

NC GROWTH & DEVELOPMENT INITIATIVE, INC.

Board of Directors | Organizational and Regular Meeting

Thursday, October 8, 2026 | 7:00 PM | Location or video link: _____

NOTICE OF MEETING

Notice is given that the Board of Directors of NC Growth & Development Initiative, Inc. ("NCGDI"), a North Carolina nonprofit corporation, will hold its first organizational meeting and a regular meeting on the date and at the time above. Directors are asked to review this packet, complete the enclosed Conflict of Interest Disclosure, and bring or return it before the meeting.

AGENDA

Time	Item	Lead
7:00	Call to order, roll call, confirmation of quorum, approval of agenda	J. Powell
7:03	Part A, Organizational, as one block: Resolutions 01 to 06 (confirm directors, elect officers, adopt Bylaws, adopt conflict of interest policy and receive disclosures, ratify prior acts, fiscal year and Truist accounts). Chair presides from Resolution 02 forward.	J. Powell, then Chair
7:13	Executive Director report (short form): VA timeline, 14-bed per diem at \$128.64, sprinklers, zoning, Oct 9 VA liaison meeting. Clinical Director joins.	J. Powell
7:21	Resolution 07: adopt policy and procedure library. Clinical Director speaks to it.	Chair
7:26	Resolution 08: Clinical Director Agreement and compensation. Clinical Director steps out. Treasurer reads Schedule 8-A figures. Executive Director abstains.	Chair
7:36	Resolutions 12, 13, 14 as one block: per diem refile, zoning filings, § 61.80(e) composition.	Chair
7:41	Set Meeting 2 date (within two weeks). Adjourn by 7:45.	Chair

Deferred to Meeting 2 (hard stop tonight at 7:45 PM): Resolution 09 (Lease A), to be voted with the comparability data (three comparable leases, cost-of-ownership calculation, residential comps) in hand; the Finvy decision; and the Executive Director agreement. Resolutions 10, 11, 15, and 16 will be circulated for unanimous written consent under Bylaws Section 4.7 the morning after this meeting, or taken up at Meeting 2 if any director prefers a meeting.

DIRECTORS AND DISCLOSED INTERESTS

Director	Role	Disclosed interests (to be confirmed on the signed disclosure form)
James W. Powell Jr.	Executive Director (ex officio)	Executive Director of NCGDI; Principal of Carolina Growth Holdings, LLC (CGH), landlord under Lease A; Trustee and Grantor of the Powell Family Trust, which owns CGH
Kelly Stillson	Operations	No current interest. Has discussed a possible future investment in CGH; would recuse from CGH matters from the date of any investment
Ronald Buchanan	Financial Oversight (proposed Treasurer)	No interest in CGH. Owner of Finvy, a financial literacy platform NCGDI intends to adopt for resident programming; will recuse from any decision to adopt, license, or pay for Finvy, which will be brought to the Board separately with a gift letter or comparability data

Director	Role	Disclosed interests (to be confirmed on the signed disclosure form)
Rena Bunns	Nonprofit Governance (proposed Chair)	Real estate client of Carolina Growth Realty (James Powell, broker) on an unrelated transaction
Owen Burney	Construction (35 years, public projects)	Principal of Burney & Burney; partner with NCGDI and CGH in the NC RENEW multifamily opportunity; would recuse from any NCGDI construction contract involving his firm
Nathaniel Davis	Housing Development	Principal of Davis Construction; partner in the NC RENEW opportunity; would recuse from any NCGDI construction contract involving his firm
Kiyara Strange	Nursing Student	No interest
Trina Diakabanzila, Ed.D.	Veteran with lived experience of homelessness	No interest. Satisfies 38 C.F.R. § 61.80(e)

INDEPENDENCE FOR RELATED-PARTY VOTES

For Resolution 09 (Lease A with CGH), the Executive Director is an interested person and will leave the room for discussion and vote. All seven remaining directors have no financial interest in CGH as of this meeting and may vote. For Resolution 08 (Clinical Director compensation), no director is related to Mr. Bynes; the Executive Director will abstain as a matter of practice because he supervises the position. Minutes must record who was present, who left, the data reviewed, and the vote, so that the rebuttable presumption of reasonableness under Treasury Regulation § 53.4958-6 is available.

