DWELLING PLACE BOARD OF DIRECTORS
ENCLOSURES LIST
August 5, 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

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I. 7:30 Mission Moment

II. 7:40 Approval of Consent Agenda (Action Required)
   1. Board of Directors minutes (06/03/20)
   2. Committee minutes:
      a. Executive Committee Minutes (05/12/20)
      b. Finance Committee Minutes (04/29/20)
      c. Finance Committee Minutes (05/27/20)
      d. Governance Committee Minutes (05/19/20)
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      f. Marketing & Development Committee Minutes (04/28/20)
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      j. Resident Engagement Committee Minutes (05/05/20)
      k. Succession Planning Committee Minutes (05/08/20)
      l. Succession Planning Committee Minutes (06/04/20)

III. 7:50 Election of New Board Members (Action Required)
     1. Angela Sanborn
     2. Troy Stressman

IV. 8:00 Honoring Retiring Board Member – Tommie Wallace

V. 8:10 Madison Lofts Resolutions (Action Required)

VI. 8:15 Diversity, Equity, & Inclusion Plan (Action Required)

VII. 8:40 Updates & Announcements
     1. Succession Planning Committee – Rich Kogelschatz
     2. Planned Giving Information – Jenn Schaub
     3. Board Portal – Zoe Post
     5. Personnel Policies – Denny Sturtevant

VIII. 9:00 Adjournment
Supplemental Materials:

1. Unapproved Minutes
   a. Executive Committee Minutes (07/14/20)
   b. Finance Committee Minutes (06/24/20)
   c. Resident Engagement Committee Minutes (06/02/20)
   d. Succession Planning Committee Minutes (06/25/20)

2. Planned Giving Resource Development Plan (Draft)

3. New Member Board Applications
   a. Angela Sanborn
   b. Troy Stressman

4. Letter from Larry Titley

5. Letter from Tommie Wallace

6. Dwelling Place First Quarter Financial Dashboard (Second quarter financials delayed due to Ferguson closing)

7. Business Plan and Financial Projections (Updated)

8. GVSU Article on partnership with Dwelling Place

9. Victory Institute’s 2020 Victory Empowerment Fellows
The board meeting convened via conference call at 7:34 AM by Annamarie Buller.

**MISSION MOMENT**
NeighborWorks letter

**APPROVAL OF CONSENT AGENDA**
The consent agenda for the June 3, 2020 meeting contained the following items:

1. Board of Directors minutes (04/01/20)
2. Committee minutes:
   a. Executive Committee Minutes (03/10/20)
   b. Executive Committee Minutes (04/07/20)
   c. Finance Committee Minutes (01/29/20)
   d. Finance Committee Minutes (03/25/20)
   e. Governance Committee Minutes (03/17/20)
   f. Governance Committee Minutes (04/21/20)
   g. Marketing & Development Committee Minutes (02/25/20)
   h. RED & Asset Management Committee Minutes (03/09/20)
   i. RED & Asset Management Committee Minutes (04/13/20)

Consent agenda for the meeting was approved by motion of Lee Nelson Weber, seconded by Francine Gaston, and carried unanimously.

**ELECTION OF NEW BOARD MEMBER**
At the recommendation of the Governance Committee, appointment of Eleanor Moreno to the Board of Directors was approved by motion of Gil Segovia, seconded by Larry Titley, and carried unanimously.

**HONORING RETIRING BOARD MEMBERS**
Ms. Buller thanked Mr. Titley for his 12 years of faithful service to Dwelling Place, where he served as a member of many committees and spent several years as Chair of the board.

**RENEWALS FOR EXPIRING BOARD MEMBER TERMS**
At the recommendation of the Executive Committee, the renewal of an additional three-year Board term for Annamarie Buller, David Byers, Kyle Irwin, Rich Kogelschatz, and Tommie Wallace was approved unanimously.
The Executive Committee recommended the following slate of Board officers:

Chairperson: Annamarie Buller  
Vice Chairperson: Juan Daniel Castro  
Treasurer: David Byers  
Secretary: Sadie Erickson

The 2020-2021 Board slate was approved unanimously.

Dwelling Place is the sole shareholder of each of its corporate subsidiary entities. The following actions were resolved for each subsidiary entity:

- Appoint as directors to the board Dennis Sturtevant (President), Annamarie Buller (Vice President), Juan Daniel Castro (Vice President), David Byers (Treasurer), and Sadie Erickson (Secretary).
- Ratify, adopt, and affirm all actions taken by any officer of the subsidiary board in the previous year.
- Waive any required notice of annual board meeting.

Motion to approve these actions was made by Gil Segovia, seconded by Rick Stevens, and carried unanimously.

The meeting of the Dwelling Place Board of Directors was temporarily suspended at 8:07 AM.

The Heartside NPHC Board of Directors convened at 8:07 AM.

Heartside NPHC is the sole shareholder of each of its corporate subsidiary entities. The following actions were resolved for each subsidiary entity:

- Appoint as directors to the board Dennis Sturtevant (President), Annamarie Buller (Vice President), Juan Daniel Castro (Vice President), David Byers (Treasurer), and Sadie Erickson (Secretary).
- Ratify, adopt, and affirm all actions taken by any officer of the subsidiary board in the previous year.
- Waive any required notice of annual board meeting.

Motion to approve these actions was made by Juan Daniel Castro, seconded by Annamarie Buller, and carried unanimously.

The meeting of the Heartside NPHC Board of Directors adjourned at 8:08 AM and the meeting of the Dwelling Place Board of Directors resumed.

Ms. Hubbard, Beene Garter partner, began the audit presentation by explaining the auditor, management, and governance responsibilities; speaking relevant qualitative aspects of accounting practices; and providing highlights from the management letter. Mr. Hawkes, the lead on the single audit this year, proceeded with a review of the 2019 Single Audit.

Mr. Hawkes explained a Single Audit is the compliance part of an audit, triggered when an entity expends $750,000 or more in federal awards in a fiscal year. Dwelling Place expended approximately $23 million in 2019. Three programs were tested this year: Community Development Block...
Grants, the Neighborhood Stabilization Program, and the Continuum of Care Program, which account for 25% of the $23 million. Mr. Hawkes announced there were no findings.

Ms. Hubbard moved on to a high level summary of the Combined Statement of Operations comparing 2019 to 2018. In 2019 revenue was down slightly, although rental income remained steady, and expenses were slightly up, primarily due to wage increases. Overall, the two years are fairly comparable. Of note, there was a 36% decrease in vacancy loss and 52% decrease in bad debt. Michigan Nonprofit Housing contributions of about $2.2 million was a decrease from last year’s $3.8 million. There was a significant $1.1 million unrealized gain on investments. However, much of that gain has been lost due to the COVID-19 pandemic. The City of Grand Rapids forgave $500,000 HOME loan funding on the Ferguson project along with $85,000 accrued interest on that loan. Ms. Hubbard then delved into details of the organization’s assets, liabilities, net assets, revenues and support, and expenses using graphs and charts to provide visual depictions and historical trends.

Ms. Hubbard introduced Ms. Van Putten, the audit engagement manager, to compare Dwelling Place’s financial ratios to the 2018 Neighborworks Peer Group ratios. Ms. Van Putten remarked the key takeaway is that Dwelling Place is outperforming the peer group for all ratios measured.

**UPDATES & ANNOUNCEMENTS**

Mr. Kogelschatz gave a brief overview of the work the Succession Planning Committee has already accomplished and will keep the board apprised of the committee’s future actions.

Ms. Schaub described a $28,950 grant from MCACA supporting the expanded Community Arts series, which would create opportunities for Dwelling Place residents to connect to city-wide arts and cultural opportunities. This application will be submitted by Community Building & Engagement department staff. **Motion to approve this application was made by David Byers, supported by Larry Titley, and carried unanimously.**

**ADJOURNMENT**

The Board of Directors meeting was adjourned at 9:11 AM by Annamarie Buller.
The meeting was convened via video conference at 8:04 AM by Ms. Buller.

APPROVAL OF MINUTES

Minutes of the Dwelling Place Executive Committee meeting of April 7, 2020 were approved by motion of Rick Stevens, supported by Francine Gaston, and carried unanimously.

