

## RESOLUTION NO. 2025-04

WHEREAS, the City of Chicago (the "*City*"), a home rule unit of government under Article VII, Section 6(a) of the Constitution of the State of Illinois (the "*State*"), authorized the Department of Housing of the City of Chicago (the "*Department*") to establish an independent, Illinois-registered not-for-profit residential real estate development corporation, pursuant to ordinance Number SO2025-0015560 adopted by the City Council of the City of Chicago (the "*City Council*") on May 7, 2025 (the "*City Ordinance*"), codified at Section 2-44-170 of the Municipal Code of Chicago (the "*Municipal Code*"); and

WHEREAS, the Chicago Residential Investment Fund (the "*Corporation*") has been formed as a not-for-profit corporation, organized to operate exclusively for civic, charitable and educational purposes within the meaning of the General Not-For-Profit Corporation Act of 1986, State of Illinois, as amended (the "*NFP Act*") and is intended to operate for charitable purposes by lessening the burdens of government with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "*Code*"); and

WHEREAS, the City Ordinance provides that the Board of Directors of the Corporation (the "*Board*") shall consist of the following six (6) ex officio Directors (the "*Ex Officio Directors*");

- a. The Commissioner or their designee, who will hold the executive office of Board Chair upon the establishment of the Board and for the duration of the Corporation's existence;
- b. The Chief Financial Officer or their designee;
- c. The Chief Sustainability Officer or their designee;
- d. The Commissioner of Planning and Development or their designee;
- e. The Chair of the City Council Committee on Finance or their designee; and
- f. The Chief Procurement Officer or their designee.

WHEREAS, the City Ordinance does not provide sufficient guidelines, processes or parameters for designees to be named as Ex Officio Directors; and

WHEREAS, pursuant to Section 2-44-050(a)(6) of the Municipal Code of Chicago (the "*Municipal Code*"), the Commissioner of the Department (the "*Commissioner*") is authorized to adopt such rules as the Commissioner deems necessary or appropriate for the proper administration and enforcement of Chapter 2-44 of the Municipal Code and the provisions of the Code pertaining to the rights, powers, duties, obligations and responsibilities of the Department; and

WHEREAS, the Commissioner has deemed it necessary to adopt a rule (the "*Rule*") to clarify provisions pertaining to the Department's responsibilities for implementation of the City Ordinance which has been made a part of Chapter 2-44 of the Municipal Code,

including providing a clear process and procedure relating to the right of Ex Officio Directors to delegate their positions as members of the Board to designees of their choice; and

WHEREAS, the Board desires to establish a policy regarding an Ex Officio Director's delegation of its position as a member of the Board to a designee (the "*Delegation Policy*");

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CHICAGO RESIDENTIAL INVESTMENT FUND:

Section 1. The Recitals are hereby incorporated herein and made a part of this Resolution.

Section 2. The Board approves the Designation Policy for the Corporation in substantially the form attached as Exhibit A and authorizes the Chair of the Corporation to execute the Designation Policy and file it in the corporate records.

Section 3. The Board finds, determines, recites, and declares that its purpose, intent, and desire in approving the Designation Policy complies with the requirements of the City Ordinance, the NFP Act and the Code, as applicable.

Section 4. This Resolution takes effect immediately upon its passage and approval by the Board.

## **EXHIBIT A**

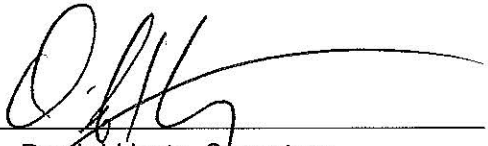
### **CHICAGO RESIDENTIAL INVESTMENT FUND DESIGNATION POLICY FOR BOARD OF DIRECTORS**

### CHICAGO RESIDENTIAL INVESTMENT FUND

The undersigned officer of the Chicago Residential Investment Fund (the "Corporation"), hereby certifies that he/she is the duly elected qualified and acting Secretary of the Board of Directors (the "*Board*") of the Corporation, and hereby certifies that a true, correct and complete copy of Resolution No. 2025-04, adopted by the Board at its September 30, 2025 meeting, is attached hereto (the "*Resolution*"). The Resolution has not been amended or revoked and is now in full force and effect. This certified copy of the Resolution shall be filed in the Corporation's records.

Dated: September 30, 2025

By

  
\_\_\_\_\_  
Daniel Hertz, Secretary

## **Chicago Residential Investment Fund Designation Policy**

The Board of Directors (the "Board") of the Chicago Residential Investment Fund (the "Corporation"), recognizing the need for internal consistency and clear procedures for the ability of Ex Officio Directors of the Corporation to delegate their positions on the Board to designees of their choice, has adopted this Designation Policy (the "Policy") which is based on the City of Chicago Department of Housing Rule Promulgated Pursuant to Section 2-44-050(a)(6) of the Municipal Code of Chicago Clarifying Ex Officio Director Designation Provisions in Section 2-44-170 of the Municipal Code of Chicago (the "*Rule*"). The purpose of the Policy is to provide a clear process and procedure with respect to an Ex Officio Director's delegation of such Ex Officio Director's position on the Board to a designee.

