

**River Place East Housing  
Corporation**

**RULES GOVERNING  
NOMINATION AND ELECTION  
PROCEDURES**

**Adopted June 4, 2003**

**RIVER PLACE EAST HOUSING CORPORATION  
NOMINATION AND ELECTION PROCEDURES**

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## RIVER PLACE EAST HOUSING CORPORATION **NOMINATION AND ELECTION PROCEDURES**

**WHEREAS**, pursuant to Article 3.8, of the Bylaws for River Place East Housing Corp., Inc. (hereinafter sometimes referred to as the "Housing Corporation") and the Virginia Stock Corporation Act, the Board of Directors is authorized to establish rules and regulations governing nomination and election procedures for the Housing Corporation; and

**WHEREAS**, the absence of such rules and regulations has resulted in numerous issues and disputes regarding the nomination and election of members of the Board of Directors; and

**WHEREAS**, the Board of Directors has determined that the adoption of rules and regulations governing nominations and elections of the Board of Directors is in the best interest of the Housing Corporation.

**NOW THEREFORE**, in accordance with the Articles of Incorporation, the Bylaws and the Proprietary Leases of River Place East Housing Corp., Inc. and the Virginia Stock Corporation Act, the Board of Directors of River Place East Housing Corp., Inc. hereby adopts the following rules and regulations to govern the nominations and elections of members of the Board of Directors for the River Place East Housing Corporation, Inc.

### TERMS AND DEFINITIONS

The following terms used in this document shall have the meanings defined below:

- a. **Shareholder** - Any person, corporation, trust, or other legal entity, or any combination thereof, which owns shares in River Place East Housing Corporation and has a proprietary lease with River Place East Housing Corporation for a unit in the building.
- b. **Designated Proxy Holder** - Person designated by a Shareholder to serve as his or her Proxy at the Annual Meeting.
- c. **In-Person Ballot** - The Ballot provided to each Shareholder attending the Annual Meeting to be used for the election of the members of the Board of Directors.
- d. **Proxy** - The document that is signed by the Shareholder to designate another person to attend the Annual Meeting in his or her place.
- e. **Instructed Proxy** - A proxy that instructs the Designated Proxy Holder as to the Shareholder's vote for members of the Board of Directors or instructs the Designated Proxy Holder specifically how to vote on any particular issue at the meeting.
- f. **Uninstructed Proxy** - A proxy that entrusts a fellow Shareholder, relative or friend or the current Secretary of the Housing Corporation to vote as he or she deems appropriate on a specific issue. All Uninstructed Proxies naming the Secretary of the Housing Corporation are counted for quorum purposes only.

g. **Proxy/Ballot** - The Proxy document that is distributed to all Shareholders with the Annual Meeting Notice which includes a ballot for the election of members of the Board of Directors to be completed by the Shareholder executing the Proxy.

h. **Shareholder Information Form** – A form which instructs River Place East Housing Corporation as to whether a unit is occupied by a renter, an owner, or if managed by a managing agent delineates the actions which may be performed by the Managing Agent.

i. **Quorum** - The percentage of shares entitled to vote that must be present in person or by Proxy, at a meeting of the Shareholders in order to open the meeting. Such percentage is the amount designated in the Bylaws for the Housing Corporation.

### INTRODUCTION AND SUMMARY

The procedures for the Annual Meeting Election of Directors are outlined in detail in Sections III through VIII below. However, the following is a summary of the procedures applicable to such elections in the chronology they will occur.

a. The first step in the process is the submission of a Call for Nominations by the Board of Directors to the Shareholders seeking candidates for the positions that will be available on the Board of Directors.

b. At approximately the same time as the submission of the Call for Nominations, the Board of Directors may appoint a Nominating Committee to nominate Shareholders as candidates for the Board of Directors.

c. The next step in the process is a review of the candidates nominated either in response to the Call for Nominations or by the Nominating Committee to ensure all required qualifications are met and related documentation provided.

