

For the sake of what?

Does this move us in the direction of our mission?

Is this the best use of resources?

Is this the direction we said we want to go?

Our Mission:

Pathway Homes embodies the spirit of recovery: embracing an attitude of hope, self-determination and partnering with each individual on their personal journey toward achieving self-fulfillment and realizing their dreams.

We fulfill our mission by making available to individuals with mental illness and co-occurring disabilities a variety of non-time-limited housing and services to enable them to realize their individual potential.

PATHWAY HOMES, INC.

Board of Directors

Monday, October 6, 2014

7:00 P.M.

10201 Fairfax Blvd., Ste. 200

Fairfax, VA 22030-2209



- 6:30 Social Half-hour
- 7:00 Call to Order
- 7:05 Presentation– State of the Agency
Sylisa Lambert-Woodard, EdD, LCSW, LSATP, MAC
- 7:30 Approval of Minutes of Meeting July 14, 2014*
- 7:35 CEO’s Report – Dr. Sylisa Lambert-Woodard
- 8:00 Treasurer’s Report - Brenda Brennan
- 8:05 Chairperson’s Report and Comments
- 8:15 Committee Reports
1. Philanthropy Committee—Maiko Ashby
 2. Advocacy Committee—Angie Lathrop
 3. Board Development Committee—Maiko Ashby
 - a. 2014 nominations and elections
- 8:30 Old Business
1. Code of Ethics statements
- 8:35 New Business
1. Call for Vote: Emeritus Director—Emil Franks
 2. Audit Committee Scheduling
 3. Resolution for Prince William (PW) CDBG Proposal
 4. Declarations of Economic Interest for PW CDBG Proposal
 5. Resolution for expansion into Central Florida
 6. Drawing for Tuition Reimbursement Lottery
- 8:40 Announcements
1. Help the Homeless Walk—10/25/2014 at Stevenson Place
 2. Resident Holiday Party—12/4/2014 (6-9pm)
 3. Staff Holiday Party—12/12/2014 (12:30-3:30pm)
- 8:45 Adjournment

Executive Session will immediately follow the conclusion of Pathway Recovery, Inc.

* Materials Enclosed in Packet

ADDENDUM TO BOARD AGENDA

October 6, 2014

Pathway Homes is off to an intentional pace this fiscal year. This past quarter is highlighted by tremendous progress on addressing the needs of the chronically homeless, and creating more opportunities for quality services for those with mental illness. This quarter our agency has been recognized regionally, and recruited at the state, national and international arena to share our knowledge and replicate our model. Please review the continued efforts put forth this quarter to remain on course with our vision, mission and strategic plan. I will be pleased to provide any additional information at our board meeting.

Board Matters:

- Emil Franks has dedicated 18 years of exemplary service to the Board of Pathway Homes. Not only has Emil been a pioneer for the field of recovery, he has been an institution of partnership with Pathways and the community as a whole. During the October Board meeting, the Board will vote for consideration of Emil as an Emeritus Director, as well as provide formal acknowledgments of his service. Thank you, Emil, for your service, and a lifetime of influence. You set the bar of commitment high!
- The Philanthropy Committee Report from Maiko Ashby, Treasurer's Report from Brenda Brennan, and Board Development Report from Jennifer McKenzie, are provided as attachments. Please review these reports before the meeting; any questions or clarifications will be addressed during the meeting.
- Pathway Homes continues to work with E&G development group in pre-development and consulting services to pursue the purchase of the Sunrise Assisted Living building in Lorton. The project seeks to partner with Christian Relief Services (CRS) to purchase and redevelop the facility. Pathways has secured the congregate living zoning designation required to pursue this property, and resolved parking restrictions previously impacting the project. In September, the Department of Housing and Community Development (DHCD) Housing Blueprint funding totaling up to \$8.8 million was released. We are currently in the process of writing this proposal, and were recently awarded \$206,000 through the Continuum of Care (COC) reallocation, funding that will be used to provide rental subsidies for 12 of the 55 units designated for consumers. We are still actively pursuing site control, and plan to respond to the DHCD Blueprint RFP in the amount of approximately \$4.8 million. CRS would be designated to own this property with Pathways as the operator. This project would greatly impact the critical need for permanent supportive housing for 55 individuals and 2 live-in counselors. This would be the most significant impact on homelessness that Pathways would have at any one time in our history.
- Pathway Homes will also be submitting a proposal for the COC's largest bonus project offered in the amount of **\$1 million** for additional subsidies to address the remaining

proposed units at the 57-unit Sunrise Assisted Living Facility. If approved, this project would be able to fully subsidize all units proposed. Currently, we have projected 5 2-bedrooms, 12 efficiencies, 38 1-bedrooms, and 2 units set aside for live-in counselors. Submission of the proposal is due 10/1/14.

- Each year, the Fairfax County COC engages in a monitoring and evaluation process of all HUD-funded projects in the COC. Led by the Office to Prevent and End Homelessness (OPEH), the evaluation addresses agency and individual project operations and outcomes through the submission of a completed tool and attachments that are independently reviewed and scored by OPEH staff. This year, additional questions were included in the tool in response to HUD's continued focus on serving chronically homeless individuals as well as a focus on increasing access to employment and increased self-sufficiency for the individuals served in these projects. Pathway Homes, the largest recipient of HUD funding within the COC, performed very well with the highest score in the agency component (22 out of 22 points) and in the project component (59 out of 64 points). Across the COC, agency scores ranged from 10-22 and project scores from 18-59. The scores will be utilized in the ranking process for the 2014 COC Program Competition for HUD funding renewals.
- The annual SuperNoFA has been released, and the HUD Homeless Assistance grant process for our local COC and the grant submission process have begun. Pathways has been awarded 11 renewal Supportive Housing Program and Shelter Plus Care grants, Reallocation project, and projected Bonus Project totaling **\$4,272,069**.
- Pathway Homes has engaged in negotiations to renew our main administrative site lease with the new owner, TransWestern. After several months of aggressive negotiations, we have renewed for an additional 10 years. Over the course of the renegotiated lease, we will save \$169,424 in rent payments due, from 11/2014-10/2025. This is based on the renegotiated square footage cost of \$24.00 compared to our current \$27.84 and seven months of free rent. In addition, we have also gained the \$76,518 in Tenant Improvements for a total savings to be recognized of \$245,942
- Pathway Homes has been in consultation with Bruce V. DeSimone, AICP, Senior Community Housing Officer of the Virginia Housing Development Authority (VHDA) regarding the recent HUD issuance of Section 811 Project Rental Assistance (PRA). The PRA was submitted by the state on behalf of Pathways and other eligible nonprofits, to receive project based rental assistance for permanent affordable housing for people with disabilities receiving long-term community support and services. Pathways has requested up to 25 subsidies to be used in our projected Lorton project and "other" units eligible for this subsidy. The PRA was submitted prior to the unexpected Bonus Project funding announcement. We are awaiting notice of this award by this fall.
- Pathway Homes is still under contract to purchase our new Assisted Living Facility (ALF) in Prince William (PW). Closing is scheduled for 10/30/14. Pathway Homes will utilize the \$225,000 awarded by the Community Services Block Grant (CSBG) from Prince William County for housing acquisition that was approved in April by the Prince

William Board of Supervisors. In addition, we were awarded a VA state DHCD grant in the amount of \$342,000 that will be used to fulfill the purchase price, and provide \$70,000 for projected renovation costs. There has been considerable NIMBYism in the community of purchase, requiring advocacy with the PW Board of Supervisors and community. However, five (5) of the eight (8) individuals that will be served by this program have been selected, and this program is slated to be fully operational in November.

