RETA

Real Estate Technology Alliance

RETA Guidebook and Policies and Procedures*

*October 2019

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Non-Voting Friends of the RETA

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*This document includes two parts:

1. *The RETA Guidebook, and*
2. *RETA Policies and Procedures*

Both documents are works in progress. The Guidebook can be updated at any time by NMHC or HTNG. The RETA Policies and Procedures can be revised or updated by the RETA Governance Committee.

RETA GUIDEBOOK

Purpose of the RETA

The Real Estate Technology Alliance (RETA) was created in 2018 to serve as a consensus-building organization to support the development of systems solutions for the real estate industry. The RETA brings owners, developers and management companies together with technology providers to produce a vibrant environment for partnership and innovation.

Through a collaborative volunteer process, the RETA creates, updates and maintains universal, open standards for the real estate industry. The use of the existing Multifamily Information Transaction Standards (MITS) standards, or any new standards created by the RETA, is completely voluntary.

The RETA is open to all interested real estate companies, vendor companies that provide solutions for the real estate industry, and industry trade associations (i.e. NMHC, NAA, HTNG, etc.) membership is not required to join the RETA and membership in the RETA does not provide you with membership in any of those associations. The RETA is solely supported by annual contributions from member firms and is self-governed by RETA members.

The RETA replaces the MITS initiative which began in 2002. The RETA, however, is broader than MITS allowing for participation from other sectors of the real estate industry beyond multifamily, if there is interest. The new alliance can also address a broader range of issues beyond the "Multifamily Information Transaction Standards" covered by MITS. Any issue where consensus and standardization could drive innovation or create efficiencies in the real estate industry may be considered by the RETA.

NMHC/ NAA/ HTNG/ MITS Roles

NMHC
The National Multifamily Housing Council (NMHC) provides staff resources for RETA and serves as the host for the MITS standards as well as any intellectual property created by the RETA. They are the lead organization for recruiting RETA members as well as marketing the RETA. They will host an annual meeting of the RETA at the annual NMHC OPTECH conference and they support the RETA Governance Committee with execution of their responsibilities. NMHC does not have the ability to vote on any Governance Committee items or on any data standards.

NAA
The National Apartment Association (NAA) is supportive of the creation of universal and open standards for the apartment industry. NAA, along with NMHC, support the RETA Governance Committee with execution of their responsibilities. NAA does not have the ability to vote on any Governance Committee items or on any data standards.

HTNG
Hospitality Technology Next Generation (HTNG) is a global not-for-profit trade association that fosters the development of next-generation solutions that enable industry professionals and technology vendors to do business globally in the 21st century. They are responsible for the day-to-day operations of the RETA, including responding to inquiries from RETA members and prospective RETA members, invoicing RETA members for payment of annual dues and renewal dues, facilitating all RETA communications, convening and facilitating

subcommittee calls, convening and facilitating RETA working groups per HTNG policies and procedures and supporting the RETA Governance Committee with execution of their responsibilities. HTNG provides RETA with the communication and collaboration infrastructure necessary to successfully execute their mission. HTNG does not have the ability to vote on any Governance Committee items or on any data standards.

MITS
Multifamily Information Transaction Standards (MITS) refers to both an initiative that began in 2002 (replaced with the RETA in 2018), as well as MITS data standards. While the MITS initiative has been replaced, the MITS data standards, which were a product of the MITS initiative, remain and will continue to be hosted on the RETA website.

RETA Website

The RETA web site **www.retall.org** is the official home for all final MITS data standards as well as all final publicly available intellectual property created by the RETA. All previous MITS websites, including **www.MITSproject.com,** will redirect to the new RETA website. All working documents, including draft standards, as well as all RETA administrative documents will be hosted on the RETA Workgroup collaboration site.

RETA Membership

The RETA is open to all interested apartment companies, vendor companies that provide solutions for the apartment industry, and industry trade associations. The RETA is self-funded and self-governed relying on the financial support of members to provide this valuable service to the real estate industry. **In order to participate in workgroups, committees, votes, elections, leadership or any other RETA related activity, you must be a paid, in-good-standing member of RETA.**

Dues
New member dues are currently $1,000 per organization for the first year of membership. For technology suppliers or suppliers of technology enabled services with less than $5 million in revenues and three (3) or fewer employees, the new member fee is $500.

