DWELLING PLACE BOARD OF DIRECTORS
ENCLOSURES LIST
April 1, 2020

CALL-IN INFORMATION
Via computer or smart device: ............................................. https://global.gotomeeting.com/join/557815069
Dial in using a phone: ........................................................... 616.749.3122 Access code 557.815.069
“Virtual Meeting Attendance: Not Present But Still Here” (BoardSource) ........................................ See attachment

MEETING MATERIALS
Meeting Agenda ........................................................................................................................................ p 1
Consent Agenda
1. Board of Directors Minutes (02/05/20) .......................................................................................... p 3-6
2. Committee minutes:
   a. Executive Committee minutes (01/14/20) ................................................................................. p 7
   b. Finance Committee minutes (12/13/19) ....................................................................................... p 9
   c. Governance Committee minutes (01/21/20) ................................................................................ p 11
   d. Governance Committee minutes (02/18/20) ............................................................................... p 13
   e. Marketing & Development Committee minutes (01/28/20) ......................................................... p 15
   f. RED & Asset Management Committee minutes (01/13/20) ....................................................... p 17
3. 2020 Business Plan & Financial Projections .................................................................................. p 21-34
4. Board Calendar Annual Review Items:
   a. Dwelling Place Governance Policies ....................................................................................... p 35-44
Ferguson Memo and Updated Resolutions ....................................................................................... p 45-66
Dwelling Place Investment Policy ......................................................................................................... p 67

SUPPLEMENTAL MATERIALS (separate attachment)
Unapproved Committee Minutes
1. Executive Committee Minutes (03/10/20) ................................................................................... p 1
2. Finance Committee Minutes (01/29/20) ....................................................................................... p 3
3. Governance Committee Minutes (03/17/20) ............................................................................... p 5
4. Marketing & Development Committee Minutes (02/25/20) ......................................................... p 7
5. RED & Asset Management Committee Minutes (03/09/20) ..................................................... p 9
Dwelling Place Financial Dashboard ................................................................................................... p 11-16
NeighborWorks Grant Information .................................................................................................. p 17-26
CEO March 25 Letter to Staff on COVID-19 Actions ..................................................................... p 27
AGENDA

I. 7:30 Mission Moment – COVID-19 Update and Reflection
   Enclosure: “Virtual Meeting Attendance: Not Present But Still Here” (BoardSource)

II. 7:45 Approval of Consent Agenda (Action Required)
    1. Board of Directors minutes (02/05/20)
    2. Committee minutes:
       a. Executive Committee minutes (01/14/20)
       b. Finance Committee minutes (12/13/19)
       c. Governance Committee minutes (01/21/20)
       d. Governance Committee minutes (02/18/20)
          *Note recommendation regarding board committee appointments
       e. Marketing & Development Committee minutes (01/28/20)
       f. RED & Asset Management Committee minutes (01/13/20)
    3. 2020 Business Plan & Financial Projections
    4. Board Calendar Annual Review Items:
       a. Dwelling Place Governance Policies (06/05/19)
    5. MCACA Grant
       From Jenn Schaub:
       "MCACA grant funds are used to support Dwelling Place’s community arts projects. The funds cover transportation costs, art supplies, artist fees, and event costs. Some of our 2020 projects include: resident transportation to the Frederik Meijer Gardens, creation of a community-based mural at West Shore Apartments, a Heartside drum circle, and resident-led art projects at Dwelling Place properties."

III. 7:50 Updated Ferguson Resolutions (Action Required)

IV. 7:55 CEO Succession Planning & Search Committee (Materials sent in advance) (Action Required)

V. 8:20 Finance Committee Recommendation to approve 5 year smoothing amendment to DP Foundation investment policies. (Action Required)

VI. 8:30 Updates & Announcements
    1. Ferguson Closing Status
    2. Plaza Roosevelt and Pine Avenue Construction Shut Down (Executive Order No. 2020-21)

VII. 9:00 Adjournment
Supplemental Materials:

1. Unapproved Minutes
   a. Executive Committee Minutes (03/10/20)
   b. Finance Committee Minutes (01/29/20)
   c. Governance Committee Minutes (03/17/20)
   d. Marketing & Development Committee Minutes (02/25/20)
   e. RED & Asset Management Committee minutes (03/09/20)
2. Dwelling Place Financial Dashboard
3. NeighborWorks Grant Information ($20,000 COVID-19 support grant)
4. CEO March 25 Letter to Staff on COVID-19 actions
DWELLING PLACE OF GRAND RAPIDS
BOARD OF DIRECTORS
February 5, 2020
UNAPPROVED MINUTES

MEMBERS PRESENT  Annamarie Buller, David Byers, Juan Daniel Castro, Sadie Erickson, Kyle Irwin
(via phone), Rich Kogelschatz, Gil Segovia (via phone), Rick Stevens, Larry Titley, Tommie Wallace, Lee Nelson Weber, Renee Williams, Troy Zapolski

MEMBERS ABSENT  Thomas Carpenter, Francine Gaston

STAFF & GUESTS PRESENT
Chris Bennett, Kim Cross, Sarah Ellis, Rebecca Long, Karen Monroe, Brittany Paris, Zoe Post, Steve Recker, Justin Rhodes, Dennis Sturtevant, Alex Valentine, Stephen Wooden

Anika Scott, resident at Harrison Park

The board gathered at Harrison Park Apartments at 1400 Alpine Ave and the meeting was convened at 7:34 AM by Annamarie Buller.

MISSION MOMENT
Ms. Paris introduced Ms. Anika Scott, a resident at the new Harrison Park Apartments who shared with the board how Dwelling Place staff and her new apartment have made a difference in her life and the life of her family.

ELECTION OF NEW BOARD MEMBERS
At the recommendation of the Governance Committee, appointment of Lee Nelson Weber and Troy Zapolski to the Board of Directors was approved by motion of Larry Titley, supported by Rick Stevens, and carried unanimously.

APPROVAL OF CONSENT AGENDA
The consent agenda for the February 5, 2020 meeting contained the following items:
1. Board of Directors minutes (12/04/19)
2. Committee minutes:
   a. Executive Committee minutes (11/12/19)
   b. Finance Committee minutes (10/30/19)
   c. Governance Committee minutes (11/19/19)
   d. Governance Committee minutes (12/17/19)
   e. Marketing & Development Committee minutes (10/29/19)
   f. Marketing & Development Committee minutes (11/26/19)
   g. RED & Asset Management Committee minutes (11/11/19)
   h. RED & Asset Management Committee minutes (12/09/19)
3. Board Committees Nominations Flow Chart
4. 2020 Resource and Marketing Plan
5. Board Calendar Annual Review Items:
   a. Dwelling Place Mission & Bylaws
   b. Signing Authority for Financial Accounts

Mr. Sturtevant clarified that the bylaws and mission statement included in the consent agenda did not contain any changes. Mr. Castro suggested adding to a future agenda a discussion about rephrasing the mission to include community building and engagement.
Consent agenda for the meeting was approved by motion of David Byers, seconded by Juan Daniel Castro, and carried unanimously.

FERGUSON RESOLUTIONS

Resolutions from the August 2019 Board of Directors meeting that were revised with the addition of the Dwelling Place Sponsor Loan (both resolutions) and AHP Loan (MSHDA resolution) were put before the Board. Motion to approve the resolutions was made by David Byers, seconded by Juan Daniel Castro, and carried unanimously.

The Dwelling Place Board of Directors meeting was temporarily suspended.

The New Ferguson LLC Board of Managers meeting convened at 7:56 AM.

Resolutions from the August 2019 Board of Managers meeting that were revised with the addition of the Dwelling Place Sponsor Loan (both resolutions) and AHP Loan (MSHDA resolution) were put before the Board. Motion to approve the resolutions was made by Annamarie Buller, seconded by Juan Daniel Castro, and carried unanimously.

The New Ferguson Board of Managers meeting adjourned at 7:57 AM and the Dwelling Place Board of Directors meeting resumed.

DWELLING PLACE FOUNDATION OFFICER ELECTIONS

After a lull in the past few years, the Dwelling Place Foundation is again active and meets twice a year. In December 2019, the Foundation made a grant for security deposit assistance at Harrison Park and Pine Avenue Apartments.