- Pathway Homes responded to an RFP from the Fairfax-Falls Church Community Services Board (CSB) to provide deployed clinical staff on an as-needed basis. This proposal will provide Mental Health Counselors I and II to the CSB to improve the effectiveness and efficiencies within the CSB's behavioral health system. Pathway Homes was awarded this contract effective 4/8/14 and implementation began in July. To date, two new employees have been hired and deployed to the CSB.
- Pathway Homes continues negotiations through invitation from the CSB and DHCD with Robert Pierre Johnson Housing Development Corp. of the National Capital Area (RPJ) to assume their remaining portfolio of approximately \$1.5 million in housing assets (totaling 4 separate properties in South County). RPJ continues to work with a sub-trustee to release gross proceeds from previous foreclosures in order to clear up titles, clear other vendors, and provide sufficient proceeds to allow for needed renovation. Pathway Homes currently has a letter of intent with RPJ for their remaining portfolio. Pathways has utilized the pro bono legal consultation of Marion May, Esquire who specializes in multifamily real estate to provide oversight with intended assumption. Pathway Homes will continue to secure legal consultation prior to any formal contract.
- Executive Leaders Radio Program is the #1 business radio show from Philadelphia through Washington DC. Previous guests include CEOs, CFOs and Presidents of Deloitte Touche, Endo Pharmaceuticals, NFL Films, ING Direct, Universal Health Services, QVC, the Phillies and the Nationals just to name a few. CEOs or Chairmen, of companies in DC, VA, & MD are invited to each receive 12-15 minutes on-air, individually. Sylisa was invited to be a guest and provided an interview that was aired 9/28/13. On www.executiveleadersradio.com, you will see the extended version of the guest roster and have an opportunity to hear the interview.
- The Center for Nonprofit Advancement is pleased to announce five finalists for the tenth annual Gelman, Rosenberg and Freedman EXCEL Award. This competitive award recognizes and spotlights outstanding leadership among Washington-area nonprofit chief executives. Sylisa has been selected as one of the top five finalists for the 2014 Award. Candidates must show leadership excellence in the areas of innovation, motivation, community building, inclusiveness/diversity and/or ethical integrity. The Award Selection Committee, made up of community stakeholders, will select up to three award winners who will each receive a \$5,000 professional development grant to be used for the individual's continued professional development. In addition, each recipient's organization will also receive a \$2,000 professional development grant for staff. Up to two people may be selected as honorable mention recipients. The recipients of the 2014

Award will be announced at the Center's Annual Celebration on November 18. A special thank you to Jennifer McKenzie, Angie Lathrop, Sue Zywakarte, Brenda Brennan, Sherry Meyers, Anna Smith, and Eleanor Vincent, who participated in the on- site interview for this process. You were awesome and greatly appreciated!!

- Ron Wilensky, CEO/Chairman of the Board of Directors of Dave's House, Brain Foundation of Florida, and previous Board Member, has extended an invitation to Pathway Homes to partner with Dave's House in bringing Pathway Homes' expertise and leadership in the field of permanent supportive housing to Central Florida. Pathway Homes Inc. retired CEO, Joel McNair, has recently served on the Brain Foundation Board, and would provide support and consultation for this venture. Attached you will find the formal invitation letter. This item will be discussed under new business.
- E. Geronimo Robinson, MHT, C.A.S., FAAIDD, President, For Those In Need Inc., has extended a formal invitation for Sylisa, on behalf of Pathway Homes, to join a U.S. delegation and be one of the speakers to lecture at the University of Cyprus located in the capital of the country, Nicosia Cyprus. This trip is tentatively scheduled for 4/20/15. Please see attached letter with formal invite.
- Pathway Homes' annual Resident Holiday Party will be held on the evening of December 5th from 6-9 pm. This year's event will be held at the Church of the Good Shepherd located at 9350 Braddock Rd., Burke, VA 22015. All Board Members are invited to come to this event which is always well attended by residents, their families and staff.
- This year's Staff Holiday Party will be held on 12/12/14 at Grevey's Restaurant located at 8130 Arlington Blvd, Falls Church, VA 22042 between the hours of 12:30 and 3:30pm. We look forward to seeing all Board members who can attend!

Lauren Leventhal

From: Sylisa Lambert-Woodard <lambwood@pathwayhomes.org>
Sent: Wednesday, September 24, 2014 11:00 AM
To: Lauren Leventhal
Subject: FW: Invitation from the University of Cyprus
Attachments: epistoli to Geronimo.docx

Please attach both to addendum of board minutes for verification of invite.

Thanks

From: Geronimo Robinson [<mailto:geronimorobinson@hotmail.com>]
Sent: Wednesday, July 09, 2014 3:37 PM
To: lambwood@pathwayhomes.org
Subject: Invitation from the University of Cyprus

[Sylisa Lambert-Woodard, EdD, LCSW, LSATP, MAC](#)

President and Chief Executive Officer

Dear Dr. Woodard:

On behalf of Dr. Phtiaka and myself, I would like to extend a formal invitation for you to join my delegation and be one of the speakers to lecture at the University of Cyprus located in the capital of the country, Nicosia Cyprus. This is the second delegation I am taking to Cyprus and other speakers members of the delegation include the Honorable Rosalyn Dance, member of the House of Delegates for the Commonwealth of Virginia, Dr. Sheryl White Scott, appointed by President Obama in 2012 to be a member of the President's Committee on Persons with Intellectual Disabilities and Dean Bonney, former chair, The Arlington Community Services Board. I am delighted that you wish to participate in this historic journey and look forward to working with you to develop a workshop/lecture that highlights the capabilities and innovative methodologies of Pathway Homes Inc. and also provides you the opportunity for personal and professional development as well.

Best regards,

E. Geronimo Robinson, MHT, C.A.S., FAAIDD
President, For Those In Need Inc.
www.issacandimani.com

Co-founder, Developmental Support Associates, LLC
In-Home and Community Services
Behavioral, Respite and In-Home Supports for Children, Adolescents and Adults
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ΤΜΗΜΑ ΕΠΙΣΤΗΜΩΝ ΤΗΣ ΑΓΩΓΗΣ

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Washington DC

Dear Geromino,

This is a formal letter to invite you and your team of experts (whomever you choose to be a member of this team) to come to Cyprus for an academic visit such as the one you completed some years ago.

The experience of your presence here last time was very useful and constructive, and I do believe that our students and our colleagues would very much benefit from such a visit again. A number of the students you met in your previous visit are now valuable new colleagues in the field, and they would all find a new meeting very rewarding for their current work.

We now have a Master's and a PhD programme in Special and Inclusive Education, so the interaction and the discussion will be even more interesting -I trust- as it will move on an even higher level than previously. I am certain that you will construct a team with the best members the field can offer in all respects, as you have always done in the past.

I look forward to seeing you again soon.

Yours

Helen Phtiaka

Associate Professor

Sociology of Education

and Inclusive Education,

Vice Dean, School of Social and Educational Sciences

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Τηλ. 22 892940/41/42, Fax: 22 753702, 22 377950

PATHWAY HOMES, INC.

Minutes of the Meeting of the Board of Directors July 14, 2014

A quarterly meeting of the Board of Directors was held on July 14, 2014. A quorum being present, the meeting was called to order at 7:10 p.m. by Chairman, Dan Gray. The following individuals were present and participated throughout the meeting:

MEMBERS

Dan Gray, Chair
Jennifer McKenzie, Vice-Chair
Tom Rowe, Secretary & Treasurer
Dara Aldridge
Maiko Ashby
Patrick Chaing
Jennifer Judelsohn
Jim Ross
Sue Zywokarte

STAFF

Sylisa Lambert-Woodard, President & CEO
Brenda F. Brennan, CFO
Eleanor Vincent, COO
Lauren Leventhal, Technology & Quality
Assurance Manager
Anna Smith, Director of Development and
Major Gifts
Shawn Valentine, Controller

The following individuals notified the office or other Board Members that they would not be present for this meeting: Emil Franks and Angie Lathrop.

Also present for the presentation portion of the meeting was Greg Arden, a Pathways consumer volunteer.

PRESENTATION

Employee Satisfaction Survey: Eleanor Vincent, EdD, CSAC; Chief Operating Officer

Eleanor gave a presentation (powerpoint slides enclosed in the Board minutes book) concerning the latest Employee Satisfaction Survey conducted as part of the *Best NonProfits to Work For* process. Pathways has used this outlet to collect employee satisfaction surveys since 2011, and continues to choose it since results are compiled and compared/benchmarked with similar NonProfits across the country. Eleanor presented on a few specific data-points and also provided a summary of noticeable trends.

The Board had questions about the decrease in satisfaction with technology as well as staff reimbursement and cost of living as they impact retention.