ENCLOSURES

- Resolutions 2026-01 through 2026-16 (this packet)
- Conflict of Interest Disclosure Statement (one per director, separate document)
- Self-Attestation under 38 C.F.R. § 61.80(e) (Dr. Diakabanzila, separate document)
- Clinical Director Agreement, Orrin A. Bynes, LCSW (previously distributed)
- Lease A summary and fair market rent support (to be distributed before the vote)
- Policy and Procedure Library, nine documents (prosperitycommons.com/staff-docs, access code provided separately)
- Bylaws of NC Growth & Development Initiative, Inc. (separate document, for adoption under Resolution 2026-03)
- Minutes template (this packet, final section)

BOARD RESOLUTIONS

Resolutions 01 to 08 and 12 to 14 for the meeting of October 8, 2026. Resolution 09 for Meeting 2. Resolutions 10, 11, 15, and 16 by written consent or at Meeting 2.

PART A: ORGANIZATIONAL RESOLUTIONS

RESOLUTION 2026-01: CONFIRMATION OF DIRECTORS

WHEREAS, NCGDI was incorporated under Chapter 55A of the North Carolina General Statutes and is recognized as exempt under Section 501(c)(3) of the Internal Revenue Code (EIN 99-4545063); and

WHEREAS, the following persons have agreed to serve as directors: James W. Powell Jr., Kelly Stillson, Ronald Buchanan, Rena Bunns, Owen Burney, Nathaniel Davis, Kiyara Strange, and Trina Diakabanzila;

NOW, THEREFORE, BE IT RESOLVED, that each of the persons named above is confirmed as a director of NCGDI, with terms as provided in the Bylaws, and that the Board consists of eight (8) directors as of this date.

FURTHER RESOLVED, that the Secretary will maintain a roster of directors with contact information, term dates, and signed conflict of interest disclosures.

Moved: _____ Seconded: _____ Vote: For ____ Against ____ Abstain ____ Recused: _____

RESOLUTION 2026-02: ELECTION OF OFFICERS

WHEREAS, the Bylaws provide for a Chair, Treasurer, and Secretary, and for the Executive Director to serve ex officio;

NOW, THEREFORE, BE IT RESOLVED, that the following officers are elected to serve until the next annual meeting or until their successors are elected: Chair, Rena Bunns; Treasurer, Ronald Buchanan; Secretary, Kiyara Strange.

FURTHER RESOLVED, that James W. Powell Jr. continues as Executive Director, reporting to the Board, and serves as a director ex officio.

***Voting note:** The Executive Director should not serve as Chair. The Chair presides over votes from which the Executive Director is recused.*

Moved: _____ Seconded: _____ Vote: For ____ Against ____ Abstain ____ Recused: _____

RESOLUTION 2026-03: ADOPTION OF BYLAWS

WHEREAS, NCGDI has operated since incorporation without adopted bylaws, and the Board wishes to adopt bylaws consistent with Chapter 55A of the North Carolina General Statutes, Section 501(c)(3) of the Internal Revenue Code, and 38 C.F.R. § 61.80(e);

NOW, THEREFORE, BE IT RESOLVED, that the Bylaws of NC Growth & Development Initiative, Inc. in the form presented to this meeting are adopted as the Bylaws of the corporation, effective immediately, and that the Secretary will certify and file a signed copy in the corporate records.

FURTHER RESOLVED, that all actions taken at this meeting are taken under those Bylaws.