The slate of officers and trustees recommended by the Foundation was approved by motion of Rick Stevens, seconded by Sadie Erickson, and carried unanimously.

COMMUNITY LAND TRUST

Mr. Kogelschatz, chair of the RED & Asset Management Committee, summarized the history of Dwelling Place developing a Community Land Trust (CLT), for which the board received a full business plan and 10-year operating budget in advance of the meeting. The plan indicates that the CLT would add a total of 185 permanently affordable homes to its portfolio over 10 years: 45 from the original 3 properties to be converted into CLT homeownership and the remaining 140 from new acquisition. A CLT could incorporate affordable housing in places like rural areas, where the demand is high but where LIHTC applications generally score low.

Ms. Williams of Huntington Bank noted that Huntington has already seen the CLT model succeed in other areas and that Dwelling Place’s financial stability and staff capacity makes it a strong candidate for success. Dwelling Place also intends to work with other local organizations pursuing similar avenues of affordable home ownership.

The board agreed that adding this line of business to Dwelling Place’s work aligns with its mission of sustainable affordable housing, and the board voted unanimously to accept the recommendation of the RED & Asset Management Committee to pursue establishing a Community Land Trust.
Project Updates

**Harrison Park/Pine Ave:** Harrison Park is very nearly completed; Pine Ave anticipates a completion date of mid-March 2020.

**Plaza Roosevelt:** Under construction and on schedule. A naming contest for the apartments is underway. FSU has pulled out of the agreement and staff is setting up meetings to try and find another business to fill the space.

**Holland:** The RED & Asset Management Committee is working with First United Methodist Church, Hope Church, Ryan Kilpatrick, and Kim DeStiger to try and combine land donations from the churches with privately-owned parcels for an affordable housing development in Holland. A draft proposal is expected by October.

**Madison Lofts:** Dwelling Place, as limited partner, is acting as a LIHTC advisor in an adaptive reuse of a former church building on Madison and Cherry in Grand Rapids with Brad Gruizinga, Nick Lovelace, and Tom Ralston.

**Keeler:** The RED & Asset Management Committee, working with George Larimore and Hooker | DeJong, may pursue a possible bargain sale of the Keeler building in Grand Rapids from Jim Azzar. If pursued, the Committee would work to submit an April LIHTC application.

**Ferguson:** Closing has been delayed to early March 2020 and expected completion of the project is May 2021.

**FUSE**
About 80 people from many sectors met recently at LaGrave church to kick off the FUSE initiative with the Corporation for Supportive Housing, which will provide technical assistance for about a year. Though Dwelling Place has facilitated much of the initiative so far, the FUSE project will need another organization to champion this opportunity to address behavioral health and economic development in the Heartside neighborhood.

**Board Portal**
Ms. Post distributed an FAQ list and gave the board a brief tutorial on the board portal, located on the Dwelling Place website. Board members can access essential board documents, event information, promotional videos, and much more by using the board portal.

**CEO GOALS**
Ms. Buller offered board members an opportunity to comment on the CEO goals for 2020, and there being no comment, the **2020 CEO Goals were approved by motion of Gil Segovia, supported by Larry Titley, and carried unanimously.**

**ADJOURNMENT**
The Board of Directors meeting was adjourned at 8:56 AM by Annamarie Buller for a tour of Harrison Apartments.
The meeting was convened at 8:04 AM by Ms. Buller.

APPROVAL OF MINUTES

Minutes of the Dwelling Place Executive Committee meeting of November 12, 2019 were approved by consensus.

CEO SUCCESSION PLANNING

Ms. Buller shared some initial feedback on CEO succession planning from Steve Crandall, who encouraged Dwelling Place to approach the process slowly. Mr. Sturtevant distributed several materials from NeighborWorks relationship manager Andre Butler regarding emergency and planned executive transition for the committee to consider. A CEO search committee is set to form by March 2020 and the search to begin in earnest closer to Mr. Sturtevant's retirement in 2021. Further discussion about the committee will occur at the March executive meeting and April board meeting.

PROJECT UPDATES

Plaza Roosevelt: Despite some continuing communication issues with David Eisler, Dwelling Place is moving forward with Ferris State and has until April before a decision must be made.

Ferguson: Renovation to begin end of February/early March; $390,000 grant from Federal Home Loan Bank will help cover extra costs incurred from extended relocation and maintaining a site supervisor on site.

CAPITAL CAMPAIGN

The committee reviewed a list of foundations of interest for the campaign to increase affordable housing. Several foundations—including Frey Foundation, GRCF, Wege Foundation, Sebastian Foundation, and Steelcase Foundation—have already been approached for various developments and Dwelling Place may submit additional requests to cover the costs for all five new developments. Committee or board members with connections to any of the foundations on the list are invited to reach out on behalf of Dwelling Place.

COMMITTEE RECRUITMENT

After conversation with Rich Kogelschatz, Chair of the RED & Asset Management Committee, Ms. Buller suggested finalizing the committee recruitment process at the upcoming governance meeting.

OTHER BUSINESS

Steve Robbins will speak with the DEI council, management staff, and Board of Directors to discuss his approach to diversity, equity, and inclusion at a date to be determined by Mr. Robbins' schedule.
FEBRUARY BOARD AGENDA

The Board of Directors agenda will include the following:

- DEI plan overview
- CEO Evaluation
- Approval of new board members
- Project updates

ADJOURNMENT

The Executive Committee entered into closed session at 8:54 AM to discuss the CEO evaluation.
MEMBERS PRESENT: Michael McDaniels, David Byers, Angela Sanborn, and Troy Stressman

MEMBERS ABSENT: Sadie Erickson and Gil Segovia

STAFF PRESENT: Karen Monroe, Steve Recker, Brandon Watson, Rebecca Long, Liz Mui, Kim Cross, Dennis Sturtevant, and Laurie Mullennix

COMMENCEMENT

The meeting was convened at 12:02 pm by Mr. Byers.

Mr. Byers introduced Troy Stressman as a new member of the Finance Committee. Mr. Stressman moved to Grand Rapids about a year and a half ago and specializes in construction real estate at Crowe LLP.

APPROVAL OF OCTOBER MINUTES

Minutes of the Finance Committee meeting of October 30, 2019 were approved by motion of Mr. McDaniels, supported by Ms. Jacoby, and carried unanimously.

2020 GLOBAL BUDGET REVIEW

Mr. Recker presented the Dwelling Place NPHC Global Budget for 2020.

Ms. Sanborn asked if any of the grants were reoccurring. Mr. Recker and Mr. Sturtevant clarified that the NeighborWorks grant is typically reoccurring. The Weston distribution should also be fairly regular, providing that the property performs well. In addition, an average of $500,000 from the Michigan Nonprofit Housing Corporation comes in as limited dividend payments.

Ms. Jacoby summarized that there was very little change in overall income from an annualized basis for 2019 versus the 2020 budget. She expressed that she felt comfortable with the net operating income (NOI) projections for the 2020 budget, based on the performance in 2019. Ms. Jacoby also pointed out that the net (decrease) increase in cash equivalents of -$1.9 million for 2019 was due to funding our own construction projects, which would be recaptured in 2020.

Mr. Sturtevant reviewed that five projects that are under construction: Harrison Park, Pine Avenue, Plaza Roosevelt (2 projects), and Ferguson.

Mr. Recker provided a brief breakdown of the budgets for properties and related entities. The 2020 Budget Map details the rollup of partnership expenses from the prior year cash flow.
Ms. Sanborn asked if the 3.4 million increase in cash flow from the Combined Income Statement included the loans for the current construction projects. Mr. Recker clarified that the loans are coming in and going out, which include large and small amounts. The 3.4 million is the combined total. An estimate was made in regards to the Ferris State University space that is planned be purchased by the end of 2020.

**MOTION TO PRESENT 2020 BUDGET**

The 2020 budgets were recommended for presentation to the Board of Directors by motion of Mr. McDaniels, supported by Ms. Sanborn, and carried unanimously.

**UPDATES AND ANNOUNCEMENTS**

The committee did not discuss any updates or announcements.

**PROPOSED AGENDA AND NEXT MEETING DATE**

The next Finance Committee meeting will be held on Wednesday, January 29th from 12:00 PM to 1:30 PM.

