RESOLUTION NO. RES-13-0097

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF LONG BEACH ADOPTING AMENDED AND RESTATED ARTICLES OF INCORPORATION AND BYLAWS OF THE LONG BEACH COMMUNITY INVESTMENT COMPANY

WHEREAS, The Long Beach Housing Development Company (the "Company") was established by the City of Long Beach pursuant to an action of the Long Beach City Council; and

WHEREAS, the City of Long Beach (the "City") is the only member of the Company and has the exclusive authority to amend and restate the organizational documents of the Company; and

WHEREAS, due to recent State and Federal developments funding for redevelopment, neighborhood improvement and affordable housing has been eliminated or significantly reduced; and

WHEREAS, in order to more efficiently administer the remaining affordable housing and neighborhood improvements funds, the Company's powers should be expanded and the Company shall otherwise be re-organized to serve a wider segment of the citizenry of the City;

NOW, THEREFORE, the City Council of the City of Long Beach resolves as follows:

Section 1. The Amended and Restated Articles of Incorporation of the Long Beach Community Investment Company attached hereto as Exhibit "A" are hereby adopted and approved by the City, and all appropriate action shall be taken to file such Amended and Restated Articles with the State of California.

Section 2. The Amended and Restated Bylaws of the Long Beach

OFFICE OF THE CITY ATTORNEY
CHARLES PARKIN, City Attorney
333 West Ocean Boulevard, 11th Floor
Long Beach, CA 90802-4664

Community Investment Company attached hereto as Exhibit "B" are hereby adopted and approved by the City.

Section 3. This resolution shall take effect immediately upon its adoption by the City Council, and the City Clerk shall certify the vote adopting this resolution.

I hereby certify that the foregoing resolution was adopted by the City Council of the City of Long Beach at its meeting of October 22, 2013 by the following vote:

Ayes: Councilmembers: Garcia, Lowenthal, DeLong, O'Donnell, Schipske, Andrews, Johnson, Austin, Neal.

Noes: Councilmembers: None.

Absent: Councilmembers: None.

City Clerk

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CHARLES PARKIN, City Attorney
333 West Ocean Boulevard, 11th Floor
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EXHIBIT "A"

Amended and Restated Articles of Incorporation of the Long Beach Community Investment Company

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

THE LONG BEACH COMMUNITY INVESTMENT COMPANY

I. NAME

This corporation (the "Corporation") was originally incorporated on July 29, 1969, and was formerly known as The Long Beach Housing Development Company. The name of the Corporation is changed to "The Long Beach Community Investment Company".

II. PURPOSE

A. The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. The Corporation is organized exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future tax code, and the word "public" in the previous sentence will only be construed in a manner that is consistent with such section.

B. The specific purposes of the Corporation are:

1. To stimulate the investment of private and public capital in the revitalization of public facilities and commercial properties in the City of Long Beach, California ("City"), and to improve the physical appearance of older neighborhoods in the City and combat community deterioration.

2. To work with other agencies and institutions (including the City) in the City to affect economic and business development, reinvestment and commercial revitalization.

3. To plan, perform and assist in the provision of housing and other projects in the City for the purposes of (a) lessening the burdens of government for the City, (b) meeting the housing needs of low-income persons, and (c) meeting the specialized housing needs of senior citizens and disabled persons, including their physical, health care, and financial security needs.

4. (a) To provide information to the public specifying (i) when and how information will be disseminated concerning the amount of funds made available through the Housing and Community Development Act of 1974 for eligible projects, (ii) when in the initial stage of the planning process public hearings will be held, (iii) when and how citizens will have an opportunity to participate in the development of the application prior to submission, (iv) when and how any technical assistance the Corporation may choose to provide will be made available to assist citizen participants to understand program requirements in the pre-application process, and (v) the nature and timing of citizen participation in the development of any future community development program amendments, including reallocation of funds and designation of new activities and locations; (b) To develop and maintain a process which permits citizens likely to be affected by community development and housing activities, including low and moderate income persons, to articulate needs, express preferences about proposed activities, assist in the selection of priorities and otherwise participate in the development of the application and have individual and other complaints

answered in a timely and responsive manner; (c) To review the City's application for federal community development funds in the broad perspective of overall objectives and making advisory recommendations for further improvement to the City's City Manager and City Council; and (d) To lend support to, and seek support for, desirable programs and projects, particularly in the fields of affordable housing and community and economic development.