Consumer Volunteer Perspective: Greg Arden

Greg provided a little background about himself and his history with Pathway Homes. He also spoke about his experiences as a consumer volunteer at the new Computer Training Center that opened in June 2014. He expressed hope that Pathways will open additional programs of a similar nature in order to allow training and socializing. Greg suggested that dance classes would be something he would be interested in seeing.

Dan Gray thanked Greg for speaking and expressed the appreciation of the Board for Greg's valuable thoughts as a volunteer, advocate and consultant.

MINUTES

Dan Gray called for a motion to approve the minutes from April 14, 2014 as presented. Tom Rowe made a motion to approve, which was seconded by Jim Ross and approved unanimously.

CEO Report – Dr. Sylisa Lambert-Woodard

Sylisa showed presentation boards from the Lorton project and shared that site-control should be forthcoming. There will be a meeting with Gerry Hyland, and a request for \$5 million in Blueprint funds after the RFP is released in August. The project will be for 53-57 units with two Pathways staff on-site. The project will target individuals with disabilities who are chronically homeless.

Dan asked that Sylisa speak to the Russell Road project in Prince William County. Sylisa showed photographs of the single-family home on which Pathways has put a contract. Prince William wants Pathway Homes to be able to expand services into their county and implement the continuum of care in their area. The project will be "ALF-lite" in that it will have a lower level of licensure than Stevenson Place. The home will house 8 residents and be staffed by 6 Pathways employees, one living on-site.

Sylisa invited the Board to the Hearing Voices training to be held on Wednesday, July 16th from 10-11:30AM and again from 12-1:30PM. Board members who will attend should let Eleanor know by Tuesday the 15th.

TREASURER'S REPORT – Brenda Brennan

The Treasurer's Report was distributed prior to the meeting (enclosed in the Board minutes book). Dan noted that the HUD audit ended without any findings and requested additional information about the process. Brenda reported that it was an exceptional audit, but the final written report has not yet been received.

CHAIRPERSON'S REPORT AND COMMENTS – Dan Gray

Dan requested that Directors be aware that after adjourning the meeting for Pathway Homes, Inc., there will be special meetings held for Pathways Living, Inc., Pathway Options, Inc., Pathway Visions, Inc. and Pathway Recovery, Inc. in order to pass adoptions and amended and restated by-laws.

PHILANTHROPY COMMITTEE REPORT – Maiko Ashby

In addition to the written Philanthropy Committee Report (enclosed in the Board minutes book), the committee noted the following:

- Last year was a difficult year, but the loss of 9% donor support was likely due to sequestration issues as well as the restructuring of the Help the Homeless Walk.
- Pathway Homes is hosting its own Help the Homeless Walk on October 25th. The Philanthropic committee would like the Board help with the cost of printing t-shirts. October 1st is the response deadline for event sponsors. Dan requested that the committee follow up with the Board via email about relevant dates, deadlines, and Sylisa requested that the committee make a formal “ask” to the Board at a later date. Jim also encouraged the committee to request information be placed on the Board Portal.
- The *Summer of the Arts Exhibit* is being held at the Lorton Workhouse center August 6-14th. The Artists’ Reception is August 9th from 6-8PM. Dan encouraged the Board to attend.
- September’s Steps to Pathways will be a private, by-invitation-only event for the Board and their friends and family. It will be held after work in order to help introduce people to Pathways without asking for donations. The Board decided to hold this event on Friday, September 19th from 6-8PM. They requested that it be a “wine and cheese” event. Patrick encouraged any Board members with questions or concerns to reach out to the committee.

BOARD DEVELOPMENT – Jennifer McKenzie

Jennifer announced that Sylisa will be meeting with two Board candidates; she also encouraged the Board to seek out others who would increase the depth and breadth of talents within the Board. A Board Development committee meeting will be scheduled in the near future to discuss “honorary” board members from the local community.

PERSONNEL PRACTICES – Dan Gray

Dan reported that the committee endorsed, with the following changes, the 2 personnel policies previously sent out in the Board packet.

- Bereavement Leave policy change: “up to 5 working days of leave”
- Tuition Reimbursement Lottery policy changes: “Employees will be reimbursed for the cost of the completed course, but not to exceed one thousand and three hundred dollars

(\$1300).” And “Part-time employees will be reimbursed on a prorated basis in accordance with their contract hours.”

Dan called for a motion to approve these two policies as amended. A motion was made by Jim Ross, and seconded by Maiko Ashby; it was approved unanimously.

OLD BUSINESS –

Property Tours – Dara toured properties after the April Board meeting, and she encouraged anyone else to take a tour if they are able. She saw some of the older properties and noted that they are well-maintained. Sylisa announced that additional tours could be scheduled in August if there was interest. Jennifer McKenzie and Jennifer Judelsohn both said they would attend.

Resolutions – Sylisa noted that special meetings were held for Pathway Homes, Inc. and Pathways Living, Inc. in order to accommodate changes required for the loan refinance. However, after those amendments were approved, the loan value changed; therefore, new resolutions are required. Sylisa clarified that there was both a quorum and majority in attendance.

MOTION

Dan Gray called for a motion to approve the following resolution: “RESOLVED: that the real estate, together with all improvements thereon, described on Exhibit A hereto shall be transferred to Pathways Living, Inc. by Deed of Gift and Assumption whereby Pathways Living, Inc. assumes all obligations under recorded deeds of trust affecting said real property.”

Jim Ross made a motion to approve, which was seconded by Jennifer McKenzie and approved unanimously.

MOTION

Dan Gray called for a motion to approve the following resolution: “RESOLVED: that Sylisa Lambert-Woodard, as President and Chief Executive Officer of the Corporation, is authorized to execute and bind the Corporation to the terms and conditions of the Deed of Gift and Assumption in addition to all other documents deemed necessary or appropriate to effectuate such transfer, and to incur all reasonable and necessary fees and expenses in connection therewith.”

Jim Ross made a motion to approve, which was seconded by Jennifer McKenzie and approved unanimously.

NEW BUSINESS –

Schedule Home Tours – This was addressed as part of Old Business

Annual Code of Ethics Review – Forms for this annually-required review will be distributed after adjournment for Directors to review and complete. Forms will be distributed to members not in attendance.

Policies and Procedures – The following other policies were previously distributed in the Board Packet: Business Associates Agreements, Holidays and Other Leave, Quality Improvement, Service Records, Telework, Telework Agreement (appendix).

Dan Gray called for a motion to approve the policies as proposed. Jennifer Judelsohn made a motion to approve, which was seconded by Jim Ross and approved unanimously.

ANNOUNCEMENTS –

There were no announcements. Jim Ross did ask about the security question from the last meeting regarding Credible and uploading scans using unsecured wifi. Eleanor and Sylisa clarified that Angie Lathrop had volunteered at that time to find an IT contact at Bank of America who could provide an outside opinion.

ADJOURNMENT

There being no further business, Jennifer McKenzie made a motion to adjourn the meeting. This was seconded by Sue Zywokarte and unanimously approved by the Board.

The meeting was adjourned at 9:18 p.m.

Respectfully submitted,

TREASURER'S REPORT-October 2014

Brenda Brennan, Chief Financial Officer

On Friday, July 25th, Pathway Homes successfully closed on the three refinanced mortgages for Huntington Avenue, Mary Baldwin Drive and Pioneer/Sheldon Drive at the Multifamily Division of the U.S. Department of Housing and Urban Development in Richmond, Va. Sylisa, Brenda and the attorney representing Pathway Homes, Steve Eldridge from Irvin Law Firm, Brad Peasley from Peasley Law Firm representing the lender, Berkadia Commercial Mortgage and four HUD representatives were present. The Payoffs for the three existing mortgages were \$508,906. Legal Fees, Financing Fees, Escrows, Required Repairs and initial deposit to the Reserve for Replacement totaled \$125,635. The new note with Berkadia Commercial Mortgage is for \$657,500 at an annual rate of 4.5%, 4.75% less than the expiring mortgage interest rate, with a maturity date of 35 years, August 1, 2049. An annual savings on the principal and interest payment of \$37,776 will be recognized by the projects. The first mortgage payment is due September 1, 2014.

In addition, the three separate Housing Assistance Payments Contracts (HAPs) were combined into a single contract and renewed at the same monthly contract rent per unit as the expiring annual contract for a twenty year term. The combined project will recognize annually \$137,580 in combined tenant rents and HUD Housing Subsidies.