**ADJOURNMENT**

The Finance Committee meeting was adjourned at 1:04 pm by Mr. Byers.
MEMBERS PRESENT | David Byers (via phone), Juan Daniel Castro, Holly Jacoby (via phone), Larry Titley, Rick Stevens, Tommie Wallace
---|---
MEMBERS ABSENT | Annamarie Buller
STAFF & GUESTS PRESENT | Zoe Post, Dennis Sturtevant
| Troy Zapolski, Inner Circle Holdings

The meeting was convened at 9:04 AM by Juan Daniel Castro.

APPROVAL OF MINUTES | Minutes of the Governance Committee meeting of December 17, 2019 were approved by motion of Larry Titley, supported by Rick Stevens and carried unanimously.

BOARD CANDIDATE INTERVIEW | The committee interviewed board candidate Troy Zapolski, who served on the Dwelling Place board from 2002-2012 and has been looking forward to returning to nonprofit multi-family housing. Mr. Zapolski has a background in real estate finance and property management and currently serves on the Fair Housing Center Board. If invited to the board, Mr. Zapolski hopes to serve on the RED & Asset Management Committee to help develop innovative approaches to addressing homelessness in West Michigan.

After the interview, the committee noted that though adding board members who fit CHDO compliance requirements is a priority, adding the two current board candidates will not affect the number of board members needed to fulfill these requirements. **Motion to recommend Troy Zapolski and Lee Nelson Weber to the Board of Directors was made by Rick Stevens, supported by Larry Titley, and carried unanimously.**

COMMITTEE RECRUITMENT PROCESS | Mr. Castro shared a diagram outlining the committee recruitment process, which requires the board to approve all board committee members. After the Governance Committee vets and recommends a candidate, ratification of the meeting minutes by the full board will constitute approval of the candidates.

BOARD CANDIDATE NAME LIST | Two lists of board candidates—one of Dwelling Place residents, one with other community leaders—were reviewed. After some discussion, the committee decided to contact Nicole Macpherson, a Dwelling Place commercial tenant, to gauge her interest in serving on the board.

Mr. Sturtevant pointed out that for an individual to fit CHDO criteria, they must reside in a low-income census tract, have a low income, or represent a neighborhood group from a low-income census tract. It does not require that this person be a Dwelling Place resident. **To expand the search, Mr. Sturtevant will draft a strategy to reach out to community connections that the committee will review at the next meeting. Ms. Post will also contact Michael Butchko regarding census tract information.**
| REVIEW OF TASKS/IDEAS LIST FOR 2020 | The committee reviewed a list of governance tasks for 2020, including a spending plan for the EIG award ($10,000 for DEI work with Steve Robbins), a board member sociogram of community connections, and increasing collaboration and connection between the Dwelling Place Board and other local organizations. |
| 2019 BOARD ATTENDANCE | An attendance “report card” will be distributed at the February board meeting; further discussion is tabled for the next committee meeting. |
| ADJOURNMENT | The Governance Committee meeting was adjourned at 10:37 AM by Juan Daniel Castro. |
The meeting was convened at 9:01 AM by Juan Daniel Castro.

APPROVAL OF MINUTES

Minutes of the Governance Committee meeting of January 21, 2020 were approved by motion of Larry Titley, supported by Tommie Wallace and carried unanimously.

MENTORS FOR NEW BOARD MEMBERS

In alignment with Dwelling Place governance policies, all new board members will be given the opportunity to connect with a mentor. Mr. Titley offered to act as mentor to Ms. Nelson Weber, and Ms. Post will contact the board to ask for volunteers to mentor Mr. Zapolski.

POTENTIAL RESIDENT BOARD CANDIDATES

The Committee reviewed several names of potential board candidates: Nicole MacPherson, Synia Jordan, Marty Clark, and Eleanor Moreno. Based on correspondence with Andre Butler and Michael Butchko regarding the maps NeighborWorks uses to determine the income/census tract requirements, each of the candidates fit the necessary geographic criteria. If there are no objections when these names are circulated to the full board, the Committee will approach the candidates to gauge their interest. Motion to send the candidate list to the board for consideration was made by Larry Titley, supported by Rick Stevens, and carried unanimously.

Mr. Sturtevant is compiling a list of partner organizations and contacts to approach when searching for new board members. He will distribute this list to the board for feedback.

EIG WORK PLAN

After reviewing the EIG work plan, the Committee noted that the identified goals were either complete or nearing completion. An inclusion event for the board that is informed by the DEI meeting with Steve Robbins may occur some time in the next quarter. Justin Rhodes will schedule a date for the event with Mr. Robbins. Mr. Sturtevant will contact Michael Butchko regarding a board survey for 2020. The plan will not be included in the next meeting agenda.

2019 BOARD ATTENDANCE

Upon reviewing the attendance sheet from 2019, the Committee noted that some board members fell below the 75% average attendance threshold. Ms. Buller will discuss appropriate responses with these members.

OTHER BUSINESS

Two additional names were added to the list of potential board members: Richard Yidana of GVSU and Rebeca Velazquez-Publes of Urban Core. Jenn Schaub and Ms. Buller also met to discuss several candidates for the Resident Engagement Committee. All these names will be sent to the full board for
review before the Governance Committee approaches them for service on the board or a committee.

To expedite this process in the future, a recommendation that the Governance Committee be authorized to make appointments for board committees was made by motion of Tommie Wallace, supported by Rick Stevens, and carried unanimously.

**ADJOURNMENT**

The Governance Committee meeting was adjourned at 10:29 AM by Juan Daniel Castro.
MEMBERS PRESENT  Leah Carpenter, Thomas Carpenter, Kyle Irwin, Rick Stevens, Tommie Wallace

STAFF PRESENT  Jessica Beeby, Kim Cross, Zoe Post, Jenn Schaub, Latrisha Sosebee, Denny Sturtevant

The meeting was convened at 10:14am by Rick Stevens.

APPROVAL OF MINUTES  Minutes of the Marketing and Development Committee meeting of November 26, 2019 were approved by consensus.

DONATIONS & YEAR-END GIVING  Ms. Post distributed charts of all 2019 donations, a list of all 2019 donors, and a summary of 2019 year-end giving (including donations that were designated as year-end giving but were received during the 2020 fiscal year). Dwelling Place received over $780,000 in donations in 2019, an increase of over $215,000 from 2018. Dwelling Place also increased its number of donors from 107 in 2018 to 153 in 2019, largely as a result of the connections made at various community events planned by the CB&E department. A total of 65 gifts (33% of all gifts) and $57,065 (7% of all cash received) were given at year-end, including several online donations due to a substantial social media presence.

For 2020, Mr. Stevens suggested tracking online and credit card gifts separately, and Ms. Post and Ms. Sosebee will continue collaborating to strengthen donor relationships.

2020 MARKETING PLAN APPROVAL  Ms. Sosebee shared a final draft of the 2020 Resource & Marketing Plan, revised to reflect the committee feedback from the November meeting. The committee requested more specific numbers for both the cost of CB&E activities and 2020 fundraising goals. Staff will develop a detailed budget for the committee to review. The 2020 Resource and Marketing Plan, excluding the budget still in progress, was approved by motion of Kyle Irwin, seconded by Tommie Wallace, and carried unanimously.

40TH ANNIVERSARY  Several events for Dwelling Place’s 40th anniversary are in the planning stages, including a naming contest for the Plaza Roosevelt developments and several Hops and Housing events at local breweries where attendees can learn about affordable housing development. Ms. Sosebee displayed the 40th anniversary theme logo, which can be altered slightly to fit the many upcoming celebratory events.

VOLUNTEER PROGRAMMING 2020  Throughout 2019, 258 volunteers participated in CB&E activities and contributed 873 hours to several successful initiatives like welcome basket collection drives and lunch and learn events. Staff are working to acquire a truck to help support all these activities. A new volunteer coordinator, Holly Salas, has been hired and will continue developing relationships with volunteers and tracking activities closely.

DP FOUNDATION  The topic was tabled for the next meeting.

