LIST OF ENCLOSURES

I. Consent Agenda Items
   1. Board of Directors minutes (06/05/19)
   2. Committee minutes
      a. Executive Committee minutes (05/14/19)
      b. Executive Committee minutes (06/11/19)
      c. Finance Committee minutes (04/24/19)
      d. Finance Committee minutes (05/29/19)
      e. Governance Sub-committee minutes (05/21/19)
      f. Governance Sub-committee minutes (06/18/19)
      g. Marketing & Development Committee minutes (04/30/19)
      h. Marketing & Development Committee minutes (05/28/19)
      i. RED & Asset Management Committee minutes (05/13/19)
      j. Resident Engagement Committee minutes (05/14/19)
      k. Resident Engagement Committee minutes (06/18/19)

II. Other Meeting Materials
   1. 2019-2022 Strategic Plan
   2. Corporate Subsidiary Board Memo and Resolutions
   3. Resolutions
      a. Ferguson
      b. Plaza Franklin
      c. Plaza Grandville
   4. Our Westside Story Donor Registration Form & Outreach List
   5. Volunteer Appreciation Event Information
   6. Capital Campaign Summary
   7. Year-to-Date Donation Charts & Graphs
   8. Year-to-Date Donor List
   9. Board Recruitment & Retention Plan with Appendices (Draft)

III. Supplemental Materials
   1. MLive Article: Bike & Build
   2. Board Information List (Updated)
   3. Capital Campaign Information
   4. Unapproved Committee Minutes
      a. Executive Committee minutes (07/09/19)
      b. Finance Committee minutes (06/26/19)
      c. Marketing & Development Committee minutes (06/25/19)
      d. RED & Asset Management Committee minutes (06/10/19)
      e. Resident Engagement Committee minutes (07/16/19)
AGENDA

I. 7:30 Welcome & Mission Moment

II. 7:35 Election of New Board Members (Action Required)
   1. Sadie Erickson
   2. Gil Segovia

III. 7:40 Approval of Consent Agenda (Action Required)

   Enclosures:
   1. Board of Directors minutes (06/05/19)
   2. Committee minutes:
      a. Executive Committee minutes (05/14/19)
      b. Executive Committee minutes (06/11/19)
      c. Finance Committee minutes (04/24/19)
      d. Finance Committee minutes (05/29/19)
      e. Governance Sub-committee minutes (05/21/19)
      f. Governance Sub-committee minutes (06/18/19)
      g. Marketing & Development Committee minutes (04/30/19)
      h. Marketing & Development Committee minutes (05/28/19)
      i. RED & Asset Management Committee minutes (05/13/19)
      j. Resident Engagement Committee minutes (05/14/19)
      k. Resident Engagement Committee minutes (06/18/19)

IV. 7:45 2019-2022 Strategic Plan – Steve Crandall (Action Required)

V. 8:15 Ratification of Actions on Behalf of Related Entities (Action Required)

VI. 8:20 Resolutions (Action Required)
   1. Ferguson
   2. Plaza Franklin
   3. Plaza Grandville

VII. 8:25 Marketing/Fundraising/Special Event Updates
     1. Our Westside Story Fundraising Event (Sept 25) – Latrishia Sosebee
     2. Volunteer Appreciation Event (August 8) – Amy Henderson
     3. Capital Campaign – Denny Sturtevant
     4. YTD Donor List and Breakdown Charts – Zoe Post

VIII. 8:35 Board Recruitment & Retention Plan Review

IX.  8:45 Diversity, Equity & Inclusion Plan Draft Review (to be distributed) – Justin Rhodes

X.  8:55 Announcements

XI. 9:00 Adjournment
Enclosures:
1. 2019-2022 Strategic Plan
2. Corporate Subsidiary Board Memo and Resolutions
3. Resolutions
   a. Ferguson
   b. Plaza Franklin
   c. Plaza Grandville
4. Our Westside Story Donor Registration Form & Outreach List
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MEMBERS PRESENT
Annamarie Buller, David Byers, Juan Daniel Castro, Francine Gaston, Kyle Irwin, Rich Kogelschatz, Rick Stevens, Marvin Thomas, Larry Titley, Pete VanderVeen, Tommie Wallace, Renee Williams (via phone)

MEMBERS ABSENT
Thomas Carpenter, Mike McDaniels, LaTarro Traylor

STAFF AND GUESTS PRESENT
Chris Bennett, Kim Cross, Jessica Johnson, Rebecca Long, Karen Monroe, Liz Mui, Laurie Mullennix, Scott Page, Zoe Post, Steve Recker, Justin Rhodes, Jenn Schaub, Latrisha Sosebee, Dennis Sturtevant, Grace Thuo, Brandon Watson, Stephen Wooden

Andre Butler, NeighborWorks
Carol Hubbard, Justin Hawkes, and Jordan VanderWall, Beene Garter

The meeting was convened at 7:30 AM by Annamarie Buller.

MISSION MOMENT
All meeting attendees viewed the new Dwelling Place corporate video.

NEIGHBORWORKS UPDATE
Mr. Butler announced an opportunity for Dwelling Place to meet with the Low Income Housing Institute (LIHI), a NeighborWorks member, to share best practices. He also described two grant applications currently underway: the competitive Strategic Investment Fund ($50,000) and the smaller Supplemental Funding grant ($25,000), for CLT consulting and strategic planning, respectively. Lastly, he outlined future NeighborWorks initiatives in health care and housing and disaster relief.

APPROVAL OF CONSENT AGENDA
The consent agenda for the June 5, 2019 meeting contained the following items:

1. Board of Directors minutes (04/03/19)
2. Committee minutes:
   a. Executive Committee minutes (03/12/19)
   b. Executive Committee minutes (04/09/19)
   c. Finance Committee minutes (03/27/19)
   d. Governance Sub-committee minutes (03/11/19)
   e. Governance Sub-committee minutes (04/16/19)
   f. Marketing & Development Committee minutes (02/26/19)
   g. RED & Asset Management Committee minutes (03/11/19)
   h. RED & Asset Management Committee minutes (04/08/19)
3. Governance Sub-Committee Documents:
   a. Board Orientation Plan
   b. Governance Policies
   c. Board of Directors Job Description
   d. Board Application & Conflict of Interest

Consent agenda for the Board of Directors meeting was approved by motion of Pete VanderVeen, supported by Francine Gaston, and carried unanimously.

HONORING RETIRING BOARD MEMBERS
Ms. Buller thanked Mr. VanderVeen for his years of service on the Board and his particular expertise on the Real Estate Development Committee and mentorship of Scott Page, Director of Facilities and Maintenance. Mike McDaniels and LaTarro Traylor have also retired after many years of faithful Board service.
The renewal of an additional three-year Board term for Francine Gaston, Juan Daniel Castro, Marvin Thomas, and Renee Williams was approved by motion of David Byers, seconded by Rich Kogelschatz, and carried unanimously.

The slate for Board officers was as follows:
Chairperson: Annamarie Buller
Vice Chairperson: Juan Daniel Castro
Treasurer: David Byers
Secretary: Francine Gaston

The 2019-2020 Board slate was approved by motion of Larry Titley, supported by Kyle Irwin, and carried unanimously.

Mr. Sturtevant announced that the Governance Sub-committee, after discussing recruiting needs of the Board, is considering Chelsea Sheafor, Sadie Erickson, and Gil Segovia for the Board of Directors. Board members may direct any feedback about these individuals to Ms. Buller.

Mr. Sturtevant explained that Dwelling Place and Heartside NPHC have 17 related entities, on which he serves as President, Ms. Buller as Vice President, Mr. Byers as Treasurer, and Ms. Gaston as Secretary. To expedite the ratification process, these members signed consent resolutions for each related entity.

By consent resolution, the Board of each subsidiary entity resolved to elect Board officers and ratify all past actions taken by these officers on behalf of the entity since the last annual meeting. Motion to accept the consent resolutions of all subsidiary entities of Dwelling Place was approved by motion of David Byers, supported by Annamarie Buller, and carried unanimously.

The Dwelling Place Board of Directors meeting adjourned momentarily at 8:14AM.

The Heartside Nonprofit Housing Corporation Board of Directors meeting convened at 8:14AM by Dennis Sturtevant, President.

By consent resolution, the Board of each subsidiary entity resolved to elect Board officers and ratify all past actions taken by these officers on behalf of the entity since the last annual meeting. Motion to accept the consent resolutions of all subsidiary entities of Heartside NPHC was approved by motion of Francine Gaston, supported by Marvin Thomas, and carried unanimously.

The Heartside NPHC Board of Directors meeting adjourned at 8:16AM.

Ms. Hubbard presented highlights from the 2018 Audit. First was the January 14 Governance letter to the Board, which states auditor responsibility is to opine on financial statements, detail the audit process, note newly implemented accounting standards, and inform the Board there were no Single Audit of Housing Audit findings. She explained the new accounting standards required for nonprofit organizations. The first reduces net assets from three to two categories: those with restrictions and those
without. The second requires a financial statement disclosure on liquidity; assets available to fund the next 12 months of operating expenditures must be disclosed.

The Management Letter addressed to the Board does not express an opinion on the effectiveness of Dwelling Place’s internal control, but does point out areas for improvement and informs management of new accounting updates that will have future impact on financial statements. Several tenant file minor discrepancies were noted during audit testing of compliance. Beene Garter recommends strengthening the internal tenant file review process. The Management Letter included brief descriptions of two new accounting pronouncements; the first regards revenue recognition, the second, lease accounting.

The Single Audit provides a schedule of expenditures of Federal Awards and notes to the schedule. Overall, actual cash expenditures was approximately $1.3 million. Awards received in prior years totalled $21 million. Each audit year, different programs are tested. This year Beene Garter tested Section 223f loans, which are mortgages held by Elmdale and Villa Esperanza, and the Tax Credit Assistance Program (T-CAP), which provided recession era, stimulus funds to the development of Midtown Village and Goodrich Apartments. There were no findings for either the financials or major programs; Beene Garter expressed an unmodified opinion.

The Combined Financial Statements for the organization as a whole were presented using graphic slides. The Revenue and Support pie chart showed slightly less rental income for 2018 at $8.1 million ($8.7 million in 2017). Traded securities increase is due to the $3.7 million received from Michigan NPHC in the form of donations. There are three components to the loss on securities. First, an unrealized loss of $750,000 that denotes the market change in value. Second, an actual loss of $7,538 from a sale. The third loss of $154,000 is mostly due to the acquisition of Harrison Park properties. The total assets slide shows a slow steady growth of assets. The significant change in current liabilities illustrated on the liabilities and net assets slide is explained by the $7.5 million loan outstanding at the end of 2017 for Roosevelt Apartments. The same slide shows a huge drop in Restricted Net Assets. Funding from the Grand Rapids Community Foundation was used for Harrison Park. The $1 million increase in expenditures shown on the Revenue and Support vs. Expenses slide is due to LCH36 being in operation for the entire year. Operating Expenses remained fairly static. Breaking out just Dwelling Place NPHC shows a significant increase in revenue and support. A comparison of financial ratios measuring the financial health of the organization against NeighborWorks benchmarks shows Dwelling Place outperforming in all areas except Days Cash on Hand. However, if securities were included in the measurement Dwelling Place would be far above the benchmark.

The 2018 audited financial statements were accepted by motion of Rick Stevens, supported by Kyle Irwin, and carried unanimously.

ANNOUNCEMENTS

Board members received the new corporate brochure and tri-fold, part of the new marketing materials for Dwelling Place.

All attendees were invited to attend a film festival in Muskegon Heights co-sponsored by Dwelling Place and Community Encompass.

ADJOURNMENT

The Board of Directors meeting was adjourned at 9:09 AM by Annamarie Buller.
MEMBERS PRESENT  Annamarie Buller, David Byers (via phone), Juan Daniel Castro, Rick Stevens, Larry Titley, Renee Williams (via phone)

MEMBERS ABSENT  Francine Gaston

STAFF PRESENT  Zoe Post, Dennis Sturtevant

The meeting was convened at 8:04 AM by Ms. Buller.

APPROVAL OF MINUTES  Minutes of the Dwelling Place Executive Committee meeting of April 9, 2019 were approved by motion of Larry Titley, supported by Juan Daniel Castro and carried unanimously.

NTI SLOTS FOR BOARD MEMBERS TO NEW ORLEANS IN AUGUST  Given the large number of slots Dwelling Place has for NeighborWorks Training Institutes this year (13 remaining), Mr. Sturtevant has invited community partners LINC UP and Genesis NPHC to each use one of these slots. How to divide the rest of the slots between staff—particularly those requiring courses for professional certifications—and Board members will be discussed at the June Board meeting.

AGGREGATED BOARD ATTENDANCE SHEET  Ms. Post explained the updated Board attendance sheet, which notes attendance percentages for Board and committee meetings, as well as an overall attendance rate; all numbers falling below a 70% threshold were highlighted. In the future, the Committee will distribute this sheet at the start of the calendar year for the Board to consider as they determine committee composition.

ANNUAL MEETING IN JUNE  The Committee added the following items to the annual meeting agenda:

- Corporate video
- Update from Andre Butler, NeighborWorks Relationship Manager
- Conflict of interest renewal (pending finalization of the policy at the upcoming Governance Sub-committee meeting)
- Thank-yous to retiring Board members Pete VanderVeen, Mike McDaniels, and LaTarro Traylor
- Board slate/elections
- Ratification of previous year actions by affiliate corporations
- Audit information from Beene Garter
- Board and committee attendance sheet

UPDATES  Upcoming Events

A September event titled, “Our Westside Story,” is being developed to highlight the work Dwelling Place is doing in various projects on the west side of Grand Rapids. Sponsorship interest for the event will be combined with Dwelling Place’s 40th anniversary celebration in 2020. The event committee plans to use ticket sales to raise money for three neighborhood associations in the area.
**Heartside White Paper (FUSE and economic development)**
Continued interest in the FUSE project has led to a separate focus group on business development with Public Sector Consultants, and a conversation with the Director of the Corporation for Supportive Housing. Continued funding from foundations will be sought out to cover costs associated with the technical assistance for implementing this project.

**Current projects**
Despite some delays and framing issues at Harrison Park, all current projects are now on schedule.

**New potential projects**
Jim Tischler met with the RED & Asset Management Committee to discuss a possible modular housing development on a Muskegon Heights site owned by the Michigan Land Bank. The RED Committee will continue to review this project and send any recommendations to the Board for approval.

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**ADJOURNMENT**

The Executive Committee entered closed session at 8:52 AM to discuss Board elections. Ms. Buller reported the following Board slate recommendations:

**By motion of Larry Titley and support from Rick Stevens, the Executive Committee unanimously recommended Annamarie Buller for Chairperson.**

**By motion of David Byers and support from Larry Titley, the Executive Committee unanimously recommended Juan Daniel Castro for Vice Chairperson.**

**By motion of Larry Titley and support from Rick Stevens the Executive Committee unanimously recommended David Byers for Treasurer.**

**By motion of Annamarie Buller and support from Juan Daniel Castro, the Executive Committee unanimously recommended Francine Gaston for Secretary.**
The meeting was convened at 8:01 AM by Ms. Buller.

APPROVAL OF MINUTES

Minutes of the Dwelling Place Executive Committee meeting of May 13, 2019 were approved by motion of Larry Titley, supported by Rick Stevens and carried unanimously.

STATUS OF INVITATION FOR INTERVIEW TO POTENTIAL NEW BOARD MEMBERS

Both Gil Segovia and Sadie Erickson are interested in serving as Board members; Ms. Buller contacted Chelsea Shaefor but has not yet heard back. Since these candidates are already familiar to the Committee, they will be invited to the July Executive meeting to learn more about the role and responsibilities of Board members, rather than engaging in a formal interview process. Mr. Sturtevant will also provide a preliminary orientation packet for the candidates. The Board will vote to approve the candidates at the August Board meeting.

STRATEGIC PLANNING PROGRESS REVIEW/ DISCUSSION

The Committee discussed growth parameters for the developing strategic plan, determining that the proposed 400 units of growth is ambitious but appropriate, as the plan does not dictate the means by which this goal is to be achieved. Mr. Sturtevant also described five staff positions to be added to address capacity issues surrounding this growth.

HEARTSIDE WHITE PAPER / FUSE PROJECT

Major items to come out of recent meetings with Public Sector Consultants include using commercial space on Division as a small business incubator and writing a $42,000 grant proposal for the Corporation of Supportive Housing for technical assistance in a FUSE project. Additional community partners and foundations may assist in funding and supporting these initiatives.

BOARD/ COMMITTEE ACTIONS ON NEIGHBORWORKS GRANT REQUESTS

Dwelling Place intends to submit three grant requests to NeighborWorks:

1. Supplemental Grant of $25,000 for consulting services from Crandall Associates and HR Collaborative
2. Strategic Investment Fund for $50,000 for Michael Brown consulting and pre-development expenses for the CLT project
3. Real Estate Growth Cohort grant of $25,000 for consulting services to update growth planning.

Motion to support these submissions was made by Annamarie Buller, supported by Francine Gaston, and carried unanimously.
PROJECT UPDATES

Harrison Park: On schedule.

Pine Avenue: In need of philanthropy to fill funding gap.

Ferguson: Close to resolving concerns over temporary relocation, though housing for the remaining 30-35 residents may cost about $400,000.

Plaza Roosevelt: Funding gap of about $1.5 million; Huntington Bank is involved through a proprietary fund through Cinnaire; hoping to close in September.

Garfield Lofts: About 50% completion and under budget.

AUGUST BOARD MEETING

The Committee added these items to the August Board meeting agenda:

1. DEI plan draft
2. Introduction of/voting on new Board members
3. Strategic plan update
4. Fundraiser update

ADJOURNMENT

The Executive Committee was adjourned at 9:19 AM by Annamarie Buller.
MEMBERS PRESENT: Angela Sanborn, Sadie Erickson, Holly Jacoby (phone), Michael McDaniels (phone)

MEMBER ABSENT: David Byers, Chelsea Schaefor

STAFF PRESENT: Karen Monroe, Steve Recker, Rebecca Long, Laurie Mullennix, Jessica Johnson, Brandon Watson, Grace Thuo, Liz Mui, Jessica Beeby, Dennis Sturtevant, Chris Bennett, Scott Page

The meeting was convened at 12:02 pm by Sadie Erickson.

APPROVAL OF MARCH MIN: Minutes of the Finance Committee meeting of March 27, 2019 were approved by motion of Michael McDaniels, supported by Sadie Erickson and carried unanimously.

INSURANCE REVIEW: Darryl Mulder from Buiten Insurance will present at the next meeting.

2018 YEAR-END NW MFI QUARTERLY REPORT REVIEW: Ms. Long distributed a 4th quarter breakdown of bin scores for all properties and presented a complete property-by-property strategic plan detailing 2019 short and long-term goals based on 2018 year end data. Additional comments and notable items not included in these documents are as follows:

- **Calumet, Goodrich, Herkimer, Kelsey, LHA, Martineau, Midtown, New Hope, Reflections, Villa Esperanza**: No additional comments.

- **Beiermeister**: Only metric with a bin score lower than 1 was curb appeals (bin 4) due to graffiti and some exterior paint.

- **Bridge Street Place**: Staff are developing a new process to address the causes of high average days vacant rate (maintenance issues/slow referral process).

- **Chaffee**: As with other properties along Division, low resident satisfaction rate were reported due to safety and security concerns.

- **Commerce**: A change in the referral process and several deaths caused high turnover and vacancy, which has been improved, but still needs attention. The new RSC position will cause a low cash flow rate, but should help improve tenant receivables, recertification time, and resident satisfaction rates. CRM software will also address communication issues between staff and residents.

- **Elmdale**: Had been challenged by HUD and Fair Housing in regards to eligibility. There is no documentation to prove that Elmdale is specifically for individuals with Chronic Mental Illness.

