



MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE NEVADA AFFORDABLE HOUSING ASSISTANCE CORPORATION ON JUNE 27, 2016

The Board of Directors of the Nevada Affordable Housing Assistance Corporation, a Nevada non-profit corporation (“NAHAC”) held a public meeting on June 27, 2016, beginning at 2:00 p.m. PST at the following locations:

NAHAC Conference Room: 3016 W. Charleston Blvd., Suite 160, Las Vegas, Nevada 89102

By Teleconference to: (571) 317-3112; Access Code/Meeting ID: 615-084-405 By Videoconference to:

<https://global.gotomeeting.com/join/>

Access Code/Meeting ID: 615-084-405

1. Call to order, Roll call.

The meeting was called to order by Sharath Chandra, Board Chairperson.

Present were: Board Members Sharath Chandra - Board Chairperson; Michael Holliday - Nevada Housing Division Director, Joseph (J.D.) Decker - Nevada Business & Industry Director, and Mohammad Nemati - Independent Director. **Absent were:** Kolleen Kelley - Independent Director. **Also present were:** Verise Campbell – Chief Operating Officer; Stefanie Sharp, Legal Counsel - NAHAC; Matthew Huckins, VP of HR and Operations; and AJ Gavilanes, Secretary/Administrative Assistant. **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.**

2. Public comment (1st period)¹: No comments.

3. Item for Consideration & Possible Action: Approval of May 23, 2016, meeting minutes. (For possible action)

Director Holliday moved to approve the May 23, 2016, meeting minutes. The Motion was seconded by Director Decker and approved by unanimous vote.

4. Item for Consideration & Possible Action: Approval of June 6, 2016, meeting minutes. (For possible action)

Director Decker moved to approve the May 23, 2016, meeting minutes. The Motion was seconded by Director Nemati and approved by unanimous vote.

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.



5. Item for Consideration & Possible Action: Approval of the Seventeenth Amendment to Commitment to Purchase Financial Instrument and HFA Participation Agreement between the U.S. Department of the Treasury, NAHAC and the Nevada Housing Division and all Exhibits and Schedules attached thereto, including without limitation, the Amended and Restated Financial Instrument. **(For possible action)**

Legal Counsel Sharp advised that they had received word that morning the Nevada Housing Division had completed its review and approved the Form of Amendment and Financial Instrument.

Director Nemati advised he had not had a chance to review the entire program, and didn't know if he was in a position to be able to approve it at that time. Mr. Nemati clarified that it wasn't that he was opposed to it, but he had not reviewed it fully, and inquired if it was an extension of what former CEO Michael Hanley had been attempting to do in purchasing notes that were already distressed. Legal Counsel Sharp responded that it had absolutely nothing to do with item. Ms. Sharp explained the amendment had to do with the approval of NAHAC's Phase 1 - 5th Round funding and changing the term sheets and condition of the agreement to allow for that to occur (including modifying the sunset date of the program and making the new allocations). Ms. Sharp added that the only changes that were done to the service schedule or to the programs was to place the entire allocation from Phase 1 - 5th Round funding in the Principal Reduction Program (with the exception of some funds which were allocated for Administrative expenses). Ms. Sharp advised that was the basic overall of what the amendment covered.

Director Decker inquired if it was in compliance with what U.S. Treasury was looking for. Legal Counsel Sharp advised that it was in direct response and compliance with U.S. Treasury's direct request to NAHAC.

Director Decker moved to approve the Seventeenth Amendment to Commitment to Purchase Financial Instrument and HFA Participation Agreement between the U.S. Department of the Treasury, NAHAC and the Nevada Housing Division and all Exhibits and Schedules attached thereto, including without limitation, the Amended and Restated Financial Instrument. The Motion was seconded by Director Holliday and approved by unanimous vote.

6. Item for Consideration & Possible Action: Authorization for the President/Chairperson of the Board to execute and deliver to the United States Department of the Treasury on behalf of NAHAC the Seventeenth Amendment to Commitment to Purchase Financial Instrument and HFA Participation Agreement, the Amended and Restated Financial Instrument and all other documents and instruments which he deems necessary or desirable to consummate the closing of the transaction. **(For possible action)**



Director Decker moved to approve authorization for the President/Chairperson of the Board to execute and deliver to the United States Department of the Treasury on behalf of NAHAC the Seventeenth Amendment to Commitment to Purchase Financial Instrument and HFA Participation Agreement, the Amended and Restated Financial Instrument and all other documents and instruments which he deems necessary or desirable to consummate the closing of the transaction. The Motion was seconded by Director Holliday and approved by unanimous vote.

7. COO, Verise Campbell, provided an update on Programs. (Presentation)

- a. U.S. Treasury instructed NAHAC to reach out to other states and take a look at programs, systems, and processes (specifically California).
- b. Compliance, System, and Staff was very succinct under the California model.
- c. Programs were processed primarily through a computerized system under the California model.
- d. 85% of NAHAC gaps could be cured with a system similar to the California system.
- e. Compliance was built into the California system as well and virtually eliminated Compliance issues.
- f. Innovative staffing under the California model included base staff, oversight committee, consultants and temporary staff.
- g. New staff under the California model could be on their own in less than 2 weeks using California's manual and training program.

Ms. Campbell strongly advised that NAHAC consider modeling itself after California, as it was already there and California had offered to assist NAHAC in any way they could.

Director Nemati inquired if NAHAC had access to California's financials. Chairperson Chandra advised that he thought the information was available on the U.S. Treasury website and California's website, but indicated they could go a level deeper if needed. Director Nemati expressed concern (citing the difference in size and resources between Nevada and California) regarding California's operating expenses and whether NAHAC could reasonably put that kind of technology in place. Director Nemati shared his believe in "leveraging technologies to create further efficiencies" but wanted to be realistic about whether NAHAC had the same resource to expense ratio to be able to take on anything close to that and encouraged the Board to compare apples to apples.