The properties owned by Pathway Homes, Inc. at 5626 Sheldon Drive and 6215 Pioneer Drive were deeded as a gift to Pathways Living. Effective with the refinancing, the three separate projects have been combined into one project, referenced as Pathway Homes Project in the corporation of Pathways Living, Inc. A new HUD project number has been assigned but the original federal contract identification number for the first Pathway Homes project remains in effect.

Brenda Brennan and Shawn Valentine, Controller, are continuing to work with HUD in ensuring that the new project set-up has been completed accurately while maintaining the history of the projects and the tenants who have resided at the sites. Unfortunately, Pathway Homes was the last project to be refinanced by the closing Richmond Multifamily Office of HUD. The HUD staff who have worked on this closing and have been our Contract Administrators for 25+ years, are no longer working for the Multifamily Division and are unavailable to assist with the transfer of this project from the Richmond Field Office to the DC Field Office. As of this date, the closing paperwork and all contracts have not been sent to the DC Field Office and we have not been assigned a Contract Administrator to assist us with a number of issues that need to be resolved.

Due to the refinancing and combining of the three separate projects into one, there is no longer a need to have two separate bank accounts, Operating and Reserve for Replacement funds, for each of the projects at Huntington, Mary Baldwin and Pioneer/Sheldon. As a result, two bank accounts at PNC and one account at SunTrust Bank have been closed.

As mentioned during the last Board Meeting, The U.S. Department of Housing and Urban Development (HUD) conducted a Management Occupancy Review and Audit of the Shelter Plus Care Grant SPC1C, VA0101L3G0011205 for the period April 1, 2013 through March 31, 2014. Walter Elmore, the Community Planning and Development Representative was on site from June 24 through June 26 reviewing; Client and Participant records and eligibility, Overall Program Management and Financial Management with both DHCD and Pathway Homes, the Supportive Services provided and the ongoing assessments of those services to clients with the documentation of match. We have received the monitoring results from Mr. Elmore and were pleased, but not surprised, that “the monitoring resulted in no findings and no concerns”.

Pathway Homes once again engaged the services of the auditors from the CohenReznick Group to conduct the audit on the Tax Sheltered Annuity Plan 403(b) and the Financial and Compliance audits for the corporations of; Pathway Homes, Pathways Living, Pathway Options, Pathway Visions and Pathways Recovery. The TSA audit fieldwork was for five days beginning on July 28 with a team of three individuals. The following Monday, August 4, the Financial and Compliance audit began for 16 days with a team of four individuals. We are pleased that there were no audit issues or concerns noted. There will not be an issuance again this year of a Management Letter. The financial statements for; the combined Pathway Group, Pathway Homes, Pathways Living and Pathway Visions have been completed. Work has just begun on the completion of the tax returns for each of the corporations. We anticipate having everything completed by the end of the month. The audit committee of the Board of Directors will be scheduling a meeting with the auditors from CohenReznick to occur during the early part of November.

Pathway Visions, Inc., will be closing two accounts at SunTrust Bank and opening two new accounts at Capital One Bank to move the funds from Reserve for Replacement and Residual Receipts. The transfer of these funds to a new bank is warranted to establish ourselves with a new lending institution and reduce the amount of service charges and fees charged by SunTrust that Capital One will waive for new accounts.

September 24, 2014 - Philanthropic Report – FY2015 – 1st Quarter

Committee Members: Maiko Ashby, Chair, Patrick Chaing, Emil Franks, Sue Zywokarte and Jennifer Judelsohn

- FY15 1Q Contribution Total (07/01/2014 – 9/24/2014) - \$15,120 – **FY2015 Goal \$200,000**
 - Campaign Updates:
 - *Un-Restricted Funding*: FY15-1Q: \$3,541
 - *Help The Homeless*: FY15-1Q: \$8,010; \$7,500 in sponsorships received; \$510 in Walker Registrations and Donations – Goal \$30,000
 - *Technology Campaign*:
 - Campaign Total: \$282,753; Remaining Amount \$102,247 on \$385,000 goal.
 - *Summer of the Arts-Karen Free Fund (Includes FY14 Contributions)*: \$1,345 – Residents netted \$308 from the sale of their art! Thank you very much Jennifer Judelsohn for curating and advising!
 - 1Q - Grant Update:
 - *Submitted*: \$150,000
 - *Received*: \$0
 - *Pending*: \$230,000 (Carry-over FY14 grant requests pending)
 - Upcoming Philanthropic Events:
 - October 16, November 20 and December 18 “Steps to Pathways” Information Sessions
 - Help the Homeless Walk – Saturday, October 25th – Stevenson Place
 - “Steps to Pathways” Fundraising Breakfast – March 4, 2015
 - Awards: Dr. Sylisa Lambert-Woodard was nominated and is a finalist for the Gelman EXEL Award recognizing the top nonprofit CEO’s in the Washington DC region.
 - **Calls to Action**:
 - BRING YOUR CHECKBOOKS/CREDIT CARDS TO THE BOARD MEETING ☺ Board Sponsorship for Help the Homeless Walk – Contributions due by October 15, 2014
 - Please register, attend and promote walk to friends and family.
 - **Board Member Kudos**: The Board met the call to action in a big way this past quarter!
 - Six board members attended the “Summer of the Arts” exhibit and many made some fantastic purchases. Jennifer McKenzie, Dara Aldridge, Maiko Ashby, Patrick Chaing, James Ross and Sue Zywokarte thank you for supporting this event and spending time with our artists!
 - Three Board members passionately shared the stellar attributes of our Pathway Homes CEO during the Gelman Award site visit on September 11th. Thank you Jennifer McKenzie, Sue Zywokarte and Maiko Ashby!
 - Twenty-four people including seven board members and fourteen of their invited guests attended the September 19th Steps to Pathways Wine and Cheese Reception. The guests were able to actively network with our leadership and learn more about the wonderful individuals that we serve. Dara Aldridge brought five guests—Thank you Dara! Also, thank all the board attendees who brought and mingled with invited guests: Dan Gray, Jennifer McKenzie, Dara Aldridge, Maiko Ashby, Jennifer Judelsohn, James Ross and Sue Zywokarte.
 - Of course, also thank you to the Philanthropic Committee who met twice this quarter and made all the above possible!

October 6, 2014 – Board Development Report –FY2015 – 1Q

Committee Members: Jennifer McKenzie, Committee Chair, Dan Gray, Jim Ross, Maiko Ashby

The board and staff presented three candidates for review. Dan and Sylisa met with all three candidates during the past quarter. They shared their recommendations and ratings with the Board Development Committee. One candidate withdrew his name from contention and the Committee felt the remaining two candidates, while possessing many strong qualities, did not have the identified priority skill sets of communication and finance. The Committee continues to solicit recommendations from the board and tactics to broaden our search beyond personal contacts.

The Committee considered options for retaining non-board members in an advisory capacity through inclusion on committees. Additionally, the board explored the advantages and disadvantages of adding an honorary board member designation to the by-laws. The Committee has no recommendation on either issue at this time, but welcomes comments from the wider board.



**PATHWAY HOMES, INC.
BOARD OF DIRECTORS**

REPORT OF THE NOMINATING COMMITTEE

The Nominating Committee of the Board of Directors of Pathway Homes is pleased to recommend the nomination of the following slate of officers for the October 2014 – October 2015 Year:

Chairperson – Dan Gray

Vice-Chairperson – Jennifer McKenzie

Treasurer – Tom Rowe

Submitted By:

Secretary/Treasurer

President & CEO

In addition, the committee recommends the re-election of the following Board members for a three-year term, which will expire in October 2017:

Jennifer Judelsohn, LCSW

Submitted By:

Secretary/Treasurer

President & CEO

Motion: The Board of Directors of Pathway Homes endorses the FY2016 Community Development Block Grant (CDBG) application for Pathways to Prince William Independence in the amount of \$225,000. If applicable, the Board authorizes the matching funds for this request in the amount of \$25,000.