- **Ferguson**: Improved average days vacant from 191 to 115. No longer accepting referrals, as staff are still finding temporary housing for residents during the upcoming renovation. Future MFI data will count the property as...
inactive until the renovation is complete (estimated November 2020). Currently in the process of relocating 40 residents.

**Grandville:** May be used to house Ferguson residents during renovation.

**Harvest Hill:** Complications with the RD program meant the prepayment of RD mortgage had been cancelled; after reamortization paperwork is processed, prepay paperwork will be resubmitted to exit the RD program.

**Lenox:** Turnover improvement rate was corrected on the strategic plan - it should be 44%, not 22%.

**Peterlien:** Improved collection rate to 70%, but still needs to create incentives for residents to reach threshold. The parking lot, which was torn up from a burst pipe, will be used to expand the community garden program.

**Roosevelt:** Referral process is running smoothly. New Maintenance Technician, Jason Turgeon, will start Thursday, April 25th. William (Rudy) Bylund will be retiring July 1st.

**Verne Barry:** HAP referral process changes brought average days vacant down to 29 days, which meets the threshold for this property. Curb appeal noted some graffiti and the need for masonry repair.

**West Shore:** Sale of adjacent land not used by the property is near closing.

**Weston:** Plans are being discussed to build on the empty lot next to Weston as part of the long-term plan.

**White River:** One of the lowest ratings from the Resident Satisfaction Survey; a NeighborWorks-funded AmeriCorps VISTA volunteer may help to address these concerns.

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**UPDATES / ANNOUNCEMENTS**

The Board is in the process of restructuring the Resident Engagement Committee. The goal is to create resident engagement activities from a property-to-property standpoint.

Discuss with John Wynbeek to present Genesis reports to Genesis Board.

Ask Kim to present at future meeting about the eviction process and costs.

**Pine Avenue:** Excavating process.

**Harrison Park:** Under construction - Framing southern portion first.

**Plaza Roosevelt:** Design phase - Start construction early October.

**Garfield Lofts:** Joint venture with LINC Up and Dwelling Place.

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**PROPOSED AGENDA / NEXT MEETING DATE**

The next Finance Committee meeting will be held on Wednesday, May 29, 2019 at 12:00 pm.

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**ADJOURNMENT**

The Finance Committee meeting was adjourned at 1:28 pm by Sadie Erickson.
MEMBERS PRESENT:  David Byers, Michael McDaniels, Angela Sanborn, Holly Jacoby, Sadie Erickson (phone)

MEMBER ABSENT:  Chelsea Schaefor

GUEST PRESENT:  Darryl Mulder (Buiten Insurance)

STAFF PRESENT:  Karen Monroe, Steve Recker, Kim Cross, Chris Bennett, Scott Page, Laurie Mullennix, Grace Thuo, Jessica Johnson, Dennis Sturtevant, Justin Rhodes, Brandon Watson, Rebecca Long, Alonda Trammell, Jessica Beeby

The meeting was convened at 12:00 pm by David Byers.

APPROVAL OF APRIL MINUTES

Minutes of the Finance Committee meeting of April 24, 2019 were approved by motion of Michael McDaniels, supported by Holly Jacoby and carried unanimously.

INSURANCE PRESENTATION

Darryl Mulder of Buiten Insurance presented the revised Master Insurance Summary for Dwelling Place Non-Profit Housing Corporation 2019-2020.

The coverages highlighted in the summary included: property, general liability, professional liability, crime, umbrella, and Directors & Officers/Employment Practices. Mr. Mulder noted that the four different insurance carriers for the coverages had very high ratings, ranging from A to A++.

He provided background on the state of the market (pages 2-3), underscoring the trends in builder’s risk and real estate. He further noted that Dwelling Place coverage has focused on valuation of property and in so doing, kept up with inflation in order to provide coverage to rebuild and maintain properties.

In the Highlight Summary (pages 4-5), he described how having secured an agreement with Philadelphia to reduce pricing in the 5-8% range for well performing properties was a benefit as the affordable housing market pushed pricing up about 8-10% in 2018 due to the 2017 catastrophes that negatively impacted reinsurance pricing. As a result, Dwelling Place’s risk management expense decreased while the industry saw increases overall. He noted that Philadelphia looks at “Affordable Housing”, but we present it as “Supportive Housing” which reduces the exposure for liability.

Several risk management recommendations have been adopted with the Finance Committee’s assistance, notably an increase in the Directors &
Officers coverage limit and the inclusion of a $1,000,000 umbrella coverage for all Dwelling Place properties.

He briefly reviewed the property enhancements and general liability enhancements outlined on pages 6-8.

Mr. McDaniel asked for a definition of equipment coverage. Mr. Mulder clarified that coverage is meant for a “sudden, accidental incident”, such as for equipment failure as a result of a power outage/surge.

There was a request for an updated rate summary and claims history. Mr. Mulder confirmed that he would send Ms. Monroe the information to distribute to the Committee.

**EVICION PROCESS**

Ms. Cross presented information clarifying Dwelling Place eviction processes, which also included data on the rate of evictions compared to overall move outs in 2018 and the data thus far for 2019. A PDF copy of the PowerPoint will be distributed to the Committee.

Mr. Sturtevant added that Dwelling Place is also considering the development of internal financial literacy programs that could coincide with repayment plans and support services to help residents retain their housing.

**2018 AUDIT DRAFT**

Mr. Recker presented the 2018 Audit Draft and briefly described each of the notes on the combined financial statements (pages 10-36).

A graphic presentation of the audit will be distributed and discussed at the next Board Meeting on June 5, 2019, and then to NeighborWorks in six months. He noted that the Combined Balance Sheet (pages 39-70) is a property by property view that has been similarly presented in previous meetings.

**UPDATES / ANNOUNCEMENTS**

Mr. Sturtevant provided updates on ongoing construction projects: Harrison Park, Pine Avenue, Plaza Roosevelt, and Ferguson Apartments. He mentioned that there are a number of parties who have approached Dwelling Place regarding joint ventures in Holland, Newaygo, and Muskegon.

The Committee on Community Land Trust met for the first time last month and is scheduled to meet again tomorrow and will include James Jones.
<table>
<thead>
<tr>
<th>PROPOSED AGENDA AND NEXT MEETING DATE</th>
<th>The next Finance Committee meeting will be held on Wednesday, June 26, 2019 at 12:00 pm.</th>
</tr>
</thead>
<tbody>
<tr>
<td>ADJOURNMENT</td>
<td>The Finance Committee meeting was adjourned at 1:49 pm by David Byers.</td>
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</tbody>
</table>
MEMBERS PRESENT
Annamarie Buller, David Byers, Juan Daniel Castro, Holly Jacoby (via phone), Rick Stevens, Larry Titley

MEMBERS ABSENT
LaTarro Traylor

STAFF & GUESTS PRESENT
Julie Burmania of HR Collaborative
Zoe Post, Dennis Sturtevant

The meeting was convened at 9:01 AM by Juan Daniel Castro.

APPROVAL OF MINUTES
Minutes of the Governance Sub-committee meeting of April 16, 2019 were approved by motion of Rick Stevens, supported by Larry Titley and carried unanimously.

REVIEW OF GOVERNANCE DOCUMENTS
The Sub-committee reviewed the updated conflict of interest policy and agreed to allow gifts if under $100 or sponsoring an event that benefits the entire Dwelling Place staff and/or Board. The Sub-committee recommended the Conflict of Interest Policy, with these edits, to the Board of Directors for approval.

BOARD RECRUITMENT WORKPLAN REVIEW
Ms. Burmania described updates to the Board Recruitment Plan. The Sub-committee discussed gathering a matrix of community partners that can be updated annually and used as a starting point for future recruiting. Additional edits to the document are as follows:

Section 3
- Include a comprehensive list of possible participants in candidate interviews rather than specific individuals.
- The Board will vote on a slate of candidates; Board members may pull out names for further discussion.

Section 4
- Use skills matrix to identify essential areas of knowledge for full Board participation and provide a list of relevant enrichment opportunities.

Other
- Review of this document will be a standing item on the Governance Sub-committee agenda, and the Chair and CEO will meet annually to recommend updates and changes.

BOARD & COMMITTEE CANDIDATE OUTREACH
The Sub-committee added Mike Reagan to the potential Board candidates list and decided to contact Sadie Erickson, Chelsea Shaefor, and Gil Segovia to discuss joining the Board. Ms. Buller will also confer with committee chairs about membership needs to guide recruitment for these committees.

ADJOURNMENT
The Governance Sub-committee meeting was adjourned at 10:32 AM by Juan Daniel Castro.
Members Present: Annamarie Buller, David Byers, Juan Daniel Castro, Holly Jacoby, Rick Stevens, Larry Titley

Staff & Guests Present: Zoe Post, Dennis Sturtevant

The meeting was convened at 9:05 AM by Juan Daniel Castro.

Approval of Minutes: Minutes of the Governance Sub-committee meeting of May 21, 2019 were approved by motion of Larry Titley, supported by Holly Jacoby and carried unanimously.

Report on Board Recruitment & Onboarding Plan: Ms. Post distributed the reformatted Board Recruitment Plan, which is still in need of some edits. The Sub-committee will send Ms. Post their edits, which she will compile and send to Julie Burmania to review and discuss at the July meeting.

Review of Tasks Completed to Date: Mr. Sturtevant congratulated the Sub-committee on the large body of work completed since its inception:
- Governance Committee Description
- Board Orientation Plan
- Board Position Description
- Mentor Policy
- Board Governance Policies revision
- Board Meeting Assessment Tool
- Board Application

Unfinished Tasks: Equity Planning
The Sub-committee considered several possible equity initiatives for the Board, including provision of technological equipment and/or training, by-request per diems, and accessibility accommodations. The Sub-committee will create a questionnaire to include in the onboarding process and develop equity guidelines in the Board Recruitment Plan. Specific needs will be addressed on a case-by-case basis, checking in after 6-12 months to ensure new Board members have the tools they need to fully participate.

Inclusion Planning
The Sub-committee discussed possible team-building events for Board and staff (book clubs, retreats, bowling), and also noted the need for metrics and framework surrounding inclusion initiatives. Mr. Castro will contact Steve Robbins about helping to facilitate this process.

Other Business: The Sub-committee agreed to distribute the Board attendance sheet three times a year starting in February. Board members should maintain a combined 75% attendance rate for Board and Committee meetings.

Adjournment: The Governance Sub-committee meeting was adjourned at 10:15 AM by Juan Daniel Castro.
MEMBERS PRESENT  Annamarie Buller, Leah Carpenter, Richard Stevens, Tommie Wallace

MEMBERS ABSENT  Thomas Carpenter, Juan Daniel Castro, Kyle Irwin, LaTarlo Traylor

STAFF/GUESTS PRESENT  Kim Cross, Amy Henderson, Jenn Schaub, Latrisha Sosebee

The meeting was convened at 10:04 AM by Rick Stevens.

APPROVAL OF MINUTES  Minutes of the Dwelling Place Marketing & Development Committee meeting of February 26, 2019 were approved by motion of Annamarie Buller, supported by Leah Carpenter, and carried unanimously.

DONATIONS SINCE LAST MEETING  The Committee discussed how to best report and recognize in-kind donations, including possible highlighting of donors in social media and newsletters.

GRANTS: INVESTING IN COMMUNITIES  The grants for which the CB&E department have been applying are trending toward investment in neighborhoods and growing communities. As there is no dedicated staff person for fund development, Brian Molhoek, assisted by the rest of the CB&E team, has taken on the majority of grant writing with Rebecca Long pulling necessary data for the process.

BRAND AWARENESS UPDATES  Lunch & Learn Event Report: Volunteer Coordinator, Amy Henderson, created a report on the second Lunch and Learn Event. Due to the continued success of this event, Lunch and Learns will be hosted seasonally with the next event taking place July 10th. Highlights from April’s event include, using a commercial tenant to provide catering for the event and slightly exceeded the attendance goal.

Marketing Report: Marketing Coordinator, Latrisha Sosebee, created a Marketing Dashboard to show reach and impact of Dwelling Place newsletter and social media platforms.

FUNDRAISING REPORT  Staff introduced an upcoming fundraising event, “Our Westside Story,” set to take place on September 25, 2019 from 6:00-9:00PM at Bissell Tree House. A committee for the event has been created, and staff will distribute a committee description and introductory packet to potential members. Recommendations for committee members should be directed toward Ms. Schaub, Ms. Sosebee, or Ms. Henderson.

OTHER BUSINESS  Dwelling Place is supporting a one-year exploration to beautify Pekich Park. Funding for this initiative was provided by DGRI. Jonathan DeHaan will host community gardening and cleanup on Wednesday mornings; anyone is welcome to participate.

Police will be more proactive about patrolling loitering in Dwelling Place vacant commercial spaces.
The City of Grand Rapids was one of four cities to receive a grant from the Outdoor Foundation that aims at getting children and families outdoors; the Committee discussed connecting with this initiative with an event like line dancing in the park.

**ADJOURNMENT**

The Marketing & Development Committee meeting was adjourned at 11:23 AM by Rick Stevens.
MEMBERS PRESENT: Leah Carpenter, Richard Stevens, Kyle Irwin

MEMBERS ABSENT: Thomas Carpenter, Juan Daniel Castro, Annamarie Buller

STAFF/GUESTS PRESENT: Kim Cross, Amy Henderson, Jenn Schaub, Latrisha Sosebee, Denny Sturtevant

The meeting was convened at 10:04 AM by Denny Sturtevant.

APPROVAL OF MINUTES: Minutes of the Dwelling Place Marketing & Development Committee meeting of April 30, 2019 were approved by motion of Kyle Irwin, supported by Leah Carpenter, and carried unanimously.

DONATIONS SINCE LAST MEETING: Several community organizations including the Grand Rapids Community Foundation and The Cheri DeVos Foundation (CDV5) and the Wege Foundation have contributed to the Heartside White Paper Project and the cost to bring in Public Sector Consultants to facilitate those meetings. Denny Sturtevant gave a brief update on that project and several outcomes that have been identified and are currently being worked on. For example, organizations have engaged in planning and discussion around implementing FUSE (Frequent User System Engagement) in Heartside. Kyle Irwin asked about the MCACA Grant and how the funds are used; Denny requested a 1-page report be provided for next month’s meeting.

MARKETING PIECES:

Corporate Video: This video will be ready for the June Board Meeting.

Video Shorts: Scott Allen has finalized the 11 video shorts they created from the corporate video. Several of these video shorts were shown during the meeting. Kyle Irwin asked how these videos would be shared. Latrisha Sosebee explained that these videos will be rolled out strategically over the course of the next 12 months. Rick Stevens suggested setting up a spot on Shelley Irwin’s show on GVSU Morning Radio. Amy Henderson recommended adding subtitles to the videos for those who are hearing impaired.

Corporate Brochure: Timeless piece. Denny mentioned that we will create an insert with infographics and numbers that can be updated as time goes on.

Tri-Fold: A piece to be used for general promotion. For example, when staff go out and speak to another organization, they can pass out these pamphlets.

Denny Sturtevant noted that staff will need to create a campaign around the use of these new marketing materials and find ways to measure their impact on awareness of Dwelling Place.
STRATEGIC RECRUITMENT OF NON-BOARD COMMITTEE MEMBERS

Denny Sturtevant suggested reaching out directly to the marketing firms in Grand Rapids. Rick Stevens mentioned that there is an advertising club in Grand Rapids and they might be something to reach out to. Kyle Irwin recommended looking at larger corporations who have a multifaceted organizations who would be familiar with marketing and organization like Dwelling Place. Amy Henderson mentioned that a young professional group recently volunteered with us and they may be a group to reach out to. Kyle Irwin will reach out to Julie Ridenour, President of the Steelcase Foundation, regarding potential members for this committee.

FUNDRAISING REPORT

The first Fundraising Committee Meeting is tomorrow, May 29th. We currently have four community members, one board member, and four staff members committed to being on the committee and the committee will discuss if more committee members are needed or if they have recommendations for additional members.

Leah Carpenter suggested doing an online auction that she has seen done at another fundraiser; she will send the information over to Latrisha Sosebee so she can follow up.

ADJOURNMENT

The Marketing & Development Committee meeting was adjourned at 11:37 AM by Rick Stevens.
MEMBERS PRESENT  Mike DeVries, George Larimore, Mike McDaniels

MEMBERS ABSENT  Juan Daniel Castro, Rich Kogelschatz, Pete VanderVeen

STAFF PRESENT  Jessica Beeby, Chris Bennett, Kim Cross, Rebecca Long, Scott Page, Zoe Post, Dennis Sturtevant, Stephen Wooden

David Allen, InnovaLab
Jim Tischler, Michigan Land Bank Fast Track Authority

The meeting was convened at 11:42 AM by Mr. McDaniels.

APPROVAL OF MINUTES  Minutes of the Dwelling Place RED & Asset Management Committee meeting of April 8, 2019 were approved by motion of George Larimore, supported by Mike McDaniels and carried unanimously.

MUSKEGON DEVELOPMENT OPPORTUNITIES  Mr. Tischler outlined a potential project for Dwelling Place involving three brownfield sites in Muskegon Heights owned by the Michigan Land Bank. He described the benefits of a brownfield financing model and his interpretation of a related MSHDA statute to help support the project. This model would also involve InnovaLab’s modular building format. Mr. DeVries raised concerns regarding possible opposition to this interpretation, prompting further discussion about the intricacies of the model. The Committee decided to further explore the financial and logistical feasibility of the project for Dwelling Place.

GENERAL UPDATES  There were no updates on the Harrison Park house purchase.

OTHER BUSINESS  Mr. Larimore presented information on Madison Lofts, a former church building being converted into 22 units of affordable housing. The developer would like to partner with Dwelling Place for an October LIHTC submission. The project will be added to the agenda for the next Committee meeting.

The Community Land Trust Committee will meet with Michael Brown on May 30th; Mr. Sturtevant will send out a memo in advance regarding the corporate structure for the CLT.

ADJOURNMENT  The meeting was adjourned at 1:21 PM by Mr. McDaniels.
The meeting was convened at 12:11PM by Ms. Buller.

Ms. Buller and Mr. Sturtevant described the initial concept behind the Resident Engagement Committee: to help residents at all properties become more engaged in their building, neighborhood, and community. Residents and staff formed work groups for specific focus areas at each property: resident leadership, community arts, resident to resident support, and maintenance and beautification. Over time, what was intended to develop overarching resident engagement policy and programming grew increasingly focused on individual properties. The purpose of the current restructuring is not to stop the work of the work groups, but to review the Committee description and revise it as necessary.

The Committee reviewed the following documents:

**Resident Committee Description (Edited)**
- Require at least 3 (rather than 5) residents
- Include Director of Support Services for Committee staff
- Adjust staff titles to Co-Directors of Community Building & Engagement
- Correct resident engagement programs to “Resident Leadership Development, Resident-to-Resident Support, Maintenance and Beautification, and Community Arts”
- Add annual resident survey analysis to committee responsibilities and add language around other measuring tools

**Resident Governance Procedures**
- Use “next steps” as an outline for future Committee meetings to discuss macro themes of resident engagement groups/meetings

**Budget Review Process**
- Include program budgeting as an annual task of the Committee
- Create a protocol for budget items at each property
- Possible budget items: incentives for volunteering, annual resident survey (including training for residents to help with the interviews), support and supplies for resident events

**TRAUMA-INFORMED CB&E**
In response to some residents taking on responsibilities beyond their capacity, Mr. Sturtevant provided a document to sensitize staff and Committee members to the unique engagement needs of people who have experienced trauma.
ANNOUNCEMENTS AND NEXT MEETING

The Committee clarified that it is separate from resident work groups and participation in the Committee is not included in the two group limit.