III. POWERS

The Corporation shall have the general power:

1. To purchase, construct, develop, deal in, option, take options on, acquire, own, sell, transfer, use, lease, exchange, dispose of, mortgage, pledge and encumber property, and to exercise all rights, powers and privileges of ownership.

2. To enter into agreements or contracts with any individuals, public or corporate entities, including without limitation the City and the Successor Agency to the Redevelopment Agency of the City of Long Beach.

3. To receive contributions, and to incur indebtedness.

4. To guarantee the undertakings on contracts of others.

5. To act as principal, agent or trustee.

6. To encourage citizens to participate in community improvement programs.

7. To exercise all powers and rights authorized by law, including any related or incidental to the foregoing. The Corporation shall never, however, engage in business or activity other than that necessary or convenient for, or incidental to, the carrying out of the specific and primary purpose set forth in Article II.

IV. LIMITATION ON CORPORATE ACTIONS

A. Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future internal revenue law, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future internal revenue law.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) in any political campaign on behalf of (or in opposition to) any candidate for public office.

V. MEMBER

There shall be one (1) member of the Corporation: the City of Long Beach, California. No other person, firm, entity or corporation shall ever be a member of the Corporation.

VI. DEDICATION AND DISSOLUTION

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any private person, firm or corporation during its existence or upon its dissolution, except that the Corporation may be authorized and empowered to pay

reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. All property, profits and net revenue of the Corporation are irrevocably dedicated to charitable purposes; provided, however, that until all indebtedness of the Corporation shall have been paid, the property, profits and net revenues may be used for the purpose of paying or calling for redemption of any bonds, debentures, notes or other evidence of indebtedness. Upon dissolution, liquidation or winding up of the Corporation, or upon abandonment, the assets of the Corporation remaining after payment of or provision for all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes, which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code, and which is a nonprofit fund, foundation or corporation organized and operated for charitable purposes within the meaning of Revenue and Taxation Code section 214 or the corresponding section of any future California tax code.

EXHIBIT "B"

Amended and Restated Bylaws of the Long Beach Community Investment Company

AMENDED AND RESTATED BYLAWS

OF

LONG BEACH COMMUNITY INVESTMENT COMPANY

I. NAME

The name of the corporation is "The Long Beach Community Investment Company" (the "Corporation").

II. OFFICES

The principal office of the Corporation shall be located in the City of Long Beach, California (the "City"). The Board of Directors is granted the power to establish branch or subordinate offices located in the City.

III. ACTION OF MEMBER

Pursuant to the Amended and Restated Articles of Incorporation, the only member of the Corporation is the City. Member action shall be taken by the City Manager of the City (the "City Manager") upon the authorization of the City Council of the City (the "City Council"). All such action shall become effective upon the filing of written notice of the same by the City Clerk of the City (the "City Clerk") with the Secretary of the Corporation.

IV. DIRECTORS

A. Powers. Subject to any limitations contained in the California Non-Profit Public Benefit Corporation Law, the Articles of Incorporation and these Bylaws, the Corporation's activities and affairs shall be managed and all corporate powers shall be exercised by, or under the direction of, the Board of Directors. Without limiting their

general powers, the Directors shall have the following specific powers:

1. To select and remove any Director, agents and contractors of the Corporation and prescribe appropriate duties for them, subject to any limitations contained in these Bylaws.

2. To prescribe and enforce appropriate rules and regulations.

3. To adopt and use a corporate seal and to alter the form of such seal and of the certificate from time to time.

4. To acquire, lease, or dispose of property, to borrow money, to guarantee and assume indebtedness, and to execute and deliver deeds, guarantees, leases, notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, assumptions, or other evidences of debt and security, subject to any limitations contained in these Bylaws.

5. To contract with the City of Long Beach for such personnel and other services as it deems necessary to exercise its powers, duties and functions, as described by appropriate laws, statutes and ordinances as applicable thereto.