Further it is understood that the total amount of assistance provided, plus a share of the market appreciation of the Property, will be secured through a Deed of Trust on the property for 30 years. The trust will become payable if the property ceases to be utilized for the intended purpose of purchase, or is sold, or the primary loan is refinanced for the purpose of removing equity from the property, or the borrower fails or neglects to pay the taxes, assessments, or premiums for hazard, flood (if required) or mortgage insurance, or terms of the deed of trust are violated whichever occurs first. After 30 years, the loan is forgiven.

The share of market appreciation is the amount of funds the borrower must pay the County, in addition to the principal balance of the Loan, due to increased market value of the property at the time of resale, or repayment of the Loan prior to the end of the affordability period. Market value will be the greater of the contract sales price, or the value as determined by a licensed appraiser at the expense of the borrower which is acceptable to the County. The County's share of the market appreciation of the property will be calculated prior to deductions for real estate fees/commissions, settlement fees, judgments, liens or considerations for home improvements made by the Borrower and will equal the product of the market value at the time of sale or refinance, minus the original total acquisition cost multiplied by a fraction, the numerator of which is the principal sum of the Loan and the denominator is the property's original total acquisition cost.

Example:	Market Value at time of sale:	\$300,000
	Original Total Acquisition cost:	-\$200,000
	Amount of Market Appreciation:	\$100,000
	Principal Sum of Loan:	\$75,000
	Fraction:	$\$75,000/\$200,000 = .38$
	County Share of Market Appreciation:	$\$100,000 \times .38 = \$38,000$
	Borrower Share of Market Appreciation:	$\$100,000 \times .62 = \$62,000$

In the event of foreclosure by the First Lender, the County, at its sole discretion, may release the Borrower from their obligation to repay the entire principal and a share of the total market appreciation, or a portion thereof. These stipulations are set forth in the Deed of Trust, and Note.

Subordination of Loan – All Loans will not be subordinated at any time during the deferral or repayment period to a home equity loan, reverse mortgage or any other form of refinance of the first trust that result in removal of equity from the property for any reason (i.e. cash, loan consolidation, debt repayment, home improvements, education expenses, etc.).

#13 BOARD MEMBER DECLARATION OF ECONOMIC INTEREST

Each Board Member must sign this Declaration of Economic Interest to verify that they have no financial interest in the proposed project. If the Board Member does have a financial interest they must recues themselves form voting on any action involving the proposed project.

The proposed project may affect the market value of real property in the vicinity of the project site.

	Yes	No
a. Do you have a financial interest in real property located within 2,500 feet of the project site?		
b. Have you rendered professional services concerning real property located within 2,500 feet of the project site?		
c. Have received income from real property that is located within 2,500 feet of the project site?		

The proposed project may affect businesses in the vicinity of the project site.

	Yes	No
a. Do you have financial interest in a business located within 2,500 feet of the project site?		
b. Have you rendered professional services concerning a business that is located within 2,500 feet of the project site?		
c. Have you received income from a business that is located within 2,500 feet of the project site?		

	Yes	No
Do you have a spouse or other family member who has a financial interest in any such real property or business?		

I certify that that the responses to the questions above are true and correct.

Name of Applicant Organization	Pathway Homes, Inc.
Board Member Title	
Board Member Name	
Phone	
Signature of Board Member	
Date	



P. O. Box 1466 | Windermere, Florida 34786 | Phone: 407-492-0422

September 25, 2014

Mrs. Sylisa Lambert-Woodard
Pathway Homes, Inc.
10201 Fairfax Blvd., Suite 200
Fairfax, VA 22030

Dear Sylisa,

We appreciate the couple of recent discussions that Lin and I have had with you by phone regarding Dave's House mission and goals and the state of homelessness in the Orlando and Orange County areas. As you know, the Executive Director of the Central Florida Commission on Homelessness, Andrae Bailey, with whom we are working, has consistently emphasized that Orlando is one of "the most behind cities in the country" in the issue of homelessness and that there are virtually no effective or experienced providers of permanent supportive housing in this area. Recently, as these facts and the work of Dave's House, have come more to the forefront in the media and with local government, there has been significant momentum building toward funding opportunities for developing critically needed permanent supportive housing, particularly for chronically homeless adults.

The purpose of this letter is to serve as an invitation to Pathway Homes to partner with Dave's House in bringing Pathway Homes' expertise and leadership in the field of permanent supportive housing to Central Florida. Andrae Bailey is aware of Pathways' strong track record and years of success as a best practice, housing first and recovery-based organization, and he is highly supportive and encouraging of this partnership.

There promises to be numerous funding opportunities available in the future for program development, and we would very much like to continue exploring ways in which we could together bring Pathway's outstanding model of success to this area.

We hope to talk with you again soon, and we send our best regards to all of Pathway's Board and excellent staff.

Best regards,

Ron Wilensky
CEO/Chairman, Board of Directors

Motion: The Board of Directors of Pathway Homes moves to accept the invitation to partner with Dave's House to bring Pathways' expertise, leadership, and possible expansion of services in the field of permanent supportive housing to Central Florida.

For the sake of what?

Does this move us in the direction of our mission?

Is this the best use of resources?

Is this the direction we said we want to go?

Our Mission:

Pathway Homes embodies the spirit of recovery: embracing an attitude of hope, self-determination and partnering with each individual on their personal journey toward achieving self-fulfillment and realizing their dreams.

We fulfill our mission by making available to individuals with mental illness and co-occurring disabilities a variety of non-time-limited housing and services to enable them to realize their individual potential.

PATHWAYS LIVING, INC.

Mary Baldwin Dr. & Huntington Ave.

Four three-bedroom homes for
six men and six women

Board of Directors

**Monday, October 6, 2014
10201 Fairfax Blvd., Ste. 200
Fairfax, VA 22030-2209**



- 8:45 Call to Order
- 8:50 Approval of Minutes of Meeting April 14, 2014*
Approval of Minutes of Special Meeting July 14, 2014*
- 8:55 CEO's Report – Dr. Sylisa Lambert-Woodard
- 9:00 Treasurer's Report - Brenda Brennan
- 9:05 Chairperson's Report and Comments
- 9:10 Committee Reports
- 9:15 Old Business
- 9:20 New Business
- 9:25 Announcements
- 9:30 Adjournment

* Materials Enclosed in Packet

PATHWAYS LIVING, INC.
(Mary Baldwin Drive & Huntington Avenue)
Four three-bedroom homes for six men and six women

Minutes of the Meeting of the
Board of Directors
April 14, 2014

The semi-annual meeting of the Board of Directors was held on April 14, 2014. A quorum being present, the meeting was called to order at 8:08 p.m. by Chairman, Dan Gray. The following individuals were present and participated throughout the meeting:

MEMBERS

Dan Gray, Chair
Tom Rowe, Secretary & Treasurer
Dara Aldridge
Patrick Chaing *via telephone*
Emil Franks
Angie Lathrop
Jim Ross

STAFF

Sylisa Lambert-Woodard, President & CEO
Brenda F. Brennan, CFO
Eleanor Vincent, COO
Lauren Leventhal, Technology & Quality
Assurance Manager
Anna Smith, Director of Development and
Major Gifts

The following individuals notified the office or other Board Members that they would not be present for this meeting: Maiko Ashby, Jennifer Judelsohn, Jennifer McKenzie, and Sue Zywokarte.

MINUTES

Dan Gray called for a motion to approve the minutes from October 14, 2013 as presented. Jim Ross made a motion to approve, which was seconded by Angie Lathrop and approved unanimously.

Dan Gray called for a motion to approve the minutes as presented from the special meeting of the Board of Directors of Pathway Homes held on March 20, 2014. Angie Lathrop made a motion to approve, which was seconded by Jim Ross and approved unanimously.

CEO REPORT – Sylisa Lambert-Woodard

The Addendum to the Board Agenda was distributed prior to the meeting and is enclosed in the Board minutes book.

TREASURER'S REPORT - Brenda Brennan

The Treasurer's Report was distributed prior to the meeting, and Brenda commented that the balance and financial sheets are for informational purposes (enclosed in the Board minutes book).

CHAIRPERSON'S REPORT – Dan Gray

There was no report.

OLD BUSINESS

There was no old business.

NEW BUSINESS

There was no new business.

ANNOUNCEMENTS

1. Cookout will be held at Nottoway Park on May 31st at noon.

There being no further business Angie Lathrop made a motion to adjourn the meeting. This was seconded by Jim Ross.

