



MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE NEVADA HOUSING ASSISTANCE CORPORATION ON MARCH 30, 2017

The Board of Directors of the Nevada Affordable Housing Assistance Corporation, a Nevada non-profit corporation (“NAHAC”) held a public meeting on March 30, 2017, beginning at 1:00 p.m. PST at the following locations:

NAHAC Conference Room: 3016 W. Charleston Blvd., Suite 160, Las Vegas, Nevada 89102
By Teleconference to: +1 (872) 240-3311; Access Code: 522-570-469
By Videoconference to: <https://global.gotomeeting.com/join/522570469>
Access Code: 522-570-469

Call to order, Roll call.

The meeting was called to order by Timothy Whitright, Board Chairman.
Roll was taken by AJ Gavilanes, Secretary.

Board Members present were: Timothy Whitright - Board Chairperson; Michael Holliday - Nevada Housing Division Director; Sharath Chandra - Nevada Business & Industry Director; and Rande Johnsen - Independent Director.

Board Members absent were: Mohammad Nemati - Independent Director

Also present were: Verise Campbell, Chief Operating Officer/Chief Executive Officer - NAHAC; Veronica Lewis, Operations Manager - NAHAC; Tony Cammisso, CPC, HCA & Marketing Manager - NAHAC; AJ Gavilanes, Office Administrator / Secretary - NAHAC; Greg Glover, Chief Information Officer (Consultant) – NAHAC; Chantell Legacy (Ellsworth & Stout CPA’s), Auditor – NAHAC; and Ann Morgan (Fennemore Craig P.C.), Legal Counsel – NAHAC.

Members of the public attending in person were asked to sign in, and the sign-in-sheet is attached to the original minutes as Exhibit A.

1. Public comment (1st period)¹: None.

¹ This public comment agenda item is provided in accordance with NRS 241.020(2)(d)(3) which requires an agenda provide for a period devoted to comments by the general public, if any, and discussion of those comments. No action may be taken upon a matter raised under this item of the agenda until the matter itself has been specifically included on an agenda as an item upon which action will be taken. Comments by the public may be limited to five minutes person as a reasonable time, place and manner restriction, but may not be limited based upon viewpoint.



2. Approval of Minutes:

a. February 24, 2017

Director Johnsen moved to approve the minutes for February 24, 2017. The Motion was seconded by Director Holliday and approved by unanimous vote.

b. March 20, 2017

Director Holliday moved to approve the minutes for March 20, 2017. The Motion was seconded by Director Johnsen and approved by unanimous vote.

3. Approval of Agenda for March 30, 2017

Director Holliday moved to approve the agenda for March 30, 2017. The Motion was seconded by Director Johnsen and approved by unanimous vote.

4. Items to be Presented for Information and Discussion:

a. Update on the SIGTARP and US Treasury audit/expense reviews with discussion regarding options for potential repayment.

Chief Operating Officer/Chief Executive Officer Campbell advised that NAHAC has not received the report from US Treasury and it is still forthcoming.

b. NAHAC Operations and Performance Report

CPC, HCA & Marketing Manager Cammiso presented the Performance Report February 2016 - February 2017

Operations Manager Lewis advised on planned program changes for the 20th Amendment.

Chief Operating Officer/Chief Executive Officer Campbell advised that the Principal Reduction Affordability Program should be on the next meeting agenda.

Chief Information Officer (Consultant) Glover presented an update on the plans for implementation of the NMAS system.



c. Review of Financials for February 2017

Chantell Legacy with Ellsworth & Stout CPA's walked the Board through the financials.

5. Items for Board Information, Discussion and Possible Action:

- a. Authorization for President/Chairperson to execute First Amendment to Services Agreement with CalHFA MAC that changes:
- i. Section 4. Compensation – Changes made to Subsection c.) Rates; Subsection d.) Implementation of Indirect Cost Plan and Subsection e.) 30-Day payment cycle.
 - ii. Section 12. Indemnification & Waiver – Entire section replaced.
 - iii. Section 15. Copyright and Ownership of Work – Subsection b.) Entire subsection replaced.
 - iv. Section 21. Insurance – Entire section replaced.

Chief Operating Officer/Chief Executive Officer Campbell shared that after CalHFA Mortgage Assistance Corporation had some communication with US Treasury there were sections that needed to be more specific.

Scott Bie with CalHFA Mortgage Assistance Corporation agreed, and advised the amendment was to address indirect costs due to US Treasury requirements and some indemnification.

Director Chandra moved to approve authorization for President/Chairperson to execute First Amendment to Services Agreement with CalHFA MAC as specified in item 5a. The Motion was seconded by Director Johnsen and approved by unanimous vote.

- b. Authorization for President/Chairperson to execute a 12 month agreement with BRAINTRUST in an amount not to exceed \$144,500 for Public Relations, Marketing, Website and Social Media.

A proposal was presented by Kurt Ouchida, Monica Vanyo and Dustin Klein of BRAINTRUST.

Chief Operating Officer/Chief Executive Officer Campbell advised that US Treasury had recommended Granicus (recently merged with GovDelivery), which may be very helpful in preparing key words.



Chairperson Whitright expressed his desire to have NMAS up and functioning smoothly with any potential issues worked out and the necessary temporary staffing in place as well as the outcomes of other contract discussions prior to moving to execute an agreement for the marketing plan.

Director Johnsen responded that he believed NAHAC could potentially run into a problem if the marketing plan was not approved in order to allow a staggered alignment with the internal functions.

Kurt Ouchida of BRAINTRUST stated that it was important that their firm have ramp-up time for their processes, including discovery to be done and assets to evaluate. Mr. Ouchida gave an example; referencing the Home Again campaign, stating BRAINTRUST was brought in in September for a January launch and it gave them proper breathing time to be effective teeing the campaign up for success.

Director Johnsen inquired about the lead time BRAINTRUST would need. Mr. Ouchida replied with the following approximate timeframes:

- 2 weeks - press release
- 1 month – logo
- 30 – 45 days - website

Chief Operating Officer/Chief Executive Officer Campbell advised that everything NAHAC does related to PR and Marketing must be approved by US Treasury and Nevada Housing Division and added the US Treasury had cautioned NAHAC about moving too quickly on the other pieces without having the website rebranded.

Director Holliday moved to approve authorization for President/Chairperson to execute a 12 month agreement with BRAINTRUST in an amount not to exceed \$144,500 for Public Relations, Marketing, Website and Social Media with the statement that Chairperson Whitright work with Chief Operating Officer/Chief Executive Officer Campbell to decide when the implementation would take place . The Motion was seconded by Director Johnsen and approved by 3-1 vote with Chairperson Whitright opposed.

6. General Board Comments, Questions and Items for Future Board Meetings: None.



Nevada Affordable Housing
Assistance Corporation

7. **2nd period of Public Comment and Discussion²**: None.

8. **Adjournment.** (For Possible Action)

Director Holliday moved to adjourn the meeting. The Motion was seconded by Director Johnsen and approved by unanimous vote.

Board approval confirmation:

Pending Board Approval

AJ Gavilanes
NAHAC Corporate Secretary

DON'T FORGET EXHIBIT A

² This public comment agenda item is provided in accordance with NRS 241.020(2)(d)(3) which requires an agenda provide for a period devoted to comments by the general public, if any, and discussion of those comments. No action may be taken upon a matter raised under this item of the agenda until the matter itself has been specifically included on an agenda as an item upon which action will be taken. Comments by the public may be limited to five minutes person as a reasonable time, place and manner restriction, but may not be limited based upon viewpoint.