ADJOURNMENT  Mr. Stevens adjourned the meeting at 11:41 AM.
DWELLING PLACE OF GRAND RAPIDS
REAL ESTATE DEVELOPMENT AND ASSET MANAGEMENT COMMITTEE
January 13, 2020
Committee Approved March 9, 2020

MEMBERS PRESENT: Dennis Sturtevant, Kim Cross, George Larimore, Larry Titley, Mike McDaniels, Rich Kogelschatz, Scott Page, Stephen Wooden, Steve Recker, Jessica Beeby

MEMBERS ABSENT: Juan Daniel Castro, Chris Bennett, Mike DeVries, Rebecca Long

GUESTS PRESENT: Michael Brown (Burlington Associates), Rachel Osbon, Isaac DeGraaf, Angela Durrah-Bays (Horizon Bank), Christine Coady Narayanan (ORF), Lee Nelson Weber, Annamarie Buller, Tim Orlebeke

The meeting was convened at 11:27 am by Rich Kogelschatz

APPROVAL OF SEPTEMBER MINUTES

Minutes of the Real Estate Development and Asset Management Committee meeting of December 9, 2019 were approved by motion of Larry Titley supported by Mike McDaniels and carried unanimously with the following revision.

Correction: Mike McDaniels was marked absent for the December 9th meeting, but he was present.

ARCHITECT SELECTION NEEDS AND PLANNING

Mr. Sturtevant provided background on the proposal to develop Dwelling Place-owned parking areas adjacent to Weston Apartments. Dwelling Place received a $100,000 grant from NeighborWorks to explore the feasibility of the development. It may be possible to combine these new developments with Weston Apartments when it is eligible to resyndicate in 2021.

Mr. Sturtevant and Mr. Wooden provided background on the optioning of the Keeler building, located at 56 Division Ave N. The building is currently owned by Mr. Azzar, who has expressed a willingness to work with Dwelling Place on the project. It was appraised at around $11,000,000 during the last LIHTC application. It is possible that the cost to proceed could be up to $50,000. Submittal of an application to MSHDA would be due April 1. As a full RFP process may not be feasible by this deadline, a decision to proceed should include waiving the full RFP process. Mr. Wooden added that a self-score was completed and received 130 with vouchers and 125 without. A meeting is scheduled to discuss getting those vouchers from the Wyoming Housing Commission, as MSHDA has indicated they will not provide vouchers.

There was some additional discussion about considerations for parking. The City of Grand Rapids does not require parking spaces for adapted reuse buildings, but some other options should be reviewed.

The Committee discussed contacting architects for fee proposals based on their work on projects of similar sizes, and suggested Hooker DeJong, Kim DeStigter, and Tower Pinkster. Of the three, Dwelling Place has not worked with Tower Pinkster, but they had previously worked on designs for the Keeler building for another developer. There was a general consensus to proceed with due diligence for both the development of the Weston parking
area and the optioning of the Keeler building.

The recommendation to proceed with both projects was approved by motion of Larry Titley, supported by George Larimore, and carried unanimously.

CLT UPDATE

There was a brief round of introductions from guests Angela Durrah-Bays (Horizon Bank), Christine Coady Narayanan (Opportunity Resource Fund, CDFI), and Michael Brown (Burlington Associates).

Mr. Sturtevant expects that the units will not turn over quickly as some current renters may not be interested and/or eligible, but still able to retain their housing. He also noted that there may be opportunities to explore the CLT model in rural areas where LIHTC applications traditionally score low, but there is a demand for affordable housing.

Mr. Kogelschatz asked for more information about personnel services. Mr. Sturtevant clarified that an administrative assistant (existing), the Stewardship Coordinator (Isaac DeGraaf, current Property Manager), and the Community Development Associate (new position) would be responsible for managing the transition to the CLT model. Once fully implemented, the personnel needs may need to be re-evaluated. It was further noted that the Coordinator may need to have a real estate license.

Ms. Cross asked for more details on operating costs structure, such as for maintenance. It was noted that Martineau would form a condo association with those costs outlined, possibly two condo associations for the different buildings (since one building has an elevator and they each have their own roof, but also share some parking area). Martineau may be the most complex of the three projects for this reason. Mr. Brown added that there are opportunities to capitalize pools which would essentially function as a replacement reserve, used for certain repairs and replacements and those decisions would need to be made going forward.

There was some additional discussion about appraisal fluctuation due to market changes and how the other CLT models have adapted to those changes. Mr. Brown also noted that any contract can be amended if there is an agreement by both parties.

The Committee discussed the transition from rental to sales, clarifying that at some point, property management will stop filling vacant units while also meeting with interested current renters and coordinating with lenders to see if they qualify. There will also be a required home ownership training component for prospective residents, which may need to be CLT-specific. There is an expectation that some marketing efforts will need to be done to spread the word and this is reflected in the proposed budget.

Motion to recommend the CLT model proposal to the Board of Directors was approved by motion of Larry Titley, supported by George Larimore and carried unanimously.
PROJECT UPDATES
AND OTHER BUSINESS

Mr. Wooden summarized development and construction updates: 200 Madison, a former church on the corner of Madison and Cherry, was funded in the last LIHTC round and Dwelling Place is a 10% owner. We are awaiting the 15-day, conditional award letter. Harrison Park is 97% completed. Pine Avenue is just over 50% completed. Plaza Roosevelt projects recently completed their footings. Ferguson Apartments is on track to start construction in mid-February.

ADJOURNMENT

The Real Estate Development and Asset Management Committee meeting was adjourned at 1:22 pm by Rich Kogelschatz.
Business Plan and Financial Projections
Dwelling Place 2020
Dwelling Place of Grand Rapids NPHC

2020 Outlook

- Financial stability continues to grow with an anticipated $2,247,846 operating gain in 2020 before factoring in grants for capital projects, repayment of internal construction loans, depreciation or gains on investments. The positive cash flow is largely derived from three primary sources including:
  - Contributions from Michigan Nonprofit Housing Corporation Limited Dividend payments (5 projects)
  - Developer fee income from the two Plaza Roosevelt projects, Harrison Park, Pine Avenue and Ferguson Apartments
  - Limited dividend payments from high performing properties
- NeighborWorks affiliation will continue to generate benefits to Dwelling Place with organizational grants and enhanced training opportunities for board members, staff and residents
- The Board will continue its efforts to implement governance practices consistent with Excellence in Governance principles.
- More than 2,500 households will be touched by housing programs, support services and other community building and engagement services provided through Dwelling Place
- Dwelling Place will initiate an innovative new line of business called a Community Land Trust (CLT)
- Four new affordable apartment communities will complete construction:
  - Harrison Park Apartments: 48 units
  - Pine Avenue Apartments: 23 units
  - Grandville Apartments: 24 units
  - Franklin Apartments: 24 units
- Two apartment communities will begin construction:
  - Ferguson Apartments: 119 units (Rehabilitation)
  - Madison Lofts: 22 units (Joint Venture/Adaptive Reuse)
2020 Dwelling Place NPHC Financial Summary

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<td>$6,042,668</td>
<td>$2,913,958</td>
<td>$2,247,405</td>
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<tr>
<td>Dwelling Place Unrestricted Cash and Traded Securities</td>
<td>$9,462,837</td>
<td>$10,349,550</td>
<td>$11,992,066</td>
<td>$14,239,471</td>
</tr>
</tbody>
</table>

- The substantial actual and projected operating gains between 2017 and 2020 are largely derived from three sources including:
  - Contributions made to Dwelling Place and two other organizations from shared acquisition proceeds, developer fee payments and cash flow from limited dividend payments for 5 Michigan Nonprofit Housing Corporation (MNPHC) properties
  - Developer fees from 5 Dwelling Place owned properties
  - Developer fees from several joint venture projects, and
  - Limited dividend payments from improved cash flow in Dwelling Place properties

- Unrestricted cash and traded securities in this report include only Dwelling Place NPHC and Dwelling Place Foundation including cash on hand and investments but not receivables.