COVID 19 UPDATE

Financial Impact to Date
Rent receivables, as expected, have considerably increased: March was nearly double that of 2019, April nearly three times higher, and May is projected to be even larger. If Dwelling Place’s PPP loan is forgiven, payroll costs at all properties will be covered, mitigating the loss. Staff is navigating rent payment plans and/or rent forgiveness for residents using grant funding from United Way to prevent evictions.

Staffing Impact
One staff member has tested positive for COVID-19 and two others are presumptive positive cases; other staff at those properties have been notified that they may have been exposed.

Staff has been participating in weekly calls with management to keep everyone informed and up to date. An organization-wide return to work plan is being drafted. Staff will be able to give feedback on the plan and voice their preferences in a survey. Masks are being gathered for distribution to all staff upon their return to Dwelling Place offices.

Resident/Customer Impact
The Community Building & Engagement Department is attempting to contact every Dwelling Place resident to conduct a needs assessment. Dwelling Place has received positive feedback from residents regarding the reopening of community gardens at a number of properties.

UPDATE FROM CEO

The CEO Succession Committee has met twice. Chair Rich Kogelschatz is engaging local and national search firms to invite them to submit a proposal. A timeline and outline of the process is being drafted; when completed, this along with other finalized documents will be shared with the board.
UPDATE FROM GOVERNANCE COMMITTEE ON BOARD RECRUITMENT

Larry Titley and Thomas Carpenter will be leaving the board in June. The Governance Committee has been in contact with Eleanor Moreno, who is interested in joining the board and will be interviewed at the next Governance meeting. Richard Yidana, Marty Clark, and Synia Jordan were also proposed as potential candidates but are either not interested or do not fit the priorities of the board at this time. Mr. Byers named Finance Committee members Angela Sanborn and Troy Stressman as additional possible candidates for the Governance Committee to consider.

JUNE BOARD MEETING AGENDA

The June board meeting agenda will include:

- Finance department smoothing amendment
- Board attendance sheet
- Officer elections
- Board member term renewals
- Audit presentation

ADJOURNMENT

The Executive Committee was adjourned at 9:19 AM by Annamarie Buller.
MEMBERS PRESENT:  David Byers, Troy Stressman, Sadie Erickson, Gil Segovia, and Troy Zapolski

MEMBERS ABSENT:  Holly Jacoby, Angela Sanborn, and Michael McDaniels

GUESTS:  Annamarie Buller

STAFF PRESENT:  Dennis Sturtevant, Steve Recker, Jessica Johnson, Brandon Watson, Rebecca Long, Kim Cross, Laurie Mulennix, Chris Bennett, Grace Thuo, Francisco Ramos Jr. and Karen Monroe

COMMENCEMENT  The meeting was convened at 12:06 pm by Mr. Byers.

APPROVAL OF MARCH MINUTES  There was no discussion or edits to the Minutes of the Finance Committee meeting of March 25, 2020 as presented. With no objections indicated Mr. Byers declared the minutes approved.

CLT UPDATE  Mr. Sturtevant presented the Community Land Trust program. It will start with converting Martineau, New Hope Homes, and Grandville Homes. The project will be partially financed with grants already secured and new grants over the next two years. The secured grants include $100,000 from DGRI for Martineau and $50,000 from NeighborWorks for any CLT expenses. Dwelling Place expects to recoup over $2 million from sale proceeds. Mr. Byers asked how the CLT program will be impacted in a declining market. Mr. Sturtevant explained there would be less proceeds to Dwelling Place if the value of the property declined. Ms. Erickson asked how we would be funding renovations, and Mr. Sturtevant stated that we would be utilizing internal construction loans and certain renovation costs have already been incurred to improve the properties. He also noted the project is still in the very early stages but there’s enough resources to be prepared for any contingencies.

1st QUARTER FINANCIAL  Mr. Recker presented the 1st quarter financials. He stated that there was enough cash and cash equivalents to get through the Covid-19 crisis. Based on the key financial ratios Dwelling Place is performing better than its NeighborWorks peers due to the cash on hand and trading securities. The liquidity and cash flow ratios have a negative trend due to high construction activity which increased liabilities. Mr. Recker then presented the Balance Sheet and the Income Statement. Mr. Segovia asked what are the three main concerns facing Dwelling Place during this crisis and what are the prevention measures. Mr. Recker stated
rental income will be affected if tenants are not able to pay rent. Ms. Monroe presented monthly data for current tenant receivables from December 2019 to April 2020 compared to data for December 2018 to April 2019. The data showed that the tenant receivables have increased significantly, especially for the month of April. Mr. Sturtevant added Dwelling Place received a grant to assist fifty residents with $500 to cover expenses such as rent. There’s also an unrestricted $20,000 grant from United Way to assist with rent. The eligibility criteria to residents receiving this grant is still being determined. The Paycheck Protection Program Loan Dwelling Place received will also assist with payroll expenses which will offset the increase in bad debt from uncollectible rent. Mr. Sturtevant explained information regarding whether rent needed to be paid during the Covid-19 crisis was not accurately interpreted by many. Letters have been sent out to tenants to inform them rent must still be paid during this time.

UPDATES AND ANNOUNCEMENTS

Mr. Recker reported the Paycheck Protection Program (PPP) loan was approved for $758,000, which will be used to support eight weeks of payroll and benefits. Mr. Byers introduced Troy Zapolski who is rejoining the Dwelling Place Board and the Finance Committee.

PROPOSED AGENDA AND NEXT MEETING DATE

The next Finance Committee meeting will be held on Wednesday, May 27th from 12:00 PM to 1:30 PM.

ADJOURNMENT

The Finance Committee meeting was adjourned at 1:30 PM by Mr. Byers.
MEMBERS PRESENT:  David Byers, Angela Sanborn, Holly Jacoby, and Michael McDaniels

MEMBERS ABSENT:  Sadie Erickson, Gil Segovia, Troy Stressman, and Troy Zapolski

STAFF PRESENT:  Dennis Sturtevant, Steve Recker, Jessica Johnson, Brandon Watson, Kim Cross, Laurie Mullennix, Chris Bennett, Grace Thuo, Francisco Ramos Jr. and Karen Monroe

COMMENCEMENT  The meeting was convened at 12:03 pm by Mr. Byers.

APPROVAL OF APRIL MINUTES  Minutes of the Finance Committee meeting of April 29, 2020 were approved by motion of Mr. McDaniels, supported by Mr. Byers and carried unanimously.

2019 AUDIT  Mr. Recker presented the 2019 draft of audited combined financial statements for Dwelling Place and all affiliated entities. The auditors’ opinion is the financials present fairly, and without material issues. Mr. Recker reviewed each statement noting points of interest and answering questions. The cash restricted for current construction account include Harrison Park, Pine Avenue, Plaza Franklin, and Plaza Grandville. Ms. Sanborn inquired about the increase in cash and cash equivalents. Mr. Recker and Mr. Sturtevant explained that the cash from Michigan Non Profit Housing Corporation is the substantial portion of the increase in cash and cash equivalents. There was a significant improvement on rental gain/loss, vacancy loss, and bad debt compared to the previous year. Mr. Recker went over the notes to the combined financial statements. He stressed the importance of the note illustrating the Liquidity position of the organization. Dwelling Place has at least a year worth of liquidity based on cash and cash equivalents, and trading securities balances. Beene Garter will present the draft audit at the next board meeting if the Finance Committee approves them to do so.

Ms. Sanborn asked about the receivables and the effect of Covid-19. Ms. Monroe remarked at this time, current tenant receivables are rising as residents are unable to make timely payments. Mr. Sturtevant added Dwelling Place has received a grant from the Devos family to assist the residents with a gap in income. A total of twenty-five thousand dollars has been distributed to residents. There was also a twenty-thousand-dollar gift from United Way to use for rent assistance. We are still pursuing means to distribute these funds fairly. Ms. Monroe will be sending out an updated receivable aging report after the end of May.
Mr. Recker presented the Single Audit for HUD funding received for the tax credit assistance programs. There were no findings on this audit. Mr. Byer asked about the corrected and uncorrected misstatement as well as strengthening internal controls in the Board letter. Mr. Recker explained that there wasn’t any uncorrected misstatement because the Ferguson loan was adjusted in the main audit. The internal control is a recommendation or an opinion to the Board.

A recommendation to present the Audit to the Board was approved by motion of Ms. Jacoby, supported by Mr. McDaniels and carried unanimously.

