AGENDA

I. 7:30 Mission Moment and Welcome to Jeremy DeRoo

II. 7:40 Approval of Consent Agenda *(Action Required)*
   1. Board of Directors Minutes (06/02/21)
   2. Special Board of Directors Meeting Minutes (06/30/21)
   3. Committee minutes:
      a. Diversity, Equity, & Inclusion Committee Minutes (05/03/21)
      b. Joint Executive/Governance Committee Minutes (05/11/21)
      c. Joint Executive/Governance Committee Minutes (06/08/21)
      d. Finance Committee Minutes (05/26/21)
      e. Marketing & Development Committee Minutes (05/25/21)
      f. Joint Finance/RED & Asset Management Committee Minutes (04/12/21)
      g. RED & Asset Management Committee Minutes (06/14/21)
   4. Marketing & Development Committee Description (Updates)

III. 7:45 Finance Committee Recommendation: Salary Study Implementation Proposed Date Change from 01/01/22 to 09/26/21 *(Action Required)*

IV. 7:55 Annual Ratification of Affiliate Actions *(Action Required)*

V. 8:05 Larry Bratschie Award Winner *(Action Required)*

VI. 8:10 Disparate Racial Impact of Criminal History Screening Presentation – Rebecca Long
   1. Success in Housing: How Much Does Criminal History Matter
   2. Analysis and Comparison within Dwelling Place Properties

VII. 8:30 Review of Board Self-Assessment Survey *(Action Required)*
   1. Board Member Observations of Findings
      a. What are we doing well?
      b. Where can we improve?
      c. Critical issues for Governance and upcoming Strategic Planning

VIII. 8:55 Updates & Announcements
   1. Succession Planning Committee – Rich Kogelschatz
   2. Planning for Upcoming Strategic Planning – Juan Daniel Castro

IX. 9:00 Adjournment
Supplemental Materials:
1. Unapproved Committee Minutes
   a. Marketing & Development Committee Minutes (06/29/21)
   b. RED & Asset Management Committee Minutes (07/12/21)
   c. Succession Planning Committee Minutes (06/24/21)
2. Success in Housing: How Much Does Criminal History Matter (NeighborWorks and Otto Bremer Trust)
3. 2021 Dwelling Place Board Self-Assessment
4. Board Attendance Sheet
MEMBERS PRESENT  Annamarie Buller, Juan Daniel Castro, Sadie Erickson, Francine Gaston, Rich Kogelschatz, Kyle Irwin, Gustavo Rotondaro, Angie Sanborn, Kim Sims, Rick Stevens, Troy Stressman, Lee Nelson Weber, Renee Williams

MEMBERS ABSENT  Kellie Kitchen, Gil Segovia

STAFF & GUESTS PRESENT  Chris Bennett, David deVelder, Rebecca Long, Zoe Post, Steve Recker, Justin Rhodes, Jenn Schaub, Denny Sturtevant, Alonda Trammell

Andre Butler, NeighborWorks America

Carol Hubbard, Larissa VanPutten, Jordan VanderWall; Beene Garter

The board meeting convened via conference call at 7:31 AM.

MISSION MOMENT  Ms. Schaub shared about the installation of garden beds at New Hope Hopes by Dwelling Place staff and volunteers.

APPROVAL OF CONSENT AGENDA

The consent agenda for the June 2, 2021 meeting contained the following items:

1. Board of Directors minutes (04/07/21)
2. Committee minutes:
   a. Diversity, Equity, & Inclusion Committee Minutes (04/05/21)
   b. Joint Executive/Governance Committee Minutes (04/13/21)
   c. Finance Committee Minutes (03/31/21)
   d. Marketing & Development Committee Minutes (04/27/21)

The consent agenda was approved by motion of Annamarie Buller, supported by Francine Gaston and carried unanimously.

BOARD ELECTIONS

Per recommendation of the Executive/Governance Committees, the terms for Annamarie Buller and Lee Nelson Weber will end early and renew for an additional three year term. Motion to renew terms for Annamarie Buller, Lee Nelson Weber, and Rick Stevens was made by Rich Kogelschatz, supported by Juan Daniel Castro, and carried unanimously.

The proposed 2021/2022 board slate was as follows:

- Chairperson: Juan Daniel Castro
- Vice Chairperson: Renee Williams
- Secretary: Lee Nelson Weber
- Treasurer: Sadie Erickson

Motion to approve this slate was made by Annamarie Buller, seconded by Francine Gaston, and carried unanimously.

MARTINEAU CONDO CONVERSION RESOLUTION

A resolution was drafted to authorize the CEO to take steps necessary to convert Martineau Apartments into sub-condominiums as part of the CLT conversion. Motion to approve the resolution was made by Rick Stevens, supported by Rich Kogelschatz, and carried unanimously.
GENESIS NPHC RESOLUTION

Originally formed as a membership corporation, Genesis NPHC has been operating independently for many years and now seeks conversion to a directorship corporation. As Dwelling Place was a member of the corporation, a resolution was drafted to authorize this change. **Motion to approve the resolution was made by Rich Kogelschatz, supported by Sadie Erickson, and carried unanimously.**

MCACA GRANT

Dwelling Place staff have completed an application for $26,750 through the Michigan Council of Arts and Cultural Affairs (MCACA) to support community art projects, art clubs, and other art activities conducted through Dwelling Place. **Motion to approve submission of this application was made by Annamarie Buller, supported by Lee Nelson Weber, and carried unanimously.**

CEO TRANSITION AND P.R.O.M.P.T. REVIEW

Andre Butler, Dwelling Place's Relationship Manager, discussed the upcoming virtual on-site PROMPT review. This full-scope review measures the health of the organization and assures management systems are in place to comply with NeighborWorks standards. Dwelling Place has held an exemplary rating, which affords the organization with a number of funding opportunities. Mr. Butler also reviewed possible corrective measures that could be implemented if Dwelling Place does not retain this rating. The board has been asked to participate in the review process by attending a special board meeting on June 30 at 10:00am.

