

Order

Michigan Supreme Court
Lansing, Michigan

January 24, 2017

Stephen J. Markman,
Chief Justice

153770

Robert P. Young, Jr.
Brian K. Zahra
Bridget M. McCormack
David F. Viviano
Richard H. Bernstein
Joan L. Larsen,
Justices

WNC HOUSING LP, SHELTER RESOURCES
CORPORATION, and WNC INSTITUTIONAL
TAX CREDIT FUND XVII LP,
Plaintiffs-Appellees,

v

SC: 153770
COA: 324249
Wayne CC: 12-003812-CH

SHELBORNE DEVELOPMENT COMPANY LLC,
KARLEY SQUARE GP LLC, SHELBORNE PARK
GP LLC, and KATHY S. MAKINO, a/k/a
KATHY S. MAKINO-LEIPSITZ,
Defendants-Appellants.

On order of the Court, the application for leave to appeal the February 23, 2016 judgment of the Court of Appeals is considered and, pursuant to MCR 7.305(H)(1), in lieu of granting leave to appeal, we VACATE that part of the Court of Appeals opinion holding that defendant Kathy Makino is personally liable as the guarantor of the mortgage purchase, and we REMAND this case to that court for reconsideration. The Court of Appeals erred by relying on the testimony of David Shaffer, the executive vice president of WNC Associates, Inc., a managing partner of plaintiff WNC Housing LP, in interpreting the provisions of the partnership agreement, and by reviewing the trial court's interpretation of the partnership agreement for clear error. See e.g., *Detroit Fire Fighters Ass'n, IAFF Local 344 v City of Detroit*, 482 Mich 18, 28 (2008) ("issues of contract interpretation are also questions of law reviewed de novo"). On remand, the Court of Appeals shall review this issue de novo as a matter of law.



a0117

I, Larry S. Royster, Clerk of the Michigan Supreme Court, certify that the foregoing is a true and complete copy of the order entered at the direction of the Court.

January 24, 2017


Clerk