Mr. Sturtevant reported funds from the Michigan Non Profit Housing Corporation in the sum of one million-one hundred fifty thousand dollars is to be received in the second quarter. Also, one hundred thousand dollars was received from the Dan and Pamela DeVos Foundation for the capital campaign which will go toward the three million fundraising gap. The Ferguson closing should be finalized the second week of June.

The next Finance Committee meeting will be held on Wednesday, June 24th from 12:00 PM to 1:30 PM.

The Finance Committee meeting was adjourned at 1:34 PM by Mr. Byers.
The meeting was convened via conference call at 9:09 AM by Juan Daniel Castro.

**BOARD CANDIDATE INTERVIEW**

Ms. Moreno introduced herself and her work at The Other Way, where she is the Director of Community Engagement. Her background in food justice and community organizing informs her current work, which focuses largely on community engagement on Grand Rapids’ west side. Her interest in the board stems from a desire to recognize essential human needs, including personal connection and storytelling. Ms. Moreno is interested in joining the RED & Asset Management Committee and involvement in the CLT.

**Motion to recommend Eleanor Moreno to the Board of Directors was made by David Byers, supported by Larry Titley, and carried unanimously.**

**APPROVAL OF MINUTES**

Minutes of the Governance Committee meeting of April 21, 2020 were approved by motion of Larry Titley, supported by Holly Jacoby and carried unanimously.

**POTENTIAL BOARD CANDIDATES**

With the departure of Larry Titley and Thomas Carpenter from the board and the addition of Eleanor Moreno, the Board will have 14 members, only 3 of whom fit CHDO compliance criteria. Dwelling Place will also need at least one board member who is currently or has previously experienced homelessness.

Finance Committee members Troy Stressman and Angela Sanborn were discussed as potential board candidates; Mr. Stressman fits the census tract criteria. The Committee decided to pursue both candidates, pending comments and consideration from the full board.

**BOARD SLATE**

After meeting with several board members regarding their interest and ability to serve on the Executive Committee, Mr. Castro nominated Sadie Erickson to serve as Board Secretary.

The following board slate was proposed:

- Chairperson: Annamarie Buller
- Vice Chairperson: Juan Daniel Castro
- Treasurer: David Byers
- Secretary: Sadie Erickson
- Term Renewals: Annamarie Buller, David Byers, Kyle Irwin, Rich Kogelschatz, Tommie Wallace
Recommendation of this board slate was approved by motion of Larry Titley, seconded by Lee Nelson Weber, and carried unanimously.

The Committee also reached consensus to recommend Francine Gaston, Rick Stevens, and Renee Williams as at-large members of the Executive Committee.

GOVERNANCE POLICIES REVIEW

To ensure the Governance Policies are in harmony with the bylaws, the Committee recommended the Policies be revised to note that committee members are appointed by the board chair but subject to board approval.

ADJOURNMENT

The Governance Committee meeting was adjourned at 11:03 AM by Juan Daniel Castro.
MEMBERS PRESENT
Annamarie Buller, David Byers, Juan Daniel Castro, Holly Jacoby, Rick Stevens, Tommie Wallace, Lee Nelson Weber

STAFF & GUESTS PRESENT
Zoe Post, Denny Sturtevant
Angie Sanborn, Independent Bank
Troy Stressman, Crowe

The meeting was convened via conference call at 9:00 AM by Juan Daniel Castro.

APPROVAL OF MINUTES
Minutes of the Governance Committee meeting of May 19, 2020 were approved by motion of Annamarie Buller, supported by Lee Nelson Weber, and carried unanimously.

BOARD CANDIDATE INTERVIEWS
The committee interviewed potential board candidates Angela Sanborn and Troy Stressman, both of whom currently serve on the Dwelling Place Finance Committee. Ms. Sanborn has a background in commercial banking and real estate lending and has also volunteered for the Humane Society and the microloan committee at Michigan Women Forward. Mr. Stressman is a CPA and works on the real estate development team at Crowe in Grand Rapids.

The committee appreciated the financial expertise presented by both candidates and agreed that their proficiencies in these areas will support Dwelling Place during this unusual and unstable economic climate. Motion to recommend Troy Stressman and Angela Sanborn to the Board of Directors was made by Rick Stevens, supported by David Byers, and carried unanimously.

RECRUITMENT STRATEGIES
To return to compliance with its bylaws and NeighborWorks/CHDO criteria, the board must find candidates who fit specific criteria. One person on the board must have formerly experienced or is currently experiencing homelessness, and one third of the board must reside in a low-income census tract or low-income household. The committee also discussed mentors for new board members; Ms. Buller will serve as Mr. Stressman’s mentor and will reach out to Francine Gaston as a mentor for Ms. Moreno.

COMMITTEE DOCUMENTS AND BOARD PORTAL
The item was tabled and will be added to the July meeting agenda.

OTHER BUSINESS
Ms. Post will contact all new board members and distribute a properties manual until an in-person tour can be scheduled.

ADJOURNMENT
The Governance Committee meeting was adjourned at 10:36 AM by Juan Daniel Castro.
The meeting was convened via video conference at 10:09am by Rick Stevens.

APPROVAL OF MINUTES
Minutes of the Marketing and Development Committee meeting of February 25, 2020 were approved by consensus.

DONATIONS SINCE LAST MEETING
Dwelling Place has received a $25,000 NeighborWorks grant for CEO succession planning and a $20,000 grant from United Way to provide rental assistance to residents whose income has been affected by the COVID-19 pandemic. The CB&E department has also been assisting residents in applying for the Kent County Relief Fund, which provides $500 to families whose work hours were cut due to the pandemic.

ONLINE GIVING MARCH-APRIL
AmazonSmile Charity Lists
Items from the welcome baskets were distributed to RSCs to provide residents with essentials during this time. The Amazon wishlist brought in $1,100 in donations to replenish these baskets. Staff will also add gardening supplies to the list as community gardens reopen.

OVERVIEW OF 2020 EVENT
Ms. Sosebee described a 40th anniversary storytelling event to take place at The High Five event space on September 16. The event, which aims to raise $125,000, will feature a short program of storytelling, music played by residents, and a silent auction.

The committee questioned the prudence of holding an event considering the social distancing requirements that may extend into the fall and the financial toll the pandemic has taken on potential donor businesses. Staff and committee members agreed to postpone the event, perhaps for early 2021, but to seek creative ways to celebrate Dwelling Place’s 40th and highlight the need for stable, affordable housing in the meantime.

VOLUNTEER UPDATE
Though volunteer activities have been cancelled or postponed, CB&E staff have been working to stay in contact with residents and have used this time to update volunteer and activity tracking. Ms. Salas has also been working with the policy team to ensure all official CB&E documents are made available to staff.

ADJOURNMENT
Mr. Stevens adjourned the meeting at 10:44 AM.
The meeting was convened via video conference at 9:45 AM by Rick Stevens.

APPROVAL OF MINUTES

Minutes of the Marketing and Development Committee meeting of April 28, 2020 were approved by consensus.

DONATIONS SINCE LAST MEETING

Dwelling Place received $100,000 from the Dan & Pamella DeVos Foundation for its capital campaign. We have received checks from some donors who sent their check in early and staff will try to ensure we don't ask those persons to give at the end of the year. Year End numbers may be adjusted. $1,200 in gifts were received from the Amazon Wish List.

2020 MARKETING PLAN UPDATES

The previous plan now has virtual options, updated outreach messages and content. As people are tired of Zoom meetings, the committee discussed concepts that people are willing to come out for. Examples:

- Hops and Housing becoming Virtual - Advocacy for Affordable Housing Special
- Adding special topics E-Newsletters

Discussion:

- Letter to Donors, Community Report for 2019 - If we send a letter, should we be asking for donations towards the capital campaign? Remind donors that housing issues aren't going away and you can help.
- Virtual happy hours: pick up your beer or cocktail kit and join the conversations. Or virtual dinner/lunch: pick up food from BSM and enjoy a meal together. Hops and Housing New Holland Sponsorship: deliver to attendees 4-pack of beer or send a virtual coupon.

Ms. Sosebee will review options for a virtual happy hour partnership with local breweries.

2019 COMMUNITY REPORT UPDATE

Mr. Sturtevant is currently working on edits. Everything was done in-house including content, quotes, design, etc.