The next meeting of the Resident Engagement Committee is scheduled for Tuesday, June 18, 2019 at 11:00AM.

ADJOURNMENT

The Resident Engagement Committee was adjourned at 1:37 PM by Annamarie Buller.
MEMBERS PRESENT
Annamarie Buller, Thomas Carpenter, Marvin Thomas, Tommie Wallace

MEMBERS ABSENT
Leah Carpenter, Francine Gaston

STAFF PRESENT
Heather Ibrahim, Zoe Post, Jenn Schaub, Latrisha Sosebee, Dennis Sturtevant, Alonda Trammell

The meeting was convened at 11:07 AM by Ms. Buller.

APPROVAL OF MINUTES
Minutes of the Resident Engagement Committee meeting of May 14, 2019 were approved by motion of Marvin Thomas, supported by Tommie Wallace and carried unanimously.

COMMITTEE RESTRUCTURING RECOMMENDATIONS TO DWELLING PLACE BOARD
To return to its original purpose, the Committee reviewed the following documents for the Board to adopt, making the following edits:

- Resident Engagement Committee Description
  - Add the Director of Support Services to staff of the Committee.
  - Add oversight of volunteer programs to Committee responsibilities.
  - Add “life skills” as a specific focus area of resident engagement programs.
  - Update language in other Resident Engagement documents to reflect the new Committee description.

- Resident Engagement Committee Project Evaluation & Selection
  - No additional edits.

- Resident Engagement Committee Budget Review Process
  - No additional edits.

- Resident Governance Procedures Within Apartment Communities
  - Identify large group meetings as “neighborhood gatherings.”

Motion to recommend these documents, with edits, to the Board of Directors for approval was made by Marvin Thomas, supported by Tommie Wallace, and carried unanimously.

NEXT MEETING
The Committee will review the resident satisfaction survey report and discuss their thoughts at the next meeting. Attendees were asked to consider possible Committee members to invite to serve on the Committee.

The next meeting of the Resident Engagement Committee is scheduled for Tuesday, July 16, 2019 at 12:00PM.

ADJOURNMENT
The Resident Engagement Committee was adjourned at 12:22 PM by Annamarie Buller.
Introduction

The Dwelling Place Board of Directors met in June of 2019 to assess current progress on the 2016 Strategic Plan and to form concentrations for the new plan period (remainder of 2019 through 2022). It was agreed that the same core initiatives adopted for the 2016 plan should be continued with updated goals. These core initiatives are:

- Growth
- Succession Planning for Board and Staff
- Creating Greater Community Awareness of the Organization
- Staff Training and Development

Initiative I Growth: The board affirmed the overall Dwelling Place Growth Plan that was adopted in June of 2017. For the 2019-2022 time period, Dwelling Place will pursue the following objectives:

Under the guidance of the Real Estate and Asset Management Committee, Dwelling Place will:

- Grow and improve its Real Estate portfolio by generating a total of 400 new or renovated units by year end 2022 within its 15 county NeighborWorks jurisdiction.
- Consider the creation of a Community Land Trust (CLT) to convert several existing Dwelling Place properties from rental housing to a shared equity program.
- Participate in the NeighborWorks Real Estate Growth Cohort
- Develop and approve a specific staffing and workspace plan in response to expected growth by January 31, 2020

Initiative II CEO Succession: The planned retirement date for current CEO, Dennis Sturtevant, is July 30, 2021. A succession plan for his replacement will be determined and implemented by July 30, 2020.

- A special Search Committee will be established by March 31, 2020 to oversee this process. This Committee will recommend the hiring of an appropriate Search Firm for this purpose, who will then be responsible for:
  - Recruiting schedule and timeline
  - Job Description update
  - Review of Dwelling Place Mission/Vision/Values
  - Review of Executive Limitations Policies (Governance Documents)
  - Positioning of Dwelling Place as an attractive employer
  - Coordinating candidate sourcing, interviewing, and overall selection process.
Initiative III Board Succession: Since the last plan period, the Board has participated in Excellence in Governance Program through NeighborWorks and created a Governance Committee charged with developing and implementing a Recruitment, Orientation and Support plan for the Board. Under the direction of the Governance Committee the Board will implement the 2019 Board Member Recruitment & Onboarding Plan which incorporates:
- Talent Recruitment Strategy
- Community Outreach Strategy
- Candidate Interview and Evaluation Process
- Onboarding of new members: Training, Integration, Mentorship.

Initiative IV Community Awareness: A comprehensive Branding Plan was adopted in 2018. Collateral materials have been developed but not yet disseminated. Stronger community awareness alerts Dwelling Place of opportunities for growth and helps connect us to key demographics. While fundraising is not the primary purpose of building awareness, it is another benefit that can be realized through a systematic plan.
- Under the guidance of the Marketing and Development Committee, a specific annual plan for various marketing and communication activities will be established by February 1 of each plan year. This plan will include:
  - A schedule of events, activities or information that will further the community understanding and support of Dwelling Place.
  - Marketing resources needed
  - Budget
  - Associated Fundraising Goal
  - Associated Staffing needs

Initiative V Staff Development: Much has been done in determining succession for the Officers of the organization and growth plans for next level professionals. Staff surveys have been conducted, and training plans designed. Because this is primarily owned by the Administration rather than the Board, the focus needs to be on the Administration establishing further actions on this topic and determining the best way to inform the Board of progress.
- Management will continue to consider succession opportunities for next level professional staff using the Talent Capacity Building Plan and other evaluation tools. Formal plans will be shared with the Board and appropriate committees by December 31 of each year.
- An employee development plan will be created, updated, and incorporated in annual performance assessments that identify incumbent training needs and opportunities (Dwelling Place Staff Training Plan) effective with the 2019 employee evaluation cycle but not later than December 31, 2019.
- The Management will provide a comprehensive update of staff development progress to the board twice per year.
- In 2020, Management will explore and recommend ways to enhance internal Human Resource activities, including development of internal training programs, retention strategies, staff engagement activities and other initiatives.
MEMORANDUM

TO: DENNIS STURTEVANT
FROM: TIMOTHY ORLEBEKE/ORLEBEKE MACKRAZ PC
DATE: JULY 26, 2019
RE: DWELLING PLACE AND HEARTSIDE ANNUAL SUBSIDIARY BOARD APPOINTMENTS

BACKGROUND:

Dwelling Place and Heartside have created corporate and limited liability company subsidiaries to manage their developments. The developments are usually owned by Limited Dividend Housing Association corporations or limited liability companies but are controlled and managed by the mentioned subsidiary entities, which are either nonprofit housing corporations or limited liability companies.

Michigan corporate law requires an annual meeting of shareholders or members (or a consent resolution adopted in place of the meeting) to elect directors and to conduct other business properly before the member(s) or shareholder(s). The Michigan Limited Liability Company Act lacks an explicit annual meeting requirement. Dwelling Place as the sole member of its subsidiary LLCs has requested that Dwelling Place appoint, and that each subsidiary be governed by, a Board of Managers and that the Board of Managers consist of the same members and officers as the Board of Directors of each corporate subsidiary.

RESOLUTIONS:

The two attached Resolutions appoint corporate subsidiaries’ Boards of Directors and limited liability companies’ Boards of Managers.
RESOLUTIONS OF DWELLING PLACE OF GRAND RAPIDS
NONPROFIT HOUSING CORPORATION
(Appointing Subsidiary Boards)

I HEREBY CERTIFY that I am the duly elected Secretary and keeper of the records of DWELLING PLACE OF GRAND RAPIDS NONPROFIT HOUSING CORPORATION, a Michigan nonprofit corporation (“Corporation”), that the following is a true and correct copy of Resolutions duly adopted at a meeting of the Board of Directors of the Corporation on ____________________, a quorum of the Directors being present and sufficient for the transaction of business; further, that such meeting was called in compliance with all applicable laws and the Bylaw requirements of the Corporation; that such Resolutions do not conflict with any Bylaw of the Corporation nor have such Resolutions been in any way altered, amended or repealed and are in full force and effect, unrevoked and unrescinded as of this date, and have been approved, consented to and ratified by all Directors of the Corporation, and have been entered upon the regular Minute Book of the Corporation as of the date of adoption, and that the Board of Directors of the Corporation has, and at the time of adoption of such Resolutions, had, full power and lawful authority to adopt such Resolutions and to confer the powers granted in such Resolutions to the Officer(s) named in such Resolutions who have full power and lawful authority to exercise those powers:

WHEREAS, the Corporation is the sole shareholder of the following entities, each of which is a general partner in a Corporation-sponsored development, and which are collectively called the DP Corporate Subsidiary Entities:

- DP Joint Ventures Nonprofit Housing Corporation
- DP Rural Nonprofit Housing Corporation
- Hall Street Nonprofit Housing Corporation
- HPFH Nonprofit Housing Corporation
- LCH36 Nonprofit Housing Corporation
- Roosevelt Nonprofit Housing Corporation
- Liberty Nonprofit Housing Corporation
- Pine Avenue Nonprofit Housing Corporation; and

WHEREAS, the Corporation is the sole member of the following entities, each of which is the Manager of a Corporation-sponsored development, and which are collectively called the DP LLC Subsidiary Entities:

- New Ferguson LLC
- DP Grandville LLC
- DP Franklin LLC
WHEREAS, the Corporation wishes to appoint Boards of Directors of the DP Corporate Subsidiary Entities and Boards of Managers of the DP LLC Subsidiary Entities.

NOW, THEREFORE, the following Resolutions were duly, made, seconded and adopted:

IT IS RESOLVED that on ________________, 2019, each DP Corporate Subsidiary Entity convened its annual shareholder meeting, and the Corporation as the sole shareholder appointed the following as directors of each DP Corporate Subsidiary Entity: Dennis Sturtevant, Annamarie Buller, David Byers, and Francine Gaston.

IT IS FURTHER RESOLVED that on ________________, 2019, the Corporation as the sole member of the DP LLC Subsidiary Entities appointed the following as the Board of Managers of each DP LLC Subsidiary Entity: Dennis Sturtevant, Annamarie Buller, David Byers, and Francine Gaston.

IT IS FURTHER RESOLVED that the Corporation ratifies the actions of the Boards of Directors taken on behalf of that entity in the previous year.

IT IS FURTHER RESOLVED that the Corporation hereby waives any annual meeting notice otherwise required.

Dated: __________________________

Francine Gaston
Secretary
Dwelling Place of Grand Rapids
Nonprofit Housing Corporation
RESOLUTIONS OF HEARTSIDE
NON-PROFIT HOUSING CORPORATION
(Appointing Subsidiary Boards)

I HEREBY CERTIFY that I am the duly elected Secretary and keeper of the records of HEARTSIDE NON-PROFIT HOUSING CORPORATION, a Michigan nonprofit corporation (“Corporation”), that the following is a true and correct copy of Resolutions duly adopted at a meeting of the Board of Directors of the Corporation on _____________________________ a quorum of the Directors being present and sufficient for the transaction of business; further, that such meeting was called in compliance with all applicable laws and the Bylaw requirements of the Corporation; that such Resolutions do not conflict with any Bylaw of the Corporation nor have such Resolutions been in any way altered, amended or repealed and are in full force and effect, unrevoked and unrescinded as of this date, and have been approved, consented to and ratified by all Directors of the Corporation, and have been entered upon the regular Minute Book of the Corporation as of the date of adoption, and that the Board of Directors of the Corporation has, and at the time of adoption of such Resolutions, had, full power and lawful authority to adopt such Resolutions and to confer the powers granted in such Resolutions to the Officer(s) named in such Resolutions who have full power and lawful authority to exercise those powers:

WHEREAS, the Corporation is the sole shareholder of the following entities, each of which is a general partner in a Corporation-sponsored development, and which are collectively called the Heartside Subsidiary Entities:

- Bridge Street Nonprofit Housing Corporation
- Ferguson-Heartside Nonprofit Housing Corporation
- Goodrich Nonprofit Housing Corporation
- Grandville-Heartside Nonprofit Housing Corporation
- Heartside-Martineau Nonprofit Housing Corporation
- Herkimer Apartments Nonprofit Housing Corporation
- KBC Nonprofit Housing Corporation
- Kelsey Nonprofit Housing Corporation
- New Hope Homes Nonprofit Housing Corporation

WHEREAS, the Corporation wishes to appoint Boards of Directors of the Heartside Subsidiary Entities.

NOW, THEREFORE, the following Resolutions were duly made, seconded and adopted:

IT IS RESOLVED that on ________________, 2019, each Heartside Subsidiary Entity convened its annual shareholder meeting, and the Corporation as the sole shareholder appointed
the following as directors of each DP Corporate Subsidiary Entity: Dennis Sturtevant, Annamarie Buller, David Byers, and Francine Gaston.

IT IS FURTHER RESOLVED that the Corporation ratifies the actions of the Boards of Directors taken on behalf of that entity in the previous year.

IT IS FURTHER RESOLVED that the Corporation hereby waives any annual meeting notice otherwise required.

Dated: _________________________________

Francine Gaston
Secretary
Heartside Non-Profit Housing Corporation
MEMORANDUM

TO: DENNIS STURTEVANT
FROM: TIMOTHY ORLEBEKE/ORLEBEKE MACKRAZ PC
DATE: JULY 26, 2019
RE: FERGUSON RESOLUTIONS AND CERTIFICATES

RESOLUTIONS
There are five sets of resolutions related to the Ferguson Re-syndication. Three of them will be adopted by New Ferguson LLC, the managing member of the new Ferguson Apartments LDHA LLC. Two sets of resolutions are to be adopted by the Dwelling Place board. Once adopted, they can be signed and dated. There will be similar Resolutions related to Plaza Franklin and Plaza Grandville. Some of the attached Resolutions are required by MSHDA and some by InSite, the investor. That is why their formats differ slightly.

RESOLUTIONS

New Ferguson LLC Resolutions

- One set of Resolutions required by MSHDA authorizes the LDHA, as the owner, to enter into the three MSHDA related loans (New Ferguson 1 Resolution);
- A second of resolutions is also required by MSHDA and authorizes New Ferguson LLC to act as a member and the manager of the LHDA and, as manager, to execute all MSHDA loan documents, including notes and mortgages (New Ferguson 2 Resolution);
- The other set is required by InSite and authorizes all project financing, including the MSHDA loans and the AHP loan. It also approves the admittance of InSite’s investor member entity, and the execution of all syndication-related documents (New Ferguson 3 Resolution).

Dwelling Place of Grand Rapids

- One set is required by MSHDA authorizing Dwelling Place to execute documents related to the MSHDA loans, in particular a Guaranty (DP-Ferguson 1 Resolution);
- The other set is required by InSite and authorizes Dwelling Place to execute documents, as necessary, for the project financing, including the MSHDA loans and the AHP loan. It authorizes Dwelling Place to execute other project documents as necessary and, in particular, to execute a Guaranty (DP-Ferguson 2 Resolution).

CERTIFICATES

MSHDA and InSite each have their own forms of Incumbency/Closing Certificates so there are five total Certificates to be signed by the officers listed on each certificate.
RESOLUTION BY MEMBER/MANAGER OF A LIMITED LIABILITY COMPANY

I CERTIFY that I am the duly appointed Secretary and keeper of the records of NEW FERGUSON LLC, a Michigan limited liability company (“Company”); that the following is a true and correct copy of a Resolution duly and unanimously adopted at a meeting of the Board of Managers of the Company on ____________________________, 2019; that the Resolution does not conflict with any provision of the Operating Agreement of the Company nor has the Resolution been in any way altered, amended or repealed and is in full force and effect, unrevoked and unrescinded as of this date, and has been entered in the records of the Company as of the date of adoption, and that the Member of the Company has, and at the time of adoption of the Resolution, had, full power and lawful authority to adopt the Resolution and to confer the powers granted in the Resolution to the Managers named in the Resolution, who have full power and lawful authority to exercise those powers:

RESOLVED, that New Ferguson LLC, a Michigan limited liability company (“Manager”), in its capacity as a Member and the Manager of Ferguson Apartments Limited Dividend Housing Association LLC, a Michigan limited liability company (“Company”), hereby resolves that the Manager, on behalf of the Company, shall cause the Company to enter into: 1) the Taxable Bond construction and permanent mortgage loan (“Mortgage Loan”); 2) the Housing Trust Fund mortgage loan (“HTF Loan”); and 3) the Michigan Housing and Community Development Fund loan (“MHCDF Loan”), all as described in the Authority’s Resolution and/or Staff Report dated July 25, 2019 (“Transaction”). Further, the Manager hereby authorizes Dennis Sturtevant, President of the Manager, or Annamarie Buller, Vice-President of the Manager, to execute and deliver, in the name of and on behalf of the Company, all necessary loan agreements, notes, mortgages, and all such other documents as may be required by the Michigan State Housing Development Authority to carry out the foregoing Transaction.

The undersigned certify to the Michigan State Housing Development Authority that all necessary consents and authorizations required to proceed with the Transaction and to enter into the documents evidencing the Transaction have been obtained.

Dated: ______________________

________________________________________
Francine Gaston
Secretary of the Board of Managers of New Ferguson LLC, the Manager of Ferguson Apartments Limited Dividend Housing Association LLC

Legal 008B—New Ferguson 1 Resolution
CERTIFIED RESOLUTIONS OF
NEW FERGUSON LLC
AS MANAGER OF
LIMITED LIABILITY COMPANY MORTGAGOR

MICHIGAN STATE HOUSING DEVELOPMENT AUTHORITY
835 E. Michigan Avenue, Lansing, Michigan 48912

I CERTIFY that I am the duly appointed Secretary and keeper of the records of NEW
FERGUSON LLC, a Michigan limited liability company (“Company”); that the following is a true and
correct copy of a Resolution duly and unanimously adopted at a meeting of the Board of Managers of the
Company on _____________________________, 2019; that the Resolution does not conflict with any
 provision of the Operating Agreement of the Company nor has the Resolution been in any way altered,
amended or repealed and is in full force and effect, unrevoked and unrescinded as of this date, and has
been entered in the records of the Company as of the date of adoption, and that the Member of the
Company has, and at the time of adoption of the Resolution, had, full power and lawful authority to adopt
the Resolution and to confer the powers granted in the Resolution to the Managers named in the
Resolution, who have full power and lawful authority to exercise those powers:

RESOLUTION

On this ______ day of _____________________, 2019, the Board of Managers of New
Ferguson LLC has adopted a proposal to become the Manager and a Member of a Michigan limited
liability company known as Ferguson Apartments Limited Dividend Housing Association LLC, a
Michigan limited liability company (“Mortgagor”) and for the Mortgagor to borrow from the
MICHIGAN STATE HOUSING DEVELOPMENT AUTHORITY, a public body corporate and politic
("Authority"): 1) a sum not to exceed $994,963 (“Mortgage Loan”); 2) a sum not to exceed $5,161,000
(“HTF Loan”); and 3) a sum not to exceed 239,000 (“MHCDF Loan”) (together, the “MSHDA Loans”),
to finance the acquisition and rehabilitation of a housing development to be known as Ferguson
Apartments (“Development”), which borrowing shall be evidenced by the Mortgage Notes of the
Mortgagor, secured by Mortgages on real property and improvements owned or to be constructed by the
Mortgagor and located in the City of Grand Rapids, Kent County, Michigan, which real property is more
fully described in Exhibit A attached to and made a part of this Resolution (“Property”), and a Security
Agreement/Financing Statement covering the personal property owned by the Mortgagor and located on
the Property. As a further condition of the MSHDA Loans, the Mortgagor shall also be required to enter
into the following agreements with the Authority: Mortgage Loan Commitment(s), Environmental
Indemnification Agreement(s), and Regulatory Agreement(s) restricting the use and occupancy of the
Development.

