

## Due Diligence Items to Be Exchanged

<p><b>Organizational Documents</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Articles of Incorporation</li> <li><input type="checkbox"/> Bylaws</li> <li><input type="checkbox"/> Organizational chart (<i>if applicable</i>)</li> <li><input type="checkbox"/> A list of all current officers and directors &amp; contact information (mail and email addresses)</li> <li><input type="checkbox"/> Conflict of interest policy or statement</li> <li><input type="checkbox"/> Copies of board minutes from the last five years</li> <li><input type="checkbox"/> List of partnerships with other organizations and any agreements in effect (<i>if applicable</i>)</li> <li><input type="checkbox"/> Accreditation application and award letter (<i>if applicable</i>)</li> </ul>	<p><b>Personnel Documents</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> A listing of all current employees, their job descriptions, and their annual pay levels</li> <li><input type="checkbox"/> Copies of all employment contracts or agreements</li> <li><input type="checkbox"/> Copies of personnel policies</li> <li><input type="checkbox"/> A description of all employee benefit programs, including vendor contact information</li> <li><input type="checkbox"/> A list of consultants currently engaged or used by the organization, copies of consulting agreements</li> <li><input type="checkbox"/> A description of any deferred compensation arrangements</li> </ul>
<p><b>Finance/Funding</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Last five years' of audited financial statements or reviews and accountant's management letters</li> <li><input type="checkbox"/> Most current financial statements</li> <li><input type="checkbox"/> Operating and capital budgets for the current year</li> <li><input type="checkbox"/> The names and addresses of the organization's financial institutions</li> <li><input type="checkbox"/> A listing of all liabilities</li> <li><input type="checkbox"/> A schedule of all assets</li> <li><input type="checkbox"/> Copies of any loans or liens against any assets</li> <li><input type="checkbox"/> Copies of other debt financing arrangements, including purchase agreements and sale and leaseback agreements</li> <li><input type="checkbox"/> A statement confirming whether any interested party (board member, employee, their spouse, or close relative) has an interest in an asset owned by the corporation</li> <li><input type="checkbox"/> A description of the terms, conditions, and status of all current grants and contracts</li> <li><input type="checkbox"/> A description of the terms, restrictions, and agreements for all restricted funds, including any endowment</li> <li><input type="checkbox"/> Fundraising program summary             <ul style="list-style-type: none"> <li>• A description of all obligations relating to gift agreements</li> <li>• A breakdown of income and expenses by program, account, or class</li> <li>• Budget-to-actuals for prior three fiscal years, and current year-to-date</li> </ul> </li> </ul>	<p><b>Tax Documents</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> IRS tax exemption letter</li> <li><input type="checkbox"/> State(s) tax exemption letter</li> <li><input type="checkbox"/> Last three years' Form 990 submissions</li> <li><input type="checkbox"/> Copy of the most recent state(s) tax filing</li> <li><input type="checkbox"/> Other federal and state tax records agreed upon</li> <li><input type="checkbox"/> Information related to sources of unrelated business income</li> <li><input type="checkbox"/> Tax-exempt bond financing (<i>if applicable</i>)</li> <li><input type="checkbox"/> Statement confirming property tax exemptions</li> </ul> <p><b>Land and Property Records</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Fixed asset list</li> <li><input type="checkbox"/> Disclosure of any known or potential encroachments or violations</li> <li><input type="checkbox"/> GIS property data (<i>if available</i>)</li> <li><input type="checkbox"/> Access to all deed and easement records, preferably via electronic sharing, including title records, baseline documentation, inspection, etc.</li> <li><input type="checkbox"/> Leases for all buildings and equipment</li> <li><input type="checkbox"/> Mortgages</li> <li><input type="checkbox"/> List of significant equipment and vehicles</li> <li><input type="checkbox"/> Zoning and use permits</li> <li><input type="checkbox"/> Other real estate records agreed upon</li> </ul>

<p><b>Insurance Documents</b></p> <ul style="list-style-type: none"> <li>□ A description of all insurance policies/coverages, copies of all policies <ul style="list-style-type: none"> <li>• Public liability, including auto</li> <li>• Directors and officers</li> <li>• Fire and extended coverage property</li> <li>• Workers' compensation</li> <li>• Professional practice</li> <li>• Volunteers</li> <li>• Other</li> </ul> </li> </ul>	<p><b>Other</b></p> <ul style="list-style-type: none"> <li>□ A statement describing any threatened or pending litigation/government investigations, or affirmation that none exists</li> <li>□ Descriptions and outcomes of any actions, suits, or investigations which have been before any court, arbitrator, or administrative or regulatory body to which the organization was a part, or which were binding on any of its properties at any time within the past five years</li> <li>□ Any other documents or information which, in your judgment, are significant with respect to any portion of the organization or its programs which should be considered and reviewed by the other party in connection with the merger negotiation</li> </ul>
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