Ms. Sosebee will send Mr. Sturtevant a text-only copy of the document and they will work together on revisions.

PLANNED GIVING COMMITTEE

Staff had a conversation with Shaun Shira from GRCF who has worked on planned giving. Recommendations:
- Make sure you have information available about what the planned giving options are
- Continue to mention planned giving options and have this information on your website readily available
- Put together a small committee of board and staff to dig into this and be available to walk potential donors through the process
- There are local and national organizations that focus on Planned Giving Membership and have quarterly training - Community Foundation has planned giving resources

The Committee discussed developing this expertise in-house and using the expertise of GRCF.

- Meet to understand the tools and what options are out there.
- Learn as much as we can about the process and marketing it.
- If people give through GRCF that becomes their asset, and we do have a foundation. Give the option of giving to one or the other.
- Board member participation - Gil Segovia may be a good fit. Mr. Stevens would be willing to be on the committee towards the end of the summer.

Mr. Sturtevant and Ms. Schaub will draft a plan and share it at the next committee meeting. The revised plan will then be shared with board members to see if there is any additional interest.

**ADJOURNMENT**

Mr. Stevens adjourned the meeting at 10:44 AM.
MEMBERS PRESENT: Kyle Irwin, Tommie Wallace, Rick Stevens

MEMBERS ABSENT: Leah Carpenter

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

The meeting was convened via video conference at 10:03 AM by Rick Stevens.

APPROVAL OF MINUTES: Minutes of the Marketing and Development Committee meeting of May 27, 2020 were approved by consensus.

DONATIONS SINCE LAST MEETING: Dwelling Place has received $300,000 from the Dan & Pamella and Doug & Maria DeVos Foundations for its affordable housing capital campaign. Former CEO of Dwelling Place Chuck Calati also donated and will be assisting in the creation of a Dwelling Place archive by providing essential historic information about the organization.

DWELLING PLACE ARCHIVE: Ms. Sosebee is working with the City of Grand Rapids’ Matt Ellis and the Grand Rapids Public Library to determine the best way to develop and organize a searchable digital archive of Dwelling Place documents, newspaper articles, photos, and more.

DIGITAL EVENT FOR HARRISON: The Dwelling Place newsletter will highlight the grand opening of Harrison Park and link to a page featuring quotes from community partners, stories from residents, and pictures and short videos about the property.

BETWEEN BOARD MEETINGS EMAIL UPDATE: Ms. Schaub described a board-specific newsletter during the months when there is not a board meeting to keep board members connected and informed about all that Dwelling Place is doing. The newsletter would include board member highlights, in-depth construction updates and resident stories, photos, and ways to get involved in the organization. Ms. Irwin voiced concern about overloading the board with information especially since committees meet monthly. Mr. Stevens suggested an off-month board call similar to the all-staff weekly calls that would allow board members to engage with the information and ask questions.

GOVERNANCE COMMITTEE: As the Governance Committee searches for board and committee members with a wide variety of expertise and experience, staff proposed that the Marketing & Development Committee could aid in this work by publicizing these positions. Ms. Schaub suggested adding a section to the volunteer application and Ms. Sosebee proposed a link on the board page of the website.

Ms. Schaub and Ms. Sosebee will draft some language to present to the Governance Committee for review.
ANNUAL REPORT  The annual report centers around the stories of residents, staff, and community partners, and features many photos, all emphasizing the importance of a place to call home. Each section begins with the heading, “our impact,” language that reinforces the brand statement for Dwelling Place’s 40th anniversary celebration.

PLANNED GIVING  The plan is not yet complete, so the item was tabled for the next meeting.

ADJOURNMENT  Mr. Stevens adjourned the meeting at 11:09 AM.
The meeting was convened via conference call at 11:33 AM by Mr. Kogelschatz.

APPROVAL OF MINUTES

Minutes of the Dwelling Place RED & Asset Management Committee meeting of April 13, 2020 were approved by motion of Mike McDaniels, seconded by Larry Titley and carried unanimously.

INTRODUCTION TO DAVID DEVELDER

Mr. DeVelder, the new Community Land Trust Director, introduced himself. Mr. DeVelder started his career in environmental consulting and has since worked in affordable housing and homeownership in West Michigan at ICCF, Habitat for Humanity, and the Kent County Land Bank.

CLT NEXT STEPS

Staff will meet with Michael Brown and Tim Orlebeke this week to discuss the details of the CLT, including board composition, bylaws, sources of generating capital, and converting properties into condo associations.

CONSTRUCTION & DELIVERY UPDATE

Construction on residential developments resumed on May 7. Dwelling Place has two buildings at Pine Ave to complete; one is set to be completed at the end of June and the other in mid-July. A completion date of January 2021 is expected for Grandville and Franklin. Ferguson is set to close at the end of May or early June and Madison Lofts in early July. Staff reported that the primary concern is not a disrupted supply chain but difficulties in securing certification for new tenants.

OTHER BUSINESS

Mr. Wooden requested on behalf of the organization a waiver to the RFP policy for the downtown Holland development. Due to COVID-19 social distancing concerns, a full RFP process is not feasible and a fee proposal to select a general contractor would be used instead. The contractors listed in Mr. Wooden's proposal are all entities with which Dwelling Place has worked before. A motion to waive the selection process in favor of a fee proposal was made by Mike McDaniels, seconded by George Larimore and carried unanimously.

ADJOURNMENT

The meeting was adjourned at 12:12 PM by Mr. Kogelschatz.
MEMBERS PRESENT  Annamarie Buller, Leah Carpenter

MEMBERS ABSENT  Thomas Carpenter, Tommie Wallace

STAFF & GUESTS PRESENT  Kim Cross, Heather Ibrahim, Zoe Post, Jenn Schaub, Latrisha Sosebee, Dennis Sturtevant, Alonda Trammell
Dondrea Brown, Aquinas College
Kristin Moretto, GVSU

The meeting was convened at 10:03 AM by Ms. Buller. All attendees introduced themselves.

APPROVAL OF MINUTES  Approval of the November 20, 2019 meeting minutes were tabled until the next meeting, there being no quorum present.

RESIDENT ENGAGEMENT OVERVIEW  Staff and committee members gave a presentation describing the origins of the Resident Engagement Committee, its structure, and its many functions. The Committee, in tandem with the Community Building & Engagement (CB&E) department, works with residents to identify meaningful activities created out of the needs and desires of each individual community. The Committee also helps monitor the effectiveness of CB&E programming and communicates its activities to the full board. Staff described specific examples of how events in each of the five areas of resident engagement have impacted residents.

COVID-19 RESIDENT OUTREACH  The COVID-19 pandemic has prompted the CB&E department to shift its engagement style while maintaining a focus on residents. Resident Services Coordinators (RSCs) are helping eligible residents to apply for assistance from the Kent County Relief Fund, and other CB&E staff have been conducting impact assessments for each Dwelling Place resident. An updated list of resources is listed each week on the Dwelling Place website and emailed to residents.

OTHER BUSINESS  Ms. Schaub gave an overview of recent resident engagement activities, detailed in the April 2020 Dashboard Report, which Ms. Post will distribute to all committee members.

ADJOURNMENT  The Resident Engagement Committee was adjourned at 11:11 AM by Ms. Buller.
MEMBERS PRESENT  
Annamarie Buller, Sadie Erickson, Rich Kogelschatz, Gil Segovia, Rick Stevens, Renee Williams, Troy Zapolski

STAFF PRESENT 
Zoe Post

The meeting was convened via video conference at 8:02 AM by Mr. Kogelschatz.

EXECUTIVE BOARD / BOARD OF DIRECTORS
The committee discussed how to best communicate its progress to stakeholders. Following the standard for other board committees, the committee concluded that agendas and meeting materials will not be added to the portal, but approved minutes and finalized documents will be uploaded for the board to review. Other board members and the CEO may only attend meetings if the committee specifically requests their input. All recommendations of the committee are subject to board approval. **These guidelines were approved by motion of Annamarie Buller, seconded by Troy Zapolski, and carried unanimously.**

RFP
The committee discussed whether or not to hire a search firm to assist in the CEO search process. Though the committee may also do some searching internally using insight from Mr. Sturtevant and from NeighborWorks affiliates, it conceded that a search firm would be helpful in finding and vetting potential candidates. The firm should be versed in finding a candidate who is not only qualified, but who also fits in Dwelling Place culture. Committee members mentioned several resources—Michael Butchko, Michael Brown, Steve Crandall, other local contacts—for connecting to these firms. **Mr. Kogelschatz will reach out to several search firms and distribute the RFP to them.**

TIMELINE
Mr. Kogelschatz presented a draft timeline that aims to interview and select a search firm by June 26 and start addressing key issues with the firm in late July. This would require approval from the board at either an Executive Committee meeting or a special July board meeting. As the timeline is ambitious, the committee may adjust it once search firms have been contacted.