Moved: _____ Seconded: _____ Vote: For ____ Against ____ Abstain ____ Recused: _____

RESOLUTION 2026-04: CONFLICT OF INTEREST POLICY AND ANNUAL DISCLOSURES

WHEREAS, the Board wishes to adopt a conflict of interest policy consistent with IRS Form 1023 Appendix A and Treasury Regulation § 53.4958-6; and

WHEREAS, each director has been asked to complete a written disclosure of interests;

NOW, THEREFORE, BE IT RESOLVED, that the Conflict of Interest Policy as presented is adopted, requiring annual written disclosure by each director and officer, recusal of interested persons from

discussion and vote on any transaction in which they have a financial interest, approval of related-party transactions only by disinterested directors after review of comparability data, and contemporaneous documentation in the minutes.

FURTHER RESOLVED, that the disclosures received at this meeting are accepted and filed, and that the disclosures of James W. Powell Jr. (CGH and the Powell Family Trust), Owen Burney (Burney & Burney), Nathaniel Davis (Davis Construction), Rena Bunns (client relationship with Carolina Growth Realty), Kelly Stillson (possible future CGH investment), and Ronald Buchanan (owner of Finvy) are specifically noted.

FURTHER RESOLVED, that NCGDI's proposed adoption of the Finvy financial literacy platform is deferred to the next regular meeting, to be approved only by disinterested directors with Mr. Buchanan recused, on the basis of either a written in-kind gift letter stating fair market value or comparability data for at least two alternative programs.

Moved: _____ Seconded: _____ Vote: For ____ Against ____ Abstain ____ Recused: _____

RESOLUTION 2026-05: RATIFICATION OF PRIOR ACTS OF THE EXECUTIVE DIRECTOR

WHEREAS, before this first meeting of the Board, the Executive Director acted for NCGDI in applying for and accepting a conditional award under the U.S. Department of Veterans Affairs Grant and Per Diem program (FAIN NCGD063-7665-659-PD-27), submitting budgets and certifications in eGMS, engaging contractors and consultants, establishing the organization's websites and donation processing, preparing policies and procedures, and corresponding with the VA, the City of Winston-Salem, and prospective lenders;

NOW, THEREFORE, BE IT RESOLVED, that all lawful acts taken by the Executive Director on behalf of NCGDI before the date of this meeting, in furtherance of the Prosperity Commons program and the corporation's exempt purposes, are ratified, confirmed, and adopted as acts of the corporation.

FURTHER RESOLVED, that this ratification does not extend to any transaction between NCGDI and Carolina Growth Holdings, LLC or any other entity in which the Executive Director has a financial interest, which are addressed separately in Resolution 2026-09.

Moved: _____ Seconded: _____ Vote: For ____ Against ____ Abstain ____ Recused: _____

RESOLUTION 2026-06: FISCAL YEAR, BANK ACCOUNTS, AND SIGNATURE AUTHORITY

WHEREAS, NCGDI requires a fiscal year and banking authority to receive VA per diem payments and donations;

NOW, THEREFORE, BE IT RESOLVED, that the fiscal year of the corporation is the calendar year, January 1 through December 31.

FURTHER RESOLVED, that the Executive Director and the Treasurer are authorized to open and maintain deposit accounts in the name of NCGDI at Truist Bank, that the Executive Director is an authorized signer, that the Treasurer is an authorized signer, and that any single disbursement above \$10,000 requires two authorized signatures or the Treasurer's written approval.

FURTHER RESOLVED, that VA per diem receipts and charitable donations will be deposited only to NCGDI accounts and never to any account of CGH, the Executive Director, or any affiliate.

Moved: _____ Seconded: _____ Vote: For ____ Against ____ Abstain ____ Recused: _____

PART B: PROGRAM RESOLUTIONS

RESOLUTION 2026-07: ADOPTION OF POLICY AND PROCEDURE LIBRARY

WHEREAS, the Executive Director and Clinical Director have prepared a policy and procedure library for Prosperity Commons consisting of: Emergency and Safety Procedures (Policies 1.0 to 7.0); Admissions, Records and Professional Practice (Policies 8.0 to 14.0); Leadership and Compliance Guide (Policies

15.0 to 22.0, with Appendix D Inspection Readiness Checklist); Operations and Workplace (Policies 23.0 to 29.0); Quality, Records and Oversight (Policies 30.0 to 34.0); Resident Handbook; Senior Resident Participant Guide; Forms B1 to B7; and Forms C1 to C8; and

WHEREAS, 38 C.F.R. Part 61 and the VA GPD inspection process require written, board-adopted policies;

NOW, THEREFORE, BE IT RESOLVED, that the policy and procedure library listed above, as published in the staff documentation library on October 6, 2026, is adopted as the official policy of NCGDI for the Prosperity Commons program.