2020 AUDIT

Ms. Hubbard listed the documents Board members should have received and reminded them of their governance responsibilities related to the audit.

Ms. Hubbard explained there were two entries not included in the management letter that had been deemed immaterial by management. The first was the discovery of accrued interest on a HOME loan through the City of Grand Rapids that was recorded in the current year, but that should have also been recorded in the past two years. The past financial statements were not adjusted. The second was timing of a construction invoice received and recorded in January 2021 that was for costs in December 2020. Ms. Hubbard noted there were three sensitive note disclosures this year regarding concentrations of funding and compliance with a variety of funding agreements. In addition, there was a standard footnote disclosure related to Covid19 and the uncertainty of the financial impact on the organization. The management letter states there were no material weaknesses or significant deficiencies. Ms. Hubbard ended her discussion of the management letter with comments encouraging the continuous improvement process, use of technology to its fullest, to remain vigilant of cyber security risks, and that the lease accounting standard effective date was extended to 202 due to Covid19.

Ms. Hubbard then discussed the Single Audit, which is a compliance audit of Federal funding. The major program tested this year was HOME funds. There were no findings.

Next Ms. Hubbard presented a Combined Statement of Operations comparing 2020 to 2019. Revenue and support had a slight increase, but so did operating expenses. The increase in expenses was primarily related to salaries, related
benefits and taxes. Overall, there was an increase in net operating income. Ms. Hubbard pointed out donations received from the Michigan Nonprofit Housing Corporation (MNPHC) significantly decreased over the last two years, but they have had a significant impact on the organization. Cumulatively an excess of $60 million has been received over the years. A couple of other line items of note were the approximate $90,000 decrease in unrealized gain on marketable securities and that forgiveness of debt had a significant increase. Forgiveness of debt had three components. More than $700,000 was received from the Paycheck Protection Program. It was fully forgiven. The Grandville Heartside HOME loan and accrued interest of approximately $700,000 was forgiven by the City of Grand Rapids. And an AHP grant of approximately $300,000 to “old” Fergson was also forgiven. Overall, adjusting for the $2M received from MNPHC, there was an improvement in operating loss in 2020.

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. The upward growth trend of total assets continues. Current liabilities also increase year to year, mostly due to construction. Ms. Hubbard then shared graphs representing Dwelling Place alone. Overall, the analysis shows a paced growth trend.

Ms. Van Putten reviewed Dwelling Place’s financial ratios for 2020 showing the last few years and a comparison to Neighborworks’ Peer Group ratios. Dwelling Place is outperforming all but the Cash on Hand ratio.

**UPDATES & ANNOUNCEMENTS**

**Staff Performance Bonus**

The Executive and Governance Committees recently approved a $425/employee staff bonus based on their performance in certain company-wide metrics.

**Creation of a Homeownership Fund**

Establishment of a homeownership assistance fund is in the works. Dwelling Place staff hope to garner donor interest in the fund to provide support for families that are potential CLT home buyers but have difficulty coming up with funds to cover a down payment and closing costs.

**ADJOURNMENT**

The Board of Directors meeting adjourned at 9:07 AM.
MEMBERS PRESENT  Annamarie Buller, Juan Daniel Castro, Sadie Erickson, Francine Gaston, Kellie Kitchen, Rich Kogelschatz, Kyle Irwin, Gustavo Rotondaro, Angie Sanborn, Gil Segovia, Kim Sims, Rick Stevens, Troy Stressman, Lee Nelson Weber, Renee Williams

STAFF & GUESTS PRESENT  Denny Sturtevant

Andre Butler, Gregg Masenthin, Lisa Nelson, Vicktoria Kotov — NeighborWorks America

The special board meeting convened via conference call at 10:00 AM.

MSHDA GRANT RESOLUTION  A resolution accepting a Housing Development Fund (HDF) grant of $75,125 from the Michigan State Housing Development Authority was presented to the board. The Dwelling Place Board of Directors approved the resolution and grant agreement by consensus.

ADJOURNMENT  The Board of Directors entered into closed session to discuss the NeighborWorks PROMPT Review at 10:15 AM.
MEMBERS PRESENT
Alex Valentine, Angie Sanborn, Denny Sturtevant, Grace Thuo, Jason VanWormer, Justin Rhodes, Latrisha Sosebee, Rick Stevens

The meeting was convened via video conference at 11:22 AM.

APPROVAL OF MINUTES
Minutes of the Diversity, Equity, and Inclusion meeting of April 5th, 2021, were approved by consensus.

REVIEW OF GOAL TWO ACTION ITEMS
The committee reviewed Goal Two, subgoal D, and made corrections and revisions. These include:

- Goal 2D1 –
  - Action item was revised to: “Promoting volunteer opportunities to a broader range of groups and organizations”.