JOB DESCRIPTION
A job description for the CEO must be reviewed before it is distributed to potential candidates. The Committee determined to include the board early in this task and then work with the search firm to refine the final product. This may include a board-wide survey and a salary/benefits review from The Employers’ Association. **Mr. Kogelschatz will contact TEA and NeighborWorks for this information; Ms. Williams will look into 990s of comparable organizations.**

ADJOURNMENT
The CEO Succession Planning Committee was adjourned at 10:09 AM by Rich Kogelschatz.
MEMBERS PRESENT  Annamarie Buller, Sadie Erickson, Rich Kogelschatz, Gil Segovia, Rick Stevens, Renee Williams, Troy Zapolski

STAFF PRESENT  Zoe Post

The meeting was convened via video conference at 8:05 AM by Mr. Kogelschatz.

APPROVAL OF MINUTES  Minutes of the April 7, 2020 Succession Planning Committee were approved by motion of Rick Stevens supported by Troy Zapolski and carried unanimously.

PROGRESS TO DATE  Mr. Kogelschatz reviewed essential points of “CEO Transitions: How to Hire a Non-Profit CEO” and how Dwelling Place can approach preparing for, searching for, and onboarding a new CEO. Several of these topics will generate future discussion for the committee.

The committee identified a cultural fit as an essential aspect of finding a CEO that should remain at the forefront throughout all phases of the search. As the search progresses, the committee will develop an action plan based on the timeline and assign tasks to individual committee members.

INTERNAL REVIEW  Mr. Segovia shared a list of potential candidates from his correspondence with Mr. Sturtevant, which includes Jeremy DeRoo (LINC UP), James White (Cinnaire), Jason Paulateer (Fifth Third Bank), and Tim Thorland (Southwest Solutions Housing Development). Mr. Sturtevant also suggested getting recommendations from NeighborWorks and CEDAM networks and from board members Ms. Williams and Ms. Gaston. Committee members suggested adding local financial, municipal, and economic development leaders to the search list.

The committee also agreed to vet all candidates through the search firm to assure consistency.

SEARCH FIRMS  Mr. Kogelschatz shared some initial notes from his conversations with both local and national search firms, including focus areas, services, and costs. All contacted firms were interested. The Committee decided to have Mr. Kogelschatz contact the following firms to send an RFP and updated CEO Job Description and set up an interview: AE Betancourt, William Charles, Randall Partners, Third Sector Company, and EFL Associates.

The committee plans to send out these materials the week of June 22nd, finish with interviews by July 10th, and reconvene the week of July 12 to discuss the results and create a recommendation for the full board to review at the August meeting.
Ms. Buller will keep Mr. Sturtevant apprised of the committee's progress during their monthly meetings and Mr. Kogelschatz will communicate additional updates as needed.

In future meetings, the committee will address how to best include staff insight in the search process.

The CEO Succession Planning Committee was adjourned at 10:09 AM by Rich Kogelschatz.
Hi Zoe,

As we discussed, here are the certificates and resolutions related to the Madison Lofts project for next week's Board Meeting.

**Incumbency Certificates:** These two certificates need to be signed by the DP officers; **we will need originals.**

The form should be very familiar from past projects and, as in the past, **please do NOT date these, just signatures!**

**Resolutions:**

- Two of the attached sets of resolutions are for Dwelling Place to approve its guaranty of Madison Lofts obligations (one to NEF and to Cinnaire).
- The other set of resolutions is for Dwelling Place JV LLC, which is a member of the managing member of Madison Lofts LDHA LLC, the owner of Madison Lofts. DP of GR NPHC is the sole member of Dwelling Place JV LLC and so the Dwelling Place Board approves the LLC's resolutions. Go ahead and date the resolutions.

Let me know if you have any questions. Thanks for your help.

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**Jill Colthorp**

Paralegal

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80 Ottawa Avenue NW, Suite 400

Grand Rapids, Michigan 49503

Phone: 616 235-4000

www.omlawgroup.com

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Disclosure under Treasury Circular 230: The United States Federal tax advice, if any, contained in this document and its attachments may not be used or referred to in the promoting, marketing or recommending of any entity, investment plan or arrangement, nor is such advice intended or written to be used, and may not be used, by a taxpayer for the purpose of avoiding Federal tax penalties.
5 attachments

- Incumbency Cert for Cinnaire (Dwelling Place JV LLC).pdf
  70K
- Incumbency Cert for Cinnaire (DP of GR).pdf
  69K
- Resolutions - DP of GR as Guarantor (for NEF).pdf
  72K
- Resolutions - DP of GR NPHC (for Cinnaire Guaranty).pdf
  71K
- Resolutions - DP of GR NPHC (re Dwelling Place JV LLC).pdf
  76K
I, Sadie Erickson, certify that:

1. I am the elected, qualified and acting Secretary of **DWELLING PLACE OF GRAND RAPIDS NONPROFIT HOUSING CORPORATION**, a Michigan nonprofit corporation ("Corporation");

2. The Articles of Incorporation delivered with this Certificate are a true and correct copy of the Articles of Incorporation of the Corporation through the date of this Certificate and such Articles of Incorporation remain in full force and effect as of the date of this Certificate;

3. The Certificate of Good Standing as to the Corporation delivered with this Certificate remains in full force and effect as of the date of this Certificate and the Corporation is in good standing and is qualified and authorized to do business in the State of Michigan as of the date of this Certificate;

4. The Bylaws of the Corporation delivered with this Certificate consisting of 10 pages remain in full force and effect as of the date of this Certificate;

5. The Resolutions of the Corporation delivered with this Certificate remain in full force and effect, unrevoked and unrescinded, as of the date of this Certificate.

6. The following are the elected, qualified and acting officers of the Corporation as of the date of this Certificate and the signature appearing next to each name is a true signature of each of the named officers of the Corporation:

<table>
<thead>
<tr>
<th>OFFICE</th>
<th>NAME</th>
<th>SIGNATURE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chief Executive Officer</td>
<td>Dennis Sturtevant</td>
<td>__________________________</td>
</tr>
<tr>
<td>Chairperson</td>
<td>Annamarie Buller</td>
<td>__________________________</td>
</tr>
<tr>
<td>Vice Chairperson</td>
<td>Juan Daniel Castro</td>
<td>__________________________</td>
</tr>
<tr>
<td>Treasurer</td>
<td>David Byers</td>
<td>__________________________</td>
</tr>
<tr>
<td>Secretary</td>
<td>Sadie Erickson</td>
<td>__________________________</td>
</tr>
</tbody>
</table>

7. No litigation of any nature is now pending or threatened either in state or federal courts in any manner affecting or questioning the power or authority of the Corporation to guarantee the obligations of Madison Lofts MM LLC, the Manager/Member of Madison Lofts Limited Dividend Housing Association LLC ("Company"), and, if applicable, to accept grants for, and make loans to, the Company as set forth in the Amended and Restated Operating Agreement of the Company, and neither the corporate existence of the Corporation nor the right of the above-listed officers of the Corporation to hold their respective offices is being contested.

8. Original or electronic signatures on multiple pages shall have the same effect as if original signatures were on one page.

WHEREOF, I have executed this Certificate this _____ day of __________________________.