Existing members' annual renewal fee is based on the dues schedule listed below.

Renewal Dues Schedule:

Technology Suppliers and Suppliers of Technology-Enabled Services:

Revenues over $25 Million: $4,000
Revenues over $5 Million, but less than $25 Million: $2,000
Revenues less than $5 Million and more than three (3) employees: $1,000
Revenues less than $5 Million and three (3) or fewer employees: $500

Apartment Companies:

More than 100,000 units owned and/or managed: $2,000
Less than 100,000 units owned and/or managed: $1,000

Industry Trade Associations:

$1,000 annual donation to support universal and open standards in the real estate industry (Associations cannot vote on any Governance Committee items or data standards)

Membership Start Date and Renewals (On or before November 14th, 2018)
For RETA members who join RETA on or before November 14th, 2018, their official membership start date will be November 14th, 2018 which is the date of the first official public meeting for the RETA (to be held at the 2018 NMHC OPTECH Conference in Orlando, FL).

For those members who joined RETA on or before November 14th, 2018, their renewal date will be December 1st, 2019. Renewal dues level will be calculated per the renewal dues schedule above.

Membership Start Date and Renewals (After November 14th, 2018)
For RETA Members who join RETA after November 14th, 2018, their official start date will be the date they pay their new member dues.

For members who join RETA after November 14th, 2018, their renewals will take place on a rolling basis one year from first day of the month following the first dues payment, and then annually on that date thereafter. Renewal dues level will be calculated per the renewal dues schedule above.

Member Prequalification
All membership applications will be pre-qualified to assure eligibility and appropriate membership level. All members must agree to the RETA policies and procedures as well as the RETA code of conduct before being approved for membership. Upon approval, qualified members will be invoiced for dues. Members will be invoiced for renewal thirty (30) days prior to the member renewal date.

Lapsed Membership
Any member who lets their membership lapse will be treated as a renewing member if they choose to rejoin the RETA.

Membership Dues Adjustments
NMHC, HTNG, and the officers of the RETA are responsible for assuring the financial viability of the RETA. New member and renewal dues for the RETA are among the lowest for any data standards organization to assure the widest possible participation. The RETA, therefore, requires robust levels of new and returning members to cover administrative costs.

On an annual basis, NMHC, HTNG and the officers of the RETA will assess if the RETA is generating adequate revenue to continue with its mission and, if necessary, will make adjustments and decisions as needed to allow the RETA to remain a financially viable entity.

Member dues do not include any applicable meeting fees (e.g. NMHC or HTNG meeting registrations), promotions or other activities that may have an additional cost.

Withdrawal of Membership
A member can withdraw from the RETA at any time by providing written notice to the RETA Governance Committee. RETA dues will not be refunded.

Removal of RETA Member
A member may be expelled for "Cause" by a vote of two-thirds of the Governance Committee members. "Cause" would include an action or inaction by a member that did not meet the code of conduct outlined in Appendix A; a member may not be expelled without "Cause". RETA dues will not be refunded to a member who is expelled.

Transfer Prohibition
Membership cannot be transferred.

Standards Ownership

NMHC owns all MITS Standards as well as other documents and works developed by the RETA. NMHC will make all final standards and accompanying documents freely and publicly available through the RETA website. HTNG is authorized to link to any MITS or RETA data standards through their website.

RETA policies and procedures may be updated and revised by the RETA Governance Committee. The policies and procedures in effect at the time your application is submitted will govern your application. The policies and procedures in effect at any point in time govern ongoing participation.

RETA POLICIES AND PROCEDURES

RETA standards are created in a transparent, effective manner governed by the policies, procedures, and membership guidelines in this document or related documentation on the RETA and/or NMHC website.