- Goal 2D3 –
  - Responsible department was revised to: “DEI Committee”.
  - Measurement item was revised to: “Dwelling Place will identify 12 opportunities annually to engage with culturally competent partner organizations and develop relationships”.
  - Point person was revised to: “DEI Committee Chairperson and CEO”.

- Goal 2D4 –
  - Resources were updated to a few different opportunities to announce open positions within Dwelling Place.
  - Mr. Rhodes will be revisiting Goal 2D4 next meeting to reevaluate progress.

- Goal 2D5 –
  - Mr. Sturtevant is to reach out to Zoe Post for Community Connections survey results to have the Governance Committee review and to share with DEI Committee.
  - Action item was revised to: “Evaluate community connections of board members and potential new members to build a stronger network around DEI”.

DEPARTMENTAL PROGRESS REPORT
Ms. Valentine is to create a document to send to all staff department to gather a summary of where each department stands with the current DEI plan. Document to be sent out and received by 21st for review at next DEI meeting.

Members are to review action items for Goal 3 before next meeting to identify the responsibility and make revisions to be discussed at next meeting.

NEXT MEETING
The next Diversity, Equity, and Inclusion Council Meeting will be held on June 7, 2021, at 11:30 AM.

ADJOURNMENT
The Diversity, Equity, and Inclusion meeting adjourned at 1:00 PM.
MEMBERS PRESENT  Annamarie Buller, Juan Daniel Castro, Sadie Erickson, Francine Gaston, Rick Stevens, Lee Nelson Weber

MEMBERS ABSENT  Renee Williams

STAFF PRESENT  Sabrina Barrios, Zoe Post, Steve Recker, Dennis Sturtevant

Rich Kogelschatz

The meeting was convened via video conference at 8:01 AM.

APPROVAL OF MINUTES  Minutes of the joint Executive/Governance Committee meeting of April 13, 2021 were approved by motion of Annamarie Buller, supported by Lee Nelson Weber, and carried unanimously.

DEI GOVERNANCE TASKS  The committees reviewed its goals for the Diversity, Equity, and Inclusion action plan and generated the following ideas to be added to the plan, though the exact wording is not yet finalized:

● Review recruitment process for new board members after one year of service
● Annual board survey assessing inclusion and belonging
● Annual board satisfaction survey/check-in
● Incorporate DEI themes into monthly calls and/or semi-annual board and staff events

Mr. Sturtevant will create a one-page document with these goals, along with a draft DEI Committee description and send it to the committee.

FRANCINE GASTON RESIGNATION DECEMBER 2021  After 14 years on the board, Ms. Gaston will be stepping down from the board as she plans to move out of state. Since the board will likely continue virtual meetings for some time, Ms. Gaston will remain on the board until December 2021.

COMMITTEE AND AFFILIATE BOARD VACANCIES  Several committees and affiliate boards have vacancies for which the Governance Committee will need to develop new representation priorities for 2021/2022. Mr. Sturtevant provided an update on the affiliate boards:

● CLT: Currently has enough members with the addition of Kim Sims but will require additional members in the near future.
● Sawkaw Board: Needs 2-3 more members; these individuals do not have to be on the current Dwelling Place Board and can be community members
● Genesis NPHC: Shifting to a directorship corporation; Francine Gaston, Larry Titley, and Denny Sturtevant will remain on the board for 1, 2, and 3 years, respectively.
NEW CEO ORIENTATION PLAN

Rich Kogelschatz has requested Mr. Sturtevant's assistance in developing an orientation plan for the new CEO. Management staff and committee members are invited to provide feedback before the plan is finalized and shared with the CEO search committee.

STAFF BONUS PER PERFORMANCE REVIEW

Mr. Recker described the Performance Review and Compensation Program, which allows for a staff bonus if at least four of six performance metrics are met. Staff met three of the six goals, but since the vacancy loss affecting a fourth metric was due to the pandemic, Mr. Recker recommended adjusting for this and pursuing the employee bonus. Increased cash flow from the PPP loan and other surplus cash flow is more than enough to cover the bonuses, which would cost approximately $24,000. **Motion to approve these staff bonuses was made by Rick Stevens, supported by Lee Nelson Weber, and carried unanimously.**

Updates to the Performance Review and Compensation Program document were reviewed by the committee and **approved by motion of Rick Stevens, supported by Sadie Erickson, and carried unanimously.**

An additional proposal would recognize employee service to Dweling Place with a bonus of $100 for staff serving 10 years or less, $200 for those with 11-20 years, and $300 for those with more than 20 years. **Motion to approve the proposal was made by Annamarie Buller, supported by Francine Gaston, and carried unanimously.**

CEO PROPOSAL TO CREATE DPA FUND

Mr. Sturtevant would like to donate about $20,000 of his paid time off toward a down payment assistance program for the CLT. Mr. Stevens recommended discussing the creation/operation of this fund with legal counsel to determine next steps. **The committee reached consensus to pursue a down payment assistance program for CLT homebuyers.**

JUNE BOARD MEETING AGENDA

- Mission Moment
- Consent agenda/agenda approval
- Board Elections
- CEO Transition and PROMPT Review -- Andre Butler (NeighborWorks Relationship Manager)
- Beene Garter 2020 Audit Presentation

**Motion to recommend the current slate of officers for reelection to a one-year term was made by Rick Stevens, supported by Annamarie Buller, and carried unanimously.**

OTHER BUSINESS

Sabrina Barrios has temporarily joined the Dwelling Place team to assist with administrative duties related to Board committees.