It is also necessary that the Mortgagor enter into a Building Loan Agreement(s) with the
Authority, and a Construction Contract with Pioneer General Contractors, Inc., a Michigan corporation, in
connection with the MSHDA Loans.

There has been presented to the Board of Managers of this Company the proposed forms of the
First Amended and Restated Operating Agreement of the Mortgagor (“Operating Agreement”), Mortgage
Notes, Mortgages, Security Agreement/Financing Statement(s), Mortgage Loan Commitment(s),
Environmental Indemnification Agreement(s), and Regulatory Agreement(s), as well as the Building
Loan Agreement and Construction Contract.
IT IS RESOLVED by the Board of Managers of the Company, that the Company be and is authorized to become the Manager and a Member of the Mortgagor and, that as the Manager of the Mortgagor, the Company has the power and authority to borrow money, pledge the assets of the Mortgagor and execute mortgage(s) or grant other security interests in the assets of the Mortgagor in connection with said borrowing and any action(s) in furtherance thereof taken by any of the Board of Managers or any officer(s) of the Company prior to this Resolution is hereby ratified and affirmed; and

IT IS FURTHER RESOLVED, that Dennis Sturtevant, President of the Company and/or Annamarie Buller, Vice-President of the Company, or either of them acting individually, be and they are authorized, on behalf of the Company at any time after adoption of this Resolution and without further action by or authority or direction from the Members of the Company to execute the Operating Agreement of the Mortgagor in such form and containing those provisions as may be deemed to be appropriate, to borrow from the Authority a sum not to exceed $994,963 for the Mortgage Loan, and a sum not to exceed $5,161,000 for the HTF Loan, and a sum not to exceed $239,000 for the MHCDF Loan, and to execute on behalf of the Company as the Manager of the Mortgagor and deliver to the Authority in such form as may be required by the Authority, the Mortgage Notes and Mortgages of the Mortgagor evidencing and securing said borrowing, the Security Agreement/Financing Statement(s), Mortgage Loan Commitment(s), Environmental Indemnification Agreement(s), Regulatory Agreement(s), Building Loan Agreement(s) and Construction Contract, and the execution of any document(s) in furtherance thereof by any Member or Manager of the Company prior to this Resolution is hereby ratified and affirmed; and

IT IS FURTHER RESOLVED, that Dennis Sturtevant, President of the Company and/or Annamarie Buller, Vice-President of the Company, or either of them acting individually, be and they are authorized and directed on behalf of the Company as Manager of the Mortgagor at any time and from time to time after the adoption of this Resolution and without further action by or authority or direction from the Board of Managers of the Company, to execute and deliver or cause to be executed and delivered all such other and further agreements, assignments, statements, instruments, certificates and documents and to do or cause to be done all such other and further acts and things as the named Managers may determine to be necessary or advisable under or in connection with the MSHDA Loans, and that the execution by said Managers of any such agreement, assignment, statement, instrument, certificate or document, or the doing of any such act or thing, shall be conclusive evidence of their determination in that respect, including, but not limited to, the execution of any and all agreements with the Authority for the extension of the time of payment of the MSHDA Loans or any part of the MSHDA Loans; and

IT IS FURTHER RESOLVED, that the Authority be and it is authorized to rely on the continuing force and effect of this Resolution until receipt by the Executive Director of the Authority at its principal office of notice in writing from the Company of any amendments or alterations to this Resolution.

Dated: ____________________

Francine Gaston
Secretary of the Board of Managers of New Ferguson LLC,
the Manager of Ferguson Apartments Limited Dividend Housing Association LLC

Legal 009—New Ferguson 2 Resolution
EXHIBIT A

Unit No. 1, Ferguson Condominium, a condominium according to the Master Deed recorded in Instrument No. 2019_____________ and amendments thereto, if any, and designated as Kent County Condominium Subdivision Plan No. _______, together with rights in the general common elements and the limited common elements as shown on the Master Deed and as described in Act 59 of the Public Acts of 1978, as amended.
RESOLUTIONS OF THE BOARD OF MANAGERS OF NEW FERGUSON LLC

I HEREBY CERTIFY that I am the duly elected Secretary and keeper of the records of New Ferguson LLC, a Michigan limited liability company (“New Ferguson”), that the following is a true and correct copy of Resolutions duly adopted at a meeting of the Board of Managers of New Ferguson on ________________, a quorum of the Managers being present and sufficient for the transaction of business; further, that such meeting was called in compliance with all applicable laws and the Operating Agreement requirements of New Ferguson; that such Resolutions do not conflict with any Operating Agreement requirements of New Ferguson nor have such Resolutions been in any way altered, amended or repealed and are in full force and effect, unrevoked and unrescinded as of this date, and have been approved, consented to and ratified by all Managers of New Ferguson, and have been entered upon the regular Minute Book of New Ferguson as of the date of adoption, and that the Board of Managers of New Ferguson has, and at the time of adoption of such Resolutions, had, full power and lawful authority to adopt such Resolutions and to confer the powers granted in such Resolutions to the Officer(s) named in such Resolutions who have full power and lawful authority to exercise those powers:

WHEREAS, New Ferguson is currently the sole Member and the Manager of a Michigan limited liability company known as Ferguson Apartments Limited Dividend Housing Association LLC (“Company”). The Company was formed to acquire, develop, finance, construct, own, maintain, operate and sell or otherwise dispose of a 119-unit multifamily apartment complex to be known as Ferguson Apartments located in Grand Rapids, Michigan (“Project”); and

WHEREAS, the Company anticipates receiving the following financing for the Project: 1) a construction/permanent loan from the Michigan State Housing Development Authority (“MSHDA”) in an amount not to exceed $994,963 to be secured by a mortgage (“Mortgage Loan”); 2) a Housing Trust Fund loan from MSHDA in an amount not to exceed $5,161,000 to be secured by a mortgage (“HTF Loan”); 3) a Michigan Housing and Community Development Fund loan in an amount not to exceed $239,000 (“MHCDF Loan”); and 4) an AHP loan from the Federal Home Loan Bank of Indianapolis in an amount not to exceed $500,000 (“AHP Loan”) (together, the “Loans”); and

WHEREAS, the Company has received a proposal from InSite Capital, LLC, a Michigan limited liability company, (“InSite”), whereby InSite expressed its interest in investing in the Company by the acquisition of a ninety-nine and ninety-nine hundredths (99.99%) percent membership interest in the Company; and

WHEREAS, in connection with the syndication of the membership interest, it is necessary for the Company to amend its initial Operating Agreement to recognize the acquisition of a ninety-nine and ninety-nine hundredths (99.99%) percent membership interest in the Company by Ferguson Apartments Investor, LLC, its successors and assigns (“Investor Member”); and

New Ferguson 3 Resolution
WHEREAS, in order to effectuate the syndication of the membership interest, the Company desires to accept the InSite investment proposal and to restate and amend the Operating Agreement in its entirety to reflect (A) (i) the admittance of the Investor Member holding a ninety-nine and ninety-nine hundredths (99.99%) percent membership interest, and (ii) the restatement of the interests of the members in and to the Company, and (B) to set forth the rights, obligations and duties of New Ferguson and the Investor Member; and

WHEREAS, there was presented to the meeting of the Board of Managers of New Ferguson the proposed forms of the First Amended and Restated Operating Agreement ("Restated Operating Agreement"), and certain other documents including, but not limited to, Managing Member Certificate, Managing Member Payment Certificate, Environmental Representations, Warranties and Covenants, Development Agreement, Incentive Management Fee Agreement, Investor Services Agreement, and Company Management Services Agreement; and

WHEREAS, in connection with the syndication, New Ferguson desires to authorize the execution of the Restated Operating Agreement, Managing Member Certificate, Managing Member Payment Certificate, Environmental Representations, Warranties, and Covenants, Development Agreement, Incentive Management Fee Agreement, Investor Services Agreement, and Company Management Services Agreement, and any other documents with regard thereto as well as any and all other documents necessary to enter into and effectuate the Loans and the purposes of New Ferguson and the Company; and

WHEREAS, New Ferguson wishes to authorize its guarantee of the obligations of the Company, if necessary.

NOW, THEREFORE, the following Resolutions were duly made, seconded and adopted:

IT IS RESOLVED that New Ferguson is authorized to be a Member and the Manager of Ferguson Apartments Limited Dividend Housing Association LLC.

IT IS FURTHER RESOLVED that acceptance of the InSite investment proposal and admittance of the Investor Member as a member of the Company are hereby approved.

IT IS FURTHER RESOLVED that either Dennis Sturtevant, President, or Annamarie Buller, Vice-President, of New Ferguson, is authorized, on behalf of New Ferguson, at any time after the adoption of this resolution and without further action by or authority or direction from the Board of Managers, to execute the Restated Operating Agreement admitting the Investor Member as a ninety-nine and ninety-nine hundredths (99.99%) percent member, and/or any amendments or changes thereto in such form and containing such provisions as may be deemed appropriate by such Officer and New Ferguson’s legal counsel in order to effectuate the syndication of a membership interest in the Company to the Investor Member, and to take such other acts and execute such other documents as may be necessary, convenient or appropriate to accomplish the foregoing purpose.
IT IS FURTHER RESOLVED that either Dennis Sturtevant, President of New Ferguson, or Annamarie Buller, Vice-President of New Ferguson, is authorized, on behalf of New Ferguson, at any time after the adoption of this resolution and without further action by or authority or direction from the Board of Managers of New Ferguson, to execute the Managing Member Certificate, Managing Member Payment Certificate, Environmental Representations, Warranties, and Covenants, Development Agreement, Incentive Management Fee Agreement, Investor Services Agreement, and Company Management Services Agreement, and any other documents with regard to the syndication of the membership interest and/or any amendments or changes thereto in such form and containing such provisions as may be deemed appropriate by such Officer and New Ferguson's legal counsel.

IT IS FURTHER RESOLVED that either Dennis Sturtevant, President of New Ferguson, or Annamarie Buller, Vice-President of New Ferguson, is authorized, on behalf of New Ferguson, at any time after the adoption of this resolution and without further action by or authority or direction from the Board of Managers of New Ferguson, to execute any and all documents, including, but not limited to, commitments, loan or grant agreements, notes, and mortgages, and/or any amendments or changes thereto in such form and containing such provisions as may be deemed appropriate by such Officer and New Ferguson’s legal counsel, all as may be necessary to enter into and effectuate the necessary financing for the Project, including all of the Loans.

IT IS FURTHER RESOLVED that either Dennis Sturtevant, President of New Ferguson, or Annamarie Buller, Vice-President of New Ferguson, is authorized, on behalf of New Ferguson, at any time after the adoption of this Resolution and without further action by or authority or direction from the Board of Managers of New Ferguson, to execute, as may be required of New Ferguson, any Guaranty guaranteeing the obligations of the Company in such form and containing such provisions as may be deemed appropriate by such Officer and New Ferguson’s legal counsel.

IT IS FURTHER RESOLVED that either Dennis Sturtevant, President of New Ferguson, or Annamarie Buller, Vice-President of New Ferguson, is authorized, on behalf of New Ferguson, at any time after the adoption of this resolution and without further action by or authority or direction from the Board of Managers of New Ferguson, to execute and deliver, or cause to be executed and delivered, all necessary purchase agreements, and other agreements, instruments and documents, or modifications to the documents referred to herein, and also to take such further action on behalf of New Ferguson as may be deemed appropriate by such Officer and New Ferguson’s legal counsel to effectuate New Ferguson’s and the Company’s support of the Project.
IT IS FURTHER RESOLVED that any prior actions taken on behalf of New Ferguson with regard to the foregoing matters is hereby ratified and affirmed by the Board of Managers of New Ferguson.

Dated: ____________________________  

Francine Gaston  
Secretary of New Ferguson LLC
CERTIFIED RESOLUTION OF
DWELLING PLACE OF GRAND RAPIDS NONPROFIT HOUSING CORPORATION

MICHIGAN STATE HOUSING DEVELOPMENT AUTHORITY
735 East Michigan Avenue, Lansing, Michigan 48912

I CERTIFY that I am the duly elected Secretary and keeper of the records of DWELLING PLACE OF GRAND RAPIDS NONPROFIT HOUSING CORPORATION, a Michigan nonprofit corporation, ("Corporation"), that the following is a true and correct copy of a Resolution duly and unanimously adopted at a meeting of the Board of Directors ("Board of Directors" or "Directors") of the Corporation on ____________________, 2019, during which the following Directors were present:

________________________________________________________________________
________________________________________________________________________
________________________________________________________________________

and constituted a quorum for the transaction of business; further, that the meeting was called in compliance with all applicable laws and the bylaw requirements of the Corporation; that the Resolution does not conflict with any bylaw of the Corporation nor has the Resolution been in any way altered, amended or repealed and is in full force and effect, unrevoked and unrescinded as of this date, and has been entered upon the regular Minutes Book of the Corporation as of the date of adoption, and that the Board of Directors of the Corporation has, and at the time of adoption of the Resolution, had, full power and lawful authority to adopt the Resolution and to confer the powers granted in the Resolution to the Officers named in the Resolution, who have full power and lawful authority to exercise those powers:

RESOLUTION

WHEREAS, a Michigan limited liability company known as Ferguson Apartments Limited Dividend Housing Association LLC, ("Company") was formed by New Ferguson LLC as Member and Manager by filing of Articles of Organization filed with the Michigan Department of Licensing and Regulatory Affairs, Bureau of Commercial Services on August 1, 2018 to acquire, develop, finance, construct, own, maintain, operate, sell or otherwise dispose of a multifamily apartment development known as Ferguson Apartments located in Grand Rapids, Michigan ("Project"); and

WHEREAS, the Company anticipates receiving the following financing for the Project from the Michigan State Housing Development Authority ("Authority"): 1) a sum not to exceed $994,963 ("Mortgage Loan"); 2) a sum not to exceed $5,161,000 ("HTF Loan"); and 3) a sum not to exceed 239,000 ("MHCDF Loan") (together, the “MSHDA Loans”); and

WHEREAS, the Corporation wishes to support the Project by guaranteeing, as may be necessary, the obligations of New Ferguson LLC and/or the Company in connection with the MSHDA Loans.

NOW, THEREFORE, the following Resolution is duly made, seconded, and adopted:
IT IS RESOLVED that the Corporation is hereby authorized to act as a Guarantor of New Ferguson LLC and/or the Company.

IT IS FURTHER RESOLVED that Dennis Sturtevant, Chief Executive Officer of the Corporation, and/or Annamarie Buller, Chairperson of the Corporation, is authorized, on behalf of the Corporation, at any time after adoption of this Resolution and without further action by or authority or direction from the Board of Directors of the Corporation, to execute such documents and take such actions as may be necessary, and as may be deemed appropriate by such Officer and the Corporation's legal counsel, in order to guaranty the obligations of New Ferguson LLC and/or the Company, including, but not limited to, the execution and delivery to the Authority of a Guaranty(s), and such other guaranties as may be required by the Authority to make the MSHDA Loans.

IT IS FURTHER RESOLVED that any prior actions taken by any one of the Officers of the Corporation with regard to the foregoing matters is hereby ratified and affirmed by the Board of Directors of the Corporation.

IT IS FURTHER RESOLVED, that the Authority be and it is authorized to rely on the continuing force and effect of this Resolution until receipt by the Executive Director of the Authority at its principal office of notice in writing from the Corporation of any amendments or alterations to this Resolution.

Dated: _________________________, 2018

Francine Gaston
Secretary
Dwelling Place of Grand Rapids
Nonprofit Housing Corporation
CERTIFIED RESOLUTIONS OF DWELLING PLACE OF GRAND RAPIDS NONPROFIT HOUSING CORPORATION

I HEREBY CERTIFY that I am the duly elected Secretary and keeper of the records of DWELLING PLACE OF GRAND RAPIDS NONPROFIT HOUSING CORPORATION, a Michigan nonprofit corporation ("Corporation"), that the following is a true and correct copy of Resolutions duly adopted at a meeting of the Board of Directors of the Corporation on ________________ a quorum of the Directors being present and sufficient for the transaction of business; further, that such meeting was called in compliance with all applicable laws and the Bylaw requirements of the Corporation; that such Resolutions do not conflict with any Bylaw of the Corporation nor have such Resolutions been in any way altered, amended or repealed and are in full force and effect, unrevoked and unrescinded as of this date, and have been approved, consented to and ratified by all Directors of the Corporation, and have been entered upon the regular Minute Book of the Corporation as of the date of adoption, and that the Board of Directors of the Corporation has, and at the time of adoption of such Resolutions, had, full power and lawful authority to adopt such Resolutions and to confer the powers granted in such Resolutions to the Officer(s) named in such Resolutions who have full power and lawful authority to exercise those powers:

WHEREAS, the Corporation is the sole Member of New Ferguson LLC, a Michigan limited liability company ("New Ferguson"); and

WHEREAS, a Michigan limited liability company known as Ferguson Apartments Limited Dividend Housing Association LLC ("Company") was formed with New Ferguson acting, initially, as its Sole Member and Manager, to acquire, develop, finance, construct, own, maintain, operate and sell or otherwise dispose of a 119-unit multifamily apartment complex to be known as Ferguson Apartments located in Grand Rapids, Michigan ("Project"); and

WHEREAS, the Company anticipates receiving the following financing for the Project: 1) a construction/permanent loan from the Michigan State Housing Development Authority ("MSHDA") in an amount not to exceed $994,963 to be secured by a mortgage ("Mortgage Loan"); 2) a Housing Trust Fund loan from MSHDA in an amount not to exceed $5,161,000 to be secured by a mortgage ("HTF Loan"); 3) a Michigan Housing and Community Development Fund loan in an amount not to exceed $239,000 ("MHCDF Loan"); and 4) an AHP loan from the Federal Home Loan Bank of Indianapolis in an amount not to exceed $500,000 (together, the "Loans"); and

WHEREAS, the Company has received a proposal from InSite Capital, LLC, a Michigan limited liability company, ("InSite"), whereby InSite expressed its interest in investing in the Company by the acquisition of a ninety-nine and ninety-nine hundredths (99.99%) percent membership interest in the Company; and

WHEREAS, in connection with the syndication of the membership interest, it is necessary for the Company to amend its initial Operating Agreement to recognize the acquisition of a ninety-nine and ninety-nine hundredths (99.99%) percent membership interest in the Company by Ferguson Apartments Investor, LLC, its successors and assigns, ("Investor Member"); and
WHEREAS, the Corporation anticipates receiving directly or indirectly certain financial benefits from the Company in exchange for various services with regard to development, construction, and management of the Project; and

WHEREAS, in order to induce the Investor Member to invest in the Company, it is necessary for the Corporation to guarantee certain obligations of New Ferguson; and

WHEREAS, there was presented to the meeting of the Board of Directors of this Corporation the proposed forms of the First Amended and Restated Operating Agreement ("Restated Operating Agreement"), and certain other documents including, but not limited to, a Managing Member Certificate, Managing Member Payment Certificate, Environmental Representations, Warranties, and Covenants, Development Agreement, Incentive Management Fee Agreement, Investor Services Agreement, Company Management Services Agreement, Guaranty, and Net Worth Note; and

WHEREAS, in connection with the syndication, the Corporation desires to cause the Corporation to authorize the execution of, as may be required of the Corporation, the Restated Operating Agreement, Managing Member Certificate, Managing Member Payment Certificate, Environmental Representations, Warranties, and Covenants, Development Agreement, Incentive Management Fee Agreement, Investor Services Agreement, Company Management Services Agreement, Guaranty, and Net Worth Note, and any other documents with regard thereto as well as any and all other documents necessary to enter into and effectuate the Loans and the purposes of the Corporation.

NOW, THEREFORE, the following Resolutions were duly made, seconded and adopted:

IT IS RESOLVED that the Corporation is authorized to be the Member of New Ferguson LLC.