d. The next step in the process is the submission of the Notice of Meeting by the Board of Directors to the Shareholders. Such Notice of Meeting shall include the list of eligible candidates nominated for the Board of Directors and shall also include a Proxy/Ballot that may be used for voting by those Shareholders who are unable to attend the Annual Meeting.

e. Immediately prior to the scheduled time of the Annual Meeting, the Proxies received by the Housing Corporation prior to the meeting registration shall be reviewed and counted for Quorum purposes.

f. Meeting registration shall begin at a designated time immediately prior to the meeting for Shareholders attending in person and those persons holding Proxies for other Shareholders that have not been submitted previously. Those Shareholders checking in at the meeting shall receive an In-Person Ballot for the election of the Board of Directors and may receive an additional ballot for voting on any other issues that may come up during the course of the meeting.

g. Once a Quorum is established, the meeting may be opened.

h. Typically, a representative of the accounting firm for the Housing Corporation or other independent person serves as the inspector of elections, and an introduction of such representative shall be made.

i. At the appropriate point in the meeting agenda, pursuant to Article 2, Section 2.13 of the Bylaws for the Housing Corporation, the presiding officer at the meeting shall appoint vote tellers to assist with the collection and counting of the votes.

j. Elections are then held and the In-Person Ballots are collected.

k. The Board's designated agent along with the vote tellers and the inspector(s) of the election are then tasked with reviewing all of the Proxy/Ballots and In-Person Ballots and calculating the votes to determine the candidates elected to the available positions on the Board of Directors.

### NOMINATIONS

The Nomination of candidates for the Board of Directors may be made in the following ways: 1) in response to the Call for Nominations; and 2) by the Nominating Committee appointed by the Board of Directors.

A. **CALL FOR NOMINATIONS.** In order to provide sufficient time for receipt of nominations and incorporation into a meeting notice, at least forty-five (45) days prior to sending the Notice of Annual Meeting and Election of Directors (therefore, at least fifty-five (55) days prior to the Annual Meeting), the Board of Directors shall send to all of the Shareholders in the Housing Corporation, at the current mailing address provided by the Shareholder, a Call for Nominations.

1. Such Call for Nominations shall provide a nomination form to be completed by those interested in being nominated for the Board of Directors. The nomination form shall include space for a candidate bio or allow an attached resume.

2. Such Call for Nominations shall indicate that a Shareholder may nominate himself/herself.

3. Such Call for Nominations shall also specifically indicate that completed nomination forms must be received by the Housing Corporation prior to submission of the official Notice of Annual Meeting and Election of Directors. As potential candidates may not know the date that the Notice of Annual Meeting and Election of Directors is to be sent, a specific due date shall be provided in the Call for Nominations. Such due date shall be at least ten (10) days prior to the date of the Notice of Meeting so as to provide the Board of Directors with ample opportunity to review the nominations and ensure that the candidates meet the qualifications for serving on the Board of Directors.

4. Such Call for Nominations shall also specifically indicate that any candidates listed on nomination forms that are not received by the specified due date will not appear on the election ballot submitted with the official notice of annual meeting and election of directors.

B. **NOMINATING COMMITTEE.** At or before the December meeting of the Board of Directors, the Board of Directors may appoint a Nominating Committee composed of three (3) Shareholders in good standing, who are not in "default of his or her obligations under Section 3.1(2) of the Bylaws. The members of the Nominating Committee may not be candidates for the Board of Directors and shall serve on the committee until their successors are appointed.

1. This Nominating Committee may submit to the Board a list of Shareholders who are willing to run for the Board of Directors. The Nominating Committee's candidates shall be submitted on the same nominating forms as that provided to the Shareholders with the Call for Nominations.