Director Decker felt Chief Operating Officer Campbell was on the right path in working with U.S. Treasury and other states to identify deficiencies in NAHAC's program (areas for improvement) but inquired if Ms. Campbell would be working on an operational plan that would be discussed in a Board meeting or even with Chairperson Chandra offline. Director Decker recommended a holistic plan moving forward that would include addressing the operational deficiencies, with goals and progress



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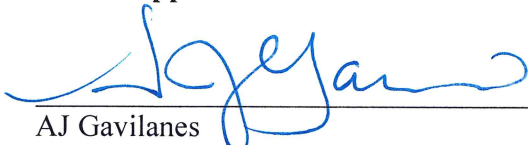
metrics (so that the Board could keep abreast of the progress Ms. Campbell was making in moving forward towards a more efficient agency). Chairperson Chandra agreed and felt the key was to keep the Board informed at every step of the process. Mr. Chandra added that since it was Ms. Campbell's first initial foray into a Board meeting setting, going forward he thought that an update from the Chief Operating Officer would be periodic at every Board meeting. Mr. Chandra advised there would be a structured plan because operational efficiencies were one aspect, but the programmatic pieces needed to get slotted in order to get the program moving forward with all of the deadlines. Mr. Chandra also stated that at some point in time there would be an introduction to the Board with the large, foundational pieces and then ongoing discussions or updates as it progresses.

8. 2nd period of Public Comment and Discussion²: No comments.

9. Adjournment. (Action)

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

Board approval confirmation:



AJ Gavilanes
NAHAC Corporate Secretary

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.



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**EXHIBIT A TO MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE NEVADA
HOUSING ASSISTANCE CORPORATION ON JUNE 27, 2016**

PUBLIC SIGN IN SHEET

(See the Attached)



Nevada Affordable Housing
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PUBLIC MEETING ATTENDANCE RECORD & SIGN-IN

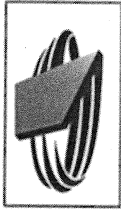
Nevada Affordable Housing Assistance Corporation (NAHAC)

Board of Directors

Date & Time of Meeting: June 27, 2016 02:00 PM

PLEASE PRINT LEGIBLY AND MARK THE APPROPRIATE BOXES

Name	Organization (N/A if none)	Title (N/A if none)	General Public?	Method of participation?	Signature (In-Person Only)
Sharath Chandra	Nevada Housing Division / NAHAC Board of Directors	Deputy Administrator / President, Chairperson & NHD Director	NO	<input type="checkbox"/> In-Person (sign) <input checked="" type="checkbox"/> Teleconference <input type="checkbox"/> Not In Attendance	
Michael Holliday	Nevada Housing Division / NAHAC Board of Directors	CFO / Board NHD Director	NO	<input type="checkbox"/> In-Person (sign) <input checked="" type="checkbox"/> Teleconference <input type="checkbox"/> Not In Attendance	
J.D. Decker	Nevada Real Estate Division / NAHAC Board of Directors	Administrator / Board Nevada Business & Industry Director	NO	<input type="checkbox"/> In-Person (sign) <input checked="" type="checkbox"/> Teleconference <input type="checkbox"/> Not In Attendance	
Kolleen Kelley	NAHAC Board of Directors	Vice President, Vice Chairperson & Independent Director	NO	<input type="checkbox"/> In-Person (sign) <input type="checkbox"/> Teleconference <input checked="" type="checkbox"/> Not In Attendance	
Mo Nemati	NAHAC Board of Directors	Independent Director	NO	<input type="checkbox"/> In-Person (sign) <input checked="" type="checkbox"/> Teleconference <input type="checkbox"/> Not In Attendance	
C.J. Manthe	Nevada Housing Division	Administrator	NO	<input type="checkbox"/> In-Person (sign) <input type="checkbox"/> Teleconference <input checked="" type="checkbox"/> Not In Attendance	
Verise Campbell	NAHAC	COO	NO	<input checked="" type="checkbox"/> In-Person (sign) <input type="checkbox"/> Teleconference <input type="checkbox"/> Not In Attendance	
Colleen Platt	Platt Law Group / Nevada Housing Division	Attorney At Law / Legal Counsel	NO	<input type="checkbox"/> In-Person (sign) <input type="checkbox"/> Teleconference <input checked="" type="checkbox"/> Not In Attendance	
Stefanie Sharp	Robison, Belaustegui, Sharp and Low / NAHAC	Attorney At Law / Legal Counsel	NO	<input type="checkbox"/> In-Person (sign) <input checked="" type="checkbox"/> Teleconference <input type="checkbox"/> Not In Attendance	



Nevada Affordable Housing
Assistance Corporation

PUBLIC MEETING ATTENDANCE RECORD & SIGN-IN

Nevada Affordable Housing Assistance Corporation (NAHAC)

Board of Directors

Date & Time of Meeting: June 27, 2016 02:00 PM

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Matthew Huckins	NAHAC	VP of Operations and Human Resources	NO	<input type="checkbox"/> In-Person (sign) <input checked="" type="checkbox"/> Teleconference <input type="checkbox"/> Not In Attendance	
Martie Catey	NAHAC	Treasurer / Interim Controller	NO	<input type="checkbox"/> In-Person (sign) <input type="checkbox"/> Teleconference <input checked="" type="checkbox"/> Not In Attendance	
AJ Gavilanes	NAHAC	Secretary / Administrative Assistant	NO	<input checked="" type="checkbox"/> In-Person (sign) <input type="checkbox"/> Teleconference <input type="checkbox"/> Not In Attendance	
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