

RAMP HOUSING, INC.

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 **ANNUAL Meeting of the Board of Directors** will be held as follows:

RAMP BOARD OF DIRECTORS

ANNUAL MEETING

**Monday, June 21, 2021, 6:00 p.m. or
Immediately at the conclusion of the OAHPI meeting**

Tele-Conference

NOTE: *In accordance with Governor Newsom's issued Executive Order N-29-20, dated March 17, 2020, Suspending Brown Act Requirements for public meetings due to Coronavirus (COVID-19), a local legislative body is authorized to hold public meetings via teleconferencing and make public meetings accessible "telephonically or electronically" to all members of the public seeking to observe and to address the legislative body.*

Join Zoom Meeting Online:

<https://oakha-org.zoom.us/j/92886506540?pwd=cXN0THYxb0ttN25JQzhyVkJPtGkzdz09>

ID (access code): 928 8650 6540

Meeting Passcode: 236379

To participate by Telephone: 1 (699) 900-9128

Meeting ID (access code): 928 8650 6540

Meeting Passcode: 236379#

If you need special assistance to participate in the meeting, please contact OAHPI at (510) 874-1510 (English TTY 800-735-2929 or Spanish TTY 800-855-3000). Notification at least 48 hours prior to the meeting will allow 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 leave a voicemail at: 510-874-1510 before 12:30pm the day of the meeting.

- 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.

RAMP HOUSING, INC.

AGENDA

Annual Meeting

June 21, 2021

6:00 p.m. or

Immediately after OAHPI Meeting

- I. Roll Call
- II. Approval of Minutes
 - A. Approval of Minutes of the Regular Board Meeting of February 9, 2021
- 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. Consideration of a resolution authorizing the Executive Director to execute an amendment to the environmental consulting contract with Rincon Consultants Inc. to increase the contract amount from \$895,547.50 to a maximum contract fee of \$1,093,619.50 for the Oak Groves Senior Housing rehabilitation project.
 - B. Consideration of a resolution authorizing the Executive Director to amend the architectural and engineering services contract with Okamoto-Saijo Architecture to increase the contract amount from \$1,241,105 to a maximum contract fee of \$1,260,105 for the Oak Groves Senior Housing rehabilitation project.
 - C. Consideration of a resolution to appoint a new Secretary of RAMP Housing, Inc., Duane Hopkins, to replace Bridget Galka.
 - D. Distribution of Annual Conflict of Interest Statements
- VII. Adjournment

RAMP HOUSING, INC.

DocuSigned by:

Bridget Galka

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Bridget Galka, Secretary

RAMP HOUSING, INC.

DRAFT

MINUTES OF REGULAR MEETING

BOARD OF DIRECTORS OF THE RAMP HOUSING, INC.

Tuesday, February 9, 2021

Special Meeting

NOTE: *In accordance with Governor Newsom's issued Executive Order N-29-20, dated March 17, 2020, Suspending Brown Act Requirements for public meetings due to Coronavirus (COVID-19), a local legislative body is authorized to hold public meetings via teleconferencing and make public meetings accessible "telephonically or electronically" to all members of the public seeking to observe and to address the legislative body.*

Secretary, Bridget Galka called the meeting to order at 2:23 p.m.

I. Roll Call

Director Tortorich, Director Wells, and Director Griffith joined the meeting via teleconference.

Oakland Housing Authority (OHA) Staff Present (via Zoom, unless otherwise noted): Andrés Manriquez, Victor Madamba, Bridget Galka, Deni Adaniya, Anna Kaydanovskaya, Mark Schiferl, Bruce Brackett, Yamilette Mendoza, Helen Dunlap (Consultant), and Joy Zandona.
Goldfarb & Lipman, LLC: Michelle Brewer (via teleconference)

II. Modifications to the Agenda

There were no modifications to the Agenda.

III. Approval of the Minutes for October 19, 2020

Director Tortorich made the motion to approve the minutes. It was seconded by Director Griffith. This item was approved by consent.

IV. Old or Unfinished Business

V. New Business

- A. Secretary Galka presented the January 20, 2021, status update to the board on the Oak Groves project. The Oak Groves construction project is 50% complete. All but one of the Oak Grove North residents have returned to their units. All Oak Grove South residents have been relocated offsite.

