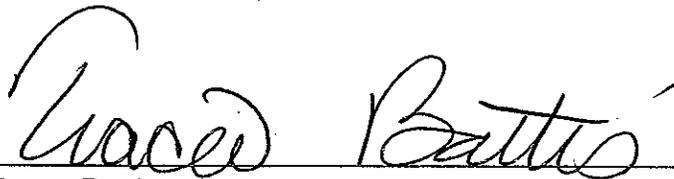


**CERTIFICATE OF SECRETARY
A BETTER CAMDEN CORPORATION**

I, Tracee Battis, hereby certify that I am the Secretary of the A Better Camden Corporation, and as the Secretary, I certify that the attached copy of the proceedings of the Board Meeting of the A Better Camden Corporation is a true and correct copy of the minutes of the September 10, 2008 meeting.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the A Better Camden Corporation this 10th day of September 2008.



Tracee Battis
Secretary, A Better Camden Corporation

FINAL

**MINUTES OF THE
A BETTER CAMDEN CORPORATION**

MEMBERS

- * Charles Richman, Deputy Commissioner, DCA
(representing Joseph Doria, Commissioner, DCA)
- Marge Della Vecchia, President, ABC Corporation, Executive Director, HMFA
- Eileen Hawes, Treasurer of ABC, Chief Financial Officer, HMFA
- Tracee Battis, Secretary of ABC, Chief of Programs, HMFA
- ** Dennis Kille, City Attorney - Camden
(representing Gwendolyn Faison, Mayor of the City of Camden)
- Carrie Turner, Camden Redevelopment Agency

OTHERS

PRESENT:

- Claudia Lovas, Director of Program Development
- Gira Bose, Director, Government Relations
- Harry Stevens, General Services Assistant
- Carilyn Willis, Executive Secretary
- Laura Shea, Deputy Attorney General

*Letter dated September 10, 2008 designating Charles Richman to represent Joseph Doria, DCA

**Letter of March 22, 2001 designating Dennis G. Kille to represent Gwendolyn A. Faison,
Mayor of Camden

SUNSHINE ACT

"The A Better Camden Corporation gave notice of the time, place and date of this meeting by facsimile, regular mail and hand delivery on September 3, 2008 to the Secretary of State of New Jersey, THE STAR LEDGER, THE TIMES, and the COURIER POST, and by posting the notice at the office of the New Jersey Housing and Mortgage Finance Agency in Trenton, New Jersey. Pursuant to the New Jersey Open Public Meetings Act, a resolution must be passed by the ABC Corporation in order to hold a session from which the public is excluded."

1. ACTION ITEMS

ANNUAL MEETING: APPOINTMENT OF OFFICERS – ITEM 1A.

Marge Della Vecchia moved and Eileen Hawes seconded 1. Officer appointments for the A Better Camden Corporation (ABC Corporation) are as follows: Director Government Relations of the New Jersey Housing and Mortgage Finance Agency (HMFA) as Vice President, the Chief Financial Officer of the HMFA as Treasurer and the Chief of Programs of the HMFA as Secretary. Assistant Officer appointments are as follows: the Chief of Program Services of the HMFA and the Director of Finance of the HMFA as Assistant Treasurers and the Chief of Legal and Regulatory Affairs of the HMFA, the Community Development Officer of HMFA and the Legal Affairs Officer of the HMFA as Assistant Secretaries. These appointments are made pursuant to the By-Laws of the ABC Corporation.

Aye-Charles Richman, Marge Della Vecchia, Tracee Battis, Carrie Turner
Nay-None

ANNUAL MEETING: DESIGNATION OF SIGNATORY POWERS – ITEM 1B.

Marge Della Vecchia moved and Eileen Hawes seconded 1. Approval to segregate signatory duties among the newly appointed Officers and Assistant Officers of the A Better Camden Corporation (ABC Corporation), which were identified by title and by name in the previous board action of even date entitled "Appointment of Officers." As the following dictates:

- a. The President, Vice President, Treasurer and Secretary shall have the authority to legally bind the ABC Corporation on documents such as, but not limited to, Contracts, Contracts of Sale, Corporate Deeds, Corporate Affidavits, Corporation Resolutions, and Letters of Intent.
- b. The President, the Treasurer and the Assistant Treasurer(s) shall have signatory authority on the ABC Corporation checking account to disburse necessary payments.
- c. The Community Development Officer shall have the authority only to initially approve via signature all payment vouchers (with necessary documentation attached) that is required in the Finance Division of the Agency to issue a check. The President, the Vice President, the Secretary, and the Assistant Secretary identified in the Request for Action as the Legal Affairs Officer shall have the authority to approve via signature all payment vouchers (with necessary documentation attached) that is required for the Finance Division of the Agency to issue a check.

- d. All officers including the Assistant Secretaries shall each have the authority to attest to all required documents and to have signatory power to execute HUD-1 settlement sheets when transferring properties on behalf of the ABC Corporation.