- Year to year cash balance increases are sometimes not equal to the annual operating gains as some cash is used to pay off debt or to fund other investments, all of which are reflected in the balance sheet.
Dwelling Place NPHC 2020 Projected Revenue

- Rental Income: 70%
- MNPHC Proceeds: 8%
- Management Fees: 1%
- Contributions: 7%
- United Way: 6%
- Other Income: 3%
- Interest and Dividend Income: 3%
- Government: 1%
- Developer Fee: 1%
- Management Fees: 1%
- Management Fees: 1%
Dwelling Place NPHC 2020 Projected Expenses

- Salary, Benefits & Development: 14%
- Professional Fees: 3%
- Insurance: 3%
- Mortgage & Construction Interest: 2%
- Utilities: 2%
- Supplies: 2%
- Maintenance & Repairs: 1%
- Taxes: 13%
- Miscellaneous Expense: 15%

04/01/20
Page 25 of 68
# 2020 Dwelling Place Programs

## Cash Flow Budget Projections

<table>
<thead>
<tr>
<th>Program</th>
<th>Amount</th>
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</thead>
<tbody>
<tr>
<td>Administration</td>
<td>$ 1,680,076</td>
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<tr>
<td>Affordable Housing</td>
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<tr>
<td>Housing Development</td>
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<td>Fund Development</td>
<td>$ 32,830</td>
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<tr>
<td>Support Services</td>
<td>$ 33</td>
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<tr>
<td>Community Building &amp; Engagement</td>
<td>$ 3,052</td>
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<tr>
<td>Dwelling Place Residential</td>
<td>$ (393)</td>
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</tbody>
</table>

The substantial positive cash flow in administration is derived primarily from limited dividend payments and developer fee income for new projects.
Ferguson Apartments

Ferguson Apartments has been owned and operated by Dwelling Place as a permanent supportive housing community, serving chronically homeless households, since 2002. The Ferguson building first opened in 1912 as the Browning Hotel and later became a hospital, operating as such until Dwelling Place acquired it in 2000.

The planned renovation for 2020-21 is substantial, replacing plumbing and HVAC systems throughout the building. All of the 119 apartments, community and office space will be completely renovated. Several community spaces will be enlarged substantially to benefit a wider array of resident support programs. Many residents were temporarily relocated during 2019 in anticipation of an early 2020 construction start date. These residents are expected to remain in temporary relocation into 2021. A new 20 year HUD Section 8 Rent Assistance contract will be in place following renovation.

Ferguson Apartments includes two commercial spaces. One is leased to Grand Valley State University for their Nurse Managed Family Health Clinic while the second space remains vacant during construction.

Construction will begin in March of 2020 and is expected to be completed in May of 2021.
This project is a planned collaboration involving Habitat for Humanity, the City of Grand Rapids, Grand Rapids Public Schools, Mercy Health, Ferris State University, The Hispanic Center, Roosevelt Park Neighborhood Association and other groups to develop a multi-faceted neighborhood revitalization plan on the city’s southwest side in the Roosevelt Park Neighborhood. Dwelling Place is creating two 24 unit apartment communities, one on Franklin Street adjacent to Clinica Santa Maria and the second on Grandville Avenue, adjacent to Grandville Avenue Arts and Humanities. The Grandville project will include more than 5,000 square feet of commercial/retail space on the first floor facing Grandville Avenue. Prospective occupants for the commercial/retail space have not yet been identified. Construction is underway with expectations for completion late in 2020.

Note that the names assigned to these projects are temporary and will be changed following the completion of a neighborhood naming contest that will be completed prior to completion.
West Grand Neighborhood Projects

Harrison Park Apartments

Pine Avenue Apartments

Both Harrison Park and Pine Avenue Apartments were created in response to a request from neighborhood groups to help stem the fast-paced gentrification taking place on the west side of Grand Rapids. Both projects are part of a unique collaboration with Grand Rapids Public Schools Challenge Scholars Program, which offers support services to families with school-aged children that can help them to graduate from high school and attend college. The program offers full tuition assistance to west side students who maintain their grades and earn a high school diploma.

Another unique feature of these projects is the partnership for referral and support that was created with the YWCA for 18 families who are domestic violence survivors. Harrison Park Apartments offers 45 two and three-bedroom apartments plus 3 market rate live/work apartments on Alpine Avenue. Pine Avenue Apartments offers 23 three-bedroom townhouse units along Pine Avenue just south of Leonard Street. Both projects were completed in the first quarter of 2020.
Property Performance in 2020

Two older projects will continue to require financial assistance from Dwelling Place because of their age, financial performance and depleted reserves. These include:

- **West Shore Apartments (Whitehall, Michigan)**
- **Harvest Hill Apartments (Rockford, Michigan)**

Dwelling Place has created a plan to eventually withdraw Harvest Hill Apartments from the Rural Housing Program to allow rents in the property to be increased to 60% of area median income to ensure positive cash flow for operations and capital improvements.

All other properties should meet or exceed positive financial projections.
Community Land Trust 2020
A new line of business for affordable home ownership

Dwelling Place will create a regional community land trust in 2020 that will add over 100 affordable homes for sale during the next 5 years. Nearly one half of those homes will come from converting 45 existing rental housing units to homeownership.

- CLT retains ownership of land
- Homebuyer buys and owns their home below appraised values
- CLT leases land to homeowner
Growth and Change
- Adopt and implement plans for a regional community land trust (CLT), creating more than 100 affordable homes for sale, within the next five years
- Ensure that support services are accessible where they are needed
- Reinforce efforts to prevent gentrification in Heartside and other neighborhoods

Succession Planning
- Initiate a formal search process to identify qualified candidates to replace the current CEO who plans to retire in July of 2021.

Diversity, Equity and Inclusion
- Adopt and implement a formal organizational plan for Diversity, Equity and Inclusion

Board Governance
- Increase board knowledge of the organization
- Improve board capacity using Excellence in Governance principles

Marketing and Communications
- Increase public awareness
- Increase community engagement

Fund Development
- Increase efforts at fundraising and friend-raising in the community
- Emphasize funding diversification
Our Customers

1,058 Total households in 28 apartment communities owned and managed directly by Dwelling Place

435 Total households in Permanent Supportive Housing

27 Commercial Tenants in 12 mixed-use and 3 commercial-only buildings

86 Live/Work spaces and market rate apartments

261 Total households in 4 apartment communities owned through joint ventures with other owners

1,311 Total households in 5 apartment communities owned by Dwelling Place in affiliation with Michigan Nonprofit Housing Corporation

267 Total households in 7 apartment communities owned by Genesis Nonprofit Housing Corporation but managed by Dwelling Place
Dwelling Place of Grand Rapids NPHC

Formed as a nonprofit community development corporation

February 8, 1980
# GOVERNANCE POLICIES

**Board Approved:** 02.02.2000  
**Amended:** 11.12.2002  
11.07.2012  
03.03.2004  
06.05.2019  

## TABLE OF CONTENTS

### POLICY TYPE: ENDS

1.0 Mission Statement .................................................................................................................. 2  
1.1 Dwelling Place as a Collaborator in Neighborhood Revitalization and Community  
    Building and Engagement ........................................................................................................ 2  
1.2 Customer Service Programs .................................................................................................... 2  
1.3 Community Development ....................................................................................................... 2  
2.0 Governing Commitment ........................................................................................................... 2  
2.1 Governing Philosophies .......................................................................................................... 2  
2.2 Responsibilities of the Board ................................................................................................. 3  
2.3 Individual Board Member Responsibilities ............................................................................ 3  
2.4 Board Chairperson’s Role........................................................................................................ 4  
2.5 Board Committee Principles ................................................................................................. 4

### POLICY TYPE: EXECUTIVE POLICIES

3.0 General Executive Constraint ................................................................................................ 6  
3.1 Customer Service ................................................................................................................. 6  
3.2 Staff, Volunteer/Member Management .................................................................................. 6  
3.3 Financial Management .......................................................................................................... 7  
3.4 Asset Protection ..................................................................................................................... 7  
3.5 Staff Compensation & Benefits ............................................................................................ 7  
3.6 Protection of Image ................................................................................................................. 7  
3.7 Communication & Counsel to the Board .............................................................................. 7  
3.8 Facilities Use .......................................................................................................................... 8  
3.9 Performance Outcomes .......................................................................................................... 8

### POLICY TYPE: BOARD/CHIEF EXECUTIVE OFFICER/STAFF RELATIONSHIP

4.0 Chief Executive Officer Accountability .................................................................................. 8  
4.1 Delegation to the Chief Executive Officer ............................................................................ 8  
4.2 Chief Executive Officer Job Description ............................................................................... 9  
4.3 Board Committee Principles ................................................................................................. 9
POLICY TYPE: ENDS

1.0 MISSION STATEMENT

Dwelling Place improves the lives of people by creating quality affordable housing, providing essential support services and serving as a catalyst for neighborhood revitalization and community building and engagement.