Director Wells interjected that much work and personal attention had gone into assisting the return of the Oak Grove North senior residents back into their new units, as well as the relocation of the Oak Grove South residents by the ORED and Asset Management teams. Director Wells thanked everyone involved on behalf of the Board.

ORED staff are currently exploring the transfer of the environmental regulator for Oak Grove North and South from the Alameda County to the State Water Board or the Department of Toxic Substance Control. This transfer would benefit the project because the State has more data and resources for sites such as Oak Groves North and South, as well as allow our residents to move back into the site with more certainty and quicker during the pandemic. Transfer approval from the permanent lender and investor is currently being requested. Secretary Galka will continue to keep the Board informed on the progress.

Director Wells asked Secretary Galka to share any challenges with the Directors regarding the environmental regulator transfer. Secretary Galka reported that an environmental attorney, Beth Koh, wrote a proposal to the permanent lender and investor requesting them to consider allowing the Oak Groves project to make this transfer. The proposal was reviewed by Goldfarb & Lipman and consultants of ORED provided letters of support for the proposal. The permanent lender and investor have responded with interest and questions. Secretary Galka feels positive that she will hear by the end of the week if Oak Groves will be given permission to transfer to a new regulator. The conditions at the site are safe and it is the hope to avoid the installation of a vapor mitigation system that would cause an additional 80 construction days.

- B. Secretary Galka presented this action item for consideration by the board authorizing the Executive Director to amend the Architectural and Engineering Services contract with Okamoto-Saijo Architecture increasing the contract amount by \$217,000 from \$1,024,105 to \$1,241,105 for the Oak Groves Senior Housing Rehabilitation project. The architect, who has been working on the Oak Grove project since 2016, has been flexible in dealing with the COVID challenges and restraints that have caused increased fees and delays from the beginning of construction.

Director Tortorich made the motion to approve the architectural resolution increasing and amending the contract. The motion was seconded by Director Wells. This item was approved by consent.

- C. Secretary Galka requested from the Board of Directors authorization to make technical amendments to the Articles of Incorporation for RAMP Housing, Inc. The purpose of the amendment is to confirm that RAMP Housing, Inc, is a supporting organization of the Oakland Housing Authority. Secretary Galka informed the Board that this same technical amendment would also be made to the Oakland Housing Authority and OAPHI boards authorizing this technical amendment to the Articles of Incorporation for RAMP.

Michele Brewer of Goldfarb & Lipman addressed the Board to explain the need to adjust the RAMP Articles of Incorporation to show more directly its connection to the Housing Authority. A form will need to be filed with the IRS showing that the Articles state that RAMP is supporting the mission of OHA. There will be no changes to the Bylaws. Director Wells and Michele Brewer assured the Board that this change was merely technical and would not make any substantive changes that would shift any risk or liability.

Director Tortorich made the motion to approve this technical amendment for RAMP Housing, Inc. The motion was seconded by Director Griffith. This item was approved by consent.

VI. Recognition of persons wishing to address the Board

There were no persons wishing to address the RAMP Housing, Inc. Board.

VII. Adjournment

There being no further business to come before the Board, the meeting was moved to adjourn by Director Tortorich and seconded by Director Griffith. The meeting adjourned at 2:37 p.m.

RAMP HOUSING, INC.

Duane Hopkins, Secretary

ITEM: VI.A

**RAMP Housing, Inc.
MEMORANDUM**

To: Board of Directors

From: Patricia Wells, Executive Director

DocuSigned by:
Patricia Wells
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Subject: Consideration of a resolution authorizing the Executive Director to execute an amendment to the environmental consulting contract with Rincon Consultants Inc. for the Oak Grove North and South Project to increase the contract amount from \$895,547.50 to a maximum contract fee of \$1,093,619.50.

Date: June 16, 2021

Purpose: This action will establish a maximum contract fee of \$1,093,619.50 for the environmental consulting contract with Rincon Consultants Inc. for the Oak Grove North and South Project.

Funding: If approved the Executive Director will be authorized to amend the contract with Rincon up to a maximum contract fee of \$1,093,619.50. The costs associated with the environmental consulting contract will be paid out of project sources.