**DWELLING PLACE OF GRAND RAPIDS NONPROFIT HOUSING CORPORATION**

By: __________________________________
Sadie Erickson, Secretary
CERTIFICATE AS TO ARTICLES OF ORGANIZATION, GOOD STANDING, OPERATING AGREEMENT, INCUMBENCY, SIGNATURES OF OFFICERS AND NON-LITIGATION

I, Sadie Erickson, certify that:

1. I am the elected, qualified and acting Secretary of Dwelling Place of Grand Rapids Nonprofit Housing Corporation, a Michigan nonprofit corporation ("Corporation"), which is the Sole Member of DWELLING PLACE JV LLC, a Michigan limited liability company ("Company");

2. The Articles of Organization delivered with this Certificate are a true and correct copy of the Articles of Organization of the Company through the date of this Certificate and such Articles of Organization remain in full force and effect as of the date of this Certificate;

3. The Certificate of Good Standing as to the Company delivered with this Certificate remains in full force and effect as of the date of this Certificate and the Company is in good standing and is qualified and authorized to do business in the State of Michigan as of the date of this Certificate;

4. The Operating Agreement of the Company delivered with this Certificate consisting of 9 pages remains in full force and effect as of the date of this Certificate;

5. The Resolutions of the Corporation, as the Sole Member of and on behalf of the Company, delivered with this Certificate remain in full force and effect, unrevoked and unrescinded, as of the date of this Certificate.

6. The following are the elected, qualified and acting officers of the Corporation as of the date of this Certificate and the signature appearing next to each name is a true signature of each of the named officers of the Corporation:

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<th>OFFICE</th>
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</tr>
<tr>
<td>Secretary</td>
<td>Sadie Erickson</td>
<td>_______________________</td>
</tr>
</tbody>
</table>

7. No litigation of any nature is now pending or threatened either in state or federal courts in any manner affecting or questioning the power or authority of the Company to act as a member of Madison Lofts MM LLC, the Manager/Member of Madison Lofts Limited Dividend Housing Association LLC, and neither the corporate existence of the Company nor the Corporation nor the right of the above-listed officers to hold their respective offices is being contested.

8. Original or electronic signatures on multiple pages shall have the same effect as if original signatures were on one page.

   WHEREOF, I have executed this Certificate this _____ day of ____________________________.

   DWELLING PLACE OF GRAND RAPIDS NONPROFIT HOUSING CORPORATION

   By: ________________________________

   Sadie Erickson, Secretary
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”) and 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 and ratified by the Board of 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 Officers named in such Resolutions who have full power and lawful authority
to exercise those powers.

WHEREAS, a Michigan limited liability company known as Madison Lofts Limited
Dividend Housing Association LLC (“Company”) was formed on February 26, 2019 to acquire,
develop, finance, construct, rehabilitate, own, maintain, operate and sell or otherwise dispose of a
22-unit multifamily apartment complex known as Madison Lofts located in Grand Rapids,
Michigan (“Project”); and

WHEREAS, the Corporation is the sole member of Dwelling Place JV LLC which serves
as a member of the Company’s Member, Madison Lofts MM LLC (“Member”), with a 10%
membership interest in the Member; and

WHEREAS, the Company has received a proposal from National Equity Fund which
expressed its interest in investing in the Company by the acquisition of a ninety-nine and ninety-
nine hundredths percent (99.99%) Investor Member interest in the Company by its affiliate, NEF
Assignment Corporation (“NEF”); and

WHEREAS, the Corporation anticipates receiving directly or indirectly certain financial
benefits from the Company in exchange for various services with regard to the development,
construction, and management of the Project, and the Corporation wishes to support the Project; and

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

WHEREAS, there was presented to the meeting of the Board of Directors of this
Corporation the proposed forms of the Amended and Restated Operating Agreement of the
Company (“Operating Agreement”) and the Guaranty Agreement; and
WHEREAS, the Corporation desires to authorize the execution of the Guaranty Agreement and any other document necessary to effectuate the Corporation’s guarantee of certain obligations of the Member and the Corporation’s support of the Project.

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

IT IS RESOLVED that 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 the Guaranty Agreement, and any other documents with regard thereto, in such form and containing such provisions as may be deemed appropriate by such Officer and the Corporation's legal counsel in order to effectuate the Corporation’s guarantee of the Member’s obligations and the Corporation’s desire to support the Project.

IT IS 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.

Dated: ______________________

Sadie Erickson, Secretary
Dwelling Place of Grand Rapids
Nonprofit Housing Corporation
CERTIFIED RESOLUTIONS OF
DWELLING PLACE OF GRAND RAPIDS
NONPROFIT HOUSING CORPORATION

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

WHEREAS, a Michigan limited liability company known as Madison Lofts Limited
Dividend Housing Association LLC ("Company") was formed with Madison Lofts MM LLC, a
Michigan limited liability company ("Member"), acting, initially, as its Sole Member and
Manager, to acquire, develop, finance, construct, own, maintain, operate and sell or otherwise
dispose of a 22-unit multifamily apartment complex to be known as Madison Lofts located in
Grand Rapids, Michigan ("Project"); and

WHEREAS, the Corporation is the sole Member of Dwelling Place JV LLC, a Michigan
limited liability company, which serves as a member of the Company’s Member with a 10% membership interest in the Member; and

WHEREAS, the Company anticipates receiving a general mortgage loan from Cinnaire
Investment Corporation ("Cinnaire"), in an amount not to exceed $ _______________________
("Cinnaire Loan"); and

WHEREAS, in order to induce Cinnaire to make the Cinnaire Loan to the Company, it is
necessary for the Corporation to guarantee certain obligations of the Member and the Company; and

WHEREAS, the Corporation wishes to authorize the execution by the Corporation of any
and all documents necessary to effectuate the Cinnaire Loan and the Corporation’s guarantee of
the Cinnaire Loan.
NOW, THEREFORE, the following Resolutions were duly made, seconded and adopted:

IT IS 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, necessary to effectuate the Cinnaire Loan, including, but not limited to, a Guaranty, 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 guarantee of the Cinnaire Loan as may be necessary to support 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: ____________________________

Sadie Erickson
Secretary
Dwelling Place of Grand Rapids
Nonprofit Housing Corporation
CERTIFIED RESOLUTIONS OF
DWELLING PLACE OF GRAND RAPIDS
NONPROFIT HOUSING CORPORATION
REGARDING
DWELLING PLACE JV LLC

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") and 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 un rescinded as of this date, and have been approved and ratified by the Board of 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 Officers named in such Resolutions who have full power and lawful authority to exercise those powers.

WHEREAS, a Michigan limited liability company known as Madison Lofts Limited Dividend Housing Association LLC ("Madison Lofts LDHA") was formed on February 26, 2019 to acquire, develop, finance, construct, rehabilitate, own, maintain, operate and sell or otherwise dispose of a 22-unit multifamily apartment complex known as Madison Lofts located in Grand Rapids, Michigan ("Project"); and

WHEREAS, the Corporation has organized a Michigan limited liability known as DWELLING PLACE JV LLC ("Company"); and

WHEREAS, the Corporation is the sole member of the Company and will manage the affairs of the Company; and

WHEREAS, the Company, along with Madison Lofts LLC, will act as a member of Madison Lofts MM LLC, which is the current member and manager of Madison Lofts LDHA LLC; and

WHEREAS, the Corporation wishes to appoint its Chief Executive Officer to serve ex officio as its representative on the Madison Lofts MM LLC’s Board of Managers, and

WHEREAS, Dennis Sturtevant is the Corporation’s current Chief Executive Officer; and
WHEREAS, the National Equity Fund has expressed its interest participating in the Project and in investing in Madison Lofts LDHA by the acquisition of a ninety-nine and ninety-nine hundredths percent (99.99%) investor member interest by its affiliate, NEF Assignment Corporation (“NEF”); and

WHEREAS, the Corporation anticipates receiving directly or indirectly certain financial benefits from the Company in exchange for various services with regard to the development, construction, and management of the Project, and the Corporation wishes to support the Project; and

WHEREAS, the Corporation desires to authorize the Company’s participation in the Project, the Company’s participation as a member of Madison Lofts MM LLC, and the execution on behalf of the Company of any and all documents necessary to effectuate the foregoing.

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

IT IS RESOLVED that the organization of the Company, with the Corporation as its sole member, is ratified and affirmed.

IT IS RESOLVED that the Corporation will manage the affairs of the Company.

IT IS RESOLVED that the Company will act as a member of Madison Lofts MM LLC.

IT IS RESOLVED that the Corporation designates its Chief Executive Officer to serve ex officio as its representative on the Board of Managers of Madison Lofts MM LLC.