ADJOURNMENT

The Executive Committee adjourned at 9:33 AM.
MEMBERS PRESENT
Juan Daniel Castro, Sadie Erickson, Rick Stevens, Lee Nelson Weber, Renee Williams

MEMBERS ABSENT
Annamarie Buller, Francine Gaston

STAFF & GUESTS PRESENT
Zoe Post, Dennis Sturtevant
Rich Kogelschatz

The meeting was convened via video conference at 8:00 AM.

APPROVAL OF MINUTES
Minutes of the joint Executive/Governance Committee meeting of May 11, 2021 were approved by motion of Sadie Erickson, supported by Lee Nelson Weber, and carried unanimously.

CEO ONBOARDING AND TRANSITION PLANNING
Mr. Sturtevant expressed the need for team-building with the management team and imminent CEO Jeremy DeRoo. The committee agreed that a social gathering prior to Mr. DeRoo’s start date that includes board members and management staff would be beneficial, and that Mr. DeRoo could perhaps present the same information to this group as he did to the board during its May special meeting. Mr. Sturtevant will work with Mr. Kogelschatz and Mr. Castro to plan the event.

Now that the next CEO has been selected, the committee agreed that the CEO Succession Planning Committee will continue to meet to assist with the onboarding process. Mr. Kogelschatz will lead this effort, working through the onboarding plan that the committee has developed with input from management staff.

JUNE 30 SPECIAL BOARD MEETING AGENDA
Mr. Sturtevant and Jeremy DeRoo will meet with Vicktoria Kotov of NeighborWorks to discuss the upcoming triennial review. The board will hear Ms. Kotov’s initial findings of the review during the special board meeting on June 30th.

OTHER BUSINESS
Francine Gaston will contact Kellie Kitchen to ensure 100% participation in the board self-assessment.

ADJOURNMENT
The Executive Committee adjourned at 8:33 AM.
The meeting was convened at 12:03 pm by Ms. Erickson

Minutes of the Finance Committee meeting of March 31, 2021 were approved by motion of Ms. Sanborn, supported by Ms. Jacoby and carried unanimously.

Mr. Recker presented the 2020 Draft Audit and Financial Statement. Representatives from Beene Garter will present a formal overview of the audit at the Board of Directors meeting on June 2, 2021.

Starting with the Communications Letter summary, Mr. Recker reported that there were no findings in the single or housing audits. However, there were two adjusting journal entries: one for Verne Barry Place for several years of accrued interest that had been missed but that the City of Grand Rapids Home Loan charged; the second was a small adjustment on an architectural invoice for Ferguson Apartments.

In the review of the Single Audit, Mr. Recker summarized the schedule of Federal Awards, notes, and the report on internal controls. He explained that there would not be any changes to the draft.

Mr. Recker moved on to the review of the Combined Financial Statements. He reported that there was a minor correction to an elimination related to the close of the old Ferguson Apartments. There was also an adjustment on the new Ferguson to account for a receivable of an affordable housing program grant from the Federal Home Loan Bank, which had been delayed due to COVID-19. Mr. Recker pointed out a difference in cash flow from our internal statements. This document included the cash flow from everything in the property, the partnership and the property side, while our internal statements show the property’s operating cash flow.

In the review of liabilities and net assets, Mr. Recker noted the increase in current liabilities due to construction activity (Avenida Brillante and Suroeste Brillante, Ferguson renovation). He added that the numbers are generally consistent with the prior year.

While presenting Revenue and Operating Expenses, it was pointed out that salaries had increased and are expected to increase again in 2021-2022. The
section also showed that maintenance was under budget, as staff were only scheduled for emergency maintenance during COVID and the numbers are expected to increase as routine maintenance becomes more regular.

Mr. Recker reviewed the notes section, stating that most of the notes were the same as the prior year, with the exception of the new entities: Community Land Trust, Ferguson Apartments (old versus new), Harrison Park Family Housing (HPFH), Avenida Brillante and Suroeste Brillante. He concluded with the Breakout of Properties section, which is the same as the internal financial layout reviewed by the Committee last month.

The recommendation to accept the 2020 Draft Audit was approved by motion of Ms. Jacoby, supported by Ms. Sanborn and carried unanimously.

Ms. Erickson and Mr. Sturtevant provided background on the discussion of Committee membership, adding that there may not be an immediate need for new members, expertise, and/or demographic diversity but it is good practice to discuss occasionally. The Committee was invited to contact Sadie or the Governance Committee with any ideas, suggestions, or recommendations for new members. Mr. Sturtevant noted that the Governance Committee vets the recommendations before sending to the full Board for final approval. Ms. Erickson requested review of the DEI implementation and work plan be added to the agenda for June’s meeting.

The Officers have continued to review new information from the CDC, Miller-Johnson, and MiOSHA to revise the COVID Preparedness Plan. It will likely be a gradual transition.

It was announced that Jeremy DeRoo (LincUP) was offered and has accepted the position as Dwelling Place’s next Chief Executive Officer. His official start date will be August 2, 2021, though he will begin the process of training with Mr. Sturtevant and attending meetings in June and July, while following the formal CEO Orientation Plan for Onboarding.

The next Finance Committee meeting will be held on Wednesday, June 30, 2021 from 12:00 PM to 1:30 PM.