IT IS FURTHER RESOLVED that either Dennis Sturtevant, Chief Executive Officer of the Corporation, or Annamarie Buller, Chairperson of the Corporation, is authorized, on behalf of the Corporation, at any time after adoption of this Resolution and without further action by or authority or direction from the Board of Directors of the Corporation, to execute any and all documents, including, but not limited to, commitments, loan and grant agreements, notes, and mortgages, and/or any amendments or changes thereto in such form and containing such provisions as may be deemed appropriate by such Officer and the Corporation's legal counsel as may be necessary to enter into and effectuate the Corporation’s acceptance of grants and/or loans as may be necessary to support the Project.

IT IS FURTHER RESOLVED that either Dennis Sturtevant, Chief Executive Officer of the Corporation, or Annamarie Buller, Chairperson of the Corporation, is authorized, on behalf of the Corporation, at any time after the adoption of this resolution and without further action by or authority or direction from the Board of Directors of the Corporation, to execute, as may be required of the Corporation, the Restated Operating Agreement, Managing Member Certificate, Managing Member Payment Certificate, Environmental Representations, Warranties, and Covenants,
Development Agreement, Incentive Management Fee Agreement, Investor Services Agreement, Company Management Services Agreement, Guaranty, and Net Worth Note, and any other documents with regard to the syndication of the membership interest and/or any amendments or changes thereto in such form and containing such provisions as may be deemed appropriate by such Officer and the Corporation’s legal counsel.

IT IS FURTHER RESOLVED that either Dennis Sturtevant, Chief Executive Officer of the Corporation, or Annamarie Buller, Chairperson of the Corporation, is authorized, on behalf of the Corporation, at any time after the adoption of this resolution and without further action by or authority or direction from the Board of Directors of the Corporation, to execute, as may be required of the Corporation, any and all documents necessary to effectuate the necessary financing for the Project, including all of the Loans.

IT IS FURTHER RESOLVED that either Dennis Sturtevant, Chief Executive Officer of the Corporation, or Annamarie Buller, Chairperson of the Corporation, is authorized, on behalf of the Corporation, at any time after the adoption of this resolution and without further action by or authority or direction from the Board of Directors of the Corporation, to execute and deliver, or cause to be executed and delivered, all necessary purchase agreements, and other agreements, instruments and documents, or modifications to the documents referred to herein, and also to take such further action on behalf of the Corporation as may be deemed appropriate by such Officer and the Corporation’s legal counsel to effectuate the Corporation’s support of the Project.

IT IS FURTHER RESOLVED that any prior actions taken on behalf of the Corporation with regard to the foregoing matters or its support of the Project is hereby ratified and affirmed by the Board of Directors of the Corporation.

Dated: ________________________________

Francine Gaston
Secretary
Dwelling Place of Grand Rapids
Nonprofit Housing Corporation
MEMORANDUM

TO:            DENNIS STURTEVANT
FROM:          TIMOTHY ORLEBEKE/ORLEBEKE MACKRAZ PC
DATE:          JULY 26, 2019
RE:            PLAZA FRANKLIN RESOLUTIONS AND CERTIFICATES

RESOLUTIONS

There are two sets of Resolutions for Plaza Franklin. Once adopted, they can be signed and dated. The Resolutions do not need to be adopted in any particular order, although there will also be Dwelling Place resolutions for the Plaza Grandville and Ferguson projects.

DP Franklin LLC

  o Resolutions required by Cinnaire authorizing DP Franklin to act as a member and the manager of the LHDA and, as manager, to execute all documents related to the Huntington and Dwelling Place loans, including notes and mortgages. Resolutions also approve the admittance of Cinnaire’s investor member entities and the execution of all syndication-related documents.

Dwelling Place of Grand Rapids

  o Resolutions required by Cinnaire authorizing Dwelling Place to execute documents related to the Huntington and Dwelling Place loans, including a Guaranty.

CERTIFICATES

Cinnaire requires an Incumbency Certificate from both DP Franklin and Dwelling Place; officers should sign as listed on each certificate.
RESOLUTIONS OF THE BOARD OF MANAGERS OF
DP FRANKLIN LLC

I HEREBY CERTIFY that I am the duly elected Secretary and keeper of the records of DP Franklin LLC, a Michigan limited liability company (“DP Franklin”), that the following is a true and correct copy of Resolutions duly adopted at a meeting of the Board of Managers of DP Franklin on ________________, a quorum of the Managers being present and sufficient for the transaction of business; further, that such meeting was called in compliance with all applicable laws and the Operating Agreement requirements of DP Franklin; that such Resolutions do not conflict with any Operating Agreement requirements of DP Franklin nor have such Resolutions been in any way altered, amended or repealed and are in full force and effect, unrevoked and unrescinded as of this date, and have been approved, consented to and ratified by all Managers of DP Franklin, and have been entered upon the regular Minute Book of DP Franklin as of the date of adoption, and that the Board of Managers of DP Franklin has, and at the time of adoption of such Resolutions, had, full power and lawful authority to adopt such Resolutions and to confer the powers granted in such Resolutions to the Officer(s) named in such Resolutions who have full power and lawful authority to exercise those powers:

WHEREAS, DP Franklin is currently the sole Member and the Manager of a Michigan limited liability company known as Plaza Franklin Limited Dividend Housing Association LLC ("Company"). The Company was formed to acquire, develop, finance, construct, own, maintain, operate and sell or otherwise dispose of a multifamily apartment complex to be known as Franklin Apartments located in Grand Rapids, Michigan ("Project"); and

WHEREAS, the Company anticipates receiving the following financing for the Project: 1) a loan from Huntington National Bank in an amount not to exceed $850,000 to be secured by marketable securities of Dwelling Place of Grand Rapids Nonprofit Housing Corporation ("Huntington Loan"); and 2) a Permanent Loan from Dwelling Place of Grand Rapids Nonprofit Housing Corporation in an amount not to exceed $1,003,512 to be secured by a mortgage ("DP Loan") (together, the “Loans”); and

WHEREAS, the Company has received a proposal from Great Lakes Capital Fund for Housing Huntington Fund 2 Limited Partnership and C-Franklin Apartments Grand Rapids, LLC (together, the “Fund”), expressing the Fund’s interest in investing in the Company by the acquisition of a ninety-nine and ninety-nine hundredths (99.99%) percent membership interest in the Company; and

WHEREAS, in connection with the syndication of the membership interest, it is necessary for the Company to amend its initial Operating Agreement to recognize the acquisition of a ninety-nine and ninety-nine hundredths (99.99%) percent membership interest in the Company by the Fund, its successors and assigns ("Investor Member"); and

Resolutions of DP Franklin LLC (Cinnaire)
WHEREAS, in order to effectuate the syndication of the membership interest, the Company desires to accept the Fund’s investment proposal and to restate and amend the Operating Agreement in its entirety to reflect (A) (i) the admittance of the Investor Member holding a ninety-nine and ninety-nine hundredths (99.99%) percent membership interest, and (ii) the restatement of the interests of the members in and to the Company, and (B) to set forth the rights, obligations and duties of DP Franklin and the Investor Member; and

WHEREAS, there was presented to the meeting of the Board of Managers of DP Franklin the proposed forms of the First Amended and Restated Operating Agreement ("Restated Operating Agreement"), and certain other documents including, but not limited to, Managing Member Certificate, Managing Member Payment Certificate, Environmental Representations, Warranties and Covenants, Development Agreement, Incentive Management Fee Agreement, Investor Services Agreement, and Company Management Services Agreement; and

WHEREAS, in connection with the syndication, DP Franklin desires to authorize the execution of the Restated Operating Agreement, Managing Member Certificate, Managing Member Payment Certificate, Environmental Representations, Warranties, and Covenants, Development Agreement, Incentive Management Fee Agreement, Investor Services Agreement, and Company Management Services Agreement, and any other documents with regard thereto as well as any and all other documents necessary to enter into and effectuate the Loans and the purposes of DP Franklin and the Company; and

WHEREAS, DP Franklin wishes to authorize its guarantee of the obligations of the Company, if necessary.

NOW, THEREFORE, the following Resolutions were duly made, seconded and adopted:

IT IS RESOLVED that DP Franklin is authorized to be a Member and the Manager of Plaza Franklin Limited Dividend Housing Association LLC.

IT IS FURTHER RESOLVED that acceptance of the Fund’s investment proposal and admittance of the Investor Member as a member of the Company are hereby approved.

IT IS FURTHER RESOLVED that either Dennis Sturtevant, President of DP Franklin, or Annamarie Buller, Vice-President, of DP Franklin, is authorized, on behalf of DP Franklin, at any time after the adoption of this resolution and without further action by or authority or direction from the Board of Managers, to execute the Restated Operating Agreement admitting the Investor Member as a ninety-nine and ninety-nine hundredths (99.99%) percent member, and/or any amendments or changes thereto in such form and containing such provisions as may be deemed appropriate by such Officer and DP Franklin’s legal counsel in order to effectuate the syndication of a membership interest in the Company to the Investor Member, and to take such other acts and execute such other documents as may be necessary, convenient or appropriate to accomplish the foregoing purpose.
IT IS FURTHER RESOLVED that either Dennis Sturtevant, President of DP Franklin, or Annamarie Buller, Vice-President of DP Franklin, is authorized, on behalf of DP Franklin, at any time after the adoption of this resolution and without further action by or authority or direction from the Board of Managers of DP Franklin, to execute the Managing Member Certificate, Managing Member Payment Certificate, Environmental Representations, Warranties, and Covenants, Development Agreement, Incentive Management Fee Agreement, Investor Services Agreement, and Company Management Services Agreement, and any other documents with regard to the syndication of the membership interest and/or any amendments or changes thereto in such form and containing such provisions as may be deemed appropriate by such Officer and DP Franklin’s legal counsel.

IT IS FURTHER RESOLVED that either Dennis Sturtevant, President of DP Franklin, or Annamarie Buller, Vice-President of DP Franklin, is authorized, on behalf of DP Franklin, at any time after the adoption of this resolution and without further action by or authority or direction from the Board of Managers of DP Franklin, to execute any and all documents, including, but not limited to, commitments, loan or grant agreements, notes, and mortgages, and/or any amendments or changes thereto in such form and containing such provisions as may be deemed appropriate by such Officer and DP Franklin’s legal counsel, all as may be necessary to enter into and effectuate the necessary financing for the Project, including the Huntington Loan and the DP Loan.

IT IS FURTHER RESOLVED that either Dennis Sturtevant, President of DP Franklin, or Annamarie Buller, Vice-President of DP Franklin, is authorized, on behalf of DP Franklin, at any time after the adoption of this Resolution and without further action by or authority or direction from the Board of Managers of DP Franklin, to execute, as may be required of DP Franklin, any Guaranty guaranteeing the obligations of the Company in such form and containing such provisions as may be deemed appropriate by such Officer and DP Franklin’s legal counsel.

IT IS FURTHER RESOLVED that either Dennis Sturtevant, President of DP Franklin, or Annamarie Buller, Vice-President of DP Franklin, is authorized, on behalf of DP Franklin, at any time after the adoption of this resolution and without further action by or authority or direction from the Board of Managers of DP Franklin, to execute and deliver, or cause to be executed and delivered, all necessary purchase agreements, and other agreements, instruments and documents, or modifications to the documents referred to herein, and also to take such further action on behalf of DP Franklin as may be deemed appropriate by such Officer and DP Franklin’s legal counsel to effectuate DP Franklin’s and the Company’s support of the Project.
IT IS FURTHER RESOLVED that any prior actions taken on behalf of DP Franklin with regard to the foregoing matters is hereby ratified and affirmed by the Board of Managers of DP Franklin.

Dated: ________________________________

Francine Gaston
Secretary of DP Franklin LLC
CERTIFIED RESOLUTIONS OF
DWELLING PLACE OF GRAND RAPIDS NONPROFIT HOUSING CORPORATION

I HEREBY CERTIFY that I am the duly elected Secretary and keeper of the records of DWELLING PLACE OF GRAND RAPIDS NONPROFIT HOUSING CORPORATION, a Michigan nonprofit corporation ("Corporation"), that the following is a true and correct copy of Resolutions duly adopted at a meeting of the Board of Directors of the Corporation on _______________________, a quorum of the Directors being present and sufficient for the transaction of business; further, that such meeting was called in compliance with all applicable laws and the Bylaw requirements of the Corporation; that such Resolutions do not conflict with any Bylaw of the Corporation nor have such Resolutions been in any way altered, amended or repealed and are in full force and effect, unrevoked and unrescinded as of this date, and have been approved, consented to and ratified by all Directors of the Corporation, and have been entered upon the regular Minute Book of the Corporation as of the date of adoption, and that the Board of Directors of the Corporation has, and at the time of adoption of such Resolutions, had, full power and lawful authority to adopt such Resolutions and to confer the powers granted in such Resolutions to the Officer(s) named in such Resolutions who have full power and lawful authority to exercise those powers:

WHEREAS, the Corporation is the sole Member of DP Franklin LLC, a Michigan limited liability company ("DP Franklin"); and

WHEREAS, a Michigan limited liability company known as Plaza Franklin Limited Dividend Housing Association LLC ("Company") was formed with DP Franklin acting, initially, as its Sole Member and Manager, to acquire, develop, finance, construct, own, maintain, operate and sell or otherwise dispose of a multifamily apartment complex to be known as Franklin Apartments located in Grand Rapids, Michigan ("Project"); and

WHEREAS, the Company anticipates receiving the following financing for the Project: 1) a loan from Huntington National Bank in an amount not to exceed $850,000 to be secured by marketable securities of the Corporation ("Huntington Loan"); and 2) a Permanent Loan from the Corporation in an amount not to exceed $1,003,512 to be secured by a mortgage ("DP Loan"); (together, the “Loans”); and

WHEREAS, the Company has received a proposal from Great Lakes Capital Fund for Housing Huntington Fund 2 Limited Partnership and C-Franklin Apartments Grand Rapids, LLC (together, the “Fund”), expressing the Fund’s interest in investing in the Company by the acquisition of a ninety-nine and ninety-nine hundredths (99.99%) percent membership interest in the Company; and

WHEREAS, in connection with the syndication of the membership interest, it is necessary for the Company to amend its initial Operating Agreement to recognize the acquisition of a ninety-nine and ninety-nine hundredths (99.99%) percent membership interest in the Company by the Fund, its successors and assigns, ("Investor Member"); and
WHEREAS, the Corporation anticipates receiving directly or indirectly certain financial benefits from the Company in exchange for various services with regard to development, construction, and management of the Project; and

WHEREAS, in order to induce the Investor Member to invest in the Company, it is necessary for the Corporation to guarantee certain obligations of DP Franklin; and

WHEREAS, there was presented to the meeting of the Board of Directors of this Corporation the proposed forms of the First Amended and Restated Operating Agreement ("Restated Operating Agreement"), and certain other documents including, but not limited to, a Managing Member Certificate, Managing Member Payment Certificate, Environmental Representations, Warranties, and Covenants, Development Agreement, Incentive Management Fee Agreement, Investor Services Agreement, Company Management Services Agreement, Guaranty, and Net Worth Note; and

WHEREAS, in connection with the syndication, the Corporation desires to cause the Corporation to authorize the execution of, as may be required of the Corporation, the Restated Operating Agreement, Managing Member Certificate, Managing Member Payment Certificate, Environmental Representations, Warranties, and Covenants, Development Agreement, Incentive Management Fee Agreement, Investor Services Agreement, Company Management Services Agreement, Guaranty, and Net Worth Note, and any other documents with regard thereto as well as any and all other documents necessary to enter into and effectuate the Loans and the purposes of the Corporation.

NOW, THEREFORE, the following Resolutions were duly made, seconded and adopted:

IT IS RESOLVED that the Corporation is authorized to be the Member of DP Franklin LLC.

IT IS FURTHER RESOLVED that either Dennis Sturtevant, Chief Executive Officer of the Corporation, or Annamarie Buller, Chairperson of the Corporation, is authorized, on behalf of the Corporation, at any time after adoption of this Resolution and without further action by or authority or direction from the Board of Directors of the Corporation, to execute any and all documents, including, but not limited to, commitments, loan and grant agreements, notes, and mortgages, and/or any amendments or changes thereto in such form and containing such provisions as may be deemed appropriate by such Officer and the Corporation’s legal counsel as may be necessary to enter into and effectuate the Corporation’s acceptance of grants and/or loans as may be necessary to support the Project.

IT IS FURTHER RESOLVED that either Dennis Sturtevant, Chief Executive Officer of the Corporation, or Annamarie Buller, Chairperson of the Corporation, is authorized, on behalf of the Corporation, at any time after the adoption of this resolution and without further action by or authority or direction from the Board of Directors of the Corporation, to execute, as may be required of the Corporation, the
Restated Operating Agreement, Managing Member Certificate, Managing Member Payment Certificate, Environmental Representations, Warranties, and Covenants, Development Agreement, Incentive Management Fee Agreement, Investor Services Agreement, Company Management Services Agreement, Guaranty, and Net Worth Note, and any other documents with regard to the syndication of the membership interest and/or any amendments or changes thereto in such form and containing such provisions as may be deemed appropriate by such Officer and the Corporation's legal counsel.

IT IS FURTHER RESOLVED that either Dennis Sturtevant, Chief Executive Officer of the Corporation, or Annamarie Buller, Chairperson of the Corporation, is authorized, on behalf of the Corporation, at any time after the adoption of this resolution and without further action by or authority or direction from the Board of Directors of the Corporation, to execute, as may be required of the Corporation, any and all documents necessary to effectuate the necessary financing for the Project, including the Huntington Loan and the DP Loan.

IT IS FURTHER RESOLVED that either Dennis Sturtevant, Chief Executive Officer of the Corporation, or Annamarie Buller, Chairperson of the Corporation, is authorized, on behalf of the Corporation, at any time after the adoption of this resolution and without further action by or authority or direction from the Board of Directors of the Corporation, to execute and deliver, or cause to be executed and delivered, all necessary purchase agreements, and other agreements, instruments and documents, or modifications to the documents referred to herein, and also to take such further action on behalf of the Corporation as may be deemed appropriate by such Officer and the Corporation’s legal counsel to effectuate the Corporation’s support of the Project.

IT IS FURTHER RESOLVED that any prior actions taken on behalf of the Corporation with regard to the foregoing matters or its support of the Project is hereby ratified and affirmed by the Board of Directors of the Corporation.

Dated: ____________________________

Francine Gaston
Secretary
Dwelling Place of Grand Rapids
Nonprofit Housing Corporation

Resolutions of DP of GR NPHC (Franklin)
MEMORANDUM

TO: DENNIS STURTEVANT

FROM: TIMOTHY ORLEBEKE/ORLEBEKE MACKRAZ PC

DATE: JULY 26, 2019

RE: PLAZA GRANDVILLE RESOLUTIONS AND CERTIFICATES

RESOLUTIONS

There are two sets of Resolutions for Plaza Grandville. Once adopted, they can be signed and dated. The Resolutions do not need to be adopted in any particular order, although there will also be Dwelling Place resolutions for the Plaza Franklin and Ferguson projects.

DP Grandville LLC

- Resolutions required by Cinnaire authorizing DP Grandville to act as a member and the manager of the LHDA and, as manager, to execute all documents related to the Huntington and Dwelling Place loans, including notes and mortgages. Resolutions also approve the admittance of Cinnaire’s investor member entities and the execution of all syndication-related documents.

Dwelling Place of Grand Rapids

- Resolutions required by Cinnaire authorizing Dwelling Place to execute documents related to the Huntington and Dwelling Place loans, including a Guaranty.