2. On or before January 1st of each year, the Board shall provide the Nominating Committee with a specific due date for submission of the nominations which shall be prior to the date that official Notice of Annual Meeting and Election of Directors is to be submitted to the shareholders and shall be the same date that nominations in response to the Call for Nominations are due. If the Nominating Committee fails to submit its nominations by the specified due date, the candidates nominated will not appear on the election ballot submitted with the official Notice of Annual Meeting and Election of Directors.

3. The Board of Directors' failure to appoint a Nominating Committee or the Nominating Committee's failure to act as requested shall have no impact on the validity of the election.

C. **NOMINATIONS IN GENERAL.** As ample opportunity for nominations is created by the submission of a Call for Nominations and the appointment of a Nominating Committee, no other methods for nomination will be authorized. Therefore, nominations from the floor and write-in candidates shall not be authorized. As such candidates cannot be considered by those shareholders voting by proxy, only candidates nominated through timely response to the Call for Nomination or by the Nominating Committee shall be valid.

## **7. QUALIFICATION OF CANDIDATES FOR THE BOARD OF DIRECTORS**

A. Pursuant to Article 3, Section 3.1 (2) of the Bylaws for River Place East Housing Corporation, as amended, membership on the Board of Directors shall be restricted to persons who are Shareholders and who are not in default of his or her obligations.

B. A corporation, partnership, trust or other similar entity may be a Shareholder pursuant to Article 1, Section 1.1 and, as such, any such corporation which shall be duly organized, effectively registered, validly existing and in good standing under the laws of the state in which such entity was formed, and qualified to do business in the Commonwealth of Virginia as required by Section 2.7 (c) of the Bylaws may be nominated and serve on the Board of Directors in accordance with the following requirements:

1. As a corporation, partnership, trust or other entity is not a natural person, if it wishes to serve as a member of the Board of Directors, pursuant to the Virginia Stock Corporation Act, it must designate an individual natural person who is an officer or director of the corporation, partnership or other entity as its authorized representative to serve in its capacity as a Board member.

2. Pursuant to Virginia Law, the authorized representative of a corporate or other non-natural person Shareholder must be identified in the nomination by name and specific representative capacity (e.g. John Smith, President, XYZ Corporation). The nomination must indicate the individual's name, his or her title as officer or director of the corporate or other non-natural person Shareholder, and the name of Shareholder entity he or she represents.

3. Also, pursuant to Virginia Law, the authorized representative of a corporate or other non-natural person Shareholder must provide to the Housing Corporation evidence of his or her authorization to represent the Shareholder as a candidate for the Board of Directors. Such evidence may be the relevant provisions of the bylaws or other governing documents of the Shareholder entity and/or a resolution of the Board of Directors or other governing body of Shareholder entity or other similar documentation evidencing authorization. Such evidence of authorization must be provided with the nomination so that it can be reviewed by the Board of Directors and a determination can be made as to whether it meets the requirements of Virginia law, the Bylaws for the Housing Corporation, and these Nominations and Elections Procedures.

4. The Board of Directors shall review the documentation provided as evidence of authorization to serve as a representative of a corporate or other non-natural person Shareholder. If such documentation is determined unsatisfactory, the Board of Directors must provide notice via telephone, fax and/or hand-delivery to the Shareholder within five (5) days of receipt of the nomination and related documentation of authorization.

5. The Shareholder shall have three (3) days from the date of the notice that the documentation of authorization is unsatisfactory to provide satisfactory documentation of authorization as outlined in subparagraph (3) above. If the Shareholder fails to comply with this requirement, its designated representative will not be listed on the ballot, and, thus will not be a candidate for the Board of Directors.

6. Proxy/Ballots submitted with the Notice of Annual Meeting and in-person Ballots distributed at the Annual Meeting shall identify any corporate or other non-natural person candidate by identifying the name of authorized representative specifically stating his or her title as officer or director of the corporate or other non-natural person Shareholder and identifying the Shareholder represented (e.g. John Smith, President, XYZ Corporation).