IT IS RESOLVED that Dennis Sturtevant, the Corporation’s current Chief Executive Officer, is hereby appointed to serve as the Company’s representative on the Board of Managers of Madison Lofts MM LLC.

IT IS 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 as the sole member of the Company, 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 any and all documents, in such form and containing such provisions as may be deemed appropriate by such Officer and the Corporation's legal counsel, and to take all necessary actions to effectuate the Company’s participation in the Project and the Company’s participation as a member of Madison Lofts MM LLC.
IT IS 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.

Dated: _______________________

__________________________________________
Sadie Erickson, Secretary
Dwelling Place of Grand Rapids
Nonprofit Housing Corporation
The Dwelling Place 2020 Diversity, Equity and Inclusion Plan  
August 5, 2020

In 2019, the Dwelling Place Board completed an 18-month leadership training program called Excellence in Governance. This program, sponsored by NeighborWorks, offered 15 community development corporations from across the United States with the opportunity to enhance governance practices by considering potential changes in Board behaviors and culture and by strengthening ways of doing business for long-term sustainability. One component of change prioritized by the Dwelling Place Board led to the appointment of a Diversity, Equity and Inclusion (DEI) Committee charged with creating a formal organizational plan for Diversity, Equity and Inclusion. To give meaning to definitions for these terms in the plan, the Dwelling Place Board participated in two facilitated meetings and formally adopted definitions for Diversity, Equity and Inclusion. Following months of analysis using surveys, focus groups and demographic research, the Committee has prepared a draft plan for the Board to consider for adoption. With Board adoption of this plan, the DEI Committee will continue its work to create an Implementation/Work Plan around each of the objectives under the three goals in this plan.

Implementing this plan will require a considerable commitment of time and financial resources from Dwelling Place since it will drive our policies and practices for recruitment and retention of board and staff as well as policies and programs for residents, our primary customers. The plan will also require continuous monitoring to determine if goals and objectives are being achieved. For all of these reasons and because of the importance the Board has assigned to this effort, the DEI Committee is asking the Board to participate in a robust conversation regarding this plan at the August 5th Board meeting, leading up to adoption of this plan.

To assist in that process, the DEI Committee has prepared a few questions we would like to pose to the Board for your consideration, in addition to any others that Board members may have.

Potential Questions for the Board to Consider

1. What is the most important feature of this plan for you and why?
2. What opportunities/dilemmas do you see for Dwelling Place in adopting and implementing this plan?
3. Are there certain assumptions in this plan that need further testing?
4. What could happen that would enable you/us to feel fully engaged and energized about this plan?
5. What ideas/suggestions does the Board have for building a greater sense of inclusivity (belonging) between Board members in the midst of the COVID 19 pandemic?
6. Similarly, what ideas/suggestions could you offer for building a greater sense of inclusivity (belonging) for staff?
7. What recommendations would the Board have to ensure that every Board member has access to the resources and support they need (equity) to fully participate in the governance functions of the Board?
8. Does this plan go far enough in addressing racial disparities that exist in housing? If not, how would you recommend we strengthen the plan in this area?
Board and Executive Message

June 29, 2020

To the Community,

On behalf of Dwelling Place, we are pleased to share our 2020-23 Diversity, Equity, and Inclusion Plan with the community.

Dwelling Place was founded in 1980 by a dedicated group of community members concerned for residents in the Heartside Neighborhood of Grand Rapids who were low-income or struggling with homelessness. Today, more than four decades later, we offer affordable housing opportunities to low and moderate income households in more than 30 apartment communities across four counties in West Michigan.

Moving beyond the one-dimensional labels we often see assigned to these households in the media, Dwelling Place aspires to raise community awareness and celebrate the genuine diversity present in the residents we serve. Similarly, we believe that our capacity to serve the community will be enhanced if we work towards maintaining a board and employees whose demographic makeup closely parallels that of the neighborhoods and communities we serve.

We also feel it is important to note that during the drafting of this plan, the nation underwent a major social upheaval following the death of George Floyd, a black man, at the hands of law enforcement in the City of Minneapolis. That event and the protests that followed throughout the United States, served to raise public awareness to the consequences of racism, both personal and systemic, which is still prevalent in all of our major institutions. Dwelling Place accepts its responsibility to be an agent for change in offering housing and employment opportunities to all persons in an equitable manner, mindful of the influences of implicit bias and disparate impact in our work.

Dwelling Place is committed to achieving the goals outlined in this plan. We pledge to engage with the community to increase our cultural competence as individuals and as an organization. By cultivating a working environment that engenders a sense of belonging for everyone and a governance and staffing structure that is equitable for all who participate in it, Dwelling Place hopes to reach its greatest potential as a diverse, inclusive, and equitable organization.

We look forward to implementing this plan and are hopeful that it will help guide our path to reaching our highest potential. We are pleased to share this plan with the community. We encourage your thoughtful review of this plan and welcome your input or related questions.

Dennis Sturtevant
Chief Executive Officer

Annamarie Buller
Board Chairperson
The Dwelling Place Mission Statement

The mission of Dwelling Place is to improve the lives of people by creating quality affordable housing, providing essential support services, and serving as a catalyst for neighborhood revitalization.

Core Values and Beliefs

We Believe:

- Diversity in people and in the use of land builds healthy neighborhoods.
- All people deserve a choice of quality affordable housing environments.
- Dwelling Place should act as a leader in the field of housing development.
- Our residents are our customers and they deserve and expect professionalism in the services they receive.
- The input of our customers, and an ingrained respect and trust of the broader community, is crucial to our success.
- Staff and Board must have opportunities for professional development and personal growth.
- Financial stability is crucial in order to fulfill its mission.

We Value:

- High standards of ethics and conduct of the staff and Board.
- An open and inclusive decision-making process.
- Substantial and significant communication between all of our constituents.
- Collaboration and alliance building with others in order to encourage neighborhood revitalization and stabilization.
Plan Overview

Dwelling Place is pleased to share its Diversity, Equity, and Inclusion Plan. The mission of Dwelling Place is to improve the lives of people by creating quality affordable housing, providing essential support services, and serving as a catalyst for neighborhood revitalization. The plan is rooted in a belief that cultural competence in the board and employees of Dwelling Place are essential elements in achieving that mission.

The Dwelling Place Diversity, Equity, and Inclusion Plan (The Plan) aspires to create a common understanding among the board and employees in the meaning and importance for valuing diversity, equity, and inclusion at Dwelling Place. It outlines the process through which Dwelling Place has approached the creation of the plan and it establishes measurable goals that can be evaluated against desired outcomes in a process of continuous improvement.

Dwelling Place is committed to building a diverse, fair, and high-performing organization where board members, employees, and residents will report a strong sense of community and belonging. This plan is designed to align the organization’s work to meet the needs of the residents and the communities we serve, while empowering all participants in that process to engage fully. This plan will be reviewed and updated on an annual basis.

Background

Since its founding in 1980, Dwelling Place has maintained a strong commitment to equal opportunity and affirmative action. Historically, evidence of this commitment was documented in Affirmative Action Plans, Equal Opportunity policies and through periodic reporting about the demographic makeup of our board and employees. The broad expansion of Dwelling Place’s efforts to serve and empower disadvantaged and disenfranchised populations is further evidence of that historic commitment.

Today, however, we recognize that maintaining our effectiveness as a non-profit, community development organization is predicated on building a deeper understanding for the meaning of diversity in our work. We also recognize the importance of maintaining an organization that fosters inclusiveness and equitable treatment within our board, our employees, and in the community.

In 2015, Dwelling Place became affiliated with NeighborWorks of America, a national intermediary created by Congress in 1978 to further the work of community development across the United States. Through this affiliation, the Dwelling Place Board was afforded an opportunity to participate in an 18-month board training program called “Excellence in Governance”. As part of that process, which ended in 2018, the Board made a decision to focus more attention on issues related to diversity, equity, and inclusion within the organization. HR Collaborative was contracted as a consultant to assist the Board and
employees in the creation of a formal “Diversity, Equity, and Inclusion Plan” for Dwelling Place.

In 2018, HR Collaborative engaged Faye Richardson-Green to facilitate an initial conversation with the Board as part of an effort to create a common understanding (definitions) for diversity, equity, and inclusion. This process resulted in the establishment of a Diversity, Equity, and Inclusion Council (Council), comprised of employees and board members. Two full board meetings were devoted to this effort with Diversity, Equity, and Inclusion Council meetings convened between those meetings. In June of 2018, the Board formally adopted definitions recommended by the Council.