CERTIFICATES

Cinnaire requires an Incumbency Certificate from both DP Grandville and Dwelling Place; officers should sign as listed on each certificate.
CERTIFIED RESOLUTIONS OF
DWELLING PLACE OF GRAND RAPIDS NONPROFIT HOUSING CORPORATION

I HEREBY CERTIFY that I am the duly elected Secretary and keeper of the records of DWELLING PLACE OF GRAND RAPIDS NONPROFIT HOUSING CORPORATION, a Michigan nonprofit corporation (“Corporation”), that the following is a true and correct copy of Resolutions duly adopted at a meeting of the Board of Directors of the Corporation on ____________________________ a quorum of the Directors being present and sufficient for the transaction of business; further, that such meeting was called in compliance with all applicable laws and the Bylaw requirements of the Corporation; that such Resolutions do not conflict with any Bylaw of the Corporation nor have such Resolutions been in any way altered, amended or repealed and are in full force and effect, unrevoked and unrescinded as of this date, and have been approved, consented to and ratified by all Directors of the Corporation, and have been entered upon the regular Minute Book of the Corporation as of the date of adoption, and that the Board of Directors of the Corporation has, and at the time of adoption of such Resolutions, had, full power and lawful authority to adopt such Resolutions and to confer the powers granted in such Resolutions to the Officer(s) named in such Resolutions who have full power and lawful authority to exercise those powers:

WHEREAS, the Corporation is the sole Member of DP Grandville LLC, a Michigan limited liability company (“DP Grandville”); and

WHEREAS, a Michigan limited liability company known as Plaza Grandville Limited Dividend Housing Association LLC (“Company”) was formed with DP Grandville acting, initially, as its Sole Member and Manager, to acquire, develop, finance, construct, own, maintain, operate and sell or otherwise dispose of a multifamily apartment complex to be known as Grandville Apartments located in Grand Rapids, Michigan (“Project”); and

WHEREAS, the Company anticipates receiving the following financing for the Project: 1) a loan from Huntington National Bank in an amount not to exceed $850,000 to be secured by marketable securities of the Corporation (“Huntington Loan”); and 2) a Permanent Loan from the Corporation in an amount not to exceed $1,093,932 to be secured by a mortgage (“DP Loan”); (together, the “Loans”); and

WHEREAS, the Company has received a proposal from Great Lakes Capital Fund for Housing Huntington Fund 2 Limited Partnership and C-Grandville Apartments Grand Rapids, LLC (together, the “Fund”), expressing the Fund’s interest in investing in the Company by the acquisition of a ninety-nine and ninety-nine hundredths (99.99%) percent membership interest in the Company; and

WHEREAS, in connection with the syndication of the membership interest, it is necessary for the Company to amend its initial Operating Agreement to recognize the acquisition of a ninety-nine and ninety-nine hundredths (99.99%) percent membership interest in the Company by the Fund its successors and assigns, (“Investor Member”); and

Resolutions of DP of GR NPHC (Grandville)
WHEREAS, the Corporation anticipates receiving directly or indirectly certain financial benefits from the Company in exchange for various services with regard to development, construction, and management of the Project; and

WHEREAS, in order to induce the Investor Member to invest in the Company, it is necessary for the Corporation to guarantee certain obligations of DP Grandville; and

WHEREAS, there was presented to the meeting of the Board of Directors of this Corporation the proposed forms of the First Amended and Restated Operating Agreement ("Restated Operating Agreement"), and certain other documents including, but not limited to, a Managing Member Certificate, Managing Member Payment Certificate, Environmental Representations, Warranties, and Covenants, Development Agreement, Incentive Management Fee Agreement, Investor Services Agreement, Company Management Services Agreement, Guaranty, and Net Worth Note; and

WHEREAS, in connection with the syndication, the Corporation desires to cause the Corporation to authorize the execution of, as may be required of the Corporation, the Restated Operating Agreement, Managing Member Certificate, Managing Member Payment Certificate, Environmental Representations, Warranties, and Covenants, Development Agreement, Incentive Management Fee Agreement, Investor Services Agreement, Company Management Services Agreement, Guaranty, and Net Worth Note, and any other documents with regard thereto as well as any and all other documents necessary to enter into and effectuate the Loans and the purposes of the Corporation.

NOW, THEREFORE, the following Resolutions were duly made, seconded and adopted:

IT IS RESOLVED that the Corporation is authorized to be the Member of DP Grandville LLC.

IT IS FURTHER RESOLVED that either Dennis Sturtevant, Chief Executive Officer of the Corporation, or Annamarie Buller, Chairperson of the Corporation, is authorized, on behalf of the Corporation, at any time after adoption of this Resolution and without further action by or authority or direction from the Board of Directors of the Corporation, to execute any and all documents, including, but not limited to, commitments, loan and grant agreements, notes, and mortgages, and/or any amendments or changes thereto in such form and containing such provisions as may be deemed appropriate by such Officer and the Corporation's legal counsel as may be necessary to enter into and effectuate the Corporation's acceptance of grants and/or loans as may be necessary to support the Project.

IT IS FURTHER RESOLVED that either Dennis Sturtevant, Chief Executive Officer of the Corporation, or Annamarie Buller, Chairperson of the Corporation, is authorized, on behalf of the Corporation, at any time after the adoption of this resolution and without further action by or authority or direction from the Board of Directors of the Corporation, to execute, as may be required of the Corporation, the

Resolutions of DP of GR NPHC (Grandville)
Restated Operating Agreement, Managing Member Certificate, Managing Member Payment Certificate, Environmental Representations, Warranties, and Covenants, Development Agreement, Incentive Management Fee Agreement, Investor Services Agreement, Company Management Services Agreement, Guaranty, and Net Worth Note, and any other documents with regard to the syndication of the membership interest and/or any amendments or changes thereto in such form and containing such provisions as may be deemed appropriate by such Officer and the Corporation's legal counsel.

IT IS FURTHER RESOLVED that either Dennis Sturtevant, Chief Executive Officer of the Corporation, or Annamarie Buller, Chairperson of the Corporation, is authorized, on behalf of the Corporation, at any time after the adoption of this resolution and without further action by or authority or direction from the Board of Directors of the Corporation, to execute, as may be required of the Corporation, any and all documents necessary to effectuate the necessary financing for the Project, including the Huntington Loan and the DP Loan.

IT IS FURTHER RESOLVED that either Dennis Sturtevant, Chief Executive Officer of the Corporation, or Annamarie Buller, Chairperson of the Corporation, is authorized, on behalf of the Corporation, at any time after the adoption of this resolution and without further action by or authority or direction from the Board of Directors of the Corporation, to execute and deliver, or cause to be executed and delivered, all necessary purchase agreements, and other agreements, instruments and documents, or modifications to the documents referred to herein, and also to take such further action on behalf of the Corporation as may be deemed appropriate by such Officer and the Corporation’s legal counsel to effectuate the Corporation’s support of the Project.

IT IS FURTHER RESOLVED that any prior actions taken on behalf of the Corporation with regard to the foregoing matters or its support of the Project is hereby ratified and affirmed by the Board of Directors of the Corporation.

Dated: ______________________________

Francine Gaston
Secretary
Dwelling Place of Grand Rapids
Nonprofit Housing Corporation

Resolutions of DP of GR NPHC (Grandville)
RESOLUTIONS OF THE BOARD OF MANAGERS OF
DP GRANDVILLE LLC

I HEREBY CERTIFY that I am the duly elected Secretary and keeper of the records of DP Grandville LLC, a Michigan limited liability company (“DP Grandville”), that the following is a true and correct copy of Resolutions duly adopted at a meeting of the Board of Managers of DP Grandville on ________________, a quorum of the Managers being present and sufficient for the transaction of business; further, that such meeting was called in compliance with all applicable laws and the Operating Agreement requirements of DP Grandville; that such Resolutions do not conflict with any Operating Agreement requirements of DP Grandville nor have such Resolutions been in any way altered, amended or repealed and are in full force and effect, unrevoked and unrescinded as of this date, and have been approved, consented to and ratified by all Managers of DP Grandville, and have been entered upon the regular Minute Book of DP Grandville as of the date of adoption, and that the Board of Managers of DP Grandville has, and at the time of adoption of such Resolutions, had, full power and lawful authority to adopt such Resolutions and to confer the powers granted in such Resolutions to the Officer(s) named in such Resolutions who have full power and lawful authority to exercise those powers:

WHEREAS, DP Grandville is currently the sole Member and the Manager of a Michigan limited liability company known as Plaza Grandville Limited Dividend Housing Association LLC (“Company”). The Company was formed to acquire, develop, finance, construct, own, maintain, operate and sell or otherwise dispose of a multifamily apartment complex to be known as Grandville Apartments located in Grand Rapids, Michigan (“Project”); and

WHEREAS, the Company anticipates receiving the following financing for the Project: 1) a loan from Huntington National Bank in an amount not to exceed $850,000 to be secured by marketable securities of Dwelling Place of Grand Rapids Nonprofit Housing Corporation (“Huntington Loan”); and 2) a Permanent Loan from Dwelling Place of Grand Rapids Nonprofit Housing Corporation in an amount not to exceed $1,093,932 to be secured by a mortgage (“DP Loan”) (together, the “Loans”); and

WHEREAS, the Company has received a proposal from Great Lakes Capital Fund for Housing Huntington Fund 2 Limited Partnership and C-Grandville Apartments Grand Rapids, LLC (together, the “Fund”), expressing the Fund’s interest in investing in the Company by the acquisition of a ninety-nine and ninety-nine hundredths (99.99%) percent membership interest in the Company; and

WHEREAS, in connection with the syndication of the membership interest, it is necessary for the Company to amend its initial Operating Agreement to recognize the acquisition of a ninety-nine and ninety-nine hundredths (99.99%) percent membership interest in the Company by the Fund, its successors and assigns (“Investor Member”); and

Resolutions of DP Grandville LLC
WHEREAS, in order to effectuate the syndication of the membership interest, the Company desires to accept the Fund’s investment proposal and to restate and amend the Operating Agreement in its entirety to reflect (A) (i) the admittance of the Investor Member holding a ninety-nine and ninety-nine hundredths (99.99%) percent membership interest, and (ii) the restatement of the interests of the members in and to the Company, and (B) to set forth the rights, obligations and duties of DP Grandville and the Investor Member; and

WHEREAS, there was presented to the meeting of the Board of Managers of DP Grandville the proposed forms of the First Amended and Restated Operating Agreement (“Restated Operating Agreement”), and certain other documents including, but not limited to, Managing Member Certificate, Managing Member Payment Certificate, Environmental Representations, Warranties and Covenants, Development Agreement, Incentive Management Fee Agreement, Investor Services Agreement, and Company Management Services Agreement; and

WHEREAS, in connection with the syndication, DP Grandville desires to authorize the execution of the Restated Operating Agreement, Managing Member Certificate, Managing Member Payment Certificate, Environmental Representations, Warranties, and Covenants, Development Agreement, Incentive Management Fee Agreement, Investor Services Agreement, and Company Management Services Agreement, and any other documents with regard thereto as well as any and all other documents necessary to enter into and effectuate the Loans and the purposes of DP Grandville and the Company; and

WHEREAS, DP Grandville wishes to authorize its guarantee of the obligations of the Company, if necessary.

NOW, THEREFORE, the following Resolutions were duly made, seconded and adopted:

IT IS RESOLVED that DP Grandville is authorized to be a Member and the Manager of Plaza Grandville Limited Dividend Housing Association LLC.

IT IS FURTHER RESOLVED that acceptance of the Fund’s investment proposal and admittance of the Investor Member as a member of the Company are hereby approved.

IT IS FURTHER RESOLVED that either Dennis Sturtevant, President of DP Grandville, or Annamarie Buller, Vice-President, of DP Grandville, is authorized, on behalf of DP Grandville, at any time after the adoption of this resolution and without further action by or authority or direction from the Board of Managers, to execute the Restated Operating Agreement admitting the Investor Member as a ninety-nine and ninety-nine hundredths (99.99%) percent member, and/or any amendments or changes thereto in such form and containing such provisions as may be deemed appropriate by such Officer and DP Grandville’s legal counsel in order to effectuate the syndication of a membership interest in the Company to the Investor Member, and to take such other acts and execute such other documents as may be necessary, convenient or appropriate to accomplish the foregoing purpose.
IT IS FURTHER RESOLVED that either Dennis Sturtevant, President of DP Grandville, or Annamarie Buller, Vice-President of DP Grandville, is authorized, on behalf of DP Grandville, at any time after the adoption of this resolution and without further action by or authority or direction from the Board of Managers of DP Grandville, to execute the Managing Member Certificate, Managing Member Payment Certificate, Environmental Representations, Warranties, and Covenants, Development Agreement, Incentive Management Fee Agreement, Investor Services Agreement, and Company Management Services Agreement, and any other documents with regard to the syndication of the membership interest and/or any amendments or changes thereto in such form and containing such provisions as may be deemed appropriate by such Officer and DP Grandville's legal counsel.

IT IS FURTHER RESOLVED that either Dennis Sturtevant, President of DP Grandville, or Annamarie Buller, Vice-President of DP Grandville, is authorized, on behalf of DP Grandville, at any time after the adoption of this resolution and without further action by or authority or direction from the Board of Managers of DP Grandville, to execute any and all documents, including, but not limited to, commitments, loan or grant agreements, notes, and mortgages, and/or any amendments or changes thereto in such form and containing such provisions as may be deemed appropriate by such Officer and DP Grandville’s legal counsel, all as may be necessary to enter into and effectuate the necessary financing for the Project, including the Huntington Loan and the DP Loan.

IT IS FURTHER RESOLVED that either Dennis Sturtevant, President of DP Grandville, or Annamarie Buller, Vice-President of DP Grandville, is authorized, on behalf of DP Grandville, at any time after the adoption of this resolution and without further action by or authority or direction from the Board of Managers of DP Grandville, to execute, as may be required of DP Grandville, any Guaranty guaranteeing the obligations of the Company in such form and containing such provisions as may be deemed appropriate by such Officer and DP Grandville’s legal counsel.

IT IS FURTHER RESOLVED that either Dennis Sturtevant, President of DP Grandville, or Annamarie Buller, Vice-President of DP Grandville, is authorized, on behalf of DP Grandville, at any time after the adoption of this resolution and without further action by or authority or direction from the Board of Managers of DP Grandville, to execute and deliver, or cause to be executed and delivered, all necessary purchase agreements, and other agreements, instruments and documents, or modifications to the documents referred to herein, and also to take such further action on behalf of DP Grandville as may be deemed appropriate by such Officer and DP Grandville’s legal counsel to effectuate DP Grandville’s and the Company’s support of the Project.
IT IS FURTHER RESOLVED that any prior actions taken on behalf of DP Grandville with regard to the foregoing matters is hereby ratified and affirmed by the Board of Managers of DP Grandville.

Dated: ____________________________

Francine Gaston
Secretary of DP Grandville LLC
### Our Westside Story Sponsorship Outreach

<table>
<thead>
<tr>
<th>Sponsor Name</th>
<th>Amount</th>
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<tr>
<td>Denny Sturtevant</td>
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<tr>
<td>Buiten &amp; Associates</td>
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<td>CDV5</td>
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<td>Cinnaire ($5000)</td>
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<td>Crowe Horwath LLP</td>
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<td>CWD Real Estate Investment</td>
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<tr>
<td>Dick &amp; Betsy DeVos Foundation</td>
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<tr>
<td>Federal Home Loan Bank</td>
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<td>Fifth Third Bank</td>
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<td>Founders Brewing</td>
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<tr>
<td>George and Susan Larimore</td>
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<tr>
<td>Hooker</td>
<td>DeJong ($5000)</td>
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<td>Insignia Homes</td>
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<td>Metro Health Hospital</td>
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<td>MSHDA</td>
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<td>National Equity Fund ($1000)</td>
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<td>Orlebeke Mackraz PC ($5000)</td>
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<td>Sherwood &amp; Coupe Family Foundation</td>
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<td>Triangle Associates</td>
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<td>Trinity Evangelical Lutheran Church</td>
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<td>Wege Foundation</td>
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<td>George Larimore</td>
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<td>Bill and Sallie Bowie</td>
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<td>Colliers</td>
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<td>New Holland Brewing</td>
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<td>Commonwealth Companies</td>
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<td>Steve and Cathy Bratschie</td>
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<td>Varnum</td>
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<td>Grand Rapids Dominican Sisters</td>
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<td>Land &amp; Company</td>
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<td>Kyle Irwin</td>
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<td>BISSELL Inc.</td>
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<td>Butterball</td>
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<td>Daniel &amp; Pamella DeVos Foundation</td>
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<td>Douglas and Maria DeVos Foundation</td>
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<td>Grand Valley State University</td>
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<td>Irwin Seating Company</td>
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<tr>
<td>John and Nancy Kennedy</td>
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<td>John Hunting ($500)</td>
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<td>Mercantile Bank</td>
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<td>Michael and Sue Jandernoa</td>
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<td>Richard &amp; Linda Glaser</td>
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<tr>
<td>Thomas &amp; Sally Gleason ($2500)</td>
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<tr>
<td>Annamarie Buller</td>
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<td>United Bank</td>
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<td>All Flo</td>
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<td>Choice One Bank ($2500)</td>
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<td>Columbo’s Flors to Go</td>
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<td>DeStigter Architecture &amp; Planning</td>
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<td>Gootjes</td>
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<td>Hurst Mechanical</td>
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<td>Merl’s Towing</td>
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<td>Pella Windows and Doors</td>
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<td>Powell Relocation Group</td>
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<td>Superior Pest Control</td>
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<td>Talcott Consulting ($500)</td>
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<td>Van Haren Electric Inc.</td>
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<td>Steve Recker</td>
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<td>Beene Garter</td>
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<td>Lynnette Koster</td>
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<td>The Herman Miller Foundation</td>
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<td>Total: $22,000</td>
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*Updated: 7/25/19*
Contact Information

Name as it should appear in print:

__________________________________________________________

Contact Name: ____________________________________________________________________________

Address: ________________________________________________________________________________

City: ___________ State: ___________ Zipcode: __________________________

Email: __________________________________________

Payment Method

☐ Send Invoice

☐ Pay with Check
  Make check payable to: Dwelling Place of Grand Rapids

☐ Pay with Credit Card
  American Express  Discover  MasterCard  VISA

Card Number: ___________________________ Exp. Date: ______________________

Security Code: ___________ Exp. Date: ______________________

Name on Card: ____________________________________________

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Sponsorship Level

- Gold Level - $10,000
- Silver Level - $5,000
- Bronze Level - $2,500
- Friend Level - $1,000
- Neighbor Level - $500

Dwelling Place Contact Information

Mail To:
101 Sheldon Blvd SE Ste. 2
Grand Rapids, MI 49503

Call:
Latrisha Sosebee
(989) 307-8755

Email:
Latrisha Sosebee
lsosebee@dwellingplacegr.org

Fax:
Attn: Latrisha Sosebee
(616) 454-5249

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Dwellingplace

Accessibility Symbol  NeighborWorks Charter Member
Our Westside Story
Sponsorship Packages

Gold Sponsor - $10,000

- Acknowledgement on all printed marketing materials, invitations and press releases for event
- Recognition of Gold Sponsorship on Dwelling Place website and social media channels
- Premier placement of logo throughout the event
- Dwelling Place newsletter feature
- Logo and recognition on event program
- Verbal recognition by event emcee
- Guest tickets for up to 10 guests (Gold pin for guests)

Silver Sponsor - $5,000

- Acknowledgement on all printed marketing materials, invitations and press releases for event
- Recognition of Silver Sponsorship on Dwelling Place website and social media channels
- Premier placement of logo throughout the event
- Verbal recognition by event emcee
- Guest tickets for up to 6 guests (Silver pins for guests)

Bronze Sponsor - $2,500

- Recognition of Bronze Sponsorship on Dwelling Place website and social media channels
- Placement of logo throughout the event
- Verbal recognition by event emcee
- Guest tickets for up to 4 guests (Bronze pins for guests)

Friend Sponsor - $1,000

- Name recognition of friend sponsorship on event program and website
- Guest tickets for 2 guests

Neighbor Sponsor - $500

- Name recognition of Neighbor sponsorship on website
- Guest tickets for 2 guests
CELEBRATING OUR VOLUNTEERS

Giving is Growing

AUGUST 8TH 5:30-8PM
ST. JAMES PLACE, 750 FIRST ST NW
GRAND RAPIDS 49504

RSVP by phone or email
Amy Henderson, Volunteer Coordinator
volunteers@dwellingplacegr.org
(616) 284-1762
We're celebrating you!