B. Number. The authorized number of Directors of the Corporation shall be seven (7) unless changed by amendment of these Bylaws.

C. Term. The Mayor of the City of Long Beach (the "Mayor") shall select the Directors with the consent of the City Council. Four (4) Directors shall, from date of selection, hold office for a two (2) year term, and be eligible for three (3) subsequent two (2) year terms. Three (3) Directors shall, from date of selection, hold office for a three (3) year term, and be eligible for three (3) subsequent two (2) year terms. The Mayor shall decide on the terms of office for the initial seven (7) Directors selected for

office. Directors selected after the initial seven (7) Directors have been selected shall hold office for a term of two (2) years after their selection or until their successors are selected. Directors may not hold office for more than four (4) successive terms. Directors need not be residents of the City in order to be selected or to serve.

D. Vacancies.

1. Events Causing Vacancy. A vacancy or vacancies on the Board of Directors shall exist on the occurrence of the following: (i) the death or resignation of any Director; (ii) the declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has (a) been absent from four (4) meetings of the Board of Directors or four (4) committee meetings per committee in any twelve-month period, (b) failed to perform the duties of a Board member, including participation in committees, (c) been declared of unsound mind by an order of the court, (d) been convicted of a felony or (e) been found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Non-Profit Public Benefit Corporation Law; (iii) the removal of any Director at the sole discretion of the member; or (iv) an increase of the authorized number of Directors. In the event that a Director is absent from a fourth meeting within the same twelve-month period, the matter will be automatically placed upon the agenda of the Board meeting immediately following such fourth absence, and the Board will decide whether to adopt a resolution pursuant to subsection (ii) above.

2. Resignations. Except as provided below, any Director may resign by giving written notice to the President or the Chair of the Board of Directors. The resignation shall be effective when the notice is given unless it specifies a later time for

the resignation to become effective. If a Director's resignation is effective at a later time, a successor may be selected to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no Director may resign if the Corporation would be left without a duly appointed Director or otherwise without a sufficient number of Directors as may be required by law.

3. Filling Vacancies. Vacancies in the Board of Directors shall be filled by the Mayor with the consent of the City Council.

4. Effect of Reduction of Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before the Director's term of office expires.

E. Restriction on Interested Persons as Directors. No persons serving on the Board of Directors may be interested persons. An interested person is (i) any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any mileage or other reimbursement paid to a Director as director in accordance with Section J. of Article V; and (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

F. Compliance with Political Reform Act of 1974. The Directors shall comply with the provisions of the Political Reform Act of 1974, commencing with Section 81000 of the California Government Code.

V. Directors' Meetings

A. Place and Conduct of Meetings. All meetings of the Board of Directors shall be held at 333 West Ocean Boulevard, Long Beach, California, unless otherwise designated by notice (i) posted at 333 West Ocean Boulevard, Long Beach, California, and (ii) mailed to each Director. All meetings of the Board of Directors shall be presided over by the Chair, and in the absence of the Chairperson, by the Vice-Chair, as each is selected in accordance with Section B. of Article VI.

B. Application of Ralph M. Brown Act. The Corporation shall comply with the provisions of the Ralph M. Brown Act, Chapter 9 (commencing with Section 54950) of Part 1, Division 2, Title 5 of the California Government Code, as the same may be amended from time to time (the "Brown Act").

C. Annual Meeting. The annual meeting of the Board of Directors shall be held on the third (3rd) Wednesday of October at 4:00 p.m., or at such time as the Board of Directors may from time to time determine, for the purpose of election of officers, and for the transaction of such other business as may properly come before the meeting. Should such day fall upon a legal holiday, the annual meeting shall be held on the next business day thereafter at the same hour and place.

D. Regular Meetings. Regular meetings of the Board of Directors shall be held without call on the third (3rd) Wednesday of every month at 4:00 p.m. In the event it falls upon a legal holiday, the meeting shall be held at the same time on the next business day. The Board of Directors shall not be required to give notice of such regular meetings to the Directors.