The Finance Committee meeting was adjourned at 1:16 pm by Ms. Erickson.
DWELLING PLACE OF GRAND RAPIDS  
MARKETING & DEVELOPMENT COMMITTEE  
May 25, 2021  
APPROVED MINUTES

MEMBERS PRESENT  
Abby Cribbs, Kyle Irwin, Rick Stevens

STAFF & GUESTS PRESENT  
Annamarie Buller, Brian Molhoek, Denny Sturtevant, Jenn Schaub, Latrisha Sosebee, Sabrina Barrios

The meeting was convened via video conference at 10:06 AM.

APPROVAL OF MINUTES  
Minutes of the Marketing & Development Committee meeting of April 27th, 2021 were approved by consensus.

RACIALLY DIVERSE MARKETING PARTNER  
Ms. Sosebee opened discussion on incorporating more diverse individuals for photography/videography needs. Suggestions were made by Mr. Stevens, Ms. Schaub, and Ms. Cribbs for businesses that incorporate diversity and qualifying skill.

COMMITTEE RECRUITMENT PLANNING  
To maintain its commitment to diversity in experience and expertise, and to remain in compliance with NeighborWorks and other requirements, the Marketing & Development Committee will present a clear description of the committee to the Governance Committee for review and to recommend changes. The Marketing & Development Committee description will be utilized to engage possible candidates. Ms. Sosebee recommended an “intro-packet”, that would be reviewed by the Governance Committee, to present to new committee members. A possible effective candidate might be someone with a marketing background to create strategy on actively advocating through the media.

DENNY’S RETIREMENT  
Ms. Sosebee presented an agenda of events related to Mr. Sturtevant’s retirement, including a virtual panel event on July 9th’s Friday call, an outdoor community event on July 29th, and a staff/board celebration on Friday, July 30th. An invitation process was discussed for direct mailing and email invitations. One or more of the events will be combined with fundraising efforts for a down payment assistance program, perhaps with a $33,000 donation goal or gifts of $33 to celebrate Mr. Sturtevant’s 33 years at Dwelling Place. The Dwelling Place book will be completed in time to share stories at an in-person or a virtual event. The committee also discussed possible gifts to present to Mr. Sturtevant for his retirement.

OTHER BUSINESS  
The volunteer program has been reopened, while still abiding by Covid-19 guidelines, and has actively been creating resident interactions and experiences at our communities.

MI-OSHA has presented new guidelines for the workplace and significant revisions will be made to the current COVID-19 plan and will be discussed at a later date.

ADJOURNMENT  
The Marketing & Development Committee adjourned at 11:18 AM.
MEMBERS PRESENT  Juan Daniel Castro, Rich Kogelschatz, George Larimore, Mike McDaniels, Larry Titley

STAFF PRESENT  Chris Bennett, Kim Cross, David de Velder, Rebecca Long, Dennis Sturtevant

The meeting was convened via conference call at 11:30 AM by Mr. Kogelschatz.

APPROVAL OF MINUTES

Minutes from the April 12, 2021 Real Estate Development & Asset Management Committee were approved by consensus of the committee.

FIRST QUARTER MFI

Ms. Long presented 2021 first quarter MFI numbers; Harrison Park and Pine Avenue Apartments added to MFI portfolio in the 1st quarter. Due to CLT conversion, the unit numbers at both Martineau Apartments and Grandville Homes were reduced by two; they now have 21 and 8 units respectively in MFI – this change affected 1st quarter numbers compared to those of 2020, particularly Average Days Vacant. There was a move to measure Dwelling Place metrics at the property level, with the exception of Resident Satisfaction, Curb Appeal, NOI to Budget and Recertification – all of which will be measured once a year except Curb Appeal which once it resumes will be measured three times a year. All Dwelling Place metrics were consequently removed from the 1st quarter report presentation.

Results of all First Quarter 2021 Metrics were compared to the results of First Quarter 2020, the last “normal” quarter before the pandemic started to have an impact on the portfolio; overall the performance of 1st quarter 2021 is actually better than that of 1st quarter 2020.

Net Cash Flow as % of GPI:  Slightly improved from 4th quarter 2020 (11.41%), and nearly double the Cash Flow from Q1 2020, 6.83% compared to Q1 2021, 11.59%. A little bit lower than our NeighborWorks’ peers who were at 19%. Lower cash flow at some properties was due to timing of grant draws (Commerce), vacancy loss (Goodrich & Kelsey), RD exit residual effects (Harvest Hill), and higher OpEx costs (Kelsey, Midtown, West Shore & White River).

Operating Expenses as % of GPR less DSC:  Improved from 82% (Q4 2020) to 77% (Q1 2021), and 10% better than the 87% from Q1 2020. A bit higher than our NeighborWorks’ Midwest peers who performed at 68%. Higher OpEx at some properties due to higher utilities (Bridge Street, Kelsey, West Shore & White River), heating, cooling an electrical (Bridge Street), and awning repair (Goodrich).

Vacancy as % of GPR:  Increased from 4.07% (Q4 2020) and 3.19% (Q1 2020) to 4.85% (Q1 2021) primarily due to the ongoing effects of the pandemic. Slightly higher than our NeighborWorks’ Midwest peers at 4.2%. Several small properties with increased vacancy (Chaffee, Goodrich, Lenox and Kelsey) where it only takes 1 or 2 move outs to affect vacancy.
Collection Rate: One of the metrics hit harder by the effects of the pandemic. Q1 2021 rate only 1% lower than the Q1 2020 rate of 95%, and consistent with Q4 2020 rate of 94%. We outperformed our NeighborWorks’ Midwest peers whose collection rate was 91%.

