
Resolution

**THE BOARD OF DIRECTORS OF
RAMP HOUSING, INC.**

On Motion of Director:

Seconded by Director:

And approved by the following vote:

AYES:

NAYS

ABSTAIN:

EXCUSED:

ABSENT:

THE FOLLOWING RESOLUTION WAS ADOPTED:

NUMBER:

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE RAMP HOUSING, INC
RATIFYING THE PROCLAMATION OF A STATE OF EMERGENCY BY THE
GOVERNOR OF THE STATE OF CALIFORNIA ON MARCH 4, 2021, AND MAKING
FINDINGS AUTHORIZING CONTINUED REMOTE TELECONFERENCE MEETINGS
OF THE BOARD OF DIRECTORS PURSUANT TO BROWN ACT PROVISIONS, AS
AMENDED BY ASSEMBLY BILL NO. 361**

WHEREAS, the RAMP Housing, Inc. ("RAMP") is committed to preserving and nurturing public access and participation in meetings of the Board of Directors; and

WHEREAS, all meetings of the RAMP Housing, Inc.'s Board of Directors are open and public, as required by the Ralph M. Brown Act (Cal. Gov. Code 54950 – 54963), so that any member of the public may attend, participate, and watch the RAMP Housing, Inc.'s Board of Directors conduct their business; and

WHEREAS, the Brown Act, Government Code section 54953(e), makes provisions for remote teleconferencing participation in meetings by members of a legislative body, without compliance with the requirements of Government Code section 54953(b)(3), subject to the existence of certain conditions; and

WHEREAS, a required condition is that a state of emergency is declared by the Governor pursuant to Government Code section 8625, proclaiming the existence of conditions of disaster or of extreme peril to the safety of persons and property within the state caused by conditions as described in Government Code section 8558; and

WHEREAS, it is further required that state or local officials have imposed or recommended measures to promote social distancing, or, the legislative body meeting in person would present imminent risks to the health and safety of attendees; and

WHEREAS, such conditions now exist within the jurisdiction of the RAMP Housing, Inc., specifically, on March 17, 2020 the Governor of the State of California proclaimed a State of Emergency to exist in California as a result of the threat of COVID-19, and such declaration has not been lifted or rescinded; and

WHEREAS, as a result of the COVID-19 pandemic the California Department of Health and the Health Officer of the County of Alameda continue to recommend measures to promote social distancing. Additionally, On March 9, 2020, in response to the COVID-19 pandemic, the City Council of the City of Oakland declared a local emergency as set forth in Resolution No. 898075 C.M.S., which remains in full force and effect to date; and

WHEREAS, the Board of Directors does hereby find that the COVID-19 pandemic has caused, and will continue to cause, imminent risk to the health and safety of attendees meeting in person for a Board of Directors meeting, and the COVID-19 pandemic has caused conditions of peril to the safety of persons within the jurisdiction of the RAMP Housing, Inc. that are likely to be beyond the control of services, personnel, equipment, and facilities of the RAMP Housing, Inc., and desires to ratify the proclamation of a state of emergency by the Governor of the State of California and ratify the California Department of Health and the Health Officer of the County of Alameda's recommended measures to promote social distancing; and

WHEREAS, as a consequence of the local emergency and state of emergency the Board of Directors shall conduct their meetings without compliance with paragraph (3) of subdivision (b) of Government Code section 54953, as authorized by subdivision (e) of section 54953, and that the Board of Directors shall comply with the requirements to provide the public with access to the meetings as prescribed in paragraph (2) of subdivision (e) of Government Code section 54953.

**NOW, THEREFORE, BE IT RESOLVED BY
THE BOARD OF DIRECTORS OF RAMP HOUSING, INC.:**

THAT, Section 1. Recitals. The Recitals set forth above are true and correct and are incorporated into this Resolution by this reference; and

THAT, Section 2. Reconsideration. The Board hereby reconsiders the circumstances of the state of emergency; and

THAT, Section 3. Ratification of the California Department of Health and the Health Officer of the County of Alameda's recommended measures to promote social distancing. The Board hereby finds that state and local officials continue to recommend measures to promote social distancing. The Board further hereby ratifies the California Department of Health and the Health Officer of the County of Alameda's recommended measures to

promote social distancing and finds that, as a result of the state of emergency, meeting in person would present imminent risk to the health or safety of attendees; and