FURTHER RESOLVED, that the Executive Director may make non-substantive corrections and updates required by VA, the Fire Marshal, or the Chief Building Official without further Board action, reporting them at the next meeting, and that substantive changes will be brought to the Board for approval.

Moved: _____ Seconded: _____ Vote: For ___ Against ___ Abstain ___ Recused: _____

RESOLUTION 2026-08: CLINICAL DIRECTOR AGREEMENT AND COMPENSATION, ORRIN A. BYNES, LCSW

WHEREAS, NCGDI requires a Clinical Director who satisfies the Qualified Professional requirement of the VA GPD program, and Orrin A. Bynes, LCSW, MBA, MSW, holds an active North Carolina LCSW license and has been approved for LCAS-Associate status by the North Carolina Addictions Specialist Professional Practice Board; and

WHEREAS, the Clinical Director Agreement presented to the Board provides for as-needed independent contractor services at \$100.00 per hour, with hours above fifteen (15) per week requiring the Executive Director's approval, converting to full-time W-2 employment at a base salary of \$80,000 per year upon full activation of all authorized beds, receipt of VA per diem billing, credential verification, and clear screening, with an annual performance bonus opportunity of \$20,000 in Year 1, increasing by \$5,000 per year through Year 3 if fully earned, measured by VA inspection results, compliance, and permanent housing placements, and never by occupancy, census, or billing; and

WHEREAS, the Board has reviewed the comparability data set out in Schedule 8-A below before voting; and

WHEREAS, no director is related to Mr. Bynes or has a financial interest in his compensation;

NOW, THEREFORE, BE IT RESOLVED, that the Clinical Director Agreement in the form presented is approved, that the compensation stated in it is found to be reasonable based on the comparability data reviewed, and that the Executive Director is authorized to sign it for NCGDI.

FURTHER RESOLVED, that the Board will confirm the Exhibit A bonus metrics in writing before each Bonus Year begins, and will review and confirm each annual bonus determination as the Agreement requires.

FURTHER RESOLVED, that any portion of compensation charged to the VA award will be charged only to the extent allowable under 2 C.F.R. Part 200.

Voting note: *The Executive Director abstains as the supervising officer. All other directors vote.*

Moved: _____ Seconded: _____ Vote: For ___ Against ___ Abstain ___ Recused: _____

Schedule 8-A: Comparability Data Reviewed

Source	Figure	Notes
Healthstar Community Care, Clinical Director (LCSW or LCMHC), Charlotte, NC, posted 2026	\$90,000 to \$105,000	Community-based behavioral health program for adults with SMI and co-occurring SUD. NC market, larger organization.
Advocates, Inc., Clinical Director, residential substance addiction services,	\$88,000 to \$92,000	Nonprofit, state-funded residential SUD program. Independent license plus five years' supervisory

Source	Figure	Notes
Worcester, MA, posted 2026		experience required.
Embark Behavioral Health, Clinical Director, residential treatment center, Alexandria, VA, posted 2026	\$90,000 to \$100,000	Residential treatment, independent licensure plus supervisor status required.
Payscale, Clinical Director, Greensboro, NC	\$68,400 average	Six salary profiles, last updated September 2023. Small sample, included for the local floor.
BLS OEWS, May 2025, North Carolina statewide: 11-9151 Social and Community Service Managers	Mean \$85,690; median \$79,590; 75th percentile \$99,770; 90th percentile \$126,640	Federal wage data (4,970 employed in NC). The Clinical Director role combines program management with clinical practice; this is the management comparator.
BLS OEWS, May 2025, North Carolina statewide: 21-1023 Mental Health and Substance Abuse Social Workers	Mean \$59,880; median \$58,210; 75th percentile \$67,460; 90th percentile \$79,720	Federal wage data (3,690 employed in NC). This is the practitioner comparator; the role carries supervisory and compliance duties beyond it.
NCGDI proposal	\$80,000 base; up to \$100,000 with full Year 1 bonus; \$100/hour as-needed during ramp-up	Base of \$80,000 sits at the BLS median for NC Social and Community Service Managers (\$79,590) and at the 90th percentile for NC Mental Health and Substance Abuse Social Workers, and below the posted range for comparable Clinical Director roles (\$88,000 to \$105,000). Total compensation at full Year 1 bonus (\$100,000) sits at the 75th percentile for NC managers and within the posted range. Bonus is tied to inspection, compliance, and housing outcomes only.