Debt Service Coverage: Outperformed previous quarter (2.31 Q1 2020 v. 1.94 Q4 2020), and better than Q1 2020 performance of 2.21. We’re slightly lower than our NW Midwest peers who performed at 2.61.

Turnover Percentage, Annualized: Q1 2021 turnover rate of 16% consistent with rate from Q1 2020 of 15%, and slightly higher than Q4 2020 rate of 13%. Lower than our NW Midwest peers whose turnover rate was 17%. Reminder that these numbers are annualized, even a small amount of turnover at a small property will result in a high percentage (Goodrich & Lenox).

Average Days Vacant: Continues to feel the effects of COVID-19. Q1 2021 average of 60 days improved from Q4 2020 average of 77 but remains higher than the average from Q1 of 2020 of 45. Slightly higher than NW Midwest peers with 54 average days.

CLT HARVEST HILL

Chris Bennett and David DeVelder explained the opportunity for building on the land at Harvest Hill along Childsdale Ave., underutilized property, to create CLT units. This is a potential target for Brownfield use, depending on the number of units. They also shared preliminary plans from Kim DeStitger based on initial look at zoning and topography. There is potential to convert existing buildings to condominium structure.

PROJECT UPDATES AND OTHER NEWS

Chris Bennett gave a brief update on construction progress – Ferguson at 75% completed. Currently tracking for August target completion for the second and third floor, with all floors completed and some remaining masonry work on the outside of the building. Chris Bennett gave update on Holland First United Methodist Church project, both churches in the middle of their congregational approval process, expect more information within the next week. Chris Bennett relayed that Plaza Roosevelt Franklin is completely leased up and Grandville is nearing the completion of lease up. Dennis Sturtevant relayed that there have been preliminary conversations with the Dominican Sisters regarding leasing the commercial space at Ferguson; they’re looking for temporary space for 2-3 years. Dennis Sturtevant gave an update regarding the CLT and local political issues related to different interpretations of the law.

ADJOURNMENT

The meeting was adjourned at 1:04 PM by Mr. Kogelschatz.
DESCRIPTION

The Chairperson of the Board shall appoint a Marketing and Development Committee consisting of no fewer than five (5) members including at the Marketing Coordinator. The Committee may also include other non-Director persons whose experience in branding, marketing and/or fundraising may assist the Committee and the Board in the performance of their branding, marketing, and fundraising oversight responsibilities. Staff will be assigned by the CEO to offer support for the Committee. The Committee shall also include the Chief Executive Officer and may include other staff with assigned responsibilities to the committee by the Chief Executive Officer. The Chairperson of the Dwelling Place Board shall appoint the Chairperson of this committee. The presence of a majority of the appointed Committee members shall constitute a quorum. The Committee reports to the Board and shall maintain minutes of all meetings, which shall be regularly approved by the Committee and made available for distribution to the Board. The Committee shall meet monthly or more frequently if needed at the call of the Chairperson.

COMMITTEE RESPONSIBILITIES

The Marketing and Development Committee, in accordance with the mission and aligned with the strategic plan:

- Coordinates the Board’s marketing and branding oversight responsibilities including but not limited to:
  - Review, approval, and monitoring of annual plans for marketing and branding.
  - Review, approval, and monitoring of consulting/vendor contracts for Marketing and Development programs.
  - Review, approval, and monitoring of annual Marketing and Development budgets.
  - Review and approval for major marketing/branding collateral materials.
  - Monitoring for the effectiveness of marketing and fundraising strategies.
  - Helping the Board to understand their roles and responsibilities in marketing and branding on behalf of Dwelling Place.

- Coordinates the Board’s fundraising, planning, and oversight responsibilities including but not limited to:
  - Review, approval, and monitoring of plans for cultivating individual, church, and corporate fundraising.
  - Review, approval, and monitoring of plans for special events fundraising.
  - Review and approval of direct mailing fundraising campaigns.
  - Review and approval of special grant requests for operational support of Dwelling Place programs.
  - Monitoring donor recognition programs.
  - Helping the Board to understand their roles and responsibilities for fundraising on behalf of Dwelling Place.

The Committee shall work with the Marketing Coordinator in developing long-range and short-range marketing and fundraising plans and shall perform such other duties as may from time to time be required by the Board.
MEMORANDUM

To: Board of Directors of Dwelling Place of Grand Rapids Nonprofit Housing Corporation
From: Timothy Orlebeke/Orlebeke Mackraz PC
RE: Annual Meetings and Ratifications
Date: July 28, 2021

_____________________________________________________________________________

BACKGROUND:

Dwelling Place and Heartside have created corporate and limited liability company subsidiaries to manage their developments. The developments are usually owned by limited partnerships or limited liability companies, but are controlled and managed by subsidiary entities, which are either nonprofit housing corporations or limited liability companies. Dwelling Place has also created subsidiaries to act as successor limited partners upon an equity investor’s exit and in one instance – Elmdale Apartments Nonprofit Housing Corporation – to own property.

Michigan corporate law requires an annual meeting of shareholders or members (or a consent resolution adopted in place of the meeting) to elect directors and to conduct other business properly before the member(s) or shareholder(s). The Michigan Limited Liability Company Act lacks an explicit annual meeting requirement. Dwelling Place as the sole member of its subsidiary LLCs has requested that Dwelling Place appoint, and that each subsidiary be governed by, a Board of Managers and that the Board of Managers consist of the same members and officers as the Board of Directors of each corporate subsidiary. Upon close review of the Operating Agreements of the subsidiary LLCs, some variation in the number of members on the various Boards of Managers was noted, and language has been included in the attached Dwelling Place Resolutions to make the Operating Agreements consistent.