Background:

The Authority facilitated a competitive procurement for environmental consulting services in 2016. Rincon submitted a proposal and is on the Authority's list of qualified environmental consultants.

In September 2018, the Authority contracted with Rincon to complete an Environmental Phase I report for Oak Grove North and South (OGN and OGS). The Phase I indicated that both sites had been gas stations prior to their construction in 1982. In order to evaluate potential impacts that may be associated with the gas stations a Phase II Environmental Site Assessment (Phase II) was required.

OAHPI's amended and restated procurement policy states that OAHPI may negotiate a contract with a vendor who is competitively selected through an Authority procurement process without having to undergo a duplicate competitive selection process and that

Oak Groves North and South Environmental Consulting Contract
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OAHPI board approval is required for procurement actions that result in a contract that exceeds \$100,000.

On April 11, 2019, the OAHPI board of directors passed Resolution 19-002 authorizing the Executive Director to amend the Oak Groves environmental services contract with Rincon Consultants Inc. (Rincon) to an amount in excess of \$100,000. On May 31, 2019 the OAHPI board passed Resolution 19-005 amending Resolution 19-002 to establish a maximum authorization not-to-exceed \$500,000 for environmental consulting services with Rincon for the Oak Groves Project. On October 22, 2019, the OAHPI board passed Resolution 19-009 authorizing the Executive Director to amend the contract with Rincon up to a maximum contract fee of \$1,000,000 without seeking further board approval. On December 20, 2019, as a part of the construction closing, the environmental consulting agreement between OAHPI and Rincon was assigned and assumed by Oak Grove Senior Housing, L.P. (OGSH, LP). RAMP Housing, Inc., through RHI Oak Groves GP, LLC, is the Managing General Partner of OGSH, LP.

On December 20, 2018, OAHPI executed an agreement for \$37,276 with Rincon for the Phase II. The Phase II identified levels of hazardous materials and petroleum products that required referral to an environmental regulatory agency for review and consideration. The Phase I and II reports were provided to the Alameda County Department of Environmental Health (ACDEH). ACDEH determined that environmental conditions at the site justified regulatory oversight and further assessment to address gaps in data and determine corrective actions. ACDEH opened site clean-up cases for both OGN and OGS and OHA executed Voluntary Remedial Action Agreements (VRAA) with ACDEH in March 2019. In order to complete the data gap assessments, define and implement corrective action implementation plans required by ACDEH the agreement with Rincon has been amended eleven times and the total contract fee has increased to \$895,547.50, as follows:

First Amendment, January 14, 2019

\$ 1,337

Additional soil matrix analyses for soil off-haul waste characterization.

Second Amendment, February 26, 2019

\$24,481

Supplemental Phase II environmental assessment completed to confirm initial results.

Third Amendment, March 24, 2019

\$22,000

After confirmation of the initial results, the Project was referred to ACDEH. This amendment covered the cost to complete additional data gap assessment requested by ACDEH.

Fourth Amendment, April 24, 2019

\$45,147

Preparation of Corrective Action Plans (CAPs) (both properties) for public review and comment, Soil and Groundwater Mitigation Plans (both sites), and completion of Indoor Air Surveys (sampling equipment and coordination)

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Fifth Amendment, May 6, 2019

\$192,341

Geophysical Survey to determine whether there are underground storage tanks in the area of the former gas stations (both properties), two Rounds of Sub-Slab Vapor Surveys, Data Gap Assessment (both properties), Preparation of Corrective Action Implementation Plans (CAIPs) including preparation of Vapor Mitigation System (both properties) and Vapor Extraction System (OGS only) design documents, Health & Safety Plan Update, Indoor Air Sampling (oversight and field costs), National Environmental Policy Act (NEPA) Re-evaluation Report

Sixth Amendment, May 9, 2019

\$13,100

Update the Phase I ESA Report per lender requirements, Three Day Rush Sample Costs for Data Gap Assessment (soil and soil vapor samples)

Seventh Amendment, June 10, 2019

\$38,966

Pre-field activities, Potholing for Preliminary Anomaly Assessment at OGN, UST Cleanout, Coordination with County staff, and preparation of findings report