RETA Work Flow Process Overview*
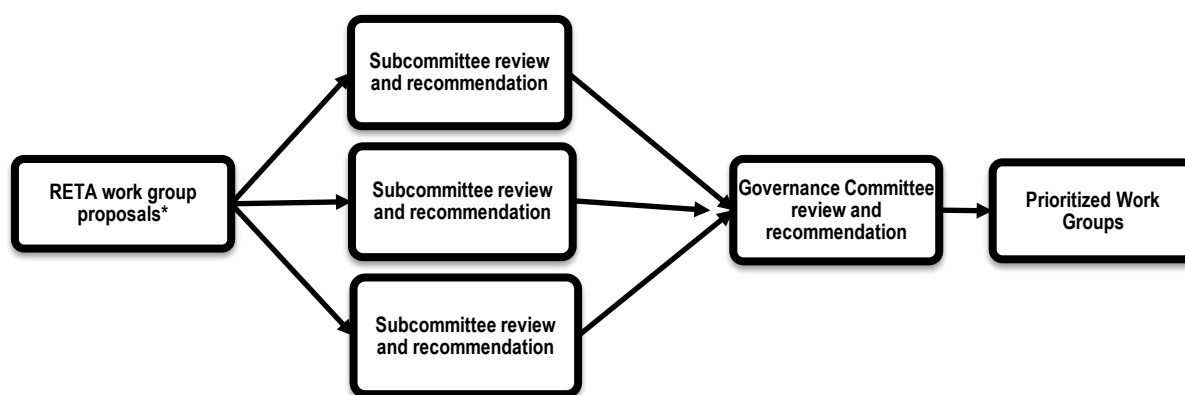
*Any RETA member may submit a work group proposal. In addition, the subcommittees may submit their own work group proposals. Three subcommittees are shown for illustrative purposes only, the actual number of subcommittees will vary.

RETA Governance Committee

The RETA Governance Committee shall be responsible for the overall management, governance and direction of the RETA.

Responsibilities
The Governance Committee shall (acting upon consensus or, where necessary, upon a simple majority vote) provide the leadership to encourage, facilitate and oversee the development of recommended standards and, in doing so, shall:

- Review and make decisions on charter applications to control the work flow of the RETA;
- Give final authorization for changes to the data standard architecture, after review of recommendations from the workgroups;
- Suggest and approve changes to RETA policies and procedures;
- Ensure the integrity, success and the long-term viability of the RETA, MITS and RETA standards, and the process to develop those standards.

Composition
The Governance Committee shall consist of representatives from RETA member organizations and shall be limited to employees of apartment owner, development, or management companies.

The size of the Governance Committee shall vary based upon the needs of the RETA. In addition to the Chair and the Vice-Chair (roles discussed in more detail below), there shall be one committee member to lead each of the subcommittees (described in more detail below). The subcommittees shall be created initially by the Chair and Vice-Chair of the Governance Committee and thereafter by majority vote of the Governance Committee.

No firm can have more than one representative on the Governance Committee at one time. There shall be no limit on the number of terms that a Governance Committee member can serve.

Election (2018-2019 Term)
In an effort to provide the leadership needed to successfully launch RETA, the inaugural Chair and Vice-Chair will be selected by NMHC and the inaugural Governance Committee members will be selected by the Chair and the Vice-Chair. The inaugural Chair and Vice-Chair and Governance Committee will serve a one-year term, at which point the regular election process outlined below will begin. Any member of the inaugural Governance Committee can seek re-election through the regular election process outlined below.

Election (after first year of inaugural governance committee)
After the inaugural governance committee have served their one-year term (officially starting at the 2018 OPTECH meeting and ending at the 2019 OPTECH meeting) the Governance Committee, including the Chair and Vice-Chair shall be duly nominated and elected by a simple majority vote of a quorum of RETA members. After the inaugural Governance Committee have finished their inaugural one-year term, the term of the Governance Committee, including the Chair and Vice-Chair, shall thereafter be two years. The Governance Committee shall designate a committee member at each meeting to serve as the secretary to conduct voting and other support requirements to document a transparent process.

Removal
The Governance Committee can remove one of its members for Cause if two-thirds of the committee members present vote for such removal after being presented with a written summary of the actions constituting Cause and a written response to such summary by the member in question. Cause would include an action or inaction by a member that did not meet the code of conduct outlined in Appendix A.