7. If a non-natural person Shareholder is duly elected as a Board Member and its designated representative is voluntarily or

involuntarily terminated from his/her position as officer or director of such Shareholder while serving on the Board of Directors, the Shareholder shall promptly notify the Board of Directors of such change and the Shareholder will be deemed to have resigned its Board position. Upon notification, the Board of Directors shall appoint a new Board member in accordance with Article 3, Section 3.2 of the Bylaws for River Place East Housing Corporation.

C. **Additional Qualification to Serve on the Board of Directors of River Place East Housing Corporation:** For purposes of this subsection only, notwithstanding the number of shares owned or how they are owned or the number or units for which the Shareholder has proprietary leases, no Shareholder may hold more than one (1) position on the Board of Directors at any one time. Shareholder means a natural person or non-natural , legal entity (for example, but not limited to partnership, corporation, limited liability company). A non - natural , legal entity includes any and all affiliate(s). All affiliates includes , but are not limited to a person , estate, trust, corporation or other legally -created entity that directly or indirectly is owned or controlled by the shareholder (the shareholder has the power to vote direct , or in any way control the affiliate).It also includes an entity that operates or controls the shareholder or the property of the shareholder pursuant to the terms of a lease or other contract. A spouse, significant other, partner, or family member of a Shareholder may not serve on the Board at the same time. This provision is intended to provide the broadest possible participation in the management of the business affairs of the Corporation.

## **V. NOTICE OF MEETING**

A. Pursuant to Article 2, Section 2.3 of the Bylaws for River Place East Housing Corp., the Notice of Annual Meeting and Election of Directors shall be sent by the Secretary of the Housing Corporation (or delegated by the Secretary to the Housing Corporation's management personnel) to all Shareholders, at the address provided by the Shareholders, at least ten (10) but not more than fifty (50) days prior to the meeting. Additionally, such notice must not be sent until timely nominations pursuant to Sections III, A and B above, are received.

B. The Notice of Annual Meeting and Election of Directors shall specify the date, time and place of the meeting and shall specify that election of directors will be held at such meeting.

C. Included with the Notice of Annual Meeting and Election of Directors shall be a Proxy/Ballot form that may be used by those Shareholders who cannot attend the meeting but wish to vote on matters before the meeting. Also included with the Notice of Annual Meeting and Election of Directors shall be an envelope, addressed to River Place East Corporation, Inc. which must be used to return the completed Proxy/Ballot.

Specific requirements as to the Proxy/Ballot and the envelope to be used to return the completed Proxy/Ballot are addressed below in Section VI.

D. The identification of candidates for the Board of Directors contained in the Notice of Annual Meeting and Election of Directors and/or contained in the Proxy/Ballot form included with the Notice shall list such candidates in alphabetical order and may not indicate a preference for any candidate(s). The identification of non-natural person candidates shall comply with the requirements outlined in Section IV. B. 4. above. For purposes of complying with the alphabetical order requirement, the authorized representative's name shall be used.

E. Also included with the Notice of Annual Meeting and Election of Directors shall be the bios or resumes submitted by each of the candidates listed.

F. Proof of the sending of the Notice of Annual Meeting and Election of Directors shall be given by the person sending the Notice or the Secretary of the Housing Corporation and a copy of the Notice shall be presented at the meeting and shall be made a part of the minutes of the meeting.

G. At the discretion of the Board of Directors, additional reminder notices of the Annual Meeting may be sent and/or posted throughout the River Place East building.

## **VI. PROXY/BALLOTS and IN-PERSON BALLOTS**

A. Pursuant to the Bylaws of River Place East Housing Corp., Inc. and the Virginia Stock Corporation Act, Shareholders who are unable to attend the Annual Meeting may vote by written Proxy.

B. Pursuant to the Bylaws of River Place East Housing Corp., Inc. and the Virginia Stock Corporation Act, the following requirements are applicable to all Proxies.

1. In order to be considered valid, the Proxy must be in writing, signed and dated by the Shareholder or by his duly appointed attorney-in-fact and must identify the Shareholder's unit number. Faxed signatures are acceptable.