Volunteers have helped Dwelling Place sew seeds in the lives of residents by creating an environment where together, communities can flourish. Join us to recognize our dedicated volunteers for an event with great food, fun games, community art and celebration!

In case it rains, we're bringing the party inside the St. James Building!
"Everyone Deserves a Dwelling Place"
Campaign to Increase Affordable Housing in Grand Rapids

To: Potential Donors and Grant Makers
From: Dennis Sturtevant, CEO
Re: Philanthropic Request for Support
Date: July 25, 2019

Dwelling Place is seeking support from the community to raise just over $3.4 million in capital that will leverage more than $60 million in affordable housing development activity in the City of Grand Rapids in 2019 and 2020. This capital request represents our present gap in financing for five housing development projects (238 apartments), including 119 new two and three bedroom apartments on Grand Rapids west side and rehabilitation of an additional 119 permanent supportive housing apartments in the Heartside Neighborhood. Our fundraising goal translates into just over $14,400 per unit, guaranteeing that these housing units will remain affordable in perpetuity.

Attached you will find a summary for each of the five projects, describing the unique characteristics of each of these apartment communities and our present financing gap. All of the new apartments (119 units) are two and three bedroom units designed to serve families with children in the West Grand Neighborhood and the Roosevelt Park Neighborhood of Grand Rapids. All 68 apartments in the West Grand Neighborhood will be preferred for Challenge Scholars families and 18 of those apartments will receive referrals directly from the YWCA for homeless families who are domestic violence survivors. The 48 units in the Roosevelt Park Neighborhood are part of a much larger collaboration with numerous partners, being created for families to buffer against gentrifying trends in this predominantly Latinx neighborhood.

The rehabilitation initiative in the Heartside Neighborhood is focused on Ferguson Apartments, which includes 119 studio apartments. It was opened in 2002 as the “first of its kind”, large scale, permanent supportive housing program in Grand Rapids, meeting the needs of single individuals who were both homeless and disabled.

Affordable housing has been identified as a high priority need in Grand Rapids in virtually every social needs assessment that has been conducted in the previous five years. Dwelling Place has stepped up to this challenge, having secured nearly 95% of the funding needed to complete $60 million in development that will serve 238 low-income households over many years into the future. We are looking to the

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NeighborWorks®
CHARTERED MEMBER

United Way
Heart of West Michigan

Equal Housing Opportunity
Equal Opportunity Employer

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philanthropic community in Grand Rapids to invest in this future by helping us to cross the finish line in this capital campaign. Please let us know if you are willing to have a conversation with us about this campaign. We are anxious to explore the potential with you for a grant to defray some portion of the community investment needed. We are very grateful for your consideration.
# Everyone Deserves a Dwelling Place

**Campaign to Increase Affordable Housing in Grand Rapids**

<table>
<thead>
<tr>
<th>Project</th>
<th>Apartment Total</th>
<th>Neighborhood</th>
<th>Total Development Costs</th>
<th>Sponsor Loan and GP Capital Contribution</th>
<th>FSU Purchase</th>
<th>Philanthropy To Date</th>
<th>Dwelling Place Gap</th>
<th>Construction Start Date</th>
<th>Estimated Construction Completion Date</th>
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<tbody>
<tr>
<td>Harrison Park Apartments</td>
<td>48</td>
<td>West Grand</td>
<td>$13,367,527</td>
<td>$1,531,169</td>
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<td>$1,079,000</td>
<td>$452,169</td>
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<td>Pine Avenue Apartments</td>
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<td>-</td>
<td>$663,823</td>
<td>Winter 2019</td>
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<tr>
<td>Ferguson Apartments</td>
<td>119</td>
<td>Heartside</td>
<td>$21,680,763</td>
<td>$100</td>
<td>-</td>
<td>-</td>
<td>$215,574</td>
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<tr>
<td>Grandville Avenue Apartments</td>
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<td>$8,594,513</td>
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<td>$1,121,802</td>
<td>-</td>
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<td>Franklin Street Apartments</td>
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<td>$1,003,612</td>
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<td><strong>Totals</strong></td>
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<td></td>
<td><strong>$60,943,426</strong></td>
<td><strong>$4,292,736</strong></td>
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<td><strong>$3,429,210</strong></td>
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As of 7/25/19

**NOTE 1:** Any gap not funded from philanthropy or other sources must be paid for by Dwelling Place.

**NOTE 2:** Ferris State University anticipates board review and approval in October 2019.
## Breakdown Graphs
### 2019 YTD Donations

<table>
<thead>
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<th>Donation Type</th>
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<td>Check</td>
<td>27</td>
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<td>Online/Credit Card</td>
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<td>Church</td>
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<td>2,826</td>
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<td>Grant from Foundation</td>
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<td>29,900</td>
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<td>Other</td>
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<td>50</td>
</tr>
<tr>
<td>Total</td>
<td>37</td>
<td>55,065</td>
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<tr>
<th>Donor History</th>
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<td>First-time Donor</td>
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<td>11,215</td>
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<td>Donated Previously This Year</td>
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<td>2,270</td>
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<tr>
<td>Last Donated 2018</td>
<td>16</td>
<td>23,376</td>
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<td>Last Donated 2017</td>
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<td>Last Donated 2016</td>
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<tr>
<th>Donation Restriction</th>
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<tr>
<td>Unrestricted</td>
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<td>25,115</td>
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<tr>
<td>Restricted for Capital Project</td>
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<tr>
<td>Restricted for Program</td>
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<td>19,000</td>
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<tr>
<td>Other Restriction</td>
<td>1</td>
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<tr>
<td>Total</td>
<td>37</td>
<td>55,065</td>
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### YTD Progress on 2019 Goals

<table>
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<tr>
<th>FUNDING SOURCE</th>
<th>January</th>
<th>February</th>
<th>March</th>
<th>April</th>
<th>May</th>
<th>June</th>
<th>July</th>
<th>August</th>
<th>September</th>
<th>October</th>
<th>November</th>
<th>December</th>
<th>Year to Date</th>
<th>Annual Goal</th>
<th>% Complete</th>
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<td>$280.80</td>
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<td>$4,789.40</td>
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<td>$1,000.00</td>
<td>-</td>
<td>-</td>
<td>$500.00</td>
<td>-</td>
<td>-</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>$1,500.00</td>
<td>$45,000.00</td>
<td>3%</td>
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<tr>
<td><strong>Grants from Foundations</strong></td>
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<td>$215.00</td>
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<td>$360.50</td>
<td>-</td>
<td>$750.00</td>
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<td></td>
<td></td>
<td></td>
<td>$2,825.50</td>
<td>$20,000.00</td>
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<td><strong>Churches</strong></td>
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<td></td>
<td>$2,825.50</td>
<td>$20,000.00</td>
<td>28%</td>
</tr>
<tr>
<td><strong>Special Fundraising Event</strong></td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>$16,000.00</td>
<td>$100,000.00</td>
<td>16%</td>
</tr>
<tr>
<td><strong>Other</strong></td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>$50.00</td>
<td>-</td>
<td>-</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>$16,000.00</td>
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<td>16%</td>
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<td><strong>Total</strong></td>
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<td>$5,526.00</td>
<td>$8,681.00</td>
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<td>18%</td>
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**2018 Numbers**

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<thead>
<tr>
<th>January</th>
<th>February</th>
<th>March</th>
<th>April</th>
<th>May</th>
<th>June</th>
<th>July</th>
<th>Total</th>
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<tbody>
<tr>
<td>$3,146.12</td>
<td>$1,780.00</td>
<td>$600.00</td>
<td>$7,548</td>
<td>$207,406</td>
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<td>$885</td>
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### Monthly Donations 2018/2019 Comparison

- **2019 Monthly Donations**
- **2018 Monthly Donations**

### YTD Progress on Annual Goals

- **Dollars to Go**: $249,935.10
<table>
<thead>
<tr>
<th>Donor Name</th>
<th>DP Recording Date</th>
<th>Funding Source</th>
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<tbody>
<tr>
<td>Sharon Porchia</td>
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<td>Individual</td>
</tr>
<tr>
<td>Jack &amp; Rebecca Hoffman / Smith-Hoffman</td>
<td>1/4/2019</td>
<td>Individual</td>
</tr>
<tr>
<td>Carol Hubbard</td>
<td>1/4/2019</td>
<td>Individual</td>
</tr>
<tr>
<td>Michael Ensing</td>
<td>1/11/2019</td>
<td>Individual</td>
</tr>
<tr>
<td>David &amp; Sandra Gibbs</td>
<td>1/11/2019</td>
<td>Individual</td>
</tr>
<tr>
<td>- LaGrave Ave CRC</td>
<td>1/11/2019</td>
<td>Church</td>
</tr>
<tr>
<td>Bob &amp; Lois DeBoer</td>
<td>1/18/2019</td>
<td>Individual</td>
</tr>
<tr>
<td>Marilyn Whitney</td>
<td>1/25/2019</td>
<td>Individual</td>
</tr>
<tr>
<td>Michael Ensing</td>
<td>2/1/2019</td>
<td>Individual</td>
</tr>
<tr>
<td>Loyd Winer</td>
<td>2/8/2019</td>
<td>Individual</td>
</tr>
<tr>
<td>- GRCF</td>
<td>2/8/2019</td>
<td>Grant</td>
</tr>
<tr>
<td>- Trinity Evangelical Lutheran Church</td>
<td>2/8/2019</td>
<td>Church</td>
</tr>
<tr>
<td>Marcia &amp; Wayne Fredline</td>
<td>2/22/2019</td>
<td>Individual</td>
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<tr>
<td>Michael Ensing</td>
<td>2/28/2019</td>
<td>Individual</td>
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<td>- MCACA</td>
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<td>Harry Gubbins</td>
<td>3/8/2019</td>
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<tr>
<td>Michael Ensing</td>
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<td>- LaGrave Ave CRC</td>
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<td>Jamerson Ries</td>
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<td>Michael Ensing</td>
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</tr>
<tr>
<td>- Trinity Evangelical Lutheran Church</td>
<td>5/3/2019</td>
<td>Church</td>
</tr>
<tr>
<td>- CDV5 Foundation</td>
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<td>Grant</td>
</tr>
<tr>
<td>- Huntington Foundation</td>
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<td>Grant</td>
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<td>- St. Mark's Episcopal Church</td>
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</tr>
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<td>Michael Ensing</td>
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<td>Individual</td>
</tr>
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<td>- Wolverine Building Group</td>
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</tr>
<tr>
<td>Tom &amp; Mickie Fox</td>
<td>6/12/2019</td>
<td>Individual</td>
</tr>
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<td>- Bethlehem Neighborhood Park Assn</td>
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<td>Other</td>
</tr>
<tr>
<td>Michael Ensing</td>
<td>6/28/2019</td>
<td>Individual</td>
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<td>- LaGrave Ave CRC</td>
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<td>Church</td>
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<td>Sally &amp; Tom Gleason</td>
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<td>Event</td>
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<td>John Hunting</td>
<td>7/19/2019</td>
<td>Event</td>
</tr>
<tr>
<td>- Choice One Bank</td>
<td>7/24/2019</td>
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<tr>
<td>- Cinnaire</td>
<td>7/24/2019</td>
<td>Event</td>
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<tr>
<td>- Orlebeke Mackraz</td>
<td>7/24/2019</td>
<td>Event</td>
</tr>
<tr>
<td>(Terry Talcott)</td>
<td>7/25/2019</td>
<td>Event</td>
</tr>
</tbody>
</table>
BOARD OF DIRECTORS
2019 BOARD MEMBER RECRUITMENT
& ONBOARDING PLAN
Board Approved 08.07.2019

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INTRODUCTION

In the interest of preparing a comprehensive approach to Board recruitment and successful integration of new Board members, the Dwelling Place Board Governance Sub-Committee has prepared the Recruitment and Retention Plan for ongoing use by its members. The system shall be followed for every search, ensuring consistency and fairness in Board placements, while positioning each new member for meaningful contribution to the overall strategic plan.

SECTION 1: TALENT RECRUITMENT STRATEGY

Aligning board recruitment and development activities with the mission and goals of the strategic plan is essential to enhance new member engagement and contributions. The Board Governance Sub-Committee reviews the mission, vision, goals and strategies, and then determines any new skills, knowledge, community contacts and other attributes future board members will need to advance the mission and strategic plan.

DWELLING PLACE BOARD BRAND

Brand Statement: Everyone Deserves a Dwelling Place
  Where... growth, safety, creativity, enrichment, affordability, relationships, familiarity, contributions are supported

Continuing the growth of affordable, quality housing, neighborhood revitalization and community engagement for low-income residents of West Michigan through diligent, attentive and informed participation – we connect and understand Dwelling Place residents and staff.

Benefits of Dwelling Place housing: location, cost, diversity, inclusion

Board member motivations: provide safe, dignified housing so people in the community can improve many aspects of their lives

Resident perceptions of Dwelling Place: great low-income housing, but long waiting lists and few opportunities for “the missing middle”

Contributor perceptions: what Dwelling Place does, it does well

Desired perceptions: a full, broad understanding of the cumulative impact Dwelling Place has across West Michigan

POSITION AND ROLE DISCOVERY

Job Description – Appendix 1

Skill Gap Analysis
  Determine the board composition needed to ensure it is adequately structured to achieve the mission and goals of the strategic plan. Factor in the upcoming leadership needs of each committee as well.

Board Matrix – Appendix 2

STEPS OF AN EFFECTIVE RECRUITING PROCESS
Roles within the Governance Sub-Committee
Dwelling Place Governance Sub-Committee members are responsible for designing and implementing a board member recruiting process.

- Drive the process
- Assess board needs in relation to goals
- Inventory current Board composition
- Pre-screen list for outreach – circulate fully with board
- Recruit potential new members
- Interview potential new members
- Recommendation to full Board

The Dwelling Place Board Recruitment Packet

- Bylaws
- Annual Report Highlights
- Financial Statements
- Current BOD List
- BOD job description
- Strategic Plan
- Meeting Minutes
- Current collateral information, including website

SECTION 2: COMMUNITY OUTREACH STRATEGIES
Dwelling Place will utilize Board member networks to connect with candidates that fit recruitment priorities. Once the committee has identified prospects, it will develop a recruiting and interview plan with deadlines and assign tasks to board members and Dwelling Place leadership as appropriate.

SPECIFIC, DIVERSITY-FOCUSED MARKETS

Matrix of Current Community Partners – Appendix 3 [under construction]

Identify Future Talent Pipeline
Identify local organizations to maintain contact with for recruitment of specific expertise and/or demographics. Conduct outreach: review the list of staff members and board members of the organizations; review on LinkedIn and social media to find common connections and offer opportunities for their members to get involved in the community.

Networking
Ongoing opportunities/events to engage staff, board, and residents together to aid in identifying future talent, and expose them to the networks of residents and staff; personal outreach, relationship building.

Pre-Screening Techniques
Members of the Governance sub-committee will review the list of potential candidates with the full board in order to explore any experiences, background, or potential conflicts that may exist.

SECTION 3: SELECTING NEW MEMBERS – STRATEGIC INTERVIEW PROCESS
INTERVIEW AND SELECTION GUIDELINES

Share the Selection Process with Candidate
The board chair or governance committee chair should reach out as soon as possible to a board candidate, introduce her or himself, thank the candidate for his/her interest in the board, explain the interview and selection process, and establish a timeframe for the whole process, including:

- How many weeks the interview process is expected to take
- When the board anticipates the candidate election decision will be made
- When we anticipate the new board member’s service would begin
During this initial conversation or email exchange, to avoid delays and potential disengagement, we will schedule a tour and the interviews.

**Dwelling Place tours, Board meeting observation, and Interviews**

Every potential board member should feel a connection to the leader and have the chance to ask him/her questions about Dwelling Place, its mission, goals and vision. The leader should have an opportunity to share feedback and insights about each candidate with the governance committee.

Consider combining this meeting with a tour which would include: Reviewing Dwelling Place’s history (including recent successes and hurdles), mission, programs, while touring the main office; visiting one or two residences, getting a sense of the population and culture

**The Interview**

Each serious candidate will have an opportunity to meet with a combination of the following:

- CEO
- Board Chair
- Governance Sub-Committee Representative
- Other Board members
- Chair of the committee the candidate would likely serve on if applicable

Every board member should have the candidate’s application, resume, bio, and any other available background information before the interviews

**Suggested interview questions:**

- Why are you interested in serving on a non-profit volunteer board?
- Have you served on other boards before? If so, what are a few aspects of your board service that were notably positive or negative for you?
- Why does this particular board appeal to you?
- What skills, networks, experiences, and other assets will you bring to this board?
- Are there areas of board participation for which you would desire additional training or development, such as financial statement analysis or technology access?
- How will this organization benefit from your participation on the board?
- Can you meet the requirements stated in our Board Member Agreement?
- In particular, how much time do you anticipate being able to devote to board service?
- Do you have any initial preference in terms of committee participation?
- What questions do you have about this board, our expectations for board members, or anything else regarding becoming a member of this board?

**Placement Decision**

Once a candidate completes the interview steps, the governance committee will typically prepare a recommendation for the full board about whether to elect the candidate to the board. We recommend the following steps:

Discuss: The governance committee meets as soon as possible after all interviews are complete to discuss each candidate in depth, including the CEO in the discussions to the extent possible and desired.

Recommend: The governance committee decides whether to present its recommendation(s) for the candidate to the full board or not. The committee should release its recommendation(s) at
least one week prior to a board meeting to allow board members time to review and ask questions.

Notify: Immediately after the vote, let each candidate know the decision as follows:

Candidates elected to the board:
The Board Chair contacts the elected candidate to officially ask him/her to join the board, offering congratulations and welcome. Provide key dates—upcoming board meetings, an upcoming retreat, significant Dwelling Place events, etc. Explain the onboarding process.

Candidates not elected to the board:
The Board strives to complete appropriate vetting early in the process to avoid this outcome. However, should this scenario surface, consider the candidate for other opportunities with the board (for example, could the person join a board committee?). The Board Chair or Governance Committee Chair will contact the individual, thank him/her for interest in the board and, if appropriate, ask if they can maintain contact in the event of future board openings.

SECTION 4: ONBOARDING NEW MEMBERS – TRAINING, DEVELOPMENT, INTEGRATION

TRAINING PRIORITIES

1. Orientation Plan – Appendix 4
   - Introductions and time for socializing: Take time to introduce those around the table and provide name cards so new members can quickly learn names. Each current board member can share his/her own length of board service and personal story (interest in affordable housing, professional interests, etc.), including how he/she came to serve on the board.
   - Overview of the mission, vision, and goals of Dwelling Place. The CEO should highlight the organization’s history, programs, and success; residences and resident impact; and key stakeholders.
   - Responsibilities of board members and committees: Clearly state the board’s policy on attendance at meetings, whether attending by phone/video is permitted or discouraged, and requirements for board member committee participation.
   - Long-term strategic goals, organizational priorities: Include background information on recent key board decisions and those on the horizon.
   - Finances and fundraising: Be explicit about the overall financial situation of Dwelling Place and fundraising expectations, including whether board members are required to either contribute or fundraise a specified amount of money, or expectations for each board member to give at a personally meaningful level.
   - Cultural aspects of the board: Discuss logistics for meetings (e.g., attire, whether food is provided), behavioral norms, and expected responsiveness to email communication.
   - Development needs: Discuss any areas that the new member would like to develop, such as financial statement analysis, technology access, or others.