Vacancies
In the event a Governance Committee member's representative cannot complete his or her term for whatever reason, the Governance Committee shall elect by majority vote a suitable replacement from the same company or, if such a replacement is unavailable, the Governance Committee will elect an individual from an RETA member organization to complete the term.

Chair and Vice-Chair
The officers of the Governance Committee shall be the Chair and Vice-Chair. The RETA Chair and Vice-Chair's main responsibilities include running RETA Governance Committee meetings and ensuring the overall success and integrity of the RETA.

The Chair and Vice-Chair shall be an employee of a RETA member apartment owner, developer, or management company. The Chair serves a two-year term and can serve no more than two consecutive terms (4 years total). At the end of the Chair's full two terms (4 years) the Vice-Chair shall become the Chair, and a new Vice-Chair shall be elected. If a Chair or Vice-Chair vacancy occurs for whatever reason before the end of his or her first or second term, the rules for filling the vacancy are outlined below in "Vacancies".

The inaugural Chair and Vice-Chair may elect to run for Chair and Vice-Chair after their one-year inaugural term, in that case their first year as inaugural Chair and Vice-Chair will not count against the next two-year term.

Vacancies
In the event the Chair cannot complete his or her term for whatever reason, the Vice-Chair shall automatically become the Chair. Upon the ascension of the Vice-Chair, the Governance Committee shall elect by majority vote a new Vice-Chair from the members of the Governance Committee. In the event the Vice-Chair cannot complete his or her term for a reason other than ascension to the Chair, the Governance Committee shall elect by majority vote a new Vice-Chair from the members of the Governance Committee. Any vacancy on the Governance Committee created by filling a vacant Vice-Chair position shall be filled with an individual from a RETA member organization by a majority vote of the Governance Committee. This new Governance Committee member would complete the term of the member who ascended to the Vice-Chair position.

RETA Subcommittees

Governance Committee members (not including the officers) shall serve as the designated leader of a RETA Subcommittee. The creation of the subcommittees shall initially be determined by the Chair and Vice-Chair, and thereafter by a majority vote of the Governance Committee.

In addition to reviewing work group proposals, subcommittees shall also propose work groups. Through a collaborative process, the subcommittees shall discuss and prioritize the proposed workgroups ultimately making a recommendation to the Governance Committee who will choose, through a majority vote, the order in which the proposed workgroups will be executed.

Subcommittee Membership
Membership on any subcommittee is open to any RETA member.

RETA Workgroups

RETA workgroups are self-selected groups of members who have come together with the purpose of reaching consensus to create and update industry standards.

Self-Governance
Each workgroup may set policies which must be nondiscriminatory within any class of RETA members, for qualification of new members, disqualification of existing members, provisional memberships, and similar items. Such policies may be established in the workgroup charter or by vote of the workgroup members. In the absence of workgroup-specific policies, RETA or HTNG may establish default policies, which shall be applied to all subsequently chartered or re-chartered workgroups unless and until they establish different policies.

Ongoing Participation Requirements
Workgroups may establish policies to remove members automatically based on failure to actively participate over an extended period of time. They may opt to remove a member from the roster after four months of non-activity (attendance and voting), provided that the workgroup has met for a minimum of three meetings in the four-month period. Once removed, a member must reapply as a new applicant unless the workgroup provides an alternative procedure. Workgroups may also establish policies that revoke voting privileges based on repeated failures to vote; if they do so, they must also provide a means for regaining voting membership status. RETA may also remove workgroup members who fail to pay ongoing membership dues.

Participation Details

- One company, one vote: small apartment firms and vendors have equal voice to their largest competitors, ensuring that no one company can dominate decisions;
- Regular participation is required to retain your voting rights;
- RETA members may sign-up for any new workgroup at launch (instructions provided with launch announcement);
- Members can also apply to join an existing workgroup through their user profile;
- There is no cost to join any workgroup that is associated with your RETA membership;
- Members may request to be on a mailing list to **monitor workgroup progress** and can also help **provide direction** of one or more workgroups;
- Nonmembers of the RETA may be able to participate in incubation workgroups by teleconference only. Once the workgroup is chartered, only RETA members can continue participating
- To get on the mailing list for a prospective or incubation workgroup visit the **Potential Workgroups** page and complete the form at the bottom;
- Eligibility for Participation is generally open to members of the workgroup; some workgroups may require votes or restrict the timing of new members.