*Aye-Charles Richman, Marge Della Vecchia, Tracee Battis, Carrie Turner
Nay-None*

Dennis Kille joined in via phone at 3:10 p.m.

ANNUAL MEETING: AUTHORIZATION TO PURCHASE FORECLOSED PROPERTIES
FROM THE TAX LIEN FINANCING CORPORATION – ITEM 1C.

Dennis Kille moved and Marge Della Vecchia seconded 1a. Approval to enter into a Purchase and Sale Agreement with the Tax Lien Financing Corporation (TLFC) for the purchase of certain properties upon foreclosure by the TLFC 1b. Approval to enter into Agreements with seven not-for-profit organizations for the purpose of transferring the properties acquired pursuant to the Purchase and Sale Agreement referenced in Action Item 1a above for housing redevelopment. 1c. Authorization to accept \$1.2 million from the New Jersey Housing and Mortgage Finance Agency for the purchase of the properties referenced in Action Item 1a. above.

Dennis Kille asked if the ABC would be purchasing title insurance upon its acquisition of the properties. Staff responded that title insurance would be purchased for the properties for the period that the ABC Corporation holds the properties prior to selling them to the non-profits. The item was approved with the following amendment to the Purchase and Sale Agreement between ABC (Seller) and the non-profit (Purchaser): The reverter clause in favor of ABC will take effect in the event that the Property is not developed and sold, transferred and/or conveyed or has not received a certificate of occupancy for rental purposes within two (2) years of the date of the non-profit's acquisition of the Property. The ABC Board retains the right to extend that time period, for whatever time the Board deems appropriate, upon receipt of a written request from the non-profit for an extension of that two (2) year time period. The Agreement was originally drafted to provide a three (3) time period.

*Aye-Charles Richman, Marge Della Vecchia, Tracee Battis, Carrie Turner, Dennis Kille
Nay-None*

REPORT ITEMS

ANNUAL MEETING: TREASURER'S REPORT FOR YEAR ENDING DECEMBER 31,
2007 – ITEM 2A.

Marge Della Vecchia moved and Tracee Battis seconded acceptance of the Financial Statements for the A Better Camden Corporation (ABC) for the period ended December 31, 2007 as presented and verified by Eileen hawes, ABC Treasurer.

*Aye-Charles Richman, Marge Della Vecchia, Tracee Battis, Carrie Turner, Dennis Kille
Nay-None*

3. MINUTES

APPROVAL OF MINUTES OF THE ABC CORPORATION MEETING OF SEPTEMBER 10, 2008 IN SUBSTANTIALLY FINAL FORM – ITEM 3A.

Marge Della Vecchia moved and Eileen Hawes seconded approval of the Minutes of the ABC Corporation meeting held September 10, 2008 in substantially final form.

*Aye-Charles Richman, Marge Della Vecchia, Tracee Battis, Carrie Turner, Dennis Kille
Nay-None*

MOTION TO ADJOURN

Marge Della Vecchia moved and Eileen Hawes seconded a motion to adjourn at 3:20 p.m.

*Aye-Charles Richman, Marge Della Vecchia, Tracee Battis, Carrie Turner, Dennis Kille
Nay-None*



State of New Jersey
DEPARTMENT OF COMMUNITY AFFAIRS
101 SOUTH BROAD STREET
PO Box 800
TRENTON NJ 08625-0800

JON S. CORZINE
Governor

JOSEPH V. DORIA, JR.
Commissioner

September 10, 2008

Marge Della Vecchia
Executive Director
NJ Housing and Mortgage Finance Agency
PO Box 18550
Trenton, New Jersey 08625

Dear Executive Director Della Vecchia:

Please accept this letter as formal notification that Deputy Commissioner Charles Richman will represent me at the ABC Meeting on September 10, 2008.

If you have any questions, please do not hesitate to call my office.

Sincerely,

A handwritten signature in black ink, appearing to read "Joe Doria".

Joseph V. Doria, Jr.
Commissioner





OFFICE OF THE MAYOR
CITY OF CAMDEN

NEW JERSEY
City Hall - Fourth Floor
Post Office Box 95120
Camden, New Jersey 08101-5120
(856) 757-7200 OFFICE (856) 963-1841 FAX

GWENDOLYN A. FAISON
MAYOR

BARBARA SMITH
Aide to the Mayor

CYRUS P. SAXON
Liaison to the Mayor

March 22, 2001

*Stephen Brame
Vice President of ABC Corporation
New Jersey Housing and Mortgage Finance Agency
P.O. Box 18550
637 South Clinton Avenue
Trenton, New Jersey 08650-2085*

RE: ABC CORPORATION BOARD MEETING

Dear Mr. Brame:

Please be advised that I hereby designate City Attorney, Dennis G. Kille to attend meetings of the ABC Corporation and act in my stead at those meetings, which I cannot personally attend.

Very truly yours,

Gwendolyn A. Faison
Gwendolyn A. Faison, Mayor
City of Camden.