

Minutes

DeKalb County Supportive Living Facility Board

May 10, 2017

Note: These minutes are not official until approved by the Supportive Living Facility Board at a subsequent meeting. Please refer to the meeting minutes when these minutes are approved to obtain any changes to these minutes.

Present Directors: Jeff Whelan, Rita Nielsen, Ferald Bryan, Misty Haji-Sheikh, Greg Millburg

Absent Directors: None

Also Present: Bart Becker, Gary Hanson, Gary Winschel

Jeff Whelan called the meeting to order at 7:51 am.

Motion: Rita Nielsen moved to approve the agenda, Misty Haji-Sheikh seconded the motion.

Voice Vote: Jeff Whelan asked for a voice vote on the approval of the agenda. All Members voted yea. Motion carried unanimously.

Public Comments: There were no public comments.

Old Business: None

New Business

Motion: Greg Millburg made a motion to keep the same officers as the Nursing Home Operational Board. Ferald Bryan seconded the motion.

Voice Vote: Jeff Whelan asked for a voice vote on the approval of keeping the same officers as the Nursing Home Operational Board. All Members voted yea. Motion carried unanimously.

Gary Winschel explained to the Board how the Supportive Living Facility Board was developed to provide affordable assisted living for the County/community. Mr. Winschel explained the structure.

Mr. Winschel reviewed the Motion to approve a Resolution of the Board of Directors of DeKalb County Supportive Living Facility NFP, Inc. concerning Pine View Supportive Living Facility, LLC replacing current Manager, BMA Properties, LTD., with Gardant Management Solutions, Inc. All other terms of the Operating Agreement remain unchanged.

Motion: Rita Nielsen made a motion to pass the resolution *“to approve a Resolution of the Board of Directors of DeKalb County Supportive Living Facility NFP, Inc. concerning Pine View Supportive Living Facility, LLC replacing current Manager, BMA Properties, LTD., with Gardant Management Solutions, Inc. All other terms of the Operating Agreement remain unchanged.”* Ferald Bryan seconded the motion.

Voice Vote: Jeff Whelan asked for a voice vote. All Members voted yea. Motion carried unanimously.

Misty Haji-Sheikh, Rita Nielsen, and Jeff Whelan stated that they would like to visit Heritage Woods. Mr. Becker stated that he would contact the Executive Director at Heritage Woods and set up a tour.

Motion: Misty Haji-Sheikh moved to adjourn the meeting, Ferald Bryan seconded the motion. Meeting adjourned at 8:06 a.m.

Respectfully submitted

Bart J. Becker, Recording Secretary

A RESOLUTION OF THE BOARD OF DIRECTORS OF DEKALB COUNTY SUPPORTIVE LIVING FACILITY NOT-FOR-PROFIT AUTHORIZING AMENDMENT OF THE OPERATING AGREEMENT OF PINE VIEW SUPPORTIVE LIVING FACILITY, LLC BY REPLACING THE CURRENT MANAGER, BMA PROPERTIES, LTD., WITH GARDANT MANAGEMENT SOLUTIONS, INC. ALL OTHER TERMS OF THE OPERATING AGREEMENT REMAIN UNCHANGED.

WHEREAS, DeKalb County (the "County") is a non-home rule county, political subdivision of the State of Illinois, and a body corporate with all power and rights of like or similar political subdivisions, acting by and through its County Board (the "County Board"), organized and operating pursuant to the constitution and laws of the State of Illinois; and

WHEREAS, DeKalb County Supportive Living Facility Not-For-Profit (the "Corporation") is a not-for-profit corporation organized and existing under the laws of the State of Illinois, with all power and rights of like or similar corporations, acting by and through its Board of Directors (the "Board of Directors"); and

WHEREAS, the County Board created the Corporation as an instrumentality of the County for the construction, operation and management of a supportive living facility, subject to operational control by the County Board; approved its Articles of Incorporation, as amended, the members of the Board of Directors of the Corporation, and the Bylaws of the Corporation; adopted service delivery standards for the supportive living facility; and approved the management agent of the Project; and

WHEREAS, the Corporation is organized under and shall operate as an Illinois Not-for-Profit Corporation, and has such powers as are now or as may hereafter be granted by the General Not For Profit Corporation Act of 1986 of the State of Illinois ("Not-for-Profit Act"), and particularly to construct, operate and manage a supportive living facility (the "Project), as described and defined under Title 89 of the Illinois Administrative Code Chapter I, Sections 146.200 and 146.205, as amended, to include 76 residential units for residents who are 65 years of age and over, available to persons of low and moderate income, of which no more than 16 of the residential units shall be market rate; and

WHEREAS, the County Board leased certain property to the Corporation for the construction, operation, and management of the Project by the Corporation or its affiliate in accordance with the requirements of the Supportive Living Facility Act (as defined herein) which the Corporation subleased to DeKalb SLF LP d/b/a Heritage Woods of DeKalb (the "Limited Partnership") for the construction, operation, and management of the Project; and

WHEREAS, the Corporation is authorized by the laws of the State of Illinois to do all things necessary or convenient to carry out its affairs, including, without limitation, power to:

purchase, take, receive, lease as lessee, take by gift, devise, or bequest, or otherwise acquire, and to own, hold, hold as trustee, use, and otherwise deal in and with any real or personal property, or any interest therein, situated in or out of the State of Illinois; sell and convey, mortgage, pledge,

lease as lessor, and otherwise dispose of all or any part of its property and assets; purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnership or individuals; incur liabilities; borrow money for its corporate purposes, and to make contracts; conduct its affairs and carry on its operations; be a promoter, partner, member, associate or manager of any partnership, joint venture or other enterprise; and have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; and

WHEREAS, the Corporation is a member of Heritage Woods of DeKalb LLC, the general partner of Limited Partnership, to construct, operate, and manage the Project;


NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE DEKALB COUNTY SUPPORTIVE LIVING FACILITY NOT-FOR-PROFIT DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

That BMA Properties, Ltd, which has resigned as manager of Pine View Supportive Living Facility, LLC, be replaced by Gardant Management Solutions, Inc.

This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Directors of DeKalb County Supportive Living Facility Not-For-Profit this 10th day MAY, 2017.

DEKALB COUNTY SUPPORTIVE LIVING FACILITY NOT-FOR-PROFIT

By 
Its Board Chair