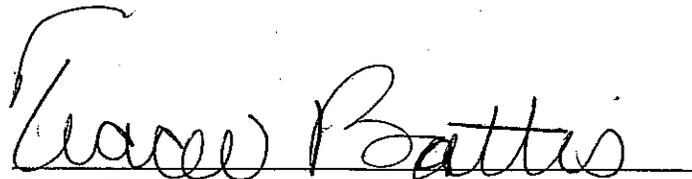


**CERTIFICATE OF SECRETARY
A BETTER CAMDEN CORPORATION**

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 11, 2009 meeting.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the A Better Camden Corporation this 11th day of September 2009.



Tracee Battis
Secretary, A Better Camden Corporation

FINAL

**MINUTES OF THE
A BETTER CAMDEN CORPORATION**

MEMBERS

Charles Richman, Acting 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, Counsel to the Mayor - Camden
(representing Gwendolyn Faison, Mayor of the City of Camden)
Saundra Ross-Johnson, Executive Director, Camden Redevelopment Agency

OTHERS

PRESENT:

Claudia Lovas, Director of Program Development
Bob Huether, Assistant Director of Program Development and Outreach
Gira Bose, Director Government Relations
Nancy Zielinski, Community Development Officer I
Carilyn Willis, Executive Secretary

OTHERS

PRESENT:

Bob Purcell, Deputy Attorney General

* Letter of September 4, 2009 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 August 10, 2009 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.

Dennis Kille moved and Tracee Battis seconded the following Officer appointments for the A Better Camden Corporation (ABC Corporation): 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 were made pursuant to the By-Laws of the ABC Corporation.

*Aye- Charles Richman, Marge Della Vecchia, Eileen Hawes, Tracee Battis, Dennis Kille,
Saundra Ross-Johnson
Nay-None*

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

Marge Della Vecchia moved and Tracee Battis seconded 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 below 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 and/or acquiring properties on behalf of the ABC Corporation.

*Aye- Charles Richman, Marge Della Vecchia, Eileen Hawes, Tracee Battis, Dennis Kille,
Saundra Ross-Johnson*

Nay-None

2. REPORT ITEM

ANNUAL MEETING: TREASURER'S REPORT FOR YEAR ENDING DECEMBER 31, 2008 – ITEM 2A.

Marge Della Vecchia moved and Tracee Battis seconded acceptance of the Financial statements for the A Better Camden Corporation (ABC Corporation) for the year ending December 31, 2008 as presented and verified by ABC Treasurer, Eileen Hawes

*Aye- Charles Richman, Marge Della Vecchia, Eileen Hawes, Tracee Battis, Dennis Kille,
Saundra Ross-Johnson*

Nay-None

3. MINUTES

APPROVAL OF THE MINUTES OF ABC CORPORATION MEETING HELD SEPTEMBER 11, 2009 IN SUBSTANTIALLY FINAL FORM – ITEM 3A.

Dennis Kille moved and March Della Vecchia seconded approval of the minutes of the ABC Corporation meeting held September 11, 2009 in substantially final form.

*Aye- Charles Richman, Marge Della Vecchia, Eileen Hawes, Tracee Battis, Dennis Kille,
Saundra Ross-Johnson*

Nay-None

MOTION TO ADJOURN

Susan Ross Johnson moved and Marge Della Vecchia seconded a motion to adjourn at 3:40 p.m.

*Aye- Charles Richman, Marge Della Vecchia, Eileen Hawes, Tracee Battis, Dennis Kille,
Saundra Ross-Johnson*

Nay-None



OFFICE OF THE MAYOR
CITY OF CAMDEN

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(856) 963-1841 FAX

GWENDOLYN A. FAISON
MAYOR

Luis A. Rodriguez
Aide to the Mayor

CYRUS P. SAXON
Liaison to the Mayor

September 4, 2009

Mrs. Marge DellaVecchia, President
Better Camden Corporation
637 S. Clinton Avenue
Trenton, NJ 08650

Dear Mrs. Della Vecchia,

Please allow this letter to serve as my letter notification that Dennis Kille, Counsel to the Mayor, is my designated representative.

Yours truly,

Gwendolyn A. Faison
Mayor

GAF/bmb