RESOLUTION 2026-09: LEASE A, CAROLINA GROWTH HOLDINGS, LLC TO NCGDI (RELATED-PARTY TRANSACTION) [FOR MEETING 2]

WHEREAS, NCGDI operates Prosperity Commons at 1242 W. Academy Street, Winston-Salem, NC 27103, a property owned by or to be conveyed to Carolina Growth Holdings, LLC (“CGH”), which is wholly owned by the Powell Family Trust, of which the Executive Director, James W. Powell Jr., is Trustee and Grantor; and

WHEREAS, the Executive Director is therefore an interested person with respect to any lease between CGH and NCGDI, has disclosed that interest in writing, and has left the meeting for the discussion and vote on this resolution; and

WHEREAS, the proposed lease (“Lease A”) provides for a base rent of \$3,000 per month plus \$300 per occupied bed per month, for a term of not less than twenty (20) years, with NCGDI responsible for program operations and CGH responsible for the structure and major systems, as more fully described in the lease summary distributed to the Board; and

WHEREAS, the disinterested directors have reviewed, or will review before signing, appropriate comparability data as described in Treasury Regulation § 53.4958-6(c)(2), consisting of (i) rent data for at least three comparable group care, sober living, or supportive housing properties in the Piedmont Triad, (ii) the Treasurer's calculation of the cost of ownership allowable under 2 C.F.R. § 200.465, and (iii) residential market rent data for the property as currently configured, with the independent appraisal obtained by the lender in the commercial refinancing of the property to be added to the record when received;

NOW, THEREFORE, BE IT RESOLVED, that Lease A is approved on the terms described above, conditioned on (a) the Board's review of the comparability data described above and its finding that the rent does not exceed market rent for the property as improved for its intended use, (b) review of the final

lease by counsel for NCGDI, and (c) confirmation that the lease permits NCGDI to satisfy 38 C.F.R. Part 61 and the VA GPD award for the full term of the award.

FURTHER RESOLVED, that Lease A will provide that if the market rent concluded in the lender's independent appraisal is less than the rent then payable under the lease, the rent will be reduced to the appraised market rent effective the first day of the month after the appraisal is delivered, and that no provision of the lease will increase rent on the basis of that appraisal.

FURTHER RESOLVED, that the Chair is authorized to sign Lease A for NCGDI once the conditions above are satisfied, and that the Executive Director will not sign for either party.

FURTHER RESOLVED, that the Board finds, based on the data reviewed, that the terms of Lease A are fair and reasonable to NCGDI and are no less favorable than NCGDI could obtain from an unrelated party, and directs that this finding, the data relied on, the directors present, and the vote be recorded in the minutes as contemporaneous documentation under Treasury Regulation § 53.4958-6(c).

Voting note: *Executive Director recused and out of the room. Chair presides. All seven remaining directors are disinterested as of this meeting and may vote.*

Moved: _____ Seconded: _____ Vote: For ____ Against ____ Abstain ____ Recused: _____

RESOLUTION 2026-10: CONTRACTING AUTHORITY OF THE EXECUTIVE DIRECTOR [WRITTEN CONSENT OR MEETING 2]

WHEREAS, the Program requires contracts with clinicians, a MAT prescriber, a peer support specialist, security monitoring, and other vendors on a timeline that does not allow Board approval of each one;

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is authorized to negotiate and sign, for NCGDI, service and vendor contracts within the approved program budget, provided that no single contract exceeds \$50,000 in annual value and no contract is with a director, officer, or any entity in which a director or officer has a financial interest, which require Board approval under Resolution 2026-04.