Eighth Amendment, July 25, 2019

\$43,736

Pre-field activities, Drilling and Groundwater Sampling, project management and reporting

Ninth Amendment, August 13, 2019

\$25,175

Pre-field activities, Additional Drilling and Groundwater Sampling as required by ACDEH, project management and reporting

Tenth Amendment, September 11, 2019

\$53,716

Indoor Air Work Plan preparation, Soil Gas Sampling, and Indoor Air Sampling (One Quarter - OGN/OGS)

Eleventh Amendment, January 22, 2020

\$398,250

Install three groundwater monitoring wells (OGS), complete at least one year of groundwater monitoring – 4 quarters (OGS), installation and post-installation testing of a Soil Vapor Extraction System (OGS), construction inspection, testing and reporting for the Vapor Mitigation System and the application of a protective coating on the foundation slab (OGS), up to an additional 3 quarters of temporal sampling for Indoor Air and Sub-slab Vapors and preparation of construction completion reports for the CAIPs and Soil and Groundwater Mitigation Plans for review and approval of ACDEH.

The fees associated with the Eleventh Amendment were an estimate of the cost to complete the work identified in the CAIPs and transition both buildings from corrective action implementation to long-term monitoring.

Additional ACDEH Requirements - Amendment 12:

In December 2020, while obtaining ACDEH clearance to re-occupy OGN, ACDEH required Rincon to complete tasks and prepare submittals not identified in the OGN CAIP.

Oak Groves North and South Environmental Consulting Contract
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Since the tasks were not identified in the CAIP they were not included in Amendment 11. Rincon developed the scope of work and cost estimate for a Twelfth Amendment to complete the new ACDEH requirements and submittals for both OGN and OGS. In addition to an increase in the scope of work, Rincon paid the Bay Area Air Quality District SVE Permit Fee (\$12,263) on behalf of the Project. The cost for the permit is included in the Twelfth Amendment. Rincon's estimate to complete ACDEH required added tasks, submittals and reimbursement for the BAAQMD SVE permit, including a 25% (\$25,836) contingency, is \$198,072. The Twelfth Amendment will increase the total contract fee from \$895,547.50 to \$1,093,619.50.

The OAHPI board passed Resolution 19-009 authorizing the Executive Director to amend the Rincon contract for up to \$1M without further board approval prior to assigning the contract to OGS, LP. RAMP is now managing the Rincon contract on behalf of OGS, LP. Amendment 12 will increase the contract amount in excess of \$1,000,000. Therefore, staff is seeking the approval of the RAMP board to authorize the Executive Director to execute amendments to the Rincon contract up to a maximum contract fee of \$1,093,619.50.

Recommended Action:

Staff recommends that the Board of Directors adopt the attached resolution authorizing the Executive Director to execute amendments to the environmental consulting services contract with Rincon for the Oak Grove North and South Project to increase the contract amount from \$895,547.50 to \$1,093,619.50.

Attachment: Proposed 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:

**AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE AN
AMENDMENT TO THE ENVIRONMENTAL CONSULTING CONTRACT
WITH RINCON CONSULTANTS INC. TO INCREASE THE CONTRACT
AMOUNT FROM \$895,547.50 TO A MAXIMUM CONTRACT FEE OF \$1,093,619.50
FOR THE OAK GROVES REHABILITATION PROJECT**

WHEREAS, Rincon Consultants Inc. (Rincon) submitted a proposal in response to Oakland Housing Authority (the "Authority") procurement RFP 16-019 for environmental consultants; and

WHEREAS, Rincon's proposal scored the highest and the firm was placed on the Authority's list of qualified environmental consultants; and

WHEREAS, the Authority contracted with Rincon to complete an Environmental Phase I report for Oak Grove North and South (OGN and OGS); and

WHEREAS, the results of the Phase I identified environmental conditions that warranted the completion of a Phase II Environmental Site Assessment (Phase II); and

WHEREAS, OAHPI's amended and restated procurement policy states that OAHPI may negotiate a contract with a vendor who has been competitively selected through an Authority procurement process without having to undergo a duplicate competitive selection process and that OAHPI board approval is required for procurement actions that result in a contract that exceeds \$100,000; and