Voting Policies
To ensure consistent application of the "one company, one vote" policy, the following rules cover situations where multiple individuals at one company might otherwise be eligible to vote.

For each workgroup of which they are a member, RETA members may designate one person as the voting representative. In case of disagreement as to who should be the voting representative, the designated lead contact for the RETA member company will decide. A designated voting member may only vote on behalf of his/her employer OR, if he or she has been designated as a third-party voter by a member, may ONLY vote on behalf of that member. In other words, if you are covered by multiple memberships, you cannot vote twice.

If you and one or more other persons in your company (or in the same group of related companies) holds an individual RETA membership, and if the company (and any affiliate) holds no corporate membership, then each individual member is entitled to vote, but if

multiple such individuals vote on the same matter, each vote will count fractionally based on the number of such individuals voting.

Miscellaneous
By participating in a workgroup, you agree, individually and on behalf of your employer, to be bound by these policies.

By participating in a workgroup, you agree that workgroup meetings may be recorded for the benefit of members unable to attend, or to assist RETA staff in preparing minutes. If the recording is to be made available to other members, then advance notice of the intent to record a meeting will be provided in a notification of the meeting to members by e-mail at least 24 hours prior to the meeting. As a convenience, it will also be announced by the facilitator at the start of the meeting, but if you arrive late, you may not hear this announcement. Access to recorded meetings may only be provided on a nondiscriminatory basis to all members of the workgroup, or to all members of the RETA.

Issues or objections to the chartering or workgroup formation process will be settled by the RETA Governance Committee.

RETA Standard Approval Process

The process to propose and create or update a standard is outlined in the flow chart below and in the sections that follow it.

Charter Approval and Workgroup Governance
Any RETA member in good standing may propose a new workgroup. New workgroup proposals may be submitted on the **Workgroup Page** of the RETA website. RETA staff will assist with the preparation of an initial workgroup charter application. Upon completion of a charter application it will be submitted to the RETA Governance Committee for review and approval.

Initial discussions on a proposed workgroup are generally held with RETA staff and other interested members and prospective members. The goal of the discussions is to produce a formal proposed charter. RETA staff will help assess what may be needed to gain approval of the RETA Governance Committee (Committee). The Committee may accept the proposal, decline it, defer it, or provide recommendations to refine it. Accepted proposals become chartered workgroups.

The Committee will prioritize proposed workgroup efforts according to available financial and management resources. No more than two (2) workgroups will be operating at any given time. The Committee may consider any factors it deems relevant in prioritizing proposed workgroups, including the breadth and magnitude of anticipated benefit, the level of interest expressed by existing members, the potential for rapid deliverable of meaningful results, as well as any available sponsorship funding.

Eligibility
Participation in RETA workgroups is open to RETA members in good standing. RETA membership dues must be fully paid at the date of acceptance of application.

Individuals who are not current members of the RETA may be eligible to participate in RETA workgroups on a limited basis. This policy is intended to allow a workgroup to enlist expert assistance, on a volunteer basis, without requiring that the volunteers pay membership dues. This option requires the approval of RETA management and a majority vote of the workgroup, which approval shall be for a term of no more than one year. Participation is

usually on a non-voting basis. Approval may be revoked at any time by RETA or by majority vote of the workgroup and expired or expiring approvals may be reinstated or extended by the same process as initial approvals. RETA management will generally not approve, and may revoke, non-member participation opportunities for companies that would expect to realize material commercial benefits, as a provider or consumer of technology products or services, from the workgroup's output.

Applications to Participate in Workgroups

New Workgroups
An open sign-up timetable and instructions will be announced when the workgroup has been chartered. Member companies who apply prior to the deadline will become initial voting members of the workgroup, provided that all applicable membership dues have been paid no later than the deadline date.

Existing Workgroups
Applications to join active, chartered workgroups are subject to the policies established by each workgroup. Applications to join workgroups currently in maintenance mode are also subject to such policies, but because maintenance workgroups may meet on an as-needed basis, their consideration may be delayed unless you make the RETA aware of a particular issue that you wish to raise that would cause the workgroup to schedule a meeting.