E. Special Meetings. Special Meetings of the Board of Directors for any

purpose may be called at any time by the Chair. In the event the Chair is absent or is unable or refuses to act, the Vice-Chair, or any two Directors, may call a special meeting.

F. Notice of Regular Annual and Special Meetings. Notice of regular, annual and of special meetings shall be given in the manner required by the Brown Act. In addition, written notice of such meetings shall be given to the Mayor and the City Council by filing notice of the meeting with the City Clerk at least twenty-four (24) hours prior to the meeting. The Mayor or any member of the City Council may attend any such meeting and make comments and recommendations and participate in the discussions of the Board of Directors at such meetings.

G. Consent to Actions. Any Director not present at a meeting may, if such Director so desires, file a written consent to actions taken at such meeting with the Secretary of the Corporation.

H. Quorum. A majority of the authorized number of Directors (less any vacancies) shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors subject to the more stringent provisions of the California Non-Profit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board of Directors, and (d) indemnification of Directors. A

meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

I. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

J. Fees and Compensation. Directors shall not receive any compensation, within the meaning of Section 5239 of the California Non-Profit Public Benefit Corporation Law, for their services as Directors; however, the Board of Directors may authorize the payment of mileage or other reimbursement expenses to a Director.

K. Committees.

1. Committees of the Board of Directors. The Board of Directors by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more Directors and no persons who are not Directors, to serve at the pleasure of the Board of Directors. Appointments to committees of the Board of Directors shall be by majority vote of the authorized number of Directors. The Board of Directors may appoint one or More Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board of Directors resolution, shall have all the authority of the Board of Directors except that no committee, regardless of Board of Directors resolution, may: (a) take any final action on any matter that, under the California Non-Profit Public Benefit Corporation Law, also requires approval of the member or approval of a majority of all Directors; (b) fill vacancies on any committee that has the authority of the Board of

Directors; (c) fix compensation of the Directors for serving on the Board of Directors or on any committee; (d) amend or repeal Bylaws or adopt new Bylaws; (e) amend or repeal any resolution to the Board of Directors that by its express terms is not so amendable or repealable; (f) create any other committees of the Board of Directors or appoint the members of committees of the Board of Directors; or (g) approve any contract or transaction to which the Corporation is party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233(b)(3) of the California Non-Profit Public Benefit Corporation Law.

2. Meetings and Actions of Committees. Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other actions of the Board of Directors except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by resolution of the Board of Directors, or if there is none, by resolution of the committee. Minutes of each meeting of any committee shall be kept and filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board of Directors, the committee may adopt such rules.

VI. Officers

A. Officers. The officers of the Corporation shall be a Chair of the Board, a Vice-Chair of the Board, a President, who shall be the Director of Development Services of the City (or alternate City employee as designated by the City Manager); a Vice President, who shall be the designee of the President, a Secretary of the Board,

who shall be a designee of the President, a Chief Financial Officer, who shall be the Director of Financial Management of the City; a Treasurer, who shall be the City Treasurer of the City; and a General Counsel, who shall be the City Attorney of the City. The Corporation may also have such other officers as set forth in Section C. of this Article.

B. Selection of Officers. The officers of the Corporation, except for the Chair of the Board and the Vice-Chair of the Board, and those as may be appointed under Section C of this Article, shall be, as applicable, the person currently holding the position designated in Section A of this Article or the person designated thereunder. The Chair and Vice-Chair of the Board shall be current members of the Board of Directors and shall be elected by the Directors at the first regular or special meeting of the Board of Directors following the adoption of these Bylaws, and thereafter at the Board of Directors' annual meeting. Each officer shall hold office until such officer resigns or is removed, ceases to hold the position designated in Section A of this Article, becomes otherwise disqualified to serve, or such officer's successor is selected.

C. Other Officers. The Board of Directors, with the consent of the member, may appoint such other officers as the business of the Corporation may require. Such officers shall hold office for such period and perform the duties as specified in these Bylaws or as may be determined by the Board of Directors with the consent of the member.

D. Removal, Resignation and Vacancies. The Chair or Vice-Chair may be removed at any time, with or without cause, by the Board of Directors, with the consent

of the member. The Chair or Vice-Chair may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice. A vacancy in any office, by reason of death, resignation, removal, disqualification or any other cause, shall be filled by the Board of Directors.