RESOLUTIONS:

The following four sets of Resolutions are attached.

1. Resolutions of the Board of Directors of Dwelling Place of Grand Rapids Nonprofit Housing Corporation to: 1) appoint Boards of Directors or Boards of Managers, as the case may be, for its subsidiary entities; 2) ratify actions taken by those Boards during the previous year; and 3) if needed, authorize amendment of the Operating Agreements for the subsidiary LLCs to provide for Boards of Managers consisting of at least three and not more than five members.

2. Resolutions of the Board of Directors of Heartside Non-profit Housing Corporation to: 1) appoint Boards of Directors for its subsidiary entities; and 2) ratify actions taken by those Boards during the previous year.

3. Template for Consent Resolutions of the Boards of Directors of each Dwelling Place and Heartside subsidiary corporation to: 1) elect officers of the Board; and 2) ratify actions taken by the Board during the previous year.

4. Template for Consent Resolutions of the Boards of Managers of each Dwelling Place subsidiary limited liability company to: 1) elect officers of the Board; and 2) ratify actions taken by the Board during the previous year.
RESOLUTIONS OF DWELLING PLACE OF GRAND RAPIDS
NONPROFIT HOUSING CORPORATION
(Appointing Subsidiary Boards and Ratification)

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 August 4, 2021, a quorum of the Directors being present and sufficient for the transaction of business; further, that such meeting was called in compliance with all applicable laws and the Bylaw requirements of the Corporation; that such Resolutions do not conflict with any Bylaw of the Corporation nor have such Resolutions been in any way altered, amended or repealed and are in full force and effect, unrevoked and unrescinded as of this date, and have been approved, consented to and ratified by all Directors of the Corporation, and have been entered upon the regular Minute Book of the Corporation as of the date of adoption, and that the Board of Directors of the Corporation has, and at the time of adoption of such Resolutions, had, full power and lawful authority to adopt such Resolutions and to confer the powers granted in such Resolutions to the Officer(s) named in such Resolutions who have full power and lawful authority to exercise those powers:

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

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

WHEREAS, the Corporation is the sole shareholder of Elmdale Apartments Nonprofit Housing Corporation, which is the owner of Elmdale Apartments (Elmdale Apartments Nonprofit Housing Corporation shall also be known as one of the DP Corporate Subsidiary Entities); and

WHEREAS, the Corporation is the sole shareholder of Sheldon-Weston, Inc., which is a general partner of Grand Pointe II Limited Partnership, which is the owner of Globe Apartments (Sheldon-Weston, Inc. shall also be known as one of the DP Corporate Subsidiary Entities); and

WHEREAS, the Corporation is the sole member of the following entities, each of which is either a manager, member, or general partner of a Corporation-sponsored development, and which are collectively called the DP LLC Subsidiary Entities:
WHEREAS, the Corporation, as the sole member of the DP LLC Subsidiary Entities, wishes to authorize the amendment, as may be needed, of the Operating Agreement of each of the DP LLC Subsidiary Entities to provide for a Board of Managers consisting of at least three and no more than five members; and

WHEREAS, the Corporation wishes to appoint Boards of Directors of the DP Corporate Subsidiary Entities and Boards of Managers of the DP LLC Subsidiary Entities.

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

IT IS RESOLVED that the Corporation, as the sole shareholder, appoints the following as directors of each DP Corporate Subsidiary Entity, effective as of August 2, 2021:

Jeremy DeRoo  
Juan Daniel Castro  
Renee Williams  
Lee Nelson Weber  
Sadie Erickson

IT IS FURTHER RESOLVED that the Operating Agreement of each of the DP LLC Subsidiary Entities are hereby amended to provide for a Board of Managers consisting of at least three and not more than five members.

IT IS FURTHER RESOLVED that the Corporation, as the sole member, appoints the following as the Board of Managers of each of the DP LLC Subsidiary Entities, effective as of August 2, 2021:

Jeremy DeRoo  
Juan Daniel Castro  
Renee Williams  
Lee Nelson Weber  
Sadie Erickson

IT IS FURTHER RESOLVED that the Corporation ratifies the actions of the Boards of Directors and the Boards of Managers taken on behalf of the respective DP Corporate Subsidiary Entities and the DP LLC Subsidiary Entities in the previous year.

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

Dated: August 4, 2021

__________________________________________
Lee Nelson Weber
Secretary
Dwelling Place of Grand Rapids
Nonprofit Housing Corporation
RESOLUTIONS OF
HEARTSIDE NON-PROFIT HOUSING CORPORATION
(Appointing Subsidiary Boards and Ratification)

I HEREBY CERTIFY that I am the duly elected Secretary and keeper of the records of HEARTSIDE NON-PROFIT HOUSING CORPORATION, a Michigan nonprofit corporation (“Corporation”), that the following is a true and correct copy of Resolutions duly adopted at a meeting of the Board of Directors of the Corporation on August 4, 2021, a quorum of the Directors being present and sufficient for the transaction of business; further, that such meeting was called in compliance with all applicable laws and the Bylaw requirements of the Corporation; that such Resolutions do not conflict with any Bylaw of the Corporation nor have such Resolutions been in any way altered, amended or repealed and are in full force and effect, unrevoked and unrescinded as of this date, and have been approved, consented to and ratified by all Directors of the Corporation, and have been entered upon the regular Minute Book of the Corporation as of the date of adoption, and that the Board of Directors of the Corporation has, and at the time of adoption of such Resolutions, had, full power and lawful authority to adopt such Resolutions and to confer the powers granted in such Resolutions to the Officer(s) named in such Resolutions who have full power and lawful authority to exercise those powers:

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

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

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

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

IT IS RESOLVED that the Corporation as the sole shareholder appoints the following as directors of each Heartside Subsidiary Entity, effective as of August 2, 2021:
IT IS FURTHER RESOLVED that the Corporation ratifies the actions of the Boards of Directors taken on behalf of each Heartside Subsidiary Entity in the previous year.