THAT, Section 4. Ratification of Governor's Proclamation of a State of Emergency. The Board hereby ratifies the Governor of the State of California's Proclamation of State of Emergency, effective as of its issuance date of March 4, 2020, which declaration has not been lifted or rescinded, and hereby finds that the state of emergency continues to directly impact the ability of the Board of Directors and members of the public to meet safely in person; and

THAT, Section 5. Remote Teleconference Meetings. The RAMP Housing, Inc.'s Executive Director, and designee, and the Board of Directors are hereby authorized and directed to take all actions necessary to carry out the intent and purpose of this Resolution including, continued teleconferencing and conducting open and public meetings in accordance with Government Code section 54953(e) and other applicable provisions of the Brown Act; and

THAT, Section 6. Effective Date of Resolution. This Resolution shall take effect immediately upon its adoption and shall be effective until the earlier of (i) 30 days from the adoption of this Resolution, or, (ii) such time as the Board of Directors adopts a subsequent resolution in accordance with Government Code section 54953(e)(3) to extend the time during which the Board of Directors of RAMP Housing, Inc. may continue to teleconference without compliance with Government Code section 54953(b)(3).

*I hereby certify that the foregoing resolution is a full, true and correct
copy of a resolution passed by the Board of Directors of
RAMP Housing, Inc. on June 30, 2022.*

Duane Hopkins, Secretary

ADOPTED: June 30, 2022

RESOLUTION NO.

Item VI.B**Executive Office
RAMP Housing Inc. MEMORANDUM**

To: Board of Directors

From: Patricia Wells, Executive Director

Subject: Appointment of Officers

Date: June 30, 2022

DS
PW

Purpose: By this resolution the Board of Directors will appoint new officers of the Board for a two (2) year term July 1, 2022 through June 30, 2024.

Funding: This action does not require funding.

Pursuant to the Bylaws of RAMP Housing, Inc., adopted October 9, 2018, Article 5. Officers, Section 1 provides that “The officers of the Corporation shall be a President, a Vice President, an Executive Director, a Secretary and a Chief Financial Officer. The Corporation may also have, at the Board’s discretion, such other officers as may be appointed in accordance with Section 5.2 of these Bylaws.”

Furthermore, as outlined in Article 5 Officers, Section 3 Election, of the Bylaws of RAMP Housing, Inc. (the Corporation), officers shall be chosen annually for a term of two (2) years at the meeting of the Board.

The following roster of officers is being recommended for approval:

Officer	Position	Start Term	End Term
Mark Tortorich	President	July 1, 2022	June 30, 2024
Ann Griffith	Vice President	July 1, 2022	June 30, 2024
Patricia Wells	Executive Director	Ex Officio	Ex Officio
Victor Madamba	Chief Financial Officer	July 1, 2022	June 30, 2024

Recommendation:

It is recommended that the Board of Directors confirm the appointment Officers as recommended for a two-year (2) term, ending June 30, 2024, pursuant to Article 5, Sections 3 of the Bylaws of RAMP Housing, Inc.

Attachment: Resolution

I hereby certify that the foregoing resolution is a full, true and correct copy of a resolution passed by the Board of Directors of RAMP Housing Inc., a California nonprofit public benefit corporation (the "Corporation").

Duane Hopkins, Secretary


ADOPTED: June 30, 2022

RESOLUTION NO:

Item: VI.C

**Executive Office
RAMP Housing, Inc.
MEMORANDUM**

To: Board of Directors

From: Patricia Wells, Executive Director 

Subject: Appointment of a Secretary of RAMP Housing, Inc. to replace Duane Hopkins

Date: June 30, 2022

Purpose: By this resolution the Board of Directors will appoint a new Secretary for RAMP Housing, Inc.

Funding: This action does not require funding from RAMP.

Background:

As outlined in Article 5, Section 1 of the Bylaws of RAMP Housing, Inc. (the Corporation), adopted on October 9, 2018, the officers of the Corporation shall be a President, a Vice President, an Executive Director, a Secretary and a Chief Financial Officer for a two-year term. Article 5 Sections 11.a-c describes the duties of the Secretary as the Board or the Bylaws may prescribe.

Recommended Action:

Duane Hopkins was appointed by the Board of Directors as the Secretary of RAMP Housing, Inc. on June 16, 2021 for the remainder of a two year term ending June 30, 2022. Upon the expiration of his term, it is recommended that the Board of Directors appoint Tom Deloye as secretary for a two (2) year term from July 1, 2022 to June 30, 2024.