The meeting was adjourned at 8:10 p.m.

Respectfully submitted,

PATHWAYS LIVING, INC.

Minutes of the Special Meeting of the Board of Directors

July 14, 2014

A special meeting of the Board of Directors was held on July 14, 2014. Dan Gray called the meeting to order at 9:19 p.m. The following individuals were present and participated throughout the meeting:

MEMBERS

Dan Gray, Chair
Jennifer McKenzie, Vice-Chair
Tom Rowe, Secretary & Treasurer
Dara Aldridge
Maiko Ashby
Patrick Chaing
Jennifer Judelsohn
Jim Ross
Sue Zywokarte

STAFF

Sylisa Lambert-Woodard, President & CEO
Brenda F. Brennan, CFO
Eleanor Vincent, COO
Lauren Leventhal, Technology & Quality
Assurance Manager
Anna Smith, Director of Development and
Major Gifts

The following individuals notified the office or other Board Members that they would not be present for this meeting: Emil Franks and Angie Lathrop.

MOTION

Dan Gray called for a motion to approve the following resolution: “RESOLVED: that the Amended and Restated Bylaws of the Corporation attached hereto as Exhibit A are hereby adopted.”

Jim Ross made a motion to approve, which was seconded by Patrick Chaing and approved unanimously.

MOTION

Dan Gray called for a motion to approve the following resolution: “RESOLVED: That all prior acts of the Board of Directors are hereby ratified and confirmed.”

Jim Ross made a motion to approve, which was seconded by Patrick Chaing and approved unanimously.

MOTION

Dan Gray called for a motion to approve the following resolution: “RESOLVED: that the transfer of real estate, together with all improvements thereon, described on Exhibit A hereto by Deed of Gift and Assumption from Pathway Homes, Inc. shall be accepted and the Corporation shall assume the obligations under recorded deeds of trust affecting such real property.”

Jim Ross made a motion to approve, which was seconded by Patrick Chaing and approved unanimously.

MOTION

Dan Gray called for a motion to approve the following resolution: “RESOLVED: that Sylisa Lambert-Woodard, as President and Chief Executive Officer of the Corporation, is authorized to execute and bind the Corporation to the terms and conditions of any and all documents required to effectuate such transfer and to incur all reasonable and necessary fees and expenses in connection therewith.”

Jim Ross made a motion to approve, which was seconded by Patrick Chaing and approved unanimously.

MOTION

Dan Gray called for a motion to approve the following resolution: “RESOLVED: that the Corporation is authorized to borrow from Berkadia Commercial Mortgage, LLC (the “Lender”) \$657,500.00 secured by a first lien on all property of the Corporation (or so much thereof as may be required by the Lender) and insured by the Department of Housing and Urban Development (“HUD”) under Section 207 pursuant to Section 223(f) of the National Housing Act, as amended.”

Jim Ross made a motion to approve, which was seconded by Patrick Chaing and approved unanimously.

MOTION

Dan Gray called for a motion to approve the following resolution: “RESOLVED: that Sylisa Lambert-Woodard, as President and Chief Executive Officer of the Corporation, is authorized to execute and bind the Corporation to the terms and conditions of the Note, Security Instrument and Regulatory Agreement in addition to all documents required by the Lender or HUD, to incur all reasonable and necessary fees and expenses in connection therewith, and to execute and deliver on behalf of the Corporation all other documents that she deems necessary or appropriate to secure and fund said loan.”

Jim Ross made a motion to approve, which was seconded by Patrick Chaing and approved unanimously.

ADJOURNMENT

There being no further business, Jim Ross made a motion to adjourn the meeting. This was seconded by Dara Aldridge and unanimously approved by the Board.

The meeting was adjourned at 9:23 p.m.

Respectfully submitted,

DRAFT



**PATHWAY LIVING, INC.
BOARD OF DIRECTORS**

REPORT OF THE NOMINATING COMMITTEE

The Nominating Committee of the Board of Directors of Pathway Homes is pleased to recommend the nomination of the following slate of officers for the October 2014 – October 2015 Year:

Chairperson – Dan Gray

Vice-Chairperson – Jennifer McKenzie

Treasurer – Tom Rowe

Submitted By:

Secretary/Treasurer

President & CEO

In addition, the committee recommends the re-election of the following Board members for a three-year term, which will expire in October 2017:

Jennifer Judelsohn, LCSW

Submitted By:

Secretary/Treasurer

President & CEO

For the sake of what?

Does this move us in the direction of our mission?

Is this the best use of resources?

Is this the direction we said we want to go?

Our Mission:

Pathway Homes embodies the spirit of recovery: embracing an attitude of hope, self-determination and partnering with each individual on their personal journey toward achieving self-fulfillment and realizing their dreams.

We fulfill our mission by making available to individuals with mental illness and co-occurring disabilities a variety of non-time-limited housing and services to enable them to realize their individual potential.

PATHWAY OPTIONS, INC.

Blake Lane

One three-bedroom townhouse for three men

Board of Directors

**Monday, October 6, 2014
10201 Fairfax Blvd., Ste. 200
Fairfax, VA 22030-2209**



- 9:30 Call to Order
- 9:35 Approval of Minutes of Meeting April 14, 2014*
Approval of Minutes of Special Meeting July 14, 2014*
- 9:40 CEO's Report – Dr. Sylisa Lambert-Woodard
- 9:45 Treasurer's Report - Brenda Brennan
- 9:50 Chairperson's Report and Comments
- 9:55 Committee Reports
- 10:00 Old Business
- 10:05 New Business
- 10:10 Announcements
- 10:15 Adjournment

* Materials Enclosed in Packet

PATHWAYS OPTIONS, INC.

(Blake Lane)

One three-bedroom townhouse for three men

Minutes of the Meeting of the Board of Directors April 14, 2014

The semi-annual meeting of the Board of Directors was held on April 14, 2014. A quorum being present, the meeting was called to order at 8:10 p.m. by Chairman, Dan Gray. The following individuals were present and participated throughout the meeting:

MEMBERS

Dan Gray, Chair
Tom Rowe, Secretary & Treasurer
Dara Aldridge
Patrick Chaing *via telephone*
Emil Franks
Angie Lathrop
Jim Ross

STAFF

Sylisa Lambert-Woodard, President & CEO
Brenda F. Brennan, CFO
Eleanor Vincent, COO
Lauren Leventhal, Technology & Quality
Assurance Manager
Anna Smith, Director of Development and
Major Gifts

The following individuals notified the office or other Board Members that they would not be present for this meeting: Maiko Ashby, Jennifer Judelsohn, Jennifer McKenzie, and Sue Zywokarte.

MINUTES

Dan Gray called for a motion to approve the minutes from October 14, 2013 as presented. Tom Rowe made a motion to approve, which was seconded by Jim Ross and approved unanimously.

CEO REPORT – Sylisa Lambert-Woodard

The Addendum to the Board Agenda was distributed prior to the meeting and is enclosed in the Board minutes book.

TREASURER'S REPORT - Brenda Brennan

The Treasurer's Report was distributed prior to the meeting, and Brenda commented that the balance and financial sheets are for informational purposes (enclosed in the Board minutes book).

CHAIRPERSON'S REPORT – Dan Gray

There was no report.

OLD BUSINESS

There was no old business.

NEW BUSINESS

Not having a two-thirds (2/3) majority, the Board agreed to hold a special Board meeting on July 14th after the regularly-scheduled Pathway Homes, Inc. meeting in order to pass revisions to the Articles of Incorporation and ByLaws.

ANNOUNCEMENTS

1. Cookout will be held at Nottoway Park on May 31st at noon.
2. The next Board meeting will be held July 14th

There being no further business Angie Lathrop made a motion to adjourn the meeting. This was seconded by Tom Rowe.

The meeting was adjourned at 8:11 p.m.

Respectfully submitted,

PATHWAY OPTIONS, INC.