2. If a proxy is executed by the Shareholder's duly appointed attorney-in-fact, proper documentation of the attorney-in-fact status must also be provided to the Housing Corporation. A written power of attorney or other similar written document executed by the Shareholder specifically appointing an attorney-in-fact with authority to execute a proxy will be deemed sufficient documentation. Pursuant to Article 2, Section 2.12 of the Bylaws for River Place, authorization of an attorney-in-fact to execute a proxy for the Shareholder will only be valid for a period of five (5) years. Thereafter, written renewal will be required. No power of attorney will be recognized by the Corporation unless it shall be dated, and contain the notarized, original signature of the Shareholder granting such

power of attorney and in all other aspects complies with the applicable Laws of the Commonwealth of Virginia.

3. Proxies are only valid and effective for a maximum period of eleven (11) months following issuance, unless otherwise specified in the proxy itself.

4. In order to be valid, the Shareholder or its authorized attorney-in-fact must specifically designate an individual person to serve as his or her Designated Proxy Holder. The Designated Proxy Holder may be another Shareholder, a lessee of the Shareholder, a mortgagee of the Shareholder, a named member of the Board of Directors, a friend, relative or other designated individual person. The Designated Proxy Holder must be designated by name or if a member of the Board of Directors by title. Notwithstanding, instructed proxies, as described below, which are submitted by the Shareholder or his/her/its duly appointed attorney-in-fact directly to the Inspector of Elections or the Secretary may be considered valid even if the proxy holder is not designated. Under such circumstances the Inspector of Elections or the Secretary to whom the instructed proxy was submitted shall be deemed to be the Designated Proxy Holder with regard to those matters for which the vote has been instructed by the Shareholder.

5. A proxy may be instructed or uninstructed. Instructed proxies refers to those proxies in which the Shareholder, or its authorized attorney-in-fact specifically instructs on the proxy how the Shareholder votes as to the election of the members of the Board of Directors or as to any other issue. Uninstructed proxies provide the Designated Proxy Holder with authority to vote for the Shareholder on the election and any other issue.

6. A Proxy may be used to appoint a Designated Proxy Holder for the following:

a) To meet Quorum requirements for the meeting (all uninstructed proxies assigned to the Secretary of the corporation shall only be used for quorum requirements);

b) To submit a vote for members of the Board of Directors. An instructed proxy requires that the Shareholder complete the Proxy/Ballot and specifically designate the candidates for whom he or she is voting. An uninstructed proxy entrusts the Designated Proxy Holder to vote as he or she deems appropriate.

c) To vote on any other matters of business before the meeting other than the election of members of the Board of Directors. The Shareholder may designate on the Proxy/Ballot how such other business matters should be voted, but such designation is not required for the Designated Proxy Holder to vote on these other matters.

7. In order to be valid, the Proxy must be submitted prior to the appointed time of the meeting, to the Secretary, or the Housing Corporation's management personnel if the responsibility for receiving

Proxies is delegated by the Secretary. Such may be submitted prior to the date or time of the meeting or at the meeting registration period, before the meeting is called to order.

8. Except in the event the Inspector of Elections is deemed to be the Designated Proxy Holder as provided in subparagraph 4 above, in order for a Proxy to be valid, the person appointed as the Designated Proxy Holder must register and attend the annual meeting.

9. Any Proxy may be revoked at any time at the pleasure of the Shareholder executing the Proxy so long as actual notice of revocation is given to either the Secretary or the officer presiding over the meeting. If a Proxy is revoked, it shall be eliminated from consideration for all purposes.

10. If any Shareholder executes more than one (1) Proxy, the one (1) containing the latest date will be considered and all prior Proxies will be eliminated from consideration for all purposes. Notwithstanding, if a proxy is submitted by a Shareholder, personally, and a proxy is also submitted on behalf of such Shareholder by his/her/its duly appointed attorney-in-fact, the proxy submitted by the Shareholder, personally, shall be the only proxy considered for such Shareholder, without regard to the which proxy has the latest date.