Attachment: Resolution

**THE BOARD OF DIRECTORS OF
RAMP HOUSING, INC.**

On Motion of Commissioner:

Seconded by Commissioner:

and approved by the following vote:

AYES:

NAYS:

ABSTAIN:

ABSENT:

EXCUSED:

THE FOLLOWING RESOLUTION WAS ADOPTED:

NUMBER:

**RESOLUTION APPOINTING TOM DELOYE AS SECRETARY OF RAMP HOUSING,
INC. FOR THE FOLLOWING TWO (2) YEAR TERM FROM
JULY 1, 2022 TO JUNE 30, 2024**

WHEREAS, Duane Hopkins was appointed by the Board of Directors as the Secretary of RAMP Housing, Inc. on June 21, 2021 for the remainder of a two (2) year term that expires on June 30, 2022; and

WHEREAS, upon the expiration his term as the current Secretary, the position will be declared vacant; and

WHEREAS, Section 5.3 of the RAMP Housing, Inc. Bylaws states that the officers of the Corporation, including a Secretary, shall be chosen annually for a term of two (2) years at a meeting of the Board and shall serve at the pleasure of the Board.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF
RAMP HOUSING, INC.:**

THAT, Tom Deloye is appointed Secretary for the following two (2) year term from July 1, 2022 to June 30, 2024.

*I certify that the foregoing resolution is a full, true and correct copy
of a resolution passed by the Board of Directors of RAMP Housing, Inc.*

Tom Deloye, Secretary

ADOPTED: June 30, 2022

RESOLUTION NO.

ITEM: VI.D

RAMP Housing, Inc.
MEMORANDUM

To: Board of Directors

From: Patricia Wells, Executive Director

^{DS}


Subject: Distribution of Annual Conflict of Interest Statement

Date: June 30, 2022

RAMP Housing, Inc. (the Corporation) adopted a conflict of interest policy to protect the interests of the Corporation when contemplating actions that might benefit the private interest of an officer or director of the Corporation.

The Corporation is a California nonprofit public benefit corporation and the policy is intended to supplement but not replace any applicable state or federal laws governing conflict of interest applicable to nonprofit and charitable entities.

According to the conflict of interest policy, directors and officers of the Corporation shall annually sign a conflict of interest statement affirming the following:

- a) They have received a copy of the conflict of interest policy; and
- b) they have read and understand the policy; and
- c) they agree to comply with the policy; and
- d) they understand that the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

This memorandum forwards the conflict of interest policy and conflict of interest statements to the directors and officers of the corporation for review and signature.

Attachments: Conflict of Interest Policy
Conflict of Interest Statement

**CONFLICT OF INTEREST POLICY
of
RAMP HOUSING, INC.**

ARTICLE I

PURPOSE

The purpose of the conflict of interest policy is to protect the interests of RAMP Housing, Inc., a California nonprofit public benefit corporation (the "Corporation") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II

DEFINITIONS

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

d. A financial interest does not include salary and reimbursement for expenses or per diem, and social security, disability, or other similar benefit payments received from a state, local, or federal government agency and reimbursement for travel expenses and per diem received from a bona fide nonprofit entity exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III

PROCEDURES

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict of Interest Policy

e. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

f. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV

RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternative to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V

COMPENSATION

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI

ANNUAL STATEMENTS

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII

PERIODIC REVIEWS

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefits or in an excess benefit transaction.

ARTICLE VIII

USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

RAMP Housing, Inc.

Annual Conflict of Interest Statement

I am a member of the RAMP Housing, Inc. governing board and/or an officer with governing board-delegated powers.

I have received a copy of the Corporation's Conflict of Interest Policy (Policy).

I have read and understand the Policy.

I agree to comply with the Policy.

I understand that RAMP Housing, Inc. is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Name

Signature

Date

RAMP Housing, Inc.

Annual Conflict of Interest Statement

I am a member of the RAMP Housing, Inc. governing board and/or an officer with governing board-delegated powers.

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I have read and understand the Policy.

I agree to comply with the Policy.

I understand that RAMP Housing, Inc. is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Name

Signature

Date

RAMP Housing, Inc.

Annual Conflict of Interest Statement

I am a member of the RAMP Housing, Inc. governing board and/or an officer with governing board-delegated powers.

I have received a copy of the Corporation's Conflict of Interest Policy (Policy).

I have read and understand the Policy.

I agree to comply with the Policy.

I understand that RAMP Housing, Inc. is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Name

Signature

Date