FURTHER RESOLVED, that the Clinical Services Agreement with Steps Towards Success, PLLC (Dr. Wanda Brown-Ramseur), providing per-session specialty clinical services with a monthly cap of \$1,500 rising to \$3,000 at full activation, is specifically approved.

FURTHER RESOLVED, that the Executive Director will report all contracts signed under this authority at each regular meeting.

Moved: _____ Seconded: _____ Vote: For ____ Against ____ Abstain ____ Recused: _____

RESOLUTION 2026-11: INTERIM PROGRAM DIRECTOR DESIGNATION [WRITTEN CONSENT OR MEETING 2]

WHEREAS, the Program budget during ramp-up does not support a separate Program Director salary, and the Executive Director is qualified to perform that role; and

WHEREAS, the Board wishes to preserve a separation between program administration and clinical discharge decisions;

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is designated Interim Program Director of Prosperity Commons until the Board appoints a Program Director, and that no resident discharge, other than an emergency removal for immediate safety under the Emergency and Safety Procedures, will be effective without the written concurrence of the Clinical Director.

FURTHER RESOLVED, that the Executive Director will not receive additional compensation for the interim role.

Moved: _____ Seconded: _____ Vote: For ____ Against ____ Abstain ____ Recused: _____

RESOLUTION 2026-12: VA PER DIEM RATE AND BED COUNT

WHEREAS, VA has approved a per diem rate of \$128.64 per bed-day (base \$128.21 plus \$0.43 HMIS), and the rate request on file was prepared on a sixteen (16) bed basis; and

WHEREAS, the Program is authorized for fourteen (14) beds following guidance from the VA GPD liaison;

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is authorized to accept the approved per diem rate, to refile the per diem rate request and budget on a fourteen (14) bed basis, to request partial activation of six (6) beds in advance of full activation, targeting December 2026, and to execute the grant agreement, amendments, and eGMS submissions required to activate the Program by March 30, 2027.

Moved: _____ Seconded: _____ Vote: For ___ Against ___ Abstain ___ Recused: _____

RESOLUTION 2026-13: ZONING AND LAND USE FILINGS

WHEREAS, the Program site is zoned RM-18 under the Winston-Salem/Forsyth County Unified Development Ordinances, under which a Family Group Home A (up to six residents) requires a zoning permit and a Family Group Home C (up to twenty residents) requires Planning Board site plan approval; and

WHEREAS, the property owner must file the applications, with NCGDI as the operator;

NOW, THEREFORE, BE IT RESOLVED, that the Board supports and authorizes the Executive Director to cooperate with the property owner in filing (a) a zoning permit for a Family Group Home A to support the six-bed partial activation, and (b) a Planning Board site plan application for a Family Group Home C to support fourteen beds, and to request a written use determination from Land Use Administration, and that NCGDI will pay reasonable application and site plan costs as a program expense within budget.

Moved: _____ Seconded: _____ Vote: For ___ Against ___ Abstain ___ Recused: _____

RESOLUTION 2026-14: BOARD COMPOSITION UNDER 38 C.F.R. § 61.80(e)

WHEREAS, 38 C.F.R. § 61.80(e) requires a VA GPD grantee to include on its board of directors at least one Veteran who is or was homeless, or to demonstrate comparable input; and

WHEREAS, Director Trina Diakabanzila, Ed.D., is a Veteran with lived experience of homelessness and has executed a self-attestation to that effect;

NOW, THEREFORE, BE IT RESOLVED, that the Board confirms its compliance with 38 C.F.R. § 61.80(e), accepts Dr. Diakabanzila's self-attestation for filing in the corporate records and the VA inspection binder, and directs the Secretary to maintain that documentation current.