1.1 DWELLING PLACE AS COLLABORATOR IN NEIGHBORHOOD REVITALIZATION AND COMMUNITY BUILDING AND ENGAGEMENT

Dwelling Place will work closely with recognized leadership in neighborhood organizations and institutions to understand neighbor and community needs and design neighborhood revitalization programs and community building and engagement programs accordingly. Dwelling Place will seek the support and participation of at least one community/neighborhood partner in every major neighborhood or community initiative.

1.2 CUSTOMER SERVICE PROGRAMS

Dwelling Place will design programs to improve the quality of life for individuals and the neighborhoods in which they reside. The primary outcome measure for this end will be an annual random survey of residents to determine satisfaction with the quality of Dwelling Place housing and related services. A 90% overall satisfaction rate shall be the minimum acceptable level.

1.3 COMMUNITY DEVELOPMENT

Dwelling Place will advocate for maximum housing opportunity. The primary outcome measure for this end will be the establishment and monitoring of minimum housing production objectives.

2.0 GOVERNING COMMITMENT

The Board of Dwelling Place is accountable to all its stakeholders, including neighborhoods and communities where services are offered. The Board is responsible for fulfilling its mission legally, ethically, and prudently.

2.1 GOVERNING PHILOSOPHIES

The Dwelling Place Board of Directors recognizes that it has dual responsibilities to represent the interests of the community, as well as the interests of the organization. In upholding these responsibilities, the Board will govern with a steadfast focus on its mission: Dwelling Place improves the lives of people by creating quality affordable housing, providing essential support services and serving as a catalyst for neighborhood revitalization, community building and engagement.

The Board will:
- Practice collegiality, cooperation and mutual support of each other’s talents, ideas and contributions.
- Remain committed to ongoing learning about the organization’s governance and operations.
• Respect and appreciate inclusivity and diversity of ideas and individual backgrounds.
• Exercise financial stewardship and accountability.
• Support a board culture conducive to accomplishing its responsibilities.
• Take the time for many voices to be heard, but then speak and act with one voice.
• Make meaningful use of meeting time through individual board preparation, respect for the agenda and role of the Board Chair, upholding policy making principles and a decision-making model.

2.2 RESPONSIBILITIES OF THE BOARD

The purpose of the Board of Directors of Dwelling Place is to plan and ensure the future of the organization, while fulfilling its mission: Dwelling Place improves the lives of people by creating quality affordable housing, providing essential support services and serving as a catalyst for neighborhood revitalization, community building and engagement.

The Board is responsible for:
• Trusteeship for the mission, vision and values of Dwelling Place.
• Fiduciary responsibility for the organization.
• An on-going process for selecting, supporting, and evaluating the Chief Executive Officer.
• An on-going process for strategic planning, monitoring and evaluating the organizations' programs and services.
• A policy framework that guides the organization.
• Creating and maintaining positive linkages with the community.
• Commitment to fund development efforts and financial stewardship for the organization.
• An inclusive and diverse Board membership.

2.3 INDIVIDUAL BOARD MEMBER RESPONSIBILITIES

Each board member of Dwelling Place brings to the Board his or her own particular skills and sphere of influence. The role of the board member is to effectively serve those for whom the organization’s programs are designed. Board members' overall focus is on the mission and its impact on the individuals and communities served.

Specifically, board members are expected to:
• Ensure that the mission, vision and values of DP are carried forth.
• Develop an awareness and understanding of issues and challenges related to the mission of Dwelling Place.
• Maintain the confidentiality of the organization.
• Govern through diligent, attentive and informed participation.
• Attend scheduled meetings.
• Provide financial support of Dwelling Place each year and participate in fundraising activities.
• Match his or her personal and professional talents to a standing or ad hoc committee of the Board, and contribute willingly to the business of that committee.
• Create and maintain an environment of mutual respect and courtesy to one another.
• Support the role of the Chief Executive Officer with the Dwelling Place staff and the public.
• Avoid speaking on behalf of Dwelling Place in a public setting, or to the media, unless authorized by the Board.
• Conduct themselves in a manner that reflects the mission and values of Dwelling Place.

2.4 BOARD CHAIRPERSON'S ROLE

The purpose of the Board Chairperson is to assure an orderly, fair and disciplined governance process and to speak on behalf of the Board. In fulfilling this role, the Chairperson is authorized to:

• Call meetings of the Board.
• Determine agenda content.
• Facilitate the Board's decision-making and dialogue.
• Make committee assignments.
• Serve as liaison between the Board and the Chief Executive officer.
• Facilitate the performance review of the Chief Executive Officer.
• Facilitate the governance self-assessment of the board.
• Not make decisions on behalf of the Board or unduly influence the Board's decision-making process.

2.5 BOARD COMMITTEE PRINCIPLES

Board committees exist to support the work of the Board as a whole. At times, it may be necessary to appoint a committee to support the work of the staff. When staff committees are appointed, Board members may serve on these committees in a volunteer capacity, but they are not acting in their capacity as Board members.

2.5A Standing Committees

Accountability: Standing committees are accountable to the full Board.

Authority:
• Make recommendations to the Board
• Respond to requests made by the Board.
• Allocate resources within the parameters defined by the Board.
• Develop annual objectives.
• Enter into contracts as authorized by the Board.

2.5B Executive Committee. The Executive Committee consists of the officers of the board and two at-large members. It exists to support the board’s governance process.

Purpose:
• To act on behalf of the Board between regular meetings of the Board.
• To research issues and make recommendations to the Board.
• To determine the annual Board calendar.
• To recruit and orient Board members. (Governance sub-committee)
• To plan and conduct the annual meeting.
• To plan and lead on-going Board member development. (Governance sub-committee)
• To facilitate Board self-assessment process and Chief Executive Officer performance review. (Governance subcommittee)
• To recommend appropriate Board development activities. (Governance sub-committee)
• To monitor Dwelling Place governance process. (Governance sub-committee)
2.5C Marketing and Development Committee. The Marketing and Development Committee exists to support the work of the Board in raising community awareness of Dwelling Place and in securing adequate resources to support the accomplishment of the Dwelling Place mission. Committee members are appointed from the Board of Directors and community.

Purpose:
- Develop strategies to support a stable and diverse funding base.
- Make recommendations regarding fund development policies.
- Recruiting professional expertise to support the communication needs of Dwelling Place.
- Planning and implementation of an overall marketing plan that supports the strategic goals and ends of Dwelling Place.
- Supporting staff in communicating special events and activities of Dwelling Place to the general public and targeted markets.
- Evaluating the impact and effectiveness of marketing and communications efforts.

2.5D Finance Committee. The Finance Committee exists to support the work of the Board in protecting and managing the assets of the Dwelling Place. Committee members are appointed from the Board of Directors and community.

Purpose:
- Approving financial procedures and practices, including internal controls.
- Recommending an annual budget for presentation and review by the Board.
- Providing an annual financial report to the Board.
- Recommending a CPA firm to conduct an annual audit.
- Establishing and periodically reviewing Dwelling Place insurance coverage.
- Developing and implementing a financial plan that maximizes risk-adjusted returns on funds.

2.5E Real Estate Development and Asset Management Committee. The Real Estate Development and Asset Management Committee exists to support the work of the Board in evaluating and recommending new real estate initiatives and to monitor the condition and performance of real estate assets for Dwelling Place Committee members are appointed from the Board of Directors and community.

Purpose:
- Reviewing new real estate initiatives for mission alignment and financial feasibility.
- Monitoring performance of existing real estate assets coverage.

2.5F Resident Engagement Committee. The Resident Engagement Committee exists to support the work of the Board by promoting new initiatives for increasing resident and neighborhood engagement to improve quality of life within and beyond the housing programs offered by Dwelling Place. Committee members are appointed from the Board of Directors and community.

Purpose:
- To explore and act on means by which residents who live in Dwelling Place properties can become more involved in leadership roles within their apartment
communities, the Dwelling Place governance structure and the neighborhoods and cities where they live.

- Recommending new community building and engagement initiatives in neighborhoods where Dwelling Place owns housing.
- Monitoring the impact of community building and engagement programs on quality of life in Dwelling Place properties and the neighborhoods where our housing is located.