WHEREAS, OAHPI executed an agreement for \$37,276 with Rincon for the Phase II; and

WHEREAS, the Phase II results identified a need to complete further testing and refer the project to Alameda County Department of Environmental Health (ACDEH); and

WHEREAS, on April 11, 2019 the OAHPI board of directors passed resolution 19-002 authorizing the Executive Director to amend the Oak Groves environmental services contract with Rincon in excess of \$100,000; and

WHEREAS, on May 31, 2019 the board passed Resolution 19-005 amending resolution 19-002 to establish a maximum authorization not-to-exceed \$500,000 for as-needed environmental consulting services with Rincon for the Oak Groves North and South Project; and

WHEREAS, on October 22, 2019, the OAHPI board passed Resolution 19-009 authorizing the Executive Director to amend the contract with Rincon up to a maximum contract fee of \$1,000,000 without seeking further board approval; and

WHEREAS, on December 20, 2019, as a part of the construction closing, the environmental consulting agreement between OAHPI and Rincon was assigned and assumed by Oak Grove Senior Housing, L.P. (OGSH, LP); and

WHEREAS, RAMP Housing, Inc., through RHI Oak Groves GP, LLC, is the Managing General Partner of OGSH, LP.

WHEREAS, the agreement with Rincon has been amended eleven times and the total contract fee is currently \$895,547.50; and

WHEREAS, the fees and scope of work included in the Eleventh Amendment represented an estimate of the cost to complete the work identified in the Corrective Action Implementation Plans (CAIPs) and transition both buildings from corrective action implementation to long-term monitoring; and

WHEREAS, in December 2020, while obtaining ACDEH clearance to re-occupy OGN, ACDEH required Rincon to complete tasks and prepare submittals not identified in the CAIP; and

WHEREAS, the additional tasks were not identified in the CAIP and they were not included in the contract; and

WHEREAS, Rincon developed a scope of work and cost estimate for a Twelfth Amendment to complete the new ACDEH requirements and submittals for both OGN and OGS; and

WHEREAS, in addition to an increase in the scope of work, Rincon paid the Bay Area Air Quality District SVE Permit Fee (\$12,263) on behalf of the Project; and

WHEREAS, the cost for the permit is included in the Twelfth Amendment; and

WHEREAS, Rincon's estimate to complete ACDEH required added tasks, submittals and reimbursement for the BAAQMD SVE permit, including a 25% (\$25,836) contingency, is \$198,072; and

WHEREAS, the Twelfth Amendment will increase the total contract fee from \$895,547.50 to \$1,093,619.50.

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

THAT, the Executive Director of RAMP Housing, Inc., shall be authorized to amend the environmental consulting contract with Rincon for Oak Grove North and South and increase the contract amount from \$895,547.50 to a maximum contract fee of \$1,093,619.50; and

THAT, the Executive Director of RAMP Housing, Inc., is hereby authorized to take all actions necessary to implement the foregoing resolution and to execute all documents that she may deem necessary in order to effect the purposes of this 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.

Secretary

ADOPTED:

RESOLUTION NO.

ITEM: VI.B

**RAMP Housing, Inc.
MEMORANDUM**

To: Board of Directors

From: Patricia Wells, Executive Director

DocuSigned by:
Patricia Wells
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Subject: Consideration of a resolution authorizing the Executive Director to amend the architectural and engineering services contract with Okamoto-Saijo Architecture to increase the contract amount from \$1,241,105 to a maximum contract fee of \$1,260,105 for the Oak Groves Senior Housing rehabilitation project

Date: June 16, 2021

Purpose: This action will increase the budget for the Okamoto-Saijo Architecture contract from \$1,241,105 to \$1,260,105.

Funding: The source of funding to cover the increased fee of \$19,000 is the U.S. Bank construction loan. The project is over 68% complete and there is approximately \$4 million in project contingency available.

Background

On July 25, 2016, the Oakland Housing Authority (OHA) Board of Commissioners approved Resolution 4696 authorizing the execution of an architecture & engineering (A&E) services agreement with Okamoto-Saijo Architecture (OSA) for an amount not to exceed \$891,700 to provide A&E services to substantially rehabilitate Oak Grove North and South.