E. Chair of the Board. The Chair of the Board shall preside at all meetings of the Board of Directors and shall sign all resolutions and approved minutes of Board of Directors' meetings. The Chair of the Board shall have the power to place on the agenda of the Board of Directors' meetings such business as in the Chair of the Board's discretion requires the attention or action of the Board of Directors. In addition, the Chair of the Board shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

F. Vice-Chair of the Board. In the absence or disability of the Chair, the Vice-Chair shall perform the duties of the Chair. When so acting, the Vice-Chair shall have all the powers of, and be subject to all the restrictions upon, the Chair. In the event of the resignation or removal of the Chair, the Vice-Chair shall become the Chair, and, at the discretion of the Board of Directors, the Board of Directors shall elect a new Vice-Chair.

G. Secretary. The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place the Board of Directors may direct, a book of minutes of all meetings, proceedings and actions of the Board of Directors, of committees and of all actions taken by the member. The minutes of meetings shall include the time and place of the meeting, whether the meeting was annual, regular or

special, and if special, how authorized, the notice given, a record of all votes and the names of those present. The Secretary shall deliver a copy of all minutes of meetings of the Board of Directors and committees to the member. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

H. President. The President shall be the chief executive officer of the Corporation and shall supervise, direct and control the Corporation's activities and affairs. The President shall designate the Vice President. At each meeting of the Board of Directors, the President shall submit such recommendations and information as he or she may consider proper concerning the business, affairs and policies of the Corporation. The President shall have the authority to sign all checks, drafts or other orders for payment of money (without limiting the authority of the Treasurer and others as provided in Article IX), notes or other evidences of indebtedness issued in the name of or payable to the Corporation, vouchers, deeds, contracts and other instruments authorized by the Board of Directors or the member. The President shall review all reports, communications, and documents addressed or directed to the Corporation, the Board of Directors or any of the officers of the Corporation. The President shall oversee the preparation and submission of reports and communications as from time to time may be authorized or requested by the Board of Directors or the member. In addition, the President shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

I. Vice President. In the absence or disability of the President, the Vice President shall perform the duties of the President. When so acting, the Vice

President shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

J. Chief Financial Officer. The Corporation shall utilize the services of the Director of Financial Management of the City as its Chief Financial Officer. The Chief Financial Officer shall have the care and custody of all corporate funds and shall deposit the same in the name of the Corporation in such bank or banks as the Chief Financial Officer may select. The Chief Financial Officer shall advise the Corporation on fiscal matters, and pay out and disburse Corporation monies and funds. The Chief Financial Officer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

K. General Counsel. The Corporation shall utilize the services of the City Attorney of the City as its General Counsel. The General Counsel shall advise the Corporation on all legal matters, prepare legal documents as requested by the Corporation, and approve as to form all deeds, contracts, resolutions, and other legal instruments relating to the Corporation's activities. The General Counsel shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

L. Treasurer. The Corporation shall utilize the services of the City Treasurer of the City as its Treasurer. The Treasurer shall countersign by facsimile signature all Corporation checks. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

M. Additional Duties. The officers of the Corporation shall perform such other duties and functions as may from time to time be required by the Board of Directors, the member, the Bylaws, or which are incidental to the office held by such officers.

N. Compliance with Political Reform Act of 1974. The officers of the Corporation shall comply with the provisions of the Political Reform Act of 1974, commencing with Section 81000 of the California Government Code.

O. Audit of Books and Records. If requested by the City Manager of the City, the Books and Records of Account of the Corporation shall be audited by the City Auditor of the City.

VII. Indemnification of Directors and Officers

A. Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in Section 5238(a) of the California Non-Profit Public Benefit Corporation Law, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this Article, shall have the same meaning as in Section 5238(a) of the California Non-Profit Public Benefit Corporation Law.