2.5G Ad Hoc Committees

Purpose: Ad Hoc Committees may be appointed by the Board to address a specific issue in a time-limited manner.

POLICY TYPE: EXECUTIVE POLICIES

3.0 GENERAL EXECUTIVE CONSTRAINT

The Chief Executive Officer of Dwelling Place shall operate in a way that is prudent and in accordance with commonly accepted professional ethics. Accordingly, he or she must:

- Make and maintain conditions, procedures, and decisions that are safe, respectful, non-intrusive, and provide appropriate confidentiality and privacy to customers and/or donors.
- Create conditions that are fair and dignified for staff or volunteers.
- Not allow the development of fiscal liability or substantial deviation of actual expenditures from Board priorities.
- Not allow assets to be unprotected, inadequately maintained, or placed at risk.
- Maintain the fiscal integrity of Dwelling Place as it relates to employment, compensation and benefits.
- Act in a manner that delivers the Board-defined ends of Dwelling Place.
- Preserve the public image or credibility of Dwelling Place.
- Ensure the board is informed on issues of importance to Dwelling Place.

3.1 CUSTOMER SERVICE

With respect to customers or prospective customers, the Chief Executive Officer shall make and maintain conditions, procedures, and decisions which are safe, respectful, non-intrusive, and which provide appropriate confidentiality and privacy. Accordingly, he or she must:

- Treat all customers with dignity and respect.
- Place the needs of the customer first and foremost.
- Ensure safe conditions.
- Protect confidential or sensitive information of customers.
- Protect the privacy of all donor records, databases and mailing lists.
- Release any customer specific information or pictures to media sources only with appropriate prior consent.

3.2 STAFF, VOLUNTEER/MEMBER MANAGEMENT

With respect to the management of staff and volunteers, the Chief Executive Officer must maintain conditions that are fair and dignified. Accordingly, he or she must:

- Provide for conflict resolution and/or grievance procedures.
• Attempt to ensure that staff composition reflects the inclusivity/diversity of the community.
• Ensure that staff and/or volunteers safeguard the physical, mental, and emotional well-being customer and families participating in Dwelling Place programs.
• Maintain and communicate personnel policies.
• Assure that job descriptions and regular performance appraisals take place for all staff.

3.3 FINANCIAL MANAGEMENT

The Chief Executive Officer is required to maintain fiscal responsibility and not allow substantial deviation from the Board's approved budget. Accordingly, he or she must:
• Maintain operating funds at the amount needed to settle payroll and debts in a timely manner.
• Provide all financial reports to appropriate parties in a timely and easily accessible manner.
• Provide a one fiscal year budget for presentation to the Board no later than the December board meeting.
• Monitor the budget throughout the fiscal year.
• Report to the Board any significant operational deviations from the budget.

3.4 ASSET PROTECTION

The Chief Executive Officer shall protect and maintain the assets of Dwelling Place. Accordingly, he or she must:
• Not use Dwelling Place assets for personal gain.
• Keep assets in a secure and safe place.
• Not issue checks in excess of the Finance Committee or Board approved policy.
• Not acquire, encumber, or dispose of real property without Board approval.
• Maintain appropriate insurance policies.
• Maintain internal controls consistent with standard accounting practices.
• Prepare and maintain disaster recovery plans.

3.5 STAFF COMPENSATION & BENEFITS

With respect to employment, compensation and benefits to employees and contractual workers, the Chief Executive officer must protect the fiscal integrity of Dwelling Place. Accordingly, he or she must:
• Not change his/her own compensation and benefits.
• Establish current compensation and benefits that are substantially in line with the geographic or professional market for the skills employed.

3.6 PROTECTION OF IMAGE

The Chief Executive Officer must preserve the public image or credibility of Dwelling Place. Accordingly, he or she must:
• Understand and articulate the vision, mission, and values of Dwelling Place.
• Maintain a public image that reflects and supports the core values of Dwelling Place.
• Act as spokesperson of Dwelling Place in a public setting or to the media.

3.7 COMMUNICATION & COUNSEL TO THE BOARD

The Chief Executive officer must keep the Board informed. Accordingly, he or she must:
• Inform the entire Board on all matters essential to the mission and ends of Dwelling Place in an accurate, unbiased and thorough manner.
• Approach the Board with respect and an open approach to communicating and actively listening to others.
• Submit information required by the Board in a timely, accurate and understandable fashion.
• Advise the Board if, in the Chief Executive Officer's opinion, the Board is not in compliance with its own policies.

3.8 FACILITIES USE

All facilities of Dwelling Place shall be used to support the mission of the organization. Accordingly, the Chief Executive Officer must:
• Ensure that use of the facility is open to groups and associations that share values common with Dwelling Place and do not put the image of Dwelling Place at risk.
• Ensure that use of the facility is not placing Dwelling Place at risk financially.
• Ensure the safety and cleanliness of the facility.
• Ensure that an emergency response plan is in place in each facility.
• Adhere to policies and procedures governing the use of the facilities.

3.9 PERFORMANCE OUTCOMES

The Chief Executive officer and his/her staff are charged by the Board to deliver the defined ends of Dwelling Place. Accordingly, he/she must:
• Meet the goals and objectives set by the Board in fulfilling the vision and mission of the organization.
• Develop an annual operating plan to support the fulfillment of the strategic plan.
• Communicate to the Board significant deviations in fulfilling the strategic plan or in program focus.
• Seek, lead and practice continuous quality improvement.

POLICY TYPE: BOARD/CHIEF EXECUTIVE OFFICER/STAFF RELATIONSHIP

4.0 CHIEF EXECUTIVE OFFICER ACCOUNTABILITY

The Chief Executive Officer is accountable to the full board of DP. The Board shall instruct the Chief Executive Officer through written policies. The Board shall delegate the explanation and implementation of policies to the Chief Executive Officer.

4.1 DELEGATION TO THE CHIEF EXECUTIVE OFFICER

The Board shall delegate authority to the Chief Executive Officer. In turn, the Chief Executive officer shall delegate authority to the staff. All staff is accountable to the Chief Executive Officer.

4.1A The Board will direct the Chief Executive Officer to achieve certain results for certain recipients at a certain cost through the establishment of Ends policies. The Board will limit the latitude the Chief Executive officer may exercise in practices, methods, conduct and other "means" to the ends through establishment of Executive Policies.

4.1B As long as the Chief Executive officer uses any reasonable interpretation of the Board's Ends and Executive Policies, the Chief Executive Officer is authorized to
establish non-Board policies, make decisions, take actions, establish practices and develop activities.

4.2 CHIEF EXECUTIVE OFFICER JOB DESCRIPTION

The Chief Executive Officer is responsible for the performance of the organization as a whole.

4.3 BOARD COMMITTEE PRINCIPLES

Performance Review: Any evaluation of the Chief Executive officer will be made based on the Board's monitoring of organizational performance against its defined Ends and within the Executive Policies. The Board will monitor of the Chief Executive officer's performance according to Executive Policies.

4.3A Internal Report: Documentation of progress/compliance information from the Chief Executive Officer to the Board.

4.3B Direct Board Inspection: Documentation of progress/compliance information by a committee or the Board as a whole.
MEMORANDUM

DATE: March 23, 2020
RE: FERGUSON – REVISED RESOLUTIONS

There are five sets of Resolutions. Four of the sets are updates of previously approved resolutions and one set is new.

UPDATED RESOLUTIONS

New Ferguson LLC

There are two sets of resolutions for New Ferguson LLC – one set for MSHDA and one set for the investor, Insite Capital.

Dwelling Place of Grand Rapids NPHC

There are two sets of resolutions for Dwelling Place – one set for MSHDA and one set for the investor, Insite Capital.

These four sets of resolutions were previously considered and approved, but since the prior resolutions were drafted in late January, and approved in early February, one component of the project financing has changed. Instead of a Sponsor Loan from Dwelling Place to Ferguson Apartments LDHA LLC (up to $1,500,000), there will be a Seller Loan from Ferguson-Heartside LDHALP (the current Ferguson owner.)