On April 9, 2018, the OHA Board of Commissioners approved Resolution 4801 authorizing the Executive Director to amend the A&E agreement with OSA to increase the contract amount from \$891,700 to \$920,300 to add value engineering work to the scope and also authorizing the Executive Director to further modify the agreement scope and/or increase the contract amount by up to 20%, for a maximum amount of \$1,104,360, if needed.

On March 18, 2019, the Executive Director approved a subsequent amendment to OSA's agreement to increase the scope and budget to revise the site work plan to encapsulate lead contaminated soil. This increased the budget to \$1,024,105 and covered additional anticipated pre-construction work through mid-May 2019.

On December 20, 2019, as a part of the construction closing, the A&E Agreement between OHA and OSA was assigned to Oak Grove Senior Housing, L.P.

On February 9, 2021, the RAMP Board approved Resolution 21-001 authorizing the Executive Director to amend OSA's agreement to increase the contract amount from \$1,024,105 to \$1,241,105. The amendment was needed due to the extended preconstruction period, which was caused by delays associated with characterizing environmental site conditions and obtaining approval for Corrective Action Implementation Plans from Alameda County Department of Environmental Health, COVID-related inefficiencies, and unforeseen building conditions discovered at Oak Grove North during construction.

Unforeseen Building Conditions Discovered at Oak Grove South

As was the case with Oak Grove North, once Oak Grove South was vacated, the architect began conducting on-site surveys of every unit and the exterior, evaluating and documenting substandard conditions, and preparing ASI's for changes to the scope of work. During these surveys, extensive dry rot and termite and beetle infestations were discovered. The investigation is continuing and it is clear that more dry rot and infestations will be found as work progresses.

As a result, the architect and his subcontracted structural engineer need to:

- Review existing plywood sheathing conditions;
- Review and design for damaged structural beams;
- Review and coordinate repairs for damaged wall framing members;
- Review the pest control company report and develop further investigation and repair scope for items listed in the report; and
- Review and design for reconstruction at impacted locations.

The additional work for the architect and structural engineer are proposed as a budget allowance of up to \$19,000 charged on a Time & Materials (T&M) basis and will be split as follows:

Okamoto Saijo Architecture	\$ 15,000
KPW Structural Engineers	\$ 4,000
	<hr/>
	\$ 19,000

Recommended Action

Staff recommends that the Board of Directors adopt the attached resolution authorizing the Executive Director to amend the agreement for architectural and engineering services with Okamoto-Saijo Architecture for the rehabilitation of the Oak Grove senior housing project to increase the contract amount by up to \$19,000 which will increase the total contract fee to \$1,260,105.

Attachment: 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:

**AUTHORIZING THE EXECUTIVE DIRECTOR TO AMEND THE ARCHITECTURAL
AND ENGINEERING SERVICES CONTRACT WITH OKAMOTO-SAIJO
ARCHITECTURE TO INCREASE THE CONTRACT AMOUNT FROM \$1,241,105 TO
A MAXIMUM CONTRACT FEE OF \$1,260,105 FOR THE OAK GROVES SENIOR
HOUSING REHABILITATION PROJECT**

WHEREAS, on July 25, 2016, the Oakland Housing Authority (OHA) Board of Commissioners approved Resolution 4696 authorizing the execution of an architecture & engineering (A&E) services agreement with Okamoto-Saijo Architecture (OSA) for an amount not to exceed \$891,700 to provide A&E services to substantially rehabilitate Oak Groves North and South; and

WHEREAS, on April 9, 2018, the OHA Board of Commissioners approved Resolution 4801 authorizing the Executive Director to amend the A&E Agreement with OSA to increase the contract amount from \$891,700 to \$920,300 to add value engineering work to the scope and also authorizing the Executive Director to further modify the Agreement scope and/or increase the contract amount by up to 20%, for a maximum amount of \$1,104,360, if needed; and

WHEREAS, on March 18, 2019, the Executive Director approved a subsequent amendment to OSA's agreement to increase the scope and budget to revise the site work plan to encapsulate lead contaminated soil which increased the budget to \$1,024,105 and covered additional anticipated pre-construction work through mid-May 2019; and