Moved: _____ Seconded: _____ Vote: For ___ Against ___ Abstain ___ Recused: _____

RESOLUTION 2026-15: PURSUIT OF SELF-HELP CREDIT UNION FINANCING [WRITTEN CONSENT OR MEETING 2]

WHEREAS, Self-Help Credit Union has indicated that financing may be available for later phases of Prosperity Commons, and has requested a project pro forma, organizational chart, operating agreements, and related documents; and

WHEREAS, the Board's present priority is activation of Building 1;

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is authorized to continue discussions with Self-Help Credit Union, to submit the requested preliminary documents, and to receive a term sheet, provided that no term sheet, loan document, guarantee, or commitment binding NCGDI will be signed without a further resolution of this Board after review by counsel.

Moved: _____ Seconded: _____ Vote: For ___ Against ___ Abstain ___ Recused: _____

**RESOLUTION 2026-16: DONATION ROUTING AND SEPARATION FROM INVESTOR
ACTIVITY [WRITTEN CONSENT OR MEETING 2]**

WHEREAS, NCGDI solicits charitable donations through ncgrowth.org and its Donorbox account, and CGH separately intends to raise investment capital from accredited investors; and

WHEREAS, charitable solicitation and investment solicitation must remain entirely separate;

NOW, THEREFORE, BE IT RESOLVED, that all charitable donations to NCGDI will be received only through NCGDI's donation platform and bank accounts, that no NCGDI website, mailing, or donor communication will reference or link to any CGH investment offering, that no CGH investor material will suggest a tax deduction or reference NCGDI's exempt status as an inducement, and that the Executive Director will report donation totals to the Treasurer monthly.

Moved: _____ Seconded: _____ Vote: For ____ Against ____ Abstain ____ Recused: _____

MINUTES TEMPLATE

NC Growth & Development Initiative, Inc. | Board of Directors | October 8, 2026

Call to order. The meeting was called to order at _____ PM by James W. Powell Jr. Present: _____. Absent: _____. A quorum was present. The agenda was approved on motion by _____, seconded by _____.

Part A. Resolutions 2026-01 through 2026-06 were presented. [Record each motion, second, and vote. For 2026-02, record the officers elected. For 2026-04, record that signed disclosure statements were received from each director present and list the interests disclosed.]

Executive Director report. Mr. Powell reported on the status of Prosperity Commons, the VA timeline, the approved per diem, sprinkler and zoning status, and the October 9 meeting with the VA GPD liaison. [Summarize.]

Resolution 2026-08 (Clinical Director compensation). The Chair presented the Clinical Director Agreement and Schedule 8-A comparability data. The Treasurer read the BLS May 2025 North Carolina figures in Schedule 8-A into the record. Discussion followed. Mr. Powell abstained as the supervising officer. On motion by _____, seconded by _____, the resolution was adopted by a vote of ____ to ____.

Resolution 2026-09 (Lease A), Meeting 2. [Use at Meeting 2.] Mr. Powell disclosed his interest in CGH and the Powell Family Trust and left the meeting at _____ PM. The Chair presided. The directors reviewed the lease summary and the comparability data: the lender's appraisal dated _____, three comparable leases presented by _____, the Treasurer's cost-of-ownership calculation, and residential market rent data. The directors discussed whether the rent and terms are fair and reasonable to NCGDI and no less favorable than available from an unrelated party, and concluded that they are, for the following reasons: _____. On motion by _____, seconded by _____, the resolution was adopted by a vote of ____ to ____ with the conditions stated in the resolution. Mr. Powell returned at _____ PM and was informed of the result.

Resolutions 2026-12, 2026-13, 2026-14. [Record each motion, second, and vote.]

Deferred. Resolution 2026-09, the Finvy decision, and the Executive Director agreement were deferred to Meeting 2 on _____. Resolutions 2026-10, 2026-11, 2026-15, and 2026-16 will be circulated for unanimous written consent.

Other business and adjournment. Meeting 2 was set for _____ at _____ PM. There being no further business, the meeting adjourned at _____ PM.

Secretary

Date: _____

Chair

Date: _____