11. Any Shareholder who does not submit a Proxy and attends the meeting in person shall be given an In-Person Ballot for electing members to the Board of Directors. Such In-Person Ballot shall list all of the candidates nominated for the positions available on the Board of Directors in alphabetical order and shall not in any way indicate a preference for any candidate. The identification of non-natural person candidates shall comply with the requirement outlined in Section IV.C.6. above. For purposes of complying with alphabetical order requirement, the authorized representative's name shall be used. Such In-Person Ballot shall contain the Shareholder's unit number and the name of the Shareholder. An In-Person Ballot may also be used to vote on other matters before the meeting. If a Shareholder submits an In-Person Ballot for a unit and it is determined during the tallying of the vote that such Shareholder also submitted a Proxy/Ballot for such unit, the Proxy/Ballot will be deemed to be revoked and the In-Person Ballot will be considered.

## **VII. VOTING LIST**

A. The officer or agent having charge of the stock transfer books shall make, at least ten (10) days before each meeting of the Shareholders, a complete list, in alphabetical order, of the Shareholders entitled to vote at such meeting or any adjournment thereof, with the personal mailing address of and the number of shares held by each. Each Shareholder shall complete and return to such officer or agent a Shareholder Information Sheet with such information as may be required by the Board of Directors from time to time including, but not limited to, the Shareholder's personal address and, if applicable, Managing Agent. Such list, for a period of ten (10) days prior to

such meeting, shall be kept on file at the registered office of the Housing Corporation or at its principal place of business or at the office of its transfer agent or registrar and shall be subject to inspection by any Shareholder at any time during usual business hours. Such list shall also be produced and subject to inspection by any Shareholder at all times throughout the meeting. The original stock transfer books shall be prima facie evidence as to who are the Shareholders entitled to examine such list or transfer books or to vote at any meeting of the Shareholders.

B. No Shareholder may be excluded from the voting list unless the Housing Corporation has provided written notice to such Shareholder of the reason for the exclusion no less than thirty (30) days from the date of record for the vote. The Housing Corporation must provide an opportunity for the Shareholder to remedy its failure or for the Housing Corporation to correct its records. The Shareholder to have his or her name included on the voting list must remedy the reason for the exclusion no later than 10 days before the record date for the vote.

C. If the requirements of this Section VII have not been substantially complied with, the meeting shall, on the demand of any Shareholder in person or by proxy, be adjourned until the said requirements are complied with. Failure to comply with the requirements of this Section shall not affect the validity of any action taken at such meeting prior to the making of any such demand.

## **MEETING AND ELECTION**

A. Pursuant to Article 2, Section 2.7, at least ten (10) days prior to the meeting, the Board of Directors, by and through the Housing Corporation's management personnel, shall generate a list of Shareholders eligible to vote, in alphabetical order, with the personal address and the number of shares held by each Shareholder. This list shall be used for check-in of both Proxies and attendees at the Annual Meeting. Any Shareholders who have submitted Proxies prior to the date and time of the meeting shall be checked in on the list.

B. At least a one-half (½) hour period prior to the scheduled meeting time shall be set aside for reviewing, ensuring validity pursuant to Section VI above, and checking in of proxies submitted prior to the meeting and for meeting registration. The Notice of Annual Meeting and Election of Directors shall specify the registration period.

C. Any Proxies determined to be invalid, pursuant to the requirements outlined in Section VI above, shall be eliminated from consideration and placed in a separate file identified as invalid Proxies. If there is a question as to whether any Proxy is invalid, such question shall be referred to the Board of Directors in consultation with legal counsel for the Housing Corporation, if present, for final determination.