Minutes of the Special Meeting of the Board of Directors July 14, 2014

A special meeting of the Board of Directors was held on July 14, 2014. Dan Gray called the meeting to order at 9:23 p.m. The following individuals were present and participated throughout the meeting:

MEMBERS

Dan Gray, Chair
Jennifer McKenzie, Vice-Chair
Tom Rowe, Secretary & Treasurer
Dara Aldridge
Maiko Ashby
Patrick Chaing
Jennifer Judelsohn
Jim Ross
Sue Zywokarte

STAFF

Sylisa Lambert-Woodard, President & CEO
Brenda F. Brennan, CFO
Eleanor Vincent, COO
Lauren Leventhal, Technology & Quality
Assurance Manager
Anna Smith, Director of Development and
Major Gifts

The following individuals notified the office or other Board Members that they would not be present for this meeting: Emil Franks and Angie Lathrop.

MOTION

Dan Gray called for a motion to approve the following resolution: "RESOLVED: that Wayne Gardella is hereby elected as a director of the Corporation, effective immediately."

Maiko Ashby made a motion to approve, which was seconded by Jennifer McKenzie and approved unanimously.

MOTION

Dan Gray called for a motion to approve the following resolution: "RESOLVED: that the Amended and Restated Bylaws of the Corporation and the Amended and Restated Articles of Incorporation presented this day are hereby adopted."

Maiko Ashby made a motion to approve, which was seconded by Jennifer McKenzie and approved unanimously.

MOTION

Dan Gray called for a motion to approve the following resolution: "RESOLVED: that the President and/or the Chief Executive Officer is authorized and directed to execute and file Articles of Restatement with the Virginia State Corporation Commission and to take any and all other actions deemed necessary or appropriate to effectuate the Amended and Restated Articles of Incorporation."

Maiko Ashby made a motion to approve, which was seconded by Jennifer McKenzie and approved unanimously.

MOTION

Dan Gray called for a motion to approve the following resolution: "RESOLVED: that the resignation of Wayne Gardella the Board of Directors of the Corporation is accepted, effective immediately."

Maiko Ashby made a motion to approve, which was seconded by Jennifer McKenzie and approved unanimously.

MOTION

Dan Gray called for a motion to approve the following resolution: "RESOLVED: that all prior acts of the Board of Directors are hereby ratified and confirmed."

Maiko Ashby made a motion to approve, which was seconded by Jennifer McKenzie and approved unanimously.

ADJOURNMENT

There being no further business, Tom Rowe made a motion to adjourn the meeting. This was seconded by Jennifer McKenzie and unanimously approved by the Board.

The meeting was adjourned at 9:25 p.m.

Respectfully submitted,



**PATHWAY OPTIONS, INC.
BOARD OF DIRECTORS**

REPORT OF THE NOMINATING COMMITTEE

The Nominating Committee of the Board of Directors of Pathway Homes is pleased to recommend the nomination of the following slate of officers for the October 2014 – October 2015 Year:

Chairperson – Dan Gray

Vice-Chairperson – Jennifer McKenzie

Treasurer – Tom Rowe

Submitted By:

Secretary/Treasurer

President & CEO

In addition, the committee recommends the re-election of the following Board members for a three-year term, which will expire in October 2017:

Jennifer Judelsohn, LCSW

Submitted By:

Secretary/Treasurer

President & CEO

For the sake of what?

Does this move us in the direction of our mission?

Is this the best use of resources?

Is this the direction we said we want to go?

Our Mission:

Pathway Homes embodies the spirit of recovery: embracing an attitude of hope, self-determination and partnering with each individual on their personal journey toward achieving self-fulfillment and realizing their dreams.

We fulfill our mission by making available to individuals with mental illness and co-occurring disabilities a variety of non-time-limited housing and services to enable them to realize their individual potential.

PATHWAY VISIONS, INC.

**Arlington Blvd, Colts Neck,
Locust and Mosby Woods**

Four two-bedroom condominiums
for four men and four women

Board of Directors

**Monday, October 6, 2014
10201 Fairfax Blvd., Ste. 200
Fairfax, VA 22030-2209**



10:15 Call to Order

10:20 Approval of Minutes of Meeting April 14, 2014*
Approval of Minutes of Special Meeting July 14, 2014*

10:25 CEO's Report – Dr. Sylisa Lambert-Woodard

10:30 Treasurer's Report - Brenda Brennan

10:35 Chairperson's Report and Comments

10:40 Committee Reports

10:45 Old Business

10:50 New Business

10:55 Announcements

11:00 Adjournment

* Materials Enclosed in Packet

PATHWAYS VISIONS, INC.

(Arlington Blvd., Colts Neck, Locust & Mosby Woods)

Four two-bedroom condominiums for four men and four women

Minutes of the Meeting of the Board of Directors April 14, 2014

The semi-annual meeting of the Board of Directors was held on April 14, 2014. A quorum being present, the meeting was called to order at 8:12 p.m. by Chairman, Dan Gray. The following individuals were present and participated throughout the meeting:

MEMBERS

Dan Gray, Chair
Tom Rowe, Secretary & Treasurer
Dara Aldridge
Patrick Chaing *via telephone*
Emil Franks
Angie Lathrop
Jim Ross

STAFF

Sylisa Lambert-Woodard, President & CEO
Brenda F. Brennan, CFO
Eleanor Vincent, COO
Lauren Leventhal, Technology & Quality
Assurance Manager
Anna Smith, Director of Development and
Major Gifts

The following individuals notified the office or other Board Members that they would not be present for this meeting: Maiko Ashby, Jennifer Judelsohn, Jennifer McKenzie, and Sue Zywokarte.

MINUTES

Dan Gray called for a motion to approve the minutes from October 14, 2013 as presented. Emil Franks made a motion to approve, which was seconded by Jim Ross and approved unanimously.

CEO REPORT – Sylisa Lambert-Woodard

The Addendum to the Board Agenda was distributed prior to the meeting and is enclosed in the Board minutes book.

TREASURER'S REPORT - Brenda Brennan

The Treasurer's Report was distributed prior to the meeting, and Brenda commented that the balance and financial sheets are for informational purposes (enclosed in the Board minutes book)

CHAIRPERSON'S REPORT – Dan Gray

There was no report.

OLD BUSINESS

There was no old business.

NEW BUSINESS

Not having a two-thirds (2/3) majority, the Board agreed to hold a special Board meeting on July 14th after the regularly-scheduled Pathway Homes, Inc. meeting in order to pass revisions to the Articles of Incorporation and ByLaws.

ANNOUNCEMENTS

1. Cookout will be held at Nottoway Park on May 31st at noon.
2. The next Board meeting will be held July 14th

There being no further business Angie Lathrop made a motion to adjourn the meeting. This was seconded by Jim Ross.

The meeting was adjourned at 8:13 p.m.

Respectfully submitted,

PATHWAY VISIONS, INC.

Minutes of the Special Meeting of the Board of Directors

July 14, 2014

A special meeting of the Board of Directors was held on July 14, 2014. Dan Gray called the meeting to order at 9:25 p.m. The following individuals were present and participated throughout the meeting:

MEMBERS

Dan Gray, Chair
Jennifer McKenzie, Vice-Chair
Tom Rowe, Secretary & Treasurer
Dara Aldridge
Maiko Ashby
Patrick Chaing
Jennifer Judelsohn
Jim Ross
Sue Zywokarte

STAFF

Sylisa Lambert-Woodard, President & CEO
Brenda F. Brennan, CFO
Eleanor Vincent, COO
Lauren Leventhal, Technology & Quality
Assurance Manager
Anna Smith, Director of Development and
Major Gifts

The following individuals notified the office or other Board Members that they would not be present for this meeting: Emil Franks and Angie Lathrop.

MOTION

Dan Gray called for a motion to approve the following resolution: "RESOLVED: that Wayne Gardella is hereby elected as a director of the Corporation, effective immediately."

Dara Aldridge made a motion to approve, which was seconded by Jennifer Judelsohn and approved unanimously.

MOTION

Dan Gray called for a motion to approve the following resolution: "RESOLVED: that the Amended and Restated Bylaws of the Corporation and the Amended and Restated Articles of Incorporation presented this day are hereby adopted."

Dara Aldridge made a motion to approve, which was seconded by Jennifer Judelsohn and approved unanimously.

MOTION

Dan Gray called for a motion to approve the following resolution: "RESOLVED: that the President and/or the Chief Executive Officer is authorized and directed to execute and file Articles of Restatement with the Virginia State Corporation Commission and to take any and all other actions deemed necessary or appropriate to effectuate the Amended and Restated Articles of Incorporation."