Most active workgroups welcome new participants who have a business interest in their efforts, but occasionally a workgroup may defer new applications until a future date in order to avoid the need to bring new participants up to speed mid-project. All workgroups retain the right, by majority vote, to reject any applicant for any reason.

An application form is submitted through an RETA member account to participate in an existing workgroup, and in many cases, admission requires a majority vote of the current voting members of the workgroup.

Intellectual Property

All workgroup participants agree that they will not make contributions of intellectual property to which they knowingly do not have the right and authorization to contribute. The owner of any contributed intellectual property retains all ownership rights. The Contributor agrees to disclose (in advance of, or at the time of, the contribution) any possible restrictions on the use or modification of contributed intellectual property, as well as any expectations of royalties. Such disclosure shall be made in writing to the workgroup chair or co-chairs, to the workgroup facilitator assigned by RETA to the effort, and to NMHC. It shall also be included on the first page, or the first page after the title page, of any documents or artifacts submitted. If posted on the RETA website, it shall also be included in the document description (header). In the absence of such written disclosure, it is understood that the RETA, its members, and the general public may use or modify the contributed property in any way authorized by the RETA, and that no royalties may be assessed by the contributor.

The form of the disclosure must be substantially as follows:

Intellectual Property Claim
By providing this document to the RETA, I certify that I and/or [XYZ company] own or have the right to use any intellectual property contained within and that I am empowered to, and do, grant the rights to use and/or distribute and/or modify the information as presented, subject only to any limitations listed below. Additionally, neither I nor my company will seek

any royalties or impose restrictions on such use, except to the extent that we have listed the specific intellectual property(ies), and the rights retained, or restrictions imposed, below.

 Limitations and reserved rights:
 (list here, or state "None")

Without limitation, this section applies to contributions made (a) by posting to the RETA Workgroup website or any website managed by HTNG or NMHC; (b) by electronic dissemination using workgroup mailing lists; (c) by electronic or non-electronic dissemination to individual workgroup members, if those members could reasonably interpret said dissemination to be related to the workgroup effort; (d) by presentation before a meeting of the workgroup or other RETA members, whether or not physically distributed; and (e) by requesting that RETA, HTNG, NMHC staff and/or other RETA members or workgroup participants effect the contribution on behalf of the Contributor.

Dissolution
Dissolution of the RETA shall occur if two-thirds of the members of the Governance Committee vote to dissolve the RETA. A motion to dissolve by a member of the Governance Committee can be voted on after it has been considered at two Governance Committee meetings. The RETA may be dissolved at any time by NMHC.

APPENDIX A: RETA Code of Conduct

Industry groups are perfectly lawful organizations. However, since an industry group is, by definition, an organization of competitors, The RETA officers and members must take precautions to ensure that we do not engage in activities which can be interpreted as violating existing anti-trust or anti-competitive agreements in various parts of the world. For any activity which is deemed to unreasonably restrain trade, the association and its members may be subject to legal penalties, regardless of otherwise beneficial objectives.

To ensure that we conduct all meetings and gatherings in strict compliance to any such laws and agreements in any part of the world, the RETA Code of Conduct is to be distributed and/or read aloud at all such gatherings.

There will be no discussion of rates, surcharges, conditions, terms or prices of services, allocating or sharing of customers, or refusing to deal with a particular supplier or class of suppliers. Neither serious nor flippant remarks will be permitted.

Because the members of the organization are expected to behave professionally at all times, which includes acting in accordance with all applicable laws, negative, disparaging or discrediting comments regarding other members, corporations or competitors, or their goods or services, will not be tolerated.

The RETA may not issue recommendation on any of the above subjects or distribute to its members any publications concerning such matters. No discussions which directly or indirectly fix purchase or selling prices may take place. Standards or certification requirements for membership must give equal conditions to all similar parties.

All RETA-related meetings shall be conducted in accordance with a previously prepared and distributed agenda.

Actions inconsistent with the above terms will be considered violations of this Code of Conduct. The Governance Committee reserves the right to take whatever actions it deems necessary to ensure compliance with this Code.