### **1. Definitions**

Designation. The designation by an Ex Officio Director of his or her designated seat as a member of the Board to a designee of such Ex Officio Director.

Designator. An Ex Officio Director who chooses to designate an individual to fill their seat on the Board.

Designee. The individual chosen for the Board seat by the Designator. The Designee, once officially a member of the Board, exercises the rights and responsibilities of the Designator for the Corporation, except the right to name their own designee.

### **2. Designation Process**

General Rules. The Designator may appoint a Designee, upon written notice to the Chair and Secretary of the Board of Directors.

Written Notice. Written notice of designation shall include the following information and be substantially in the form of Exhibit A, attached hereto:

- (a) The Designator's name and title.
- (b) The Designee's name and title.
- (c) The Designee's acknowledgement of their designation and assumption of fiduciary duties to the Corporation and other rights and responsibilities as a member of the Board.
- (d) The effective date of the Designee's assumption of the Designator's position as a member of the Board. The effective date must be at least seven days in advance of the next scheduled Board meeting to allow the Designee to fully review all materials provided to the Board for that meeting's agenda items.

## **Chicago Residential Investment Fund Designation Policy**

- (e) Signatures of acknowledgement by both the Designator and Designee.

Resolution by the Board. Though a Designation takes effect on the effective date in the written notice, the Board shall adopt a resolution for the corporate records noting the updated list of the current Board directors including the Designee and include the written notice of the designation.

### **3. Authority of Designee as Director of the Board**

Authority of a Designator. The Designator has the authority to appoint a Designee to fill their role on the Board for the duration of their term in office.

Authority and Duties of a Designee. The Designee shall assume the full role of a member of the Board, having all duties, responsibilities, authorities, and powers provided to a member of the Board through the Illinois Not for Profit Corporation Act, the Corporation's articles of incorporation and bylaws, common law, all applicable federal, state, or local laws, and all duly adopted board policies, including but not limited to the Corporation's Conflict of Interest Policy and financial disclosure requirements.

### **4. Term Limits, Resignations, Removals and Vacancies**

Term Limits. The Designee shall serve until their resignation, removal by their respective Designator, or the expiration of the Designator's term in office.

Resignation. A Designee may resign at any time by giving written notice to their respective Designator, the Chair of the Board and the Secretary of the Board. Such resignation will take effect when the written notice is delivered, unless the notice specifies a future date.

Removal. A Designee may be removed at any time, with or without cause, by their respective Designator. A Designee may not be removed by any action of the Board. However, if the Board believes it would otherwise have just cause for removal related to the Designee's violation of their duties as a director of the Board, the Board may present a resolution to this effect to the Designator requesting the Designator remove that Designee. If the Designator does not remove the Designee or otherwise address the Board's concerns, the Board may present a resolution to the Mayor and City Council (through filing with the Office of the City Clerk) which details the Designee's alleged violations and the Board's attempts to request removal by the Designator.

Vacancies. Any vacancy arising from the removal or resignation of a Designee shall result in the Ex Officio Director automatically being reinstated as a member of the Board, unless that Ex Officio Director coordinates the effective date for a removal or resignation of one Designee to coincide with the effective date for a new Designee.

**Chicago Residential Investment Fund  
Designation Policy**

**Written Notice of Designation to the Board  
of the Chicago Residential Investment Fund**

This is to provide written notice to the Chair of the Board of Directors and the Secretary of the Board of Directors pursuant to the Corporation's Designation Policy.

I, [Insert Designator's name and title], an original Ex Officio Director of the Board of Directors of the Corporation pursuant to ordinance Number SO2025-0015560 adopted by the City Council of the City of Chicago (the "City Council") on May 7, 2025 (the "Ordinance"), codified at Section 2-44-170 of the Municipal Code of Chicago (the "Municipal Code"), as amended, hereby designate my position as a member of the Board of Directors to [Insert Designee's name and title] and do acknowledge such designation is made pursuant to the Policy and shall be effective on [Insert Effective Date].

---

Original Ex Officio Director

I, [Insert Designee's name and title], acknowledge the above designation and hereby assume the designated position as a member of the Board of Directors of the Corporation.

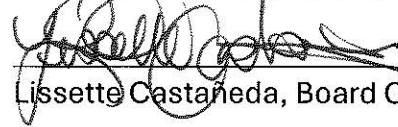
---

Designee

Date: \_\_\_\_\_

**Chicago Residential Investment Fund  
Designation Policy**

This Policy was duly adopted on September 30, 2025.

  
\_\_\_\_\_  
Lissette Castaneda, Board Chair