Dara Aldridge made a motion to approve, which was seconded by Jennifer Judelsohn and approved unanimously.

MOTION

Dan Gray called for a motion to approve the following resolution: "RESOLVED: that the resignation of Wayne Gardella the Board of Directors of the Corporation is accepted, effective immediately."

Dara Aldridge made a motion to approve, which was seconded by Jennifer Judelsohn and approved unanimously.

MOTION

Dan Gray called for a motion to approve the following resolution: "RESOLVED: that all prior acts of the Board of Directors are hereby ratified and confirmed."

Dara Aldridge made a motion to approve, which was seconded by Jennifer Judelsohn and approved unanimously.

ADJOURNMENT

There being no further business, Dara Aldridge made a motion to adjourn the meeting. This was seconded by Jennifer Judelsohn and unanimously approved by the Board.

The meeting was adjourned at 9:26 p.m.

Respectfully submitted,



**PATHWAY VISIONS, INC.
BOARD OF DIRECTORS**

REPORT OF THE NOMINATING COMMITTEE

The Nominating Committee of the Board of Directors of Pathway Homes is pleased to recommend the nomination of the following slate of officers for the October 2014 – October 2015 Year:

Chairperson – Dan Gray

Vice-Chairperson – Jennifer McKenzie

Treasurer – Tom Rowe

Submitted By:

Secretary/Treasurer

President & CEO

In addition, the committee recommends the re-election of the following Board members for a three-year term, which will expire in October 2017:

Jennifer Judelsohn, LCSW

Submitted By:

Secretary/Treasurer

President & CEO

For the sake of what?

Does this move us in the direction of our mission?

Is this the best use of resources?

Is this the direction we said we want to go?

Our Mission:

Pathway Homes embodies the spirit of recovery: embracing an attitude of hope, self-determination and partnering with each individual on their personal journey toward achieving self-fulfillment and realizing their dreams.

We fulfill our mission by making available to individuals with mental illness and co-occurring disabilities a variety of non-time-limited housing and services to enable them to realize their individual potential.

PATHWAY RECOVERY, INC.

Community Housing and Development Organization
(CHDO)

Board of Directors

**Monday, October 6, 2014
10201 Fairfax Blvd., Ste. 200
Fairfax, VA 22030-2209**



- 11:00 Call to Order
- 11:05 Approval of Minutes of Meeting October 14, 2013*
Approval of Minutes of Meeting April 14, 2014*
Approval of Minutes of Special Meeting July 14, 2014*
- 11:10 CEO's Report – Dr. Sylisa Lambert-Woodard
- 11:15 Treasurer's Report - Brenda Brennan
- 11:20 Chairperson's Report and Comments
- 11:25 Committee Reports
- 11:30 Old Business
- 11:35 New Business
- 11:40 Announcements
- 11:45 Adjournment

* Materials Enclosed in Packet

PATHWAY RECOVERY, INC.
(Community Housing Development Organization)

Minutes of the Meeting of the
Board of Directors
October 14, 2013

The semi-annual meeting of the Board of Directors was held on April 8, 2013. The meeting was called to order by Chairman, Dan Gray at 8:55 p.m. The following individuals were present and participated throughout the meeting:

MEMBERS

Daniel Gray, Chairman
Jennifer McKenzie,
Vice-Chair/Secretary & Treasurer
Sue Zywockarte

STAFF

Sylisa Lambert-Woodard, President/CEO
Lauren Leventhal, Technology and QA
Manager

MINUTES

After review by the Directors, Sue made a motion to approve the minutes of the April 8, 2013 meeting. This was seconded by Jennifer McKenzie and approved unanimously.

CEO REPORT –Sylisa Lambert-Woodard

Sylisa has nothing to add in addition to the previously-distributed Addendum to the Board Agenda.

TREASURER'S REPORT – Sylisa Lambert-Woodard

Nothing new

CHAIRPERSON'S REPORT – Dan Gray

No report.

COMMITTEE REPORTS

A. **BOARD DEVELOPMENT** – Dan Gray

Dan read: The following is the Officer Slate as proposed by the Nominating Committee for the October 2013 – 2014 term:

Dan Gray – Chairperson
Jennifer McKenzie – Vice-Chairperson & Secretary/Treasurer

Sue Zywokarte moved to accept the Nominating Committee's recommendations as proposed. This was seconded by Jennifer McKenzie and approved unanimously.

OLD BUSINESS –

There was no old business.

NEW BUSINESS –

There was no new business.

ANNOUNCEMENTS

The Resident Holiday Party will be held on December 5th at the Church of the Epiphany in Herndon from 6-9 p.m. Anyone who would like to help should contact Anna Smith.

ADJOURNMENT

There being no further business, Jennifer made a motion to adjourn the meeting. This was seconded by Sue and unanimously approved.

The meeting was adjourned at 9:22 p.m.

Respectfully submitted,

PATHWAY RECOVERY, INC.
(Community Housing Development Organization)

Minutes of the Meeting of the
Board of Directors
April 14, 2014

MEMBERS

Daniel Gray, Chairman

STAFF

Sylisa Lambert-Woodard, President/CEO
Lauren Leventhal, Technology and QA
Manager

The following individuals notified the office or other Board Members that they would not be present for this meeting: Jennifer McKenzie and Sue Zywokarte.

There being no quorum for this meeting, Dan Gray scheduled a special Board meeting on July 14th after the regularly-scheduled Pathway Homes, Inc. meeting.

Respectfully submitted,

PATHWAY RECOVERY, INC.
(Community Housing Development Organization)

Minutes of the Special Meeting of the
Board of Directors
July 14, 2014

A special meeting of the Board of Directors was held on July 14, 2014. The meeting was called to order by Chairman, Dan Gray, at 9:27 p.m. The following individuals were present and participated throughout the meeting:

MEMBERS

Daniel Gray, Chairman
Jennifer McKenzie,
Vice-Chair/Secretary & Treasurer
Sue Zywokarte

STAFF

Sylisa Lambert-Woodard, President/CEO
Lauren Leventhal, Technology and QA
Manager

MOTION

Dan Gray called for a motion to approve the following resolution: "RESOLVED: that the Amended and Restated Bylaws of the Corporation and the Amended and Restated Articles of Incorporation presented this day are hereby adopted."

Sue Zywokarte made a motion to approve, which was seconded by Jennifer McKenzie and approved unanimously.

MOTION

Dan Gray called for a motion to approve the following resolution: "RESOLVED: that the President and/or the Chief Executive Officer is authorized and directed to execute and file Articles of Restatement with the Virginia State Corporation Commission and to take any and all other actions deemed necessary or appropriate to effectuate the Amended and Restated Articles of Incorporation."

Sue Zywokarte made a motion to approve, which was seconded by Jennifer McKenzie and approved unanimously.

MOTION

Dan Gray called for a motion to approve the following resolution: "RESOLVED: that all prior acts of the Board of Directors are hereby ratified and confirmed."

Sue Zywokarte made a motion to approve, which was seconded by Jennifer McKenzie and approved unanimously.

MOTION

Dan Gray called for a motion to approve the following resolution: "RESOLVED: that Sylisa Lambert-Woodard, as President and Chief Executive Officer of the Corporation, is authorized to execute and bind the Corporation to the terms and conditions of the Deed of Gift and Assumption in addition to all other documents deemed necessary or appropriate to effectuate such transfer, and to incur all reasonable and necessary fees and expenses in connection therewith."

Sue Zywokarte made a motion to approve, which was seconded by Jennifer McKenzie and approved unanimously.

ADJOURNMENT

There being no further business, Sue Zywokarte made a motion to adjourn the meeting. This was seconded by Jennifer McKenzie and unanimously approved.

The meeting was adjourned at 9:28 p.m.

Respectfully submitted,



**PATHWAY RECOVERY, INC.
BOARD OF DIRECTORS**

REPORT OF THE NOMINATING COMMITTEE

The Nominating Committee of the Board of Directors of Pathway Homes is pleased to recommend the nomination of the following slate of officers for the October 2014 – October 2015 Year:

Chairperson – Dan Gray

Vice-Chairperson & Secretary/Treasurer – Jennifer McKenzie

Submitted By:

Secretary/Treasurer

President & CEO