WHEREAS, on December 20, 2019, at the construction closing, the OSA agreement was assigned to Oak Grove Senior Housing, L.P.; and

WHEREAS, on February 9, 2021, the RAMP Board of Directors approved Resolution 21-001 authorizing the Executive Director to amend OSA's agreement to increase the contract amount from \$1,024,105 to \$1,241,105 for: an extended preconstruction period caused by delays associated with characterizing environmental site conditions and obtaining approval for Corrective Action Implementation Plans from Alameda County Department of Environmental Health; COVID-related inefficiencies; and unforeseen building conditions discovered at Oak Grove North during construction; and

WHEREAS, during the architect's survey of the interior and exterior of Oak Grove South, extensive dry rot and termite and beetle infestation was discovered; and

WHEREAS, as a result of the discovery, the architect and structural engineer will need to: review existing plywood sheathing conditions; review and design for damaged structural beams; review and coordinate repairs for damaged wall framing members; review the pest control company report and develop further investigation and repair scope for items listed in the report; and review and design for reconstruction at impacted locations; and

WHEREAS, the additional work for the architect and structural engineer will be a budget allowance of \$19,000 charged on a Time & Materials (T&M) basis.

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

THAT, the Executive Director of RAMP Housing, Inc., is hereby authorized to amend the architectural and engineering services contract with Okamoto-Saijo Architecture to increase the contract amount from \$1,241,105 to a maximum contract fee of \$1,260,105 for the Oak Groves Senior Housing rehabilitation project; and

THAT, the Executive Director of RAMP Housing, Inc., is hereby authorized to take all actions necessary to implement the foregoing resolution and to execute all documents that she may deem necessary in order to make effect the purposes of this 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. on June 21, 2021.*

Duane Hopkins, Secretary

ADOPTED:

RESOLUTION NO.

Item: IV.C

**RAMP Housing, Inc.
MEMORANDUM**

To: Board of Directors

From: Patricia Wells, Executive Director

DocuSigned by:
Patricia Wells
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Subject: Appointment of Duane Hopkins as Secretary of RAMP Housing, Inc.

Date: June 16, 2021

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

Funding: This action does not require funding.

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:

Bridget Galka was appointed by the Board of Directors as the Secretary of RAMP Housing, Inc. on April 23, 2020 for the remainder of a two (2) year term ending on June 30, 2020 and for the following two (2) year term from July 1, 2020 to June 30, 2022. Due to Ms. Galka's retirement, there is an unexpected vacancy. Section 5.6 states that "the Board shall fill, for the unexpired term, vacancies occurring in the Board offices."

It is, therefore, recommended that the Board of Directors appoint Duane Hopkins as Secretary for the remainder of the term previously held by Bridget Galka ending on June 30, 2022.

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:

THE FOLLOWING RESOLUTION WAS ADOPTED:

NUMBER:

**RESOLUTION APPOINTING DUANE HOPKINS AS SECRETARY OF RAMP
HOUSING, INC. FOR THE REMAINDER OF THE TWO (2) YEAR TERM
PREVIOUSLY HELD BY BRIDGET GALKA ENDING JUNE 30, 2022**

WHEREAS, Bridget Galka was appointed by the Board of Directors as the Secretary of RAMP Housing, Inc. on April 23, 2020 for the remainder of a two (2) year term ending on June 30, 2020 and for the following two (2) year term from July 1, 2020 to June 30, 2022; and

WHEREAS, upon Bridget Galka's retirement the Secretary position will be vacant; and

WHEREAS, Section 5.6 of the RAMP Housing, Inc. Bylaws states that the Board shall fill, for the unexpired term, vacancies occurring in the Board offices.

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

THAT, Duane Hopkins is appointed Secretary for the remainder of the term previously held by Bridget Galka ending on June 30, 2022.

*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.*

Duane Hopkins, Secretary

ADOPTED:

RESOLUTION NO.

ITEM: VI.D

RAMP Housing, Inc.
MEMORANDUM

To: Board of Directors

From: Patricia Wells, Executive Director

DocuSigned by:
Patricia Wells
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Subject: Distribution of Annual Conflict of Interest Statement

Date: June 16, 2021

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

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

**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.