EQUITY ASSESSMENT – Appendix 5 [Under construction]
Working with the new board member, conduct an assessment of needs, based on the Board of Directors skills matrix, identifying what the new board member will need in order to fully participate; Leads to educational opportunities, skill enrichment.

RETREAT ACTIVITIES
A board retreat can help everyone get to know one another and start on the same page. The retreat can focus on team building and communication styles to establish good working relationships.
If the entire board is able to gather together, it presents an opportunity to reflect on board dynamics, review roles and responsibilities, and consider how successful current processes are and if any changes need to be made.

Consider a new member inclusion-building activity where the group can share their perspectives on what’s working well, what they’ve learned along the way, and what changes they anticipate or desire for the future.

MENTORSHIP PROGRAM
There is high value in pairing a board member liaison with a new member to provide additional context to discussions. This also provides a forum for development of knowledge in areas that the new board member might desire. The new board member should feel comfortable asking questions during the meeting, but also suggest that they identify when they may need additional information, background details, or context.

Reference Appendix 6 for the full New Board Member Mentorship Program guidelines.

SECTION 5: RECRUITMENT PLAN MAINTENANCE
Monitoring and evaluating the effectiveness of the recruitment, selection and development strategies is important to meaningful integration of new board members. The Plan is built to increase the number of potential board members available for consideration, ensure that the most appropriate candidates are invited to the positions, and those selected are given the tools they need to fully participate in meeting the needs of Dwelling Place. Continuous monitoring and data collecting by the Governance Committee will provide necessary information as to whether the strategies are meeting the organization’s needs.

As in the previous steps, this process will involve ongoing assessment of the number of candidates available, well suited, and effectively prepared as follows:

- **Quarterly:** New board member/governance committee check-ins to monitor development plan progress
- **Quarterly:** Governance Committee keeps recruitment plan review as a standing meeting agenda item, ensuring that commitments for networking, outreach, and development are on track
- **Annually:** BOD Recruitment Plan Progress Report to the CEO and Board Chair from Governance Committee
- **Ongoing:** Consider expanding the recruitment effort broader in the community as capacity and budget allows.

The Governance Sub-committee will make annual revisions to the plan as needed per the CEO and Board Chair review and recommendations.
DESI RABLE QUALIFICATIONS

1. Demonstrated commitment to Dwelling Place’s mission – “To improve the lives of people by creating quality affordable housing, providing essential support services and serving as a catalyst for neighborhood revitalization.”

2. Broad knowledge in one or more of the following areas:
   a. Real estate and corporate law
   b. Real estate finance
   c. Property management
   d. Building design and construction
   e. Affordable housing development, financing and management
   f. Physical and behavioral health care systems
   g. Nonprofit management or accounting
   h. Human resources
   i. Fundraising
   j. Marketing and branding
   k. Technology
   l. Community engagement
   m. Familiarity and/or experience with neighborhoods/communities served by Dwelling Place
   n. Other areas that help to promote the mission of Dwelling Place

3. Availability and willingness to actively participate in Board events and activities

In addition to the desirable qualifications identified above, Dwelling Place will prioritize recruitment of new board members with unique and diverse connections to the community that can expand support and awareness of Dwelling Place in the community.

COLLECTIVE RESPONSIBILITIES

1. Trusteeship for the mission, vision, and values of Dwelling Place
2. Fiduciary responsibility for the organization
3. An ongoing process for selecting, supporting, and evaluating the Chief Executive Officer
4. An ongoing process for strategic planning, monitoring, and evaluating the organizations’ programs and services
5. A policy framework that guides the organization
6. Creating and maintaining positive linkages with the community
7. Commitment to fund development efforts and financial stewardship for the organization
8. An inclusive and diverse Board membership

INDIVIDUAL RESPONSIBILITIES

1. Ensure that the mission, vision, and values of Dwelling Place are carried forth
2. Develop an awareness and understanding of issues and challenges related to the mission of Dwelling Place
3. Maintain the confidentiality of the organization
4. Govern through diligent, attentive, and informed participation
5. Attend scheduled meetings
6. Provide financial support of Dwelling Place each year and participate in fundraising activities
7. Match their personal and professional talents to a standing or ad hoc committee of the Board, and contributed willingly to the business of that committee
8. Create and maintain an environment of mutual respect and courtesy to one another
9. Support the role of the Chief Executive Officer with DP staff and the public
10. Avoid speaking on behalf of Dwelling Place in a public setting, or to the media, unless authorized by the Board
11. Conduct themselves in a manner that reflects the mission and values of Dwelling Place
Using this Matrix Analysis tab, a board may be able to identify existing capabilities as well as areas where board development or additional qualifications are needed. It imports data inputed in Tab 1 ("Matrix") and ultimately relates that information to determine recruitment priorities for the board.

**Directions:** Rate the level of importance for each skill and experience and demographic area as it pertains to your board. Then, see how that compares to your current board representation. Finally, determine recruitment priorities based on this comparison. Ratings to be used for level of importance and priority are a scale of High(3) to Low/Not Applicable (1).

### Skills & Experience

<table>
<thead>
<tr>
<th>Skills &amp; Experience</th>
<th>Current Level of Importance</th>
<th>Current Board Representation</th>
<th>Recruitment Priority</th>
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<tbody>
<tr>
<td>Belief in/Support of Mission</td>
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<td>Board Experience</td>
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<td>CEO of a Mid/Large Size Org.</td>
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<td>Community Affiliation/Access to Leaders</td>
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<td>Fundraising/Planned Giving</td>
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<td>Physical and Behavioral Health Care Industry</td>
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<td>Leadership Experience</td>
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<td>Real Estate and Corporate Law</td>
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<td>Design/Construction</td>
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<td>Higher Education/Training</td>
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<td>Marketing/Branding</td>
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### Demographic Background

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<tr>
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<th>Current Level of Importance</th>
<th>Current Board Representation</th>
<th>Recruitment Priority</th>
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<td>Gender</td>
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**Note:** This spreadsheet is locked. To edit this spreadsheet, go to the Unprotect sheet option and enter the password "deloitte".

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This tool is designed to help boards assess the level of experience each director has in various skill areas, as well as the overall composition of the board as it relates to diversity.

**Directions:** In the Skills/Experience Section, rate each board director using a scale of High (3) to Low/Not Applicable (1) to reflect the level of experience possessed in a particular area. In the Demographic Background Section, enter the qualifications as it relates to each director. Once completed, continue to Tab 2 (“Matrix Analysis”).

<table>
<thead>
<tr>
<th>Term Expiration Date</th>
<th>Renee Williams</th>
<th>Francine Gaston</th>
<th>Juan Daniel Castro</th>
<th>Kyle Irwin</th>
<th>Tommie Wallace</th>
<th>Annamarie Buller</th>
<th>Larry Titley</th>
<th>David Byers</th>
<th>Richard Stevens</th>
<th>Marvin Thomas</th>
<th>Thomas Carpenter</th>
<th>Rich Kogelschatz</th>
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**Skills & Experience**

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## MATRIX OF COMMUNITY PARTNERS
(BOARD MEMBER RECRUITMENT & ONBOARDING PLAN)

**Board Approved 08.07.2019**

<table>
<thead>
<tr>
<th>Recruiting Priorities</th>
<th>Target Areas</th>
<th>Responsible Person(s)</th>
<th>Timeline</th>
</tr>
</thead>
<tbody>
<tr>
<td>Women</td>
<td>Inforum Michigan, YWCA, GROW, Progressive Women’s Alliance, GRBJ-Women in Business Honorees</td>
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<tr>
<td>Latinx</td>
<td>Latino Community Coalition, West Michigan Hispanic Chamber of Commerce, Latinas Network of West Michigan</td>
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<tr>
<td>Consumer Representations (1/3 requirement)</td>
<td>Community Building &amp; Engagement staff seeking resident leaders</td>
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<tr>
<td>C Suite positions from middle or large market local organizations</td>
<td>Personal connections with CEOs and other business leaders, area Chambers of Commerce, Rotary, Econ Club</td>
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<tr>
<td>Financial</td>
<td>Connections with banks, accounting firms, other finance organizations</td>
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<tr>
<td>Real Estate</td>
<td>Connections with real estate participants such as developers, construction firms, architects</td>
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<tr>
<td>Marketing</td>
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</tbody>
</table>
1. Dwelling Place mission, vision, and history
   a. Strategic Plan
   b. Current board member and key staff list
   c. Organizational Chart
   d. Board member and CEO job description and expectations
   e. Mentorship Program Description
   f. Current financial reports, audited financial statements and 990 tax return
   g. Previous 12 months of board meeting minutes
   h. Articles of Incorporation, Bylaws and Certificate of Incorporation
   i. IRS 501c3 Determination Letter of tax exempt status
   j. Board Governance Policies
   k. Sexual Harassment Policy
   l. Conflict of Interest policy and questionnaire
   m. Reimbursement policy
   n. Diversity, Equity and Inclusion Plan (when available)
   o. Whistleblower policy
   p. Annual report
   q. List of committees, their charters.descriptions, and membership (Attendance at one or more meetings or meeting with the chair of each standing committee within first year of board tenure is strongly encouraged.)
   r. Corporate Entity Chart
   s. NeighborWorks orientation materials
      i. 12 Principles of Governance that Power Exceptional Boards
   t. Calendar of meetings for the year
   u. Recent publicity
   v. Corporate video, website orientation and other collateral materials
   w. Property Orientation Guide
3. Committee Orientation
   a. Standing Committees
      i. Executive
      ii. Finance
      iii. Marketing & Development
      iv. Real Estate Development (RED) & Asset Management
      v. Resident Engagement
   b. Other Committees
      i. Appeals
      ii. Diversity, Equity, & Inclusion
      iii. Governance
      iv. Human Resources
4. Board Member Liability
   a. Board member liability limitations under Michigan law
   b. Indemnification by Dwelling Place
   c. Directors’ and Officers’ insurance

1 BoardSource – Building Effective Nonprofit Boards, www.boardsource.org
5. Property Tours  
   a. Main Office  
   b. Property tours  
6. Assignment of and Introduction to Board Mentor  
7. Create Education Plan aligned with new Board Member needs  
8. Breakfast, lunch, or dinner with CEO, Mentor, and Chairpersons for the Board and Governance Sub-Committee (other Board members are also welcome to attend)
DWELLING PLACE
BOARD MEMBER EQUITY CHECKLIST

Dwelling Place of Grand Rapids Nonprofit Housing Corporation has defined equity as, “the fair treatment, access, and opportunity for all people, while at the same time striving to identify and eliminate barriers that prevent full participation. Improving equity involves increasing justice and fairness within procedures, processes, and distribution of resources. Addressing equity issues requires an understanding of the root causes of outcome disparities within our society.”

As a component of Board Governance, one manifestation of this policy can be found in efforts to provide all board members with the supports, resources and technical assistance needed to fully participate in board governance. In some cases, barriers to full participation may require adaptation in the board’s organizational protocol for meetings. The checklist below for member completion, is not intended to be comprehensive. Rather, the checklist is intended to serve as a starting point, creating opportunities for new and long-time board members to identify means through which the Board can increase the level of engagement and participation from every one of its members.

Please complete the checklist at your earliest convenience and submit your response directly to the Board Chairperson or the CEO for consideration.

1. What is the best means to communicate with you?
   a. Email
   b. Phone
   c. Text
   d. Regular mail
   e. Other ______________________________

What is the best time of day to contact you?
   a. 8:00-11:00 AM
   b. 11:00 AM – 2:00 PM
   c. 2:00-5:00 PM

2. Are there any barriers to your full participation that could prevent you from fully participating in board functions?
   a. No __
   b. Yes __
      If yes, please provide a description of the accommodations requested.
      __________________________________________
      __________________________________________
      __________________________________________
      __________________________________________
3. Would it be helpful to have any specific mentoring/training in a specific area related to your board role that you would like Dwelling Place assistance with in order to fully participate in board functions?
   a. No __
   b. Yes __
   If yes, please describe the area and type of assistance you would like.
      ______________________________________________________________
      ______________________________________________________________
      ______________________________________________________________
      ______________________________________________________________

4. Will you require any special support or assistance to defray costs associated with child care, lost wages or transportation in order to fully participate in board functions?
   a. No __
   b. Yes __
   If yes, please describe your need.
      ______________________________________________________________
      ______________________________________________________________
      ______________________________________________________________
      ______________________________________________________________

5. Do you have any physical accessibility needs that might require Dwelling Place accommodations to allow for your full participation in board functions?
   No __
   Yes __
   If yes, please describe your need.
      ______________________________________________________________
      ______________________________________________________________
      ______________________________________________________________
      ______________________________________________________________

Signature __________________________________ Date ________________
NEW BOARD MEMBER MENTORSHIP PROGRAM

Board Approved  08.02.2017
Amended  04.03.2019

This program provides guidance, support and a board connection for all new board members during their first year of board service by assigning seasoned board members to act as mentors. More specifically, the program focuses on:

- How to fully integrate the new board member by understanding board logistics, and
- Helping the new board member to understand how they can contribute to the board based on their leadership competencies.

The program seeks to accomplish these objectives by seeking to:

- More fully engage a new board member to feel comfortable and welcomed through a one on-one board member connection.
- Helping the new board member to fully understand Dwelling Place’s strategic priorities and direction, and how best to contribute to future organizational initiatives.
- Facilitating the new board member’s acclimation by learning from another board member’s perspective about board culture, board meetings format, board structure and how things get done at board/committee level, and how best to contribute to board discussions.
- Providing an overview of the board membership, board roles and responsibilities, and expectations for board member meeting preparation and attendance.
- Facilitating and encouraging active board member engagement and contributions for a successful first-year experience.
- Offering recommendations for improvements in the mentoring program.

The Mentoring process will last approximately one year. It will begin soon after appointment to the board. The Board member and their protégé can determine if they would like to continue their mentoring relationship past the one-year time frame. Once a new board member is appointed, the Chairperson and CEO will identify prospective board members to serve as a mentor during the new board member’s first year. Prior to the new appointee’s first board meeting the Chair and CEO will conduct a half-day orientation session with new board member(s) which may cover topics such as but not limited to:

- Dwelling Place origins, history, and Conflict of Interest Policy
- Organizational Structure
- Strategic Priorities
- Board responsibilities
- Board member travel and expenses reimbursed
- How the board operates
- Consent agenda
- Key board decisions

Each mentor will receive the following:

- Welcome letter from the Chairperson
- The New Board Member Mentorship document
- Hard and digital copy of the New Board Member Orientation Packet
Successful mentoring attributes include but are not limited to:

- A demonstrated interest in helping the new board member to develop and empower them to make a meaningful contribution.
- A willingness to provide specific feedback as well as technical/operational expertise.
- A willingness to share knowledge and insights about their experience and what they have learned through board leadership.
- Skills as a good listener, observer and a problem solver
- Approachability and accessibility throughout the mentoring process.
- Willingness to connect with other mentoring board leaders to share ideas on the most effective mentoring techniques?

Mentors are expected to:

- Send “Congratulations” e-mail and include “What to Expect Before Your First Board Meeting” document with that email.
- Include link information from the Dwelling Place website, specifically noting volunteer opportunities, strategic priorities, various committees and the general learning framework.
- Incorporate some personal messaging that says something about what it was like for the mentor as a new board member – What did the mentor expect? How did the mentor learn what to do?
- Utilize the “sample” welcoming email or create their own version of this email to send to the new board member.

Prior to first board meeting mentors should:

- Contact the new board member to provide an overview of the board culture, board roles, committees, and some advice on how to ensure compliance with the Board policies.
- Help the new board member prepare for the meeting.
- Explain that the board chairperson will be in touch regarding committee appointments and will cover the work of the committees.

At the first board meeting mentors should:

- Make introductions to other board members and the Executive Committee if they have not already been introduced.
- Sit next to mentee to facilitate questions.
- Encourage feedback on board meeting evaluation forms.
- Throughout meeting, check with the new board member about their understanding of specific issues.

Following first board meeting the mentor should:

- Follow up on the meeting and answer any questions.
- Discuss committee role and expectations and how meetings are arranged.
- Highlight the need to review board action items from meeting.
- Provide feedback as to the board process and address any questions or comments from the new board member from the board discussion.
- Ask what was most interesting about the meeting?
- Ask them where they could see themselves contributing to an initiative, committee, or to other board work?

Following second meeting the mentor should:

- Follow up on the meeting and answer any questions.
• Ask what was most interesting about the meeting? Ask them where they could see themselves contributing to an initiative, committee, or to other board work?
• Ask for feedback on the mentoring experience thus far and how it might be improved.
• Complete a mentoring program evaluation form if available.

During the mentee’s first year experience, he/she should keep notes about improvements that could be made to improve the mentoring experience. It may also be helpful during the course of the year for the mentor and mentee to have monthly one-on-one conversations before or after board meetings to discuss their impressions.

New Board members/Mentees are expected to:
• Review all materials prior to meetings
• Stay abreast of Board related communications
• Follow-up in a timely manner
• Fully leverage the mentor relationship
• Ask questions
• Keep notes about adaptations that could be incorporated into the mentoring program to improve the program.

The Dwelling Place Mentoring program will serve as an integral element to enhance a new board member’s productivity, engagement and effectiveness. Thank you for your interest/willingness to serve in this very important role!
Sample E-Mail to New Mentor:

Date

Dear ____________,

Congratulations! Thanks so much for agreeing to be a mentor for one of our new board members.

The purpose of our mentoring program is to assist new board members by creating one to one linkages between the new member and a more seasoned board member to provide enhanced opportunities to successfully develop as a board member.

As part of this mentoring process over the next several months, we encourage you to assist the new board member to understand board logistics as well as how he or she can contribute to the board based on their leadership competencies.

Some examples of ways to maximize this opportunity for the new member include:

- Sending them a congratulatory note prior to their first or second Board meeting.
- Setting up a time to chat prior to their first several board meetings.
- Encouraging them to visit and explore the Dwelling Place web site and the board portal.
- Sharing your experience as a new board member.
- Explaining to them what they can anticipate at their first board meeting.
- Asking if they have any questions for you.

On behalf of the Dwelling Place Board, I thank you for your willingness to serve as mentor. Your gifts of time, access and board expertise will greatly benefit new board members and help build a better board. Thank you for making this investment in the board’s future!

Sincerely,

Dwelling Place Board Chairperson

Mentee/Protégé Information:

Name: Title: Institution:
Email: Phone:
Sample E-Mail to Mentee/Protégé:

Dear _________,

Congratulations! On behalf of the entire Dwelling Place Board, we’re excited to welcome you as a board member.

The purpose of our mentoring program is to establish key board relationships that will provide you the opportunity to successfully develop as a board member; aid you in your professional and personal development; and enable Dwelling Place to fully develop and build our capacity.

As a way to introduce you to the board process over the next several months, it is my intent to share with you what to expect during your first board meeting, what resources will help you acclimate to the board, and ways to help you discover how you can best contribute to the board based on your leadership interests and skill sets.

Over the next several months, I would like to schedule three or four 30-minute calls or meetings to get to know you better. Here are some proposed dates/times:

In the meantime, I encourage you to review the Board Orientation Manual in some detail and visit the Dwelling Place website and board portal.

And of course, should you have any questions before our first call or meeting, don’t hesitate to reach out! Again, congratulations and look forward to talking with you soon!

Sincerely,

Mentor

Signature

Mentor Contact information: