

HABITAT FOR HUMANITY ST. LOUIS

TO: HFHSL Board of Directors

FROM: Kimberly McKinney

RE: Board of Directors Meeting

Tuesday, November 27th- 11:30 am

LUNCH IS AVAILABLE AT 11:15am

BOARD OF DIRECTORS MEETING

HABITAT FOR HUMANITY SAINT LOUIS ADMINISTRATIVE OFFICE

3830 South Grand Blvd.

Saint Louis, MO 63118

Enclosed please find an agenda with supporting documents for our meeting. Please note that reports are included for those committees with new information since our last meeting. Only those committees with action items will give oral reports. Of course, questions will be entertained of any committees.

So that we may have an accurate lunch count please RSVP to Zoe Sullivan at zoe@habitatstl.org. If we do not hear from you, food will be ordered and purchased as if you are attending!

**Habitat for Humanity Saint Louis
Board of Directors Meeting
November 27, 2018**

Call to Order	Linda Loewenstein
Mission Moment	Howard Smith
Minutes of October 23 rd , 2018 Meeting	Pattye Taylor-Phillips
Strategic Topics:	Presentation of 2019 Budget
CEO Report	Kimberly McKinney

Committee Reports:
Discussion of any requiring Board action and/or questions regarding written reports.

Other/Open Business

Adjournment of Full Board

Executive Session **as needed*

Adjournment

MARK YOUR CALENDARS:

Upcoming Events

Friday, December 7, 2018

Executive Build, 2nd build of 2

“A world where everyone has a decent place to live”

Minutes from the meeting of the Board of Directors of
Habitat for Humanity Saint Louis (HFHSL)
October 23, 2018

The following members of the Board of Directors and other interested parties were present:

Linda Loewenstein	Amy Berg	Marc Hirshman
Patty Taylor-Phillips	Bob West	Stephen Westbrooks
Ed Alizadeh	Barb Anderson-Kerlin	Natasha Das
Anna Hart	Tiffany Harvey-Horton	Peggy Holly
Malaika Horne	Linda Moen	Carla Reid
Nat Walsh	Kimberly McKinney	

Linda Loewenstein called the meeting to order at 11:37 am. The mission moment was given by Ed Alizadeh.

Minutes: A motion to approve the minutes from the September 25, 2018 Board of Directors meeting was made by Amy Berg and seconded by Steven Westbrooks. The motion was approved.

Strategic Topic: 5 of Anything. To help Board Members get to know each other personally, each Board Member was asked to connect with another board member and quickly identify 5 things that they have in common other than the obvious (gender, race, being a Habitat Board Member). The first 3 teams to finish shared their answers with the Board. This exercise helped us learn a little more about our colleagues, beyond our passion to support Habitat for Humanity Saint Louis.

CEO Report (Kimberly McKinney): September 2018 Dashboard: Net Profit reached the \$1 million mark on October 17, approximately 1 month earlier than the previous year. Performance was achieved during a period when the Forest Park ReStore was temporarily closed for the move to the new South Grand location. Closings are being scheduled for November 27th or 28th from the new Mortgage Loan Fund with Midland Bank. There are 6 New Keystone Members / Specialty Builds which is an increase of 6 from the prior report and an increase of 6 from the prior year.

Habitat has received publicity about the Carondelet Build from the Next STL.com website: <https://nextstl.com/2018/10/habitat-continues-to-build-in-carondelet-and-the-patch>. Additionally, television coverage was provided by KMOV (Channel 4) and KTVI (Channel 2) for the Bank of America Keystone Community Partners as they volunteered at the Tiffany build site.

Mission Support: The holiday appeal will drop on November 9. This appeal traditionally accounts for approximately 50% of the donations we will receive from direct mail approaches during the calendar year. An electronic “ask” that complements the holiday appeal will be made available to the Board in advance of the November meeting.

The 2017 Annual Report is nearing completion and will go live on our website prior to the KMOV build (which generates more web traffic). Dr. Malaika Horne provided a testimonial for why she serves on the Board and supports Habitat Saint Louis. Many thanks to Malaika for her support.

Please continue to share the December 7th Executive Build opportunity. A registration link can be found at: <https://www.habitatstl.org/executive-build-registration-now-open/> To date, the

following participants are registered: Ed Alizadeh (Geotechnology/Board Member), Amy Berg (SM Wilson/Board Member), Jonathan Ranken (Core Properties), Joe McGauley (Colliers International/return participant from September), Matt Masiel (Screaming Eagle Development) and Alex Kuehling (Rosenblum Goldenhersh/Development Council).

UnGala: Just under \$13K (\$12,861.66) was realized from this first-time event including 13 donors that were from 9 known Board referrals (much thanks to those who participated). In the event of straggler gifts, the campaign will remain open through the end of the year.

Board Governance: For 2019, 4-6 openings are anticipated. As a reminder, please share possible candidates with Linda Loewenstein or Kimberly. The 2019 Board Retreat will be held on February 2, 2019, location TBD, from 7:30 am – Noon.

Volunteer Appreciation: Sunday, October 28th
Please consider attending our Volunteer Appreciation Lunch on Sunday, October 28, 2018 at the Anheuser-Busch Biergarten between 12 Noon- 3pm. The Anheuser-Busch Biergarten is located at 1127 Pestalozzi Street, St. Louis, Mo 63118.

Relocation HFHSL Headquarters: Board Retreat Outcome 2014. The Dutchtown Business Association meeting will be held here in November. Due to lack of contractor interest, the St. Louis Rehabbers postponed their September event that was previously shared. The October CREW Annual Meeting/Speed Networking on October 9th brought over 60 attendees to the building – outparcel information was shared with the group.

Per the discussion at the September Board of Directors meeting, both the Facility Need Taskforce and Finance Committee met and discussed aspects related to the sale of the outparcel. A separate memorandum is included within the packet to reflect those discussions and recommendations.

Mortgage Loan Fund: Board Retreat Outcome 2015: Per the latest email from David Noble, there is very little review remaining. While documents have not yet been signed, additional buyers have been approved for mortgages out of the fund.

Neighborhoods/Home Construction/Homebuyers (St. Louis City): Scattered South City Sites: Construction is in final phases. Two additional lots in Carondelet (the KMOV houses) are located at 7806 and 7810 Virginia and will begin on November 1. Tiffany Phase 2: Construction continues.

La Saison: (Previously noted as New City Build) Biweekly meetings with the St. Louis Housing Authority continue. Through the winter months, architects and engineers will finalize plans for five houses in Phase I and begin the design work on the second and final phase of five additional homes. While we had hoped to start moving dirt in 2018, with design and title issues continuing to be resolved, it made more sense to start work on both phases (back to back) beginning with the digging of foundations in February 2019. The complete build of 10 homes is still on schedule to be completed by 2019 and the tightened on-site build time will reduce the amount of time neighbors are impacted by our work. Permits for Phase I will be secured in November and utilities will be installed soon thereafter in advance of a February ground breaking.

Future Builds: Funding announcement for HOME applications noted in the August report is expected by the end of October.

Through our long-time relationship with Alderwoman Marlene Davis, we are being asked to consider a build within The Gate District (adjacent to Tiffany). Michael Powers (Real Estate Development Manager) attended a meeting with stakeholders and the reception was very warm. The group represented a subcommittee of the neighborhood organization that is focused on development and they have now asked that he return for a meeting with the full neighborhood association board.

HFHI: The Collaborative Operating Model Executive Task Force has engaged agency partners One & All and Blue State Digital to design direct response pilots. The direct response pilots will bring affiliates and HFHI together to collaborate on direct marketing activities including digital and direct mail. As this work is occurring, HFHI has decided to NOT do a holiday appeal insert within local newspaper publications.

Advocacy: As expected, Governor Parson added two additional commissioners to MO Housing Development Commission and a meeting was held on Friday, October 5 followed by the Notice of Funding Availability (NOFA) for the Affordable Housing Assistance Program being released on October 8th. An application will be submitted by the end of October at the latest. The current Commissioners include Governor Mike Parson, Lt. Governor Mike Kehoe, State Treasurer Eric Schmitt, Attorney General Josh Hawley, Jeffrey S. Bay (Chair), William Miller (Secretary/Treasurer), Mark Eliff, and Rick McDowell.

Governance: We are now recruiting Board Members for the new 3-year term beginning in January 2019. Board Members are asked to consider your network of colleagues to identify potential nominees who are passionate about affordable housing and/or can provide diversity on our Board. If you know individuals who may be interested, please contact Linda Loewenstein or Kimberly. If a monthly board meeting commitment is more than a candidate can support, the Development Council (led by Nat Walsh) provides another way to support Habitat Saint Louis as this group meets 6 times a year.

Mark your calendars:

Sunday, October 28, 2018	Volunteer Appreciation 12:00 – 3:00 pm at the Anheuser-Busch Biergarten, RSVP at Habitatstl.org/volunteerlunch
Tuesday, November 27, 2018	Board Meeting, 11:30 AM, Tiffany Board Room
Friday, December 7, 2018	Executive Build, 2 nd Build of 2

Outparcel Discussion and Recommendations (Confidential):

Per the discussion at the September 2018 meeting of the Board of Directors, the Facility Needs Taskforce and the Finance Committee met to discuss needs regarding the sale of the outparcel.

Finance Committee – Stephen Westbrooks (Chair), Bob West, John Castagno, Lisa Blamy, Mike Giger, Rob Anderson, Andy Weissler, Roger Brown, Bob Frank, Rick Sullivan, and Chris Roetheli.

Facility Needs Taskforce - Marc Hirshman, Nat Walsh, Bob West, Brad Beggs, Natasha Das, Amy Berg, Pattye Taylor-Phillips

Following a discussion about applicable zoning, parking and the opportunity /desire for shared parking from the end buyer and how certain uses can lessen the value of surrounding real

estate, the Facility Needs Taskforce prioritized the uses as (1) beneficial to the community (i.e. something like Family Care Health Center, Aspen Dental, etc.), (2) restaurant including fast food, (3) office or other use that would consider a shared parking arrangement (4) gas station/convenience store. This information will be shared with NGZ as our broker. Additionally, the taskforce requested a marketing flier be provided to all members of the Board for distribution to personal contacts who may have an interest in developing the property. The flyer was included in the Board Materials for the October 2018 meeting.

Since the taskforce meeting noted above, Kimberly spoke with Alderman Shane Cohn who noted that he would be reluctant to provide a conditional use permit which would be required for the property to be developed as a gas station/convenience store. Additionally, a meeting was held with Family Care Health Center and that information will be shared at the Board Meeting.

For the sake of conversation, the Finance Committee discussion avoided a specific dollar amount and instead focused on the division of any funds that would be realized from the sale of the outparcel. Following much conversation related to the paydown of debt (long term and/or accounts payable) and /or strengthening the cash position, the committee on a motion from Rick Sullivan and seconded by Bob West recommends:

- At least 50% of proceeds be applied to paydown the \$800K Royal Bank line of credit (1% over prime, interest paid through September 30, 2018 = \$35,078) and for this amount to be considered a permanent payoff but for expenses as approved within the annual budget and/or by the Board of Directors.
- 20% of an amount not to exceed \$100,000 for cash reserves within the two organizational operating accounts.
- The remaining 30% to be applied to debt, either in the form of additional payoff to Royal Bank and/or to vendor accounts payable based on highest need at the time proceeds are received.

A marketing flyer for the out parcel is included in the October board packet. Board Members are encouraged to share this information with colleagues, especially those who are affiliated with Healthcare or Community Service organizations.

There being no further business, the meeting adjourned at 12:25 pm. The motion was made by Nat Walsh and seconded by Linda Moen. The motion was approved.

Respectfully submitted: Pattye Taylor-Phillips, Board Secretary

Habitat for Humanity of Saint Louis
Dashboard
as of October 2018

Income and Expenses					
	YTD Actual	YTD Budget	%	Annual Budget	Prior Year YTD
Mission Support	\$1,090,146	\$829,500	131%	\$1,290,515	\$760,505
Restricted Contributions	\$97,500	\$88,500	110%	\$100,000	\$96,176
Total RD Revenue	\$1,187,646	\$918,000	129%	\$1,390,515	\$856,681
Construction Grants	\$0	\$235,000		\$282,000	\$424,222
Total Contributions	\$1,187,646	\$1,153,000	103%	\$1,672,515	\$1,280,903
Other Income	\$1,888,520	\$2,444,179	77%	\$3,850,623	\$1,211,734
House Transfers	\$145,000	\$1,625,000	9%	\$1,950,000	\$920,000
Construction In-kind	\$416,098	\$116,670	357%	\$140,000	\$58,234
ReStore South Side (SS/FP) Revenue	\$422,770	\$459,380	92%	\$551,250	\$391,590
ReStore Des Peres (DP) Revenue	\$652,631	\$568,050	115%	\$681,661	\$540,650
Total Income	\$4,712,665	\$6,366,279	74%	\$8,846,049	\$4,403,111
Operating Expenditures	\$3,413,028	\$3,516,990	97%	\$6,892,656	\$2,897,795
Home Construction	\$156,253	\$2,096,230	7%	\$1,078,593	\$1,237,090
Total Expenditures	\$3,569,291	\$5,613,220	64%	\$7,971,249	\$4,134,885
Net Profit (Loss)	\$1,143,374	\$753,059	152%	\$874,800	\$268,226
ReStore Forest Park Profit (Loss)	\$175,810	\$130,171	135%	\$147,145	\$60,994
ReStore Des Peres Profit (Loss)	\$464,050	\$217,927	213%	\$ 253,922	\$225,381
	Principal Bal	High Limit			
3830 South Grand / Royal TEBF	\$2,040,000	\$2,040,000	The full amount had to be booked in order to purchase tax exempt bonds.		
Royal Bank Construction Line of Credit	\$346,758	\$386,758			
Royal Bank LOC	\$800,000	\$800,000			
Peoples Bank LOC	\$1,011,285	\$1,011,285			
1st Mid Illinois (formerly Cloverleaf) LOC	\$0	\$76,500			
	YTD 2018	YTD 2017	Change		
Year/Year Change in Cash	\$39,864	\$32,842	\$7,022		
Year/Year AP	\$897,752	\$745,254	\$152,498		
Year/Year Change in Debt	\$1,853,285	\$1,749,694	\$103,591		
Mortgages	Actual	Benchmark			
Delinquent Mortgages (90+ days)	0				
Open Communication w Representative					
Total Mortgage Portfolio					
Delinquency Percentage					
Construction	Actual	Benchmark			
Housing Units Closed	1				
Housing Units Under Construction	20				
Construction In Progress	\$1,810,611				
Cost/Closed	\$176,415		Includes In Kind Amount of \$15,760		
Financial Donor Volunteer Days	19		19 of 14 possible build days, 1 ReStore group		
Homeowner Applications Distributed	475		239 or 50% return rate. 125 Tier 2 / 19 Approved (9 from MLF)		
Lots Available	23		Ownership or Option		
Vacant Homes	0		No owned, any vacancies are pending title issue resolution/ Wellston (5) Vacant Lots		
ReStore	Actual	Benchmark			
Average Number of Transactions SS	1279		Per Month and Per Customer (not per item)/+18 from prior report; -223 from prior year.		
Average Number of Transactions DP	1622		Per Month and Customer, +9 from prior report, +128 from prior year		
Average Sales Per Square Foot SS	\$21.85	\$22.71	HFHI median of stores similar sqft (20k), open 18 months + / +\$1.16 from prior report, +\$4.25 from prior year.		
Average Sales Per Square Foot DP	\$19.53	\$23.99	Benchmark (40k sqft as basis)/ -0.19 from prior report; + 3.34 from prior year.		
Total pickups/drop-offs this month	847		203 Pick-Ups/90 drop offs SS/460 drop offs DP.		
					COMMENTS
Resource Development	Actual	Benchmark			
New Donors : Mission Support	N/A		Etapestry formula issue/resolve pending		
New Donors YTD -Contribution=/> > \$1200	24		Increase of 6 prior month /increase of 4 prior year		
Median GC Gift Amount	\$50		Same as prior report/ same as prior year		
Renewed Mission Support Donor %	N/A	40%	Benchmark reflects a NFP Standard		
Renewed Keystone members/Specialty	80		Increase of 10 from prior report / increase of 12 from prior year		
New Keystone members/Specialty Buil	36		No change prior report /increase of 3 from prior year		
					COMMENTS
Board Engagement	Actual	Benchmark			
Board Meeting Attendance	56%	80%	80% Best Practice Recommendation		
Board Percentage (personal giving ytd %)	74%	100%	Per HFHSL Statement of Commitment. No change from prior report, decrease of 3% from prior year.		
Board Giving (Total \$ YTD)	\$30,046		Increase of \$150 from prior report / decrease of \$8,989 from prior year		

Habitat for Humanity Saint Louis Board of Directors Meeting
Tuesday, November 27, 2018
CEO Report

Successes and Shout Outs!

Resource Development

KMOV

Much thanks to those who were able to attend the November 19th dedication. Buyers will move in over the Thanksgiving holiday and close in mid December. Due to cuts across the board by the Meredith Corporation (owner of the station) as well as the current build plans for 2019, we are unclear about the future of the project at this time.

Mission Support

The text for an email to contacts for year end giving is attached. You may forward either the forward email feature with Constant Contact or what may be easier (so you do not have to import addresses) is via a copy and paste. If you copy and past the entire block, the donate link should still work (taking individuals directly to our website). If you have any questions or need assistance, please reach out to Deirdre at deirdre@habitatstl.org

Please note that the format is meant for email and is not printer friendly.

Executive Build

Please continue to share this opportunity. A summary and registration link (for copy and paste) is below.

Executive Build is a unique build day build opportunity for CEO's and other executive-level business associates to join together to build lasting connections while helping build a stronger St. Louis community! The cost is \$500* per volunteer for a half day build experience and a networking lunch after the build day's activities. Great introduction to Habitat for Humanity Saint Louis and our mission. Registration information [here](#)

Board Governance (for discussion and approval)

Items Requiring Board Action and at the recommendation of Board Governance Taskforce:

- Removal of Members
- Approval of Board nominees including both new and renewing members.
- Approval of Officers –
President Elect, Treasurer, Secretary, General Counsel (one-year term per by laws)
- Approval of At Large Executive Committee members (one-year term per by laws)
- Restructuring of Alumni Board
- Renewal / Approval of Alumni Board Members (at the recommendation of Executive Committee)

Removal of Members:

In reviewing documents such as our Statement of Commitment and Bylaws, both documents make clear that expectations for participation as a Board Member (excerpt of bylaws below/statement attached). Sadly, during 2018, neither Doris Agwu or Charm Kirby, have been able to fulfill the duties as a board member – equally considering time/participation or resources/contacts. As such, their removal is requested.

Section 3.6 Removals. Any Director may be removed from office for willful neglect of office, failure to carry out the duties and responsibilities assigned to said Director, failure to participate actively in the activities and meetings of the Board and the Corporation, or willful violation of the Articles of Incorporation, these By-Laws, or any rules and/or regulations of this Corporation adopted by the Board. Removal from office shall be effectuated by an affirmative vote of two-thirds of the Directors present at any regular, special or Annual Meeting of the Board at which two-thirds of the remaining Directors are present. A Director whose removal is being considered shall not be eligible to vote on the issue of his or her own removal. The Board shall notify

the Director subject to removal of the basis for the removal proceedings and provide said Director with an opportunity for a fair and impartial hearing before a quorum of the remaining Directors.

New Members Proposed (alphabetical order):

Personal meetings have been held with the candidates listed below. Additionally, the Board job description and Statement of Commitment has been shared with each so that expectations are clearly outlined.

1. Subash Alias, Sr. Vice President MO Partnership

<https://www.linkedin.com/in/g-subash-alias-a1528910/>

- Prior experience with St. Louis Regional Chamber (RCGA)
- Alum of St. Ambrose University and Washington University

2. Rob Anderson – CFO, FourthStone.

<https://www.linkedin.com/in/robandersonone/>

- Prior experience with PetSmart and Sav-A-Lot
- Alum of DePaul University and Northern Illinois University
- Member of Finance Committee

3. Jared Boyd – Chief of Staff and Counsel at City of St. Louis Treasurers Office

<https://www.linkedin.com/in/l-jared-boyd-95368627/>

- Prior experience as litigation associate with Bryan Cave
- Alum of University of VA and Morehouse College

4. Jamey Edgerton – Senior VP at St. Louis Economic Partnership

<https://www.linkedin.com/in/jamey-edgerton-938787120/>

- Prior experience with Northern Trust and US Bank
- Alum of Georgia State and University of Georgia

5. LaDawn Ostmann – Director of Labor Relations, Ameren

<https://www.linkedin.com/in/ladawn-ostmann-jd-sphr-6a11247/>

- Prior experience with Chelan County PUD
- Alum of SLU School of Law and Loyola University

6. John Short – VP of Human Relations, Huttig.

<https://www.linkedin.com/in/johnfshort/>

- Prior experience with MilliporeSigma
- Alum of Bowling Green State University, University of MO St. Louis and University of Warwick
- Member of Development Council

7. Josh Udelhofen, Managing Director, Development, Altus

- Prior experience as Chief Investment Officer of The Koman Group
- Alum of University of Missouri-Columbia
- 2018 Executive Build participant

The individuals noted below are completing a three-year term and are being recommended for **renewal as provided for in HFHSL by laws: Ed Alizadeh, Anna Hart, Emily Martin and Nat Walsh.**

With the election of the new members noted and the renewal of those above, the HFHSL Board will be 31 members strong.

For consideration as Officers:

2019 Officers / Executive Committee:

President:	Chris Roetheli (as elected 2016)
President Elect:	Stephen Westbrook (proposed)
Treasurer:	Stephen Westbrook (proposed)
Secretary:	Pattye Taylor-Phillips (proposed)
General Counsel:	Natasha Das (proposed)
At Large:	Amy Berg (returning/proposed)
	Jami Boyles (returning/proposed)
	Nick Popielski (proposed)

Per terms of the bylaws, only those noted as proposed and in bold require Board action (others listed are for reference). Additionally, per terms of bylaws, at large Board members are to be elected annually to serve on Executive Committee.

We say good-bye but also express **our heartfelt appreciation** to the following retiring Board Members Roger Brown, Marc Hirshman, Jeff St. Omer, Dave Wakeman and Bob West

Alumni Board: Since the inception of the Alumni Board in 2008, the structure has remained the same and has proved to not be specific enough to address ongoing engagement. As such, approval of the updated language below is requested.

Definition: There shall be a category of Board member known as an *Alumni Board* who is nominated and elected by the Board of Directors. Alumni Board members shall be selected from those Board members who have served on the Board of Directors with distinction and excellence. Alumni member candidates must have served the Board with distinction and be considered deserving of same for outstanding service.

An Alumni Member shall be entitled to receive all written notices and information which are provided to the Board of Directors, to attend all Board of Directors meetings, to participate in meetings of the committees in which they serve and encouraged to attend all other events conducted by Habitat for Humanity St. Louis. An Alumni Board Member shall not be subject to any attendance policy, counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any Board meeting.

Eligibility: To be considered for designation as an Alumni Board Member, a person must be a current or former member of the Habitat for Humanity St. Louis Board of Directors who:

1. Has served the Board of Directors with distinction
2. Held an important leadership role, and made or continues to make significant contributions to the organization
3. Engaged in major volunteer or advocacy activities in his or her service on the Board
4. Completed the term(s) for which he or she was elected
5. Participates in one (1) or more activities (e.g., events, volunteerism, fund-raising, government relations, networking, etc.) each year

Election: Members shall be elected for an initial term of three (3) years, renewable without limit at the discretion of the Board. Alumni Board Members may resign at any time and may be removed from office at any time by the Board for any reason or for no reason. Alumni Board Members shall have such duties and responsibilities as may be agreed to from time to time on an individual basis between the Member and the Board and/or the CEO.

Alumni Board Members

At the recommendation of the Executive Committee, and independent of participation by either Marc Hirshman or Bob West, approval is sought to renew Howard Smith and add Marc Hirshman and Bob West to the newly structured Alumni Board.

Program

Relocation: HFHSL Headquarters: Board Retreat Outcome 2014

As shared, 3830 South Grand was a finalist as an Association General Contractors Keystone Award. Sadly, the winner was the Stephen and Peter Sachs Museum at MO Botanical Garden. It was an honor to be a finalist and still a great opportunity to share opportunities, especially the ReStore.

Over 30 members of the Dutchtown Business Association attended the Dutchtown After Hours here in early November. Additionally, the ReStore is participating in the passport program, marketing Dutchtown businesses.

Howard and I will be meeting with representatives of Family Care Health Center following the November meeting.

Mortgage Loan Fund: Board Retreat Outcome 2015

CLOSED!!! Documents were signed with Midland States Bank on November 2nd. The following banks are currently in various stages of considering becoming an Investor – Royal Bank, Midwest Bank, Bussey Bank, Farmer & Merchants Bank, First Bank.

Neighborhoods/ Home Construction/Homebuyers

St. Louis City:

Scattered South City Sites and Tiffany Phase 2: Construction continues in preparation for closings and/or to have homes under roof by winter.

La Saison: (previously noted as New City Build): Bi-weekly meetings with St. Louis Housing Authority continue. On November 15th, permit-ready architectural drawings for five houses of Phase I were submitted to the St. Louis Housing Authority for their review and approval. The plans were also submitted to the Affordable Housing Trust Fund for approval. Plans are scheduled to be submitted to the City of St. Louis Building Division on or by December 1st. As Phase I permitting occurs, the architects and engineers will be finalizing the plans for Phase II. We expect to have Phase II drawing ready for permitting by the end of February 2019.

The complete build of 10 homes is still on schedule to be completed in 2019 and the tightened on-site build time will reduce the amount of time neighbors are impacted by our work.

Future Builds: Funding announcement for HOME applications noted in August report that were expected by the end of October remain pending as of this report.

Management/General

Advocacy

Following the Notice of Funding Availability (NOFA) for the Affordable Housing Assistance Program released on October 8th, a 2018 application has been submitted. As support letters were included from Senator Nasheed, Representative Franks and Mayor Krewson, the public hearing period will be waived. A response should be received in time for late 2018 gifts (donations must be received after the award letter date).

CRA

Recently the Office of the Comptroller of the Currency (OCC), released an Advance Notice of Proposed Rulemaking (ANPR) seeking comment on the best ways to modernize the regulatory framework implementing the Community Reinvestment Act (CRA). CRA was enacted in 1977 to encourage insured depository institutions to help meet the credit needs of their communities, including low- and moderate-income (LMI) neighborhoods, consistent with the safe and sound operation of such banks.

Within the community development field, this notice was viewed as unusual in that previously most of the feedback about and rules for CRA comes through the Federal Financial Examination Council (FFIEC). The FFIEC as a formal interagency body empowered to prescribe uniform principles, standards, and report forms for the federal examination of financial institutions by the Board of Governors of the Federal Reserve System (FRB), the Federal Deposit Insurance Corporation (FDIC), the National Credit Union Administration (NCUA), the Office of the Comptroller of the Currency (OCC), and the Consumer Financial Protection Bureau (CFPB), and to make recommendations to promote uniformity in the supervision of financial institutions.

The comment period ended on November 19th, but the general opinion is that changes for CRA are likely forthcoming. As possible, action opportunities will be shared. More can be found via the National Community Reinvestment Coalition below or through the local Community Builders Network

<https://ncrc.org/treasureCRA/>

<https://www.communitybuildersstl.org/>

Account Name	Keystone Giving Circle Levels	Committed Donation Amount	2018 Donor Notes	Natural Partner
TD Ameritrade	Contractors Circle	\$ 140,000.00	HFHI partnership	
Anheuser Busch Foundation	Developers Circle	\$ 100,000.00	Onsite, plus extra engagement events	Kimberly McKinney, Harper Zielonko, Marisa Botta
Wells Fargo Advisors	Architects Circle	\$ 80,000.00	75,000 From Advisers- possible extra funding	Harper Zielonko
The estate of George E Grant	Architects Circle	\$ 70,001.11	Estate Gift	
KMOV TV Home 4 the Holidays	Builders Circle	\$ 60,000.00	Brown & Crouppen, Butler Supply, Carpenters Union, Clayco, Koch Air, Imos, Mastercard (2), Regions Bank, TDK Technologies, Vatterott Education	Kimberly McKinney, Harper Zielonko
Spire	Builders Circle	\$ 50,600.00	400th home sponsor, match challenge partnership absolved. Church is giving alone	Kimberly McKinney, Harper Zielonko
Manchester UMC	Carpenters Circle	\$ 40,000.00		Harper Zielonko
Bank of America	Carpenters Circle	\$ 35,000.00		
ArcBest	Carpenters Circle	\$ 20,032.21	ABF Freight - new donor	Harper Zielonko
The Bank of Edwardsville	Carpenters Circle	\$ 20,000.00		Kimberly McKinney
Travelers Insurance	Carpenters Circle	\$ 18,000.00	HFHI partnership	Harper Zielonko
UCC Churches	Carpenters Circle	\$ 17,910.44		
Altisource	Carpenters Circle	\$ 15,000.00	HFHI partnership	Harper Zielonko
US Bank	Carpenters Circle	\$ 15,000.00		
Homebuilders Charitable foundation	Carpenters Circle	\$ 15,000.00		
Simmons Charitable Foundaion	Carpenters Circle	\$ 15,000.00		
Ladue Chapel	Carpenters Circle	\$ 12,500.00		Harper Zielonko
John Giger	Carpenters Circle	\$ 12,246.00		
General Growth Properties	Framers Circle	\$ 12,030.47		
Bonhomme Presbyterian Church	Carpenters Circle	\$ 10,625.00		
HFHI	Carpenters Circle	\$ 10,541.74		
Ashinger Electric Company	Carpenters Circle	\$ 10,000.00	AHAP	Kimberly McKinney, Deirdre Schaneman
Employees Community Fund of Boeing	Carpenters Circle	\$ 10,000.00		
The Hetra Group, Inc	Carpenters Circle	\$ 10,000.00	returning group from the fall	Harper Zielonko
The Moneta Group	Carpenters Circle	\$ 7,500.00	returning group from the fall	Harper Zielonko
ESCO	Framers Circle	\$ 7,275.00		Kimberly McKinney
Carraden Group	Framers Circle	\$ 6,000.00	monthly giving- Greg Meyer	
Boeing	Framers Circle	\$ 5,592.83		
Ameren Foundation	Framers Circle	\$ 5,000.00		
Bob & Kathy West	Framers Circle	\$ 5,000.00	2018 Board Commitment	Kimberly McKinney
Karen & James Keeven	Framers Circle	\$ 5,000.00		
Bodine Aluminum	Framers Circle	\$ 5,000.00	grant application	Deirdre Schaneman
Diann Cage Design Co	Framers Circle	\$ 5,000.00	2018 Board Commitment	Kimberly McKinney
Ladue High School	Framers Circle	\$ 5,000.00	Chapus Chapter fundraising	Harper Zielonko
Nidec Motor Corporation	Framers Circle	\$ 5,000.00		Kimberly McKinney
Martha Kratzer	Framers Circle	\$ 5,000.00		
Opus Foundation	Framers Circle	\$ 5,000.00	Working a half day for their KC and STL office	Harper Zielonko
Washington University Campus Chapter	Crew Member	\$ 5,000.00		
Joanna May	Crew Member	\$ 3,500.00		
David Morse	Crew Member	\$ 3,500.00		
Richard Kantor	Crew member	\$ 3,500.00		
Linda Loewenstein	Crew Member	\$ 3,300.00	2018 Board Commitment	Kimberly McKinney
St. Louis University Campus Chapter	Crew Member	\$ 3,000.00		
The Von Gontard Family Foundation	Crew Member	\$ 2,500.00		
Kimberly & Kevin McKinney	Crew Member	\$ 2,500.00		
Amy Berg	Crew Member	\$ 2,500.00	2018 Board Commitment	Kimberly McKinney
Karen Strobach	crew member	\$ 2,500.00		
Rick & Mary Anne Roberts	Crew Member	\$ 2,500.00	AHAP	Deirdre Schaneman & Harper Zielonko
Peggy Holly	Crew Member	\$ 2,400.00	2018 Board Commitment	
Gateway Combined Federal Campaign	Crew Member	\$ 2,089.99		
Pecha Family Foundation	Crew member	\$ 2,000.00		
Jeffrey St. Omer	Crew Member	\$ 2,000.00	2018 Board Commitment	Kimberly McKinney
Peggy Holly	Crew member	\$ 2,000.00	2018 Board Commitment	
Todd Smith	Crew Member	\$ 2,000.00		
Daniel and Terry Tate	Crew member	\$ 2,000.00		
Webster Groves Presbyterian	Crew Member	\$ 2,000.00		
Shirley Dowdy	Crew Member	\$ 2,000.00		Deirdre Schaneman
Ed & Brenda Alizadeh	Crew Member	\$ 2,000.00	2018 Board Commitment	
Pattye Taylor Phillips	Crew Member	\$ 1,900.00	2018 Board Commitment	Kimberly McKinney
Kimberly & Kevin McKinney	Crew Member	\$ 1,790.00		
Roger & Susan Brown	Crew Member	\$ 1,600.00	2018 Board Commitment	
Boeing	Crew Member	\$ 1,538.00	individual matches	Deirdre Schaneman
Linda Mohen	Crew Member	\$ 1,500.00	2018 Board Commitment	
Ruth Siteman	Crew member	\$ 1,500.00		

The Keystone Community Report
 Commitments through 11/15/18
 \$968,043.07

Anna Hart	Crew Member	\$ 1,500.00	2018 Board Commitment	
Marc Hirschman	Crew Member	\$ 1,500.00	2018 Board Commitment	
Carla & Walton Sumner II	Crew Member	\$ 1,500.00		
Ruth Siteman	Crew Member	\$ 1,500.00	Individual donor	Deirdre Schaneman & Harper Zielonko
Katherine D Lottes	Carpenters Circle	\$ 1,070.28		

BUILDERS CLUB TEAMS				
Towers Watson	Builders Club Team	\$ 4,000.00		
Brad & Heather Strahorn	Builders Club Team	\$ 3,000.00	2 Builders Club teams- new donor	Harper Zielonko
Newground International	Builders Club Team	\$ 3,000.00		
Crawford Butz	Builders Club Team	\$ 2,500.00	New donor	Harper Zielonko
Meco tool	Builders Club Team	\$ 2,000.00		
Whelan Security	Builders Club Team	\$ 2,000.00		
RedKey Realtory	Builders Club Team	\$ 2,000.00		
Genworth Mortgage	Builders Club Team	\$ 3,000.00		
Renewal by Anderson	Builders Club Team	\$ 2,000.00	TwoStory Builders Club Team - New donor	Harper Zielonko
Wallis Companies	Builders Club Team	\$ 2,000.00	TwoStory Builders Club Team- New Donor	Harper Zielonko

2018 Func

	Jan-18	Feb-18	Mar-18	Apr-18
Numbers as of (date)	12/31	1/31	2/2	3/31
New Donors - Mission Support YTD (Formerly General Fund) (first-time gifts to HFHSL)	457	75	91	152
New Major Donors - Mission Support (Formerly General Fund) (\$1,200+ cum. donors)	32	4	3	3
Median Mission Support Gift Amount	\$50.00	\$50.00	\$50.00	\$37.00
Renewed Mission Support Donors (percentage of donors who gave in 2015 and 2016)	57%	36%	35%	37%

Renewed Keystone Society

Members/Specialty Builds (Gifts of \$1,200 and above from all sources)	115	8	20	35
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New Keystone Society Members/Specialty Builds	26	3	4	6
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Future Commitments (faith-based, corporate or foundations who have committed to a 2018 Major Gift)	47	15	20	30
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Board Giving (personal giving %)	100%	8%	17%	26%
	\$46,710	\$3,000	\$4,550	\$6,500

Board Giving (total \$ YTD)

Board Participation

(MM participation %)

Prior Year Sponsorships

Current Year Sponsorships

(enter number from Acctg YTD Sponsorships--

KIMBERLY to enter)

Supporter Report Total (YTD number from previous month ending report--**MGM or DRD to enter**)

Future Commitments

***August donor renewal rate abnormality: we have contacted Etapestry support to resolve.

** Drop in donor renewal rates due to account clean up and dulpicates barring any other explanation from

*January's major donor count was off due to clerical error

Updates

May-18	Jun-18	Jul-18	Aug-18	Sep-18	Oct-18	Nov-18	Dec-18
4/30	5/31	6/30	7/31	8/31	9/30	10/31	
139	144	235	276	245	NA	NA	
3	3	3	3	14	18	24	
\$40.00	\$35.00	\$50.00	\$50.00	\$43.00	\$50.00	\$50.00	
25%	39%	43%	44%	44%	NA	NA	

39	46	50	55	58	68	80
9	12	15	17	20	26	36
32	32	34	34	35	35	35
29%	32%	45%	58%	65%	74%	74%
\$8,550	\$11,300	\$15,940	\$25,090	\$27,596	\$30,046	\$30,196



Finance Committee Minutes October 16, 2018

Mission Statement: The objective of the Finance committee is to support long-term growth and stability through effective stewardship of all financial affairs. This stewardship will include recommendations and counsel to the board and staff related to: current financial situation; financing and mortgage policies, procedures and practices; accounting and control policies, procedures and practices; annual and long-term financial plans.

Facilitator(s): Kimberly McKinney, Julia Hart
Scribe: Sabrina Stahl
Attendees: Stephen Westbrooks, Bob West, John Castagno, Lisa Blamy, Chris Roethli (by phone), Mike Giger, Rob Anderson, Andy Weissler, Roger Brown, Bob Frank, and Rick Sullivan

Approval of Minutes

- Bob West moved to approve the minutes of September 18, 2018. Roger Brown seconded.
- All in attendance approved and there were no objections or abstentions.

Mortgage Loan Fund

- Finalization of the Mortgage Loan Fund is still imminent.
- There have been talks with other banks that may be interested in participation.

Funds from sale of outparcel

- A discussion was initiated about the best uses of money from the sale of the outparcel that was bought along with the building purchase at 3830 S. Grand.
- At their September board meeting, the board requested that the finance committee recommend best uses for the proceeds from the sale of the outparcel, in addition to reconvening the Facility Needs Task Force to make the best decisions regarding the potential sale.
- The preliminary recommendations were to pay down highest cost debt, such as the LOC with Royal Banks, to create a more robust cash position that would seed payroll and healthcare and end reliance on credit cards, and to pay down construction and general payables.
- Questions and discussion included:
 - ReStore expansion and possible use of funds as seed capital.
 - Trucks/Equipment or other capacity building needs.
 - Reserves vs robust cash position
 - 2 vs 3 buckets as related to paying down debt and then having available funds on the line to borrow.
 - Timing of money as related to a possible sale and how needs may fluctuate.



- The final decision from the committee, as it will be presented to the board is as follows:
The committee, on a motion from Rick Sullivan and seconded by Bob West, recommends:
 - ❖ *At least 50% of proceeds be applied to paydown the \$800k Royal Bank line of credit (1% over prime, interest paid through September 30, 2018 = \$35,078) and for this amount to be considered a permanent payoff but for expenses as approved within the annual budget and/or by the Board of Directors.*
 - ❖ *20% or an amount not to exceed \$100,000 for cash reserves within the two organizational operating accounts.*
 - ❖ *The remaining 30% to be applied to debt, either in the form of additional payoff to Royal and/or to vendor accounts payable based on highest need at the time proceeds are received.*

September 2018 Results

- Julia reported a surplus of \$1,125,620 at September 30 vs \$1,034,303 at August 31. Fundraising is at 136% of budgeted revenue, ReStore South Side is at 86% and ReStore Des Peres is at 116% of budget.
- The donated Freightliner truck received in April from Ameren was recorded at a value of \$59k.
- One home has been sold through August 31, but the GAAP and Cash projections reflect 13 homes sold by year end (8 carry forward and 5 new builds).
- The Trending report projects a net surplus of \$494k at year end vs. \$875k budgeted.
- Cash is forecast to end the year at \$83k

Announcement and Adjournment

- Volunteer Appreciation will be held on Sunday October 28 from 12p-3p at the A.B. Biergarten

Next Meeting: November 20, 2018 – Habitat for Humanity Saint Louis
Topics to be covered: October 2018 Financial Statements, 2019 Budget



Leading Edge Committee Meeting Minutes

To: Leading Edge Committee Members and HFHSL Board of Directors
From: Joe Fetter, HFHSL Volunteer Services Manager
Date: October 18, 2018 @ HFHSL Boardroom
Attendees: Bill Schwartz, Kathy Ryan, John Beaury, Paul Tohl, Bob Fayman, Bob Miller, Joe Fetter (HFHSL VSM)
Absent: Brandon Meinert, Erica Flanagan, Bob Frank

I. Welcome – 6:00pm

Paul Tohl, HFHSL Volunteer Services Manager

II. Approved August 2018 Minutes

- a. August 2018 minutes reviewed (committee did not meet in September).
- b. Bill Schwartz moves to accept the minutes as edited. Kathy Ryan seconds.
- c. August 2018 minutes are approved.

III. Sub-Committee 2018 Updates

a. Leadership Recruitment & Retention (R&R) Subcommittee

- i. Review of 2018 CLT numbers and statistics (see meeting agenda)
- ii. Discussion of the lack of CLT opportunities, compared to past years
 1. We haven't had as many build opportunities, and when we do have CLT shifts, we usually have more CLTs sign up than spots we have available.
 2. The committee needs to figure out how to keep CLTs engaged.
 3. Before Kevin Rapp left, he targeted a few CLTs for project managers to pay special attention to, as they're close to being ready to be promoted to CL. The committee should ensure that the project managers continue to keep an eye on these CLTs.
- iii. Mentorship Program Updates
 1. Mentors have received introductory letters and are reaching out to mentees.

b. Leadership Training Sub-Committee

- i. Two-Hour Weeknight Trainings
 1. These trainings could be held during the week, in the construction warehouse.
 2. A staff member would need to be present, and Joe Fetter would be willing to do so.
 3. Paul suggests we could frame a wall in one training, and in subsequent trainings, add to it with siding, door installation, etc.
 4. Bob Miller suggests that the trainings do not have to be detailed. They just need to be general to give people basic skills and understanding.
 5. John Beaury suggests building one wall (over several trainings), and then putting it one of our houses.

- a. There is general consensus that this is a good idea, but building a demo wall (that's not going in a house) would give us more flexibility, as we wouldn't be beholden to the construction schedule, and wouldn't have to worry about storing the finishes product for an extended period.
6. Next steps are to develop a general overview of these types of trainings (general logistics, materials needed, etc) and present this to Kyle for his input.
 - a. John suggests we need a full plan, especially in regards to where we'll store the materials and wall(s) when not in use.
7. Paul will develop initial plan and email it to Bob Miller and Joe Fetter for their feedback/input
 - a. The committee hopes to have the final plans to present to Kyle at the December Construction Committee meeting.

IV. Upcoming LE Committee Meetings

- a. **Leading Edge Committee:** There will be no meeting in November. The next meeting will be on December 13th, and will be followed by Joe taking the committee out to dinner (location TBD).

V. Meeting Adjourned – 7:15pm