NEW RESOLUTIONS

Ferguson-Heartside LDHALP

This new resolution authorizes the formation of Ferguson Condominium as well as the Seller Loan of up to $1,500,000 to Ferguson Apartments LDHA LLC.
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”); 4) AHP funding from the Federal Home Loan Bank of Indianapolis in an amount not to exceed $500,000 (“AHP Loan”); and 5) a Seller Loan from Ferguson-Heartside Limited Dividend Housing Association Limited Partnership in an amount not to exceed $1,500,000 (“Seller 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 – Insite Resolutions (April 2020)
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 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 ____________________________; 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 __________________________, 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.
The Mortgagor also anticipates receiving AHP funding from the Federal Home Loan Bank of Indianapolis in an amount not to exceed $500,000 (“AHP Loan”) and a Seller Loan from Ferguson-Heartside Limited Dividend Housing Association Limited Partnership in an amount not to exceed $1,500,000 (“Seller Loan”) to be used as financing for the Development.

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 AHP Loan and the Seller Loan, 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; 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
EXHIBIT A

Unit No. 1, Ferguson Condominium, a condominium according to the Master Deed recorded in Instrument No. 2020______________ 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.
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"); 4) AHP funding from the Federal Home Loan Bank of Indianapolis in an amount not to exceed $500,000 ("AHP Loan"); and 5) a Seller Loan from Ferguson-Heartside Limited Dividend Housing Association Limited Partnership in an amount not to exceed $1,500,000 ("Seller 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

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

Resolutions of DP of GR NPHC (Ferguson – InSite April 2020)
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, including loan agreement, notes, and mortgages, 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
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 __________________________, 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 Company also anticipates receiving AHP funding from the Federal Home Loan Bank of Indianapolis in an amount not to exceed $500,000 ("AHP Loan") and a Seller Loan from Ferguson-Heartside Limited Dividend Housing Association Limited Partnership in an amount not to exceed $1,500,000 ("Seller Loan") to be used as financing for the Project; 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 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 related to the AHP Loan and the Seller Loan, and/or any amendments or changes thereto in such form and containing such provisions as may be deemed appropriate and necessary by such Officer and the Corporation's legal counsel.

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: __________________________

________________________________________
Francine Gaston
Secretary
Dwelling Place of Grand Rapids
Nonprofit Housing Corporation
RESOLUTIONS OF THE BOARD OF DIRECTORS OF
FERGUSON-HEARTSIDE NONPROFIT HOUSING CORPORATION

I HEREBY CERTIFY that I am the duly elected Secretary and keeper of the records Ferguson-Heartside Nonprofit Housing Corporation, a Michigan 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 General Partner of a Michigan limited partnership known as Ferguson-Heartside Limited Dividend Housing Association Limited Partnership ("Partnership") which owns certain real property located in Grand Rapids, Michigan described on Exhibit A ("Property"); and

WHEREAS, the Partnership desires to: 1) establish the Property, together with all improvements located and to be located thereon, and all appurtenances thereto, as a condominium project to be known as Ferguson Condominium; 2) sell Unit 1 of Ferguson Condominium to Ferguson Apartments Limited Dividend Housing Association LLC; 3) sell Units 2 and 3 to Dwelling Place of Grand Rapids Nonprofit Housing Corporation or its successors and assigns ("Dwelling Place"); and 4) offer seller financing to Dwelling Place related to the sale of Units 2 and 3; and

WHEREAS, in connection with the foregoing, the Partnership wishes to authorize and affirm the execution of all necessary documents, including, but not limited to, the Master Deed of Ferguson Condominium and all other documents required for the establishment of Ferguson Condominium, Option Agreements, Warranty Deeds, Bills of Sale, Assignment of Leases, Promissory Notes, and any other document or instrument necessary to effectuate the foregoing.

NOW, THEREFORE, the following Resolutions were duly adopted:

IT IS RESOLVED, that either Dennis Sturtevant as President of the Corporation as General Partner of the Partnership, or Annamarie Buller as Vice-President of the Corporation as General Partner of the Partnership, is authorized to take all necessary actions and to execute all necessary documents, in such form and containing such provisions as may be deemed appropriate by such Officer and the Corporation's legal counsel, including, but not limited to, the Master Deed of Ferguson Condominium and all other documents required for the establishment of Ferguson Condominium, Option Agreements, Warranty Deeds, Bills of Sale, Assignment of Leases, Promissory Notes, and any other document or instrument necessary to effectuate the foregoing as stated above.
IT IS FURTHER RESOLVED, that any prior actions taken by any one of the Officers of the Corporation as General Partner of the Partnership with regard to the foregoing matters is hereby ratified and affirmed by the Board of Directors of the Corporation.

Dated: _____________________________

_________________________________
Francine Gaston, Secretary
Ferguson-Heartside Nonprofit Housing Corporation
EXHIBIT A
LEGAL DESCRIPTION OF THE PROPERTY

Part of Lots 9, 10, 11, and 12, Block 12, Bostwick & Co’s Addition to the City of Grand Rapids, Kent County, Michigan, as recorded in Liber 1 of Plats, Page 83, and also the 20 foot wide vacated alley adjacent on the East of said Lots, described as:

Beginning at the SW corner of said Lot 9; thence N0°00’05”W 195.0 feet along the West line of said Block 12; thence N89°59’55”E 144.72 feet perpendicular to said West line; thence S0°02’01”W 202.26 feet along the East line of said vacated alley; thence N87°07’35”W 144.78 feet along the South line of said Lot 9 to the Place of Beginning. (“Property”)
Dwelling Place of Grand Rapids Nonprofit Housing Corporation

Investment Policy

Introduction

Dwelling Place of Grand Rapids Nonprofit Housing Corporation (Dwelling Place NPHC) is a nonprofit community development corporation whose mission is to improve the lives of people by creating quality affordable housing, providing essential support services and serving as a catalyst for neighborhood revitalization. Dwelling Place NPHC was incorporated in the State of Michigan in 1980 and operates as a tax exempt entity under Section 501(c)(3) of the Internal Revenue Code.

The Board of Directors of Dwelling Place NPHC (Board) will select a custodian and investment manager for certain assets of the corporation (Investment Manager), and will monitor the performance of the Investment Manager with these assets. The CEO and CFO of the corporation will determine the assets of the corporation that will be assigned to the Investment Manager and the Investment Manager will manage those assets in accordance with this investment policy. The current Investment Manager is Northern Trust Company.

Investment Policy

The assets assigned to the custody and management of the Investment Manager will be managed in accordance with the following:

Investment Objectives. Dwelling Place NPHC's primary investment objectives are to preserve and grow the value of its assets and earn a reasonable and stable current income.

Asset Allocation. Dwelling Place NPHC will invest in the following broad asset classes:

<table>
<thead>
<tr>
<th>Asset Class</th>
<th>Allowable Range</th>
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<tbody>
<tr>
<td>Equities</td>
<td>40% - 60%</td>
</tr>
<tr>
<td>Fixed Income</td>
<td>40% - 60%</td>
</tr>
<tr>
<td>Other</td>
<td>0% - 10%</td>
</tr>
<tr>
<td>Cash and Cash Equivalents</td>
<td>0% - 10%</td>
</tr>
</tbody>
</table>
Asset Class Guidelines

**Equities** - will consist of publicly traded common stocks and convertible securities, individually or in mutual funds, common funds, or collective funds. Investments will be broadly diversified among major market classifications to include large U.S. corporate stocks (up to 50% of total equities), mid and small capitalization U.S. stocks (up to 15%) and international stocks with an emphasis on developed economy investments (up to 50%). The primary objective of such broad diversification is to dampen portfolio volatility (risk) and enhance long-term returns.

**Fixed-income** – will be diversified among debt obligations of the U.S. Government and federal governmental agencies, and investment grade (BBB-rated or better corporations) debt obligations of corporations. In addition, not more than 5% of the total fund may be invested in "high yield" debt obligations that do not qualify as investment grade. Debt maturities will be staggered between one and ten years.

**Other** – will consist of mutual funds or other common funds that are invested in real estate, natural resources, or other investment opportunities as may be recommended by the Investment Manager.

**Prohibited Transactions** – The Investment Manager will not invest in commodities, option contracts, or derivative securities, and will not engage in selling short or use of margin credit.

**Responsibilities**

The Board will review this policy statement at least annually and approve changes as may be appropriate.

(Investment Policy Amended on March 3, 2018)