**Definitions**

**Diversity:** Diversity includes all the ways in which people differ, encompassing the many characteristics that make one individual or group different from another. While diversity is often used in reference to race, ethnicity, and gender, we embrace a broader definition that also includes, but is not limited to age, national origin, religion, ability status, sexual orientation, economic class, education, familial status, and language. Being diverse means engaging the broadest possible representation of individuals, experiences, and perspectives in pursuit of our mission.

**Equity:** Equity is fair treatment, access, and opportunity for all people, while at the same time striving to identify and eliminate barriers that prevent full participation. Improving equity involves increasing justice and fairness within procedures, processes, and distribution of resources. Addressing equity issues requires an understanding of the root causes of outcome disparities within our society.

**Inclusion:** Inclusion is the active, intentional, and ongoing engagement of all stakeholders, creating authentic and empowered participation. An inclusive culture fosters respect in words and actions for all people and exists when each person feels valued and encouraged.

**Assessment of Current State/Culture**

In their role as the consultant for development of a Diversity, Equity, and Inclusion Plan, HR Collaborative facilitated a process to assess the current state of diversity, equity, and inclusion within the organization, providing the Council with recommendations for initial year plan goals. All of the supporting documentation is available upon request.

**Survey Outcomes:**

In December of 2018, Dwelling Place administered surveys to its board members and employees to measure engagement and perception around diversity, equity, and inclusion practices. Several main areas for focus surfaced following an analysis of the survey results.
These include:

1. Finding ways to improve the sense of value and respect that board members and employees convey to each other in their interactions.
2. Improving our effectiveness in recruiting for diversity for employees and board membership, and
3. Offering training, orientation and professional development opportunities with an emphasis on equity for access by all employees and board members.

Focus Group Interview Outcomes:

During March and April of 2019, HR Collaborative conducted focus groups with Dwelling Place board members, employees, and residents to further inform development of the plan. Findings from the focus groups led HR Collaborative to make the following suggestions for further improvements:

1. Create strategies to increase employee and board awareness about training and development opportunities.
2. Enhance the orientation and onboarding experience for employees and board members to engage them in the work and culture of the organization more effectively.
3. Develop formal protocol for adopting, updating and communicating organizational policies and procedures to increase clarity and consistency.

Community, Board, and Employee Demographics:

The demographic makeup of the board and employees for Dwelling Place fairly represents the makeup of the community it serves. The tables provided in Appendix A show a summary of demographics for the board, employees, and the residents who live in our apartment communities. Please also note that requests for demographic information from residents is largely optional, so the tables in Appendix A may underrepresent certain demographic categories.

Goals

Recommendations:

The Diversity, Equity, and Inclusion Council determined, based on experiences, assessments, surveys, and focus group themes, that much of the first year’s work should be focused on addressing foundational objectives to set the stage for more progressive action in future years’ plans. They determined that purposeful work toward strengthening overall communication, recognition, and training of employees and board members should be the primary focus for The Plan. Goals 1 and 2, therefore, reflect a focus on internal development of employees and board members. Goal 3, on the other hand, is more focused on external actions and relationships in the community.
Goal 1: Create a culture of inclusion where board members, employees, and volunteers are emotionally and intellectually invested in Dwelling Place and Dwelling Place in them.

a) Hold a minimum of two organization-wide events annually.

b) Engage board members, employees, and volunteers in ongoing focus groups and/or surveys to measure engagement and program effectiveness.

c) Create and implement programs to ensure individuals are recognized in meaningful ways.

d) Develop a strategy to inform and engage board members, employees, and volunteers about the importance of diversity, equity, and inclusion.

1. Offer education and training programs to promote the DEI goals and actions for board members, employees, and volunteers.

2. Ensure consistent and effective verbal and written communication.

3. Plan for annual Employee/Board/Resident workgroups to discuss ways to create, enhance, and implement inclusion strategies.

4. Ensure that implementation and allocation of resources will be prioritized by all leaders of the organization.

Goal 2: To recruit, train, and retain board members, employees, and volunteers in an environment where differences are respected, cultural competence is aspired to, and highest potential is nurtured.

a) Establish and ensure access to a standard operating and reporting system with clear policies and procedures for board members and employees.

b) Identify and address barriers that may be preventing equitable participation, opportunities, or advancement including:

1. Review and update Job Descriptions to reflect necessary job competencies and soft skills.

2. Determine the needs of the employees in both job competencies and soft skills, at all levels.

3. Ensure equity in job training.

c) Create a mentorship program for board members, employees, and volunteers with a focus on successful integration and acceptance.

d) Create a multi-faceted plan to recruit underrepresented groups for board members, employees, and volunteers.

Goal 3: Dwelling Place will build upon existing community partnerships and create new community partnerships in support of efforts to plan, promote, implement, and evaluate the effectiveness of its diversity, equity, and inclusion work.
a) Review and update existing vendor procurement policies to increase opportunities for neighborhood-based and minority and women-owned business enterprise (MBE and WBE) to participate in the delivery of products and services to Dwelling Place.

b) Establish and annually assess policies and procedures associated with organizational communication and marketing to ensure that all segments of the community have access to information about Dwelling Place in a manner that is both understandable and effective for their use.
   1. Incorporate “person-first” and “gender-inclusive” language in all communications and marketing materials utilized by Dwelling Place.
   2. Complete and publicly share an annual demographic summary of resident composition for all apartment communities owned and managed by Dwelling Place.
   3. Develop and maintain a timetable for publicly disseminating Dwelling Place’s new Diversity, Equity and Inclusion Plan, including ongoing updates as these occur.

c) Review and update outreach and referral contact lists for all Affirmative Fair Marketing Plans for apartment communities owned and managed by Dwelling Place.

d) Annually review and update policies designed to engage neighbors, persons with lived experience and potential housing applicants in the planning, design and lease up of new housing projects.

e) Evaluate all Dwelling Place facilities for accessibility by all segments of the population.

f) Identify and engage with advocacy groups (Fair Housing Center, Urban League, Hispanic Center, Grand Rapids HQ, YWCA, etc.) to seek input on Diversity, Equity and Inclusion Plan.

g) Conduct an annual literature review for best practices to remove disparate impact of protected classes in employment and housing screening policies and procedures.

Monitoring Progress

The goals identified in the initial year of the Diversity, Equity, and Inclusion Plan for Dwelling Place will serve as a roadmap to foster a diverse, inclusive, and high-performing organization, providing opportunities for all participants to remain actively engaged. The Council is responsible for setting responsibilities and timelines to recommend to the Board. The group will report progress on at least a semi-annual basis to the Board. The Council will also be responsible to recommend amendments to the plan on an annual basis and more frequently as the need might arise.

Established goals in the plan will be tracked through the use of an interactive work plan and reviewed monthly by the Council. As the work plan is created, the work plan and progress reports will be shared widely with the board and employees. It will be available to others upon request.
Diversity, Equity, and Inclusion Council

In June 2018, the Diversity, Equity, and Inclusion (DEI) Council was formed by the Dwelling Place Board with volunteers from the Dwelling Place Board and employees. The Council has been instrumental in the creation of this plan and will continue in its role to monitor and report on progress to achieve the goals and outcomes outlined in the plan, as well as recommending amendments to the plan.

2018-2019 DEI Council Members include:

Annamarie Buller, Board Chair
Ken Kaminski, Maintenance Technician
Laurie Mullennix, Accountant
Zoe Post, Executive Assistant
Justin Rhodes, Director of Human Resources
Raphael Shamsid-Deen, Assistant Property Manager
Latrisha Sosebee, Marketing Coordinator
Rick Stevens, Board Member
Dennis Sturtevant, CEO
Grace Thuo, Accountant
Alex Valentine, Receptionist

Board of Directors include:

Annamarie Buller - Chairperson
Juan Daniel Castro - Vice Chairperson
David A. Byers – Treasurer
Sadie Erickson – Secretary
Francine Gaston
Kyle Irwin
Rich Kogelschatz
Eleanor Moreno
Gil Segovia
Rick Stevens
Tommie Wallace
Lee Nelson Weber
Renee Williams
Troy Zapolski