D. At the Annual Meeting, the Secretary, unless the responsibility is delegated by the Secretary to the Housing Corporation's management personnel, shall register all Shareholders attending the meeting and shall receive and register all Proxies submitted for the meeting. All Shareholders

attending the meeting who have not previously submitted a Proxy shall be provided with an In-Person Ballot for voting at the meeting. Any Shareholder attending the meeting who has previously submitted a Proxy will have the opportunity to revoke his/her Proxy at that time.

E. Once all of the attendees and proxies are checked in, the Board's designated inspector of elections shall calculate the number of shares represented by the attendees and the valid proxies checked in to ensure that there is a proper Quorum to open the meeting.

F. If a Quorum cannot be obtained, the Shareholders who are present, even if they do not represent a Quorum, may adjourn the meeting to a later date not exceeding twenty (20) days as provided for in the Bylaws for River Place East Corporation, Inc. If no Shareholders entitled to vote are present in person or by proxy, an Officer authorized to preside at or act as Secretary of such meeting, may adjourn the meeting to a later date not exceeding twenty (20) days.

G. Once a Quorum is established as defined in the Bylaws for River Place East Corporation, the President or other presiding officer of the Housing Corporation shall call the meeting to order and begin the meeting agenda.

H. At the appropriate point in the agenda, the President or presiding officer, shall appoint vote tellers to assist the inspector(s) of the election. There shall be no more than three (3) vote tellers appointed. Such vote tellers shall be responsible for determining the validity of Proxy/Ballots and In-Person Ballots and shall be responsible for overseeing and reviewing the counting and calculation of the votes. The candidates for election shall not be eligible to serve as vote tellers.

I. Once the vote tellers are appointed and accept such positions, the election of the members of the Board of Directors shall be held. The President or presiding officer at the meeting may introduce each of the candidates in alphabetical order (authorized representatives of non-natural person Shareholder candidates shall be placed in the order based upon the name of the authorized representative). The Shareholders attending the meeting can then complete their In-Person Ballots. Once the In-Person Ballots are complete, the vote tellers shall collect the In-Person Ballots.

J. Any ballot that selects more candidates than positions available shall be considered invalid as the voter's intent cannot be determined and no vote shall be counted. When a voter's intent on one (1) part of the ballot is not clear, no vote shall be counted for that part, however, it may be counted for any other part of the ballot if the intent of the voter is clear.

K. Once all In-Person Ballots are collected, the Board's designated inspector(s) of elections along with the vote tellers shall retire to another location for the purpose of determining the validity of the Proxy/Ballots and In-Person Ballots and calculating the votes. Any Proxy/Ballots or In-Person Ballots determined to be invalid shall be eliminated from the calculation of votes. If questions arise as to the validity of a particular Proxy/Ballot or In-Person Ballot, they shall be referred to the Board of Directors in consultation with legal counsel for the Housing Corporation, if present, for final determination only if the determination will impact the outcome of the

election. If such questions will not impact the outcome of the election, no ruling on validity is necessary.

L. Upon completion of the calculation, a written report of election results shall be prepared and signed by the inspector(s) of the election. Such report shall indicate the final results of the election.

M. At the conclusion of the meeting, all of the election records, including Proxies used merely for Quorum purposes, Proxy/Ballots, In-Person Ballots, all invalid Proxy/Ballots and In-Person Ballots, the Shareholder checklist, the report of the final election results and any other records shall be maintained by the Accounting Firm or Inspector's Firm. For the purposes of the Housing Corporation's records, a final written report of the inspector(s) of the election shall be submitted to the Board of Directors within one (1) week of the meeting. Such report shall state the election results. Additionally, if any Proxy/Ballot or In-Person Ballot, or any part thereof, was determined to be invalid, the reasons therefor shall be noted in the report. Finally, if the Board of Directors made a final determination of the validity of any Proxy/Ballot or In-Person Ballot, such information and the final determination shall be reflected in the report.

N. The records of the meeting and the election shall be maintained among the Housing Corporation's records.

Unless otherwise defined in this Amendment, the capitalized terms herein shall have the meaning set forth in the Bylaws.