B. Approval of Indemnity. On written request of the Board of Directors by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the

California Non-Profit Public Benefit Corporation Law, the Board of Directors shall promptly determine under Section 5238(e) of the California Non-Profit Public Benefit Corporation Law whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board of Directors shall authorize indemnification. If the Board of Directors cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to the proceeding, the Board of Directors shall promptly notify the City. The City shall determine under Section 5238(e) of the California Non-Profit Public Benefit Corporation Law whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the City shall authorize indemnification.

C. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under this Article in defending any proceeding covered by this Article shall be advanced by the Corporation before final disposition of the proceeding on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

VIII. Insurance

The Corporation shall, in accordance with the provisions of Section 5239 of the California Non-Profit Public Benefit Corporation Law, obtain, or shall make all

reasonable efforts in good faith to obtain, a liability insurance policy issued to the Corporation, either in the form of a general liability policy or a director's and officer's liability policy, covering damages caused by the negligent act or omission of each Director or executive committee officer, as such term is defined in Section 5239 of the California Non-Profit Public Benefit Corporation Law. Notwithstanding the foregoing, the Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of the officer's, Director's, employee's, or agent's status as such.

IX. Miscellaneous

A. Checks. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Corporation shall be signed or endorsed by the President or the Treasurer, or otherwise in accordance with normal policies and procedures of the member.

B. Records and Reports.

1. Maintenance of Corporate Records. The Corporation shall keep: (a) adequate and correct books and records of account; (b) written minutes of the proceedings of its member, Board of Directors, and committees of the Board of Directors; and (c) a record of the City of Long Beach's address.

2. Member's Inspection of Accounting Records and Minutes. On written demand on the Corporation the member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Board

of Directors, and committees of the Board of Directors at any reasonable time for a purpose reasonably related to the City's interest as the sole member. Any such inspection and copying may be made in person or by the City's agent or attorney. Any right of inspection extends to the records of any subsidiary of the Corporation.

3. Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the City at all reasonable times during office hours.

4. Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

5. Annual Report. The Board of Directors of the Corporation shall cause an annual report to be prepared by the President and delivered to the City and each Director within one hundred twenty (120) days after the end of the Corporation's fiscal year (October 1 through September 30). That report shall contain the following information, in appropriate detail, for the fiscal year: (a) the assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year; (b) the principal changes in assets and liabilities, including trust funds; (c) the revenue and receipts of the Corporation, both unrestricted and restricted to particular purposes; (d) the expense or disbursements of the Corporation for both general and restricted purposes; and (e) any information requested by any provision of these Bylaws, the

member or the City Manager. The annual report shall be accompanied by any report of independent accountants or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records. The requirement of an annual report shall not apply if the Corporation receives less than $25,000 in gross receipts during the fiscal year; provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors and to the City if so requested in writing.

6. Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to the member, the Corporation shall annually prepare and mail or deliver to the City and furnish to each Director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the end of the Corporation's fiscal year:

(a) any transaction (i) in which the Corporation was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than $50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than $50,000. For this purpose, an "interested person" is either (a) any Director or officer of the Corporation; or (b) the member. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) any indemnifications or advances aggregating more than $10,000 paid during the fiscal year to any officer or Director of the Corporation under the provisions of these Bylaws, unless that indemnification has already been approved by the City under Section 5238(e)(2) of the California Non-Profit Public Benefit Corporation Law.

C. Program Approved by Member. The Board of Directors and officers of the Corporation may engage in any and all acts necessary to complete any specific program approved by the member, including the execution of any contracts or the disbursements of any corporate funds, to the extent that such contracts or disbursements are consistent with the approved program.

D. Execution of Contracts. Unless expressly provided for by the Articles of Incorporation or these Bylaws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, to pledge its credit, or to render it liable for any purpose without the express written approval of the Board of Directors.

E. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Non-Profit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person. "Bylaws" means these Amended and Restated Bylaws of the Long Beach Community Investment Company. "California Non-Profit Public Benefit Corporation Law" means

California Corporations Code Section 5110 *et seq.*, as may be amended from time to time, or any successor statutes thereto.

X. Amendments

A. Power of Member. Bylaws may be adopted, amended or repealed by the member.

B. Power of Directors. Bylaws may be adopted, amended or repealed by the Board of Directors only with the express written consent of the member.