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

Dated: August 4, 2021

_______________________________
Lee Nelson Weber
Secretary
Heartside Non-Profit Housing Corporation
ACTION BY WRITTEN CONSENT OF THE DIRECTORS
OF

[Blank]

August 4, 2021

The undersigned, being all the Directors of ________________________________,
a Michigan nonprofit corporation (“Corporation”), in lieu of an annual meeting, hereby consent to the
following actions in writing and without a meeting pursuant to MCL 450.2407.

The following resolutions with respect to the Officers of the Corporation are hereby adopted:

RESOLVED, that the following are appointed as Officers of the Corporation, effective August 2, 2021, to serve from that date until the next annual meeting of Directors, or until their successors are
elected and qualified, or until their earlier death, resignation, or removal:

Jeremy DeRoo President
Juan Daniel Castro Vice President
Renee Williams Vice President
Sadie Erickson Treasurer
Lee Nelson Weber Secretary

FURTHER RESOLVED, that all actions taken since the last annual meeting of the Directors by
any Officer of the Corporation while acting in his or her capacity as such Officer are ratified, adopted,
and affirmed.

The Directors intend that upon proper execution of this instrument the authorized actions shall
be valid for all purposes to the same extent as if authorized at a duly noticed and held meeting of the
Directors.

The undersigned Directors have executed this writing effective on the date set forth above.

__________________________________________  _________________________________
Jeremy DeRoo                                     Sadie Erickson

__________________________________________  _________________________________
Juan Daniel Castro                                Lee Nelson Weber

__________________________________________
Renee Williams
ACTION BY WRITTEN CONSENT OF THE MANAGERS

OF

_______________________________________________

August 4, 2021

The undersigned, being all the Managers of ____________________________, a Michigan limited liability company (“Company”), in lieu of an annual meeting, hereby consent to the following actions in writing and without a meeting.

The following resolutions with respect to the Officers of the Company are hereby adopted:

RESOLVED, that the following are appointed as Officers of the Company, effective as of August 2, 2021, to serve from that date until the next annual meeting of Managers, or until their successors are elected and qualified, or until their earlier death, resignation, or removal:

Jeremy DeRoo                  President
Juan Daniel Castro            Vice President
Renee Williams                Vice President
Sadie Erickson                Treasurer
Lee Nelson Weber              Secretary

FURTHER RESOLVED, that all actions taken since the last annual meeting of the Managers by any Officer of the Company while acting in his or her capacity as such Officer are ratified, adopted, and affirmed.

The Managers intend that upon proper execution of this instrument the authorized actions shall be valid for all purposes to the same extent as if authorized at a duly noticed and held meeting of the Managers.

The undersigned Managers have executed this writing effective on the date set forth above.

_______________________________________________

Jeremy DeRoo                      Sadie Erickson

_______________________________________________

Juan Daniel Castro                Lee Nelson Weber

_______________________________________________

Renee Williams
To: Dwelling Place Board  
From: Governance Committee  
Re: 2021 Board Self-Assessment Survey Analysis  
Date: July 28, 2021

On Wednesday, August 4th, we plan to use a portion of our Board meeting to discuss the results of the 2021 Board Self-Assessment survey and consider how this information can help us to improve our Board governance functions.

To make the best use of our time, we would like to encourage each board member to review the survey results carefully leading up to the meeting, looking for themes that highlight what is working well and the areas where we might spend some time exploring for improvement.

To aid in that effort, we have copied an excerpt from the study’s introductory letter, that outlines the kind of inquiry we would like to engage in.

*This report is organized into four broad categories, which provide a framework for exploring the relationship between who serves on the board (The People), the culture it cultivates (The Culture), the way it fulfills its work responsibilities (The Work), and how all these efforts come together to position the organization to achieve your important mission (The Impact). The report also benchmarks the board’s responses against other nonprofit organizations that have answered the same questions, which may be helpful as the board considers its performance relative to its peers across the country.*

Please consider the following questions as you review the report:

1. What stands out?
2. Is there anything in the report that is especially surprising, or that you’d like to understand better through conversations as a full board?
3. Does the board seem to be well aligned in terms of its assessment of its performance, or are there indications that different board members are experiencing the board’s leadership performance differently? If the latter, why might that be?
4. To what extent is the board meeting its own expectations?
5. In what ways is the board happy with its leadership performance, and where is it signaling a desire to improve?
6. Do any natural priorities emerge from the ratings?
7. Based on what you see in the self-assessment, what are the top one to three areas where you think the board should focus its development efforts?

The Governance Committee expects to use the information gained from this exercise in creating an annual workplan that reflects a continuing commitment to excellence in board governance. Thanks so much for your dedication and engagement in this effort.