

VETERANS ACCESSION HOUSE A CALIFORNIA PUBLIC BENEFIT CORPORATION

-- MEETING MINUTES --

Commencement of Meeting: A meeting was called to order on February 10, 2018 . The following directors appeared at the meeting, James McMurry, Nubia Ramirez, Leonard Ramirez. A quorum of Directors being present, the meeting was undertaken.

Agenda items and resolution:

Board members: Discussed was the expiration of Emory Wilson's one year term as a non-voting board member. Emory is not available to continue another term on the board.

Nomination of new Board members: Sherry Crane and Jimmy Hildreth are present, and resumes reviewed. Sherry is a Social Worker with the SFVAMC program manager with the Compensated Work Therapy (CWT)/ Experience (CWE) programs. She also manages the CWE transition housing program. Jimmy is a Peer Support Specialist with SFVAMC Housing in Urban Development – Veterans Affairs Supported Housing program. Both offer unique and needed specializations needed for effective management of the VAH organization. Each are voted into to office as new voting board members.

ederal designation: First order of business was the announcement of the Internal Revenues Service's determination to designate Non-Profit 501 (c) (3) status to the Veterans Accession House.

Amendment to Bylaws and Articles of Incorporation:

Whereas, the Articles of Incorporation were filed on December 23, 2016 and the bylaws of the organization were approved on January 7, 2017. Whereas, both the Articles of Incorporation and Bylaws define a narrow set of veterans to help with housing: those seeking higher education. Whereas, the organization has learned that access to federal funds may be available if the organization widens its purpose to helping veterans more broadly, not just those enrolled in higher education. Whereas, federal funds would enable the organization to help more veterans which is the primary goal of the organization. Now therefore, the board did consider amending both the bylaws and articles of incorporation to include revised language as follows:

VAH organization offers homeless veterans, affordable transitional housing, in an abstinence based (drug and alcohol free) residential program in the city of Pittsburg. The VAH will provide a living environment where veteran can find the support and of comradery of like-minded, goal

oriented student and or working veterans. Interested veterans can be a head of household with dependents offered to live in a single-family unit attached to the VAH property in Pittsburg. Single veterans are each offered a shared bedroom, in a communal living setting in a separate unit of the main house, with a 24-month maximum stay. All veterans are expected to move toward self-sufficiency and independent living.

The proposed revision language was approved unanimously to be incorporated into both the bylaws and articles of incorporation. The President and Secretary were thereafter empowered to make and affirm the appropriate amendments, A copy of the amended articles of incorporation are attached as Exhibit A. A copy of the amended bylaws are attached as Exhibit B

Notification of Patent and Trademark: U.S. Trademark office has awarded Veteran Accession House's logo design *VAH*, the organization name (Veterans Accession House) and the motto "Of the Troops, For the Troops" Patent and Trademark designation.

Property Lease renewal: President Leonard Ramirez notified the board that the existing one year lease signed by the Veterans Accession House on January 14, 2017 for the use of the property at 198 W 9th St has expired. He proposed an extension of the lease, which includes an expanded use of the building, to incorporate the 947 Cutter St lower unit into the general contracted lease. The proposal was presented as an immediate means to meet the stated organizational purpose to serve both individual veteran students and veterans with families. Proposed lease would allow the use of the 198 W 9th St unit for housing individual veterans, and the expanded use of the 947 Cutter St unit, to be designated for use for veterans with families.

Because a conflict of interest exists with Leonard and Nubia Ramirez being leased property owners, they excused themselves from the room, while the remaining board members considered the lease proposal. A unanimous vote was held in favor to extend, and expand the lease for the entire property for Veterans Accession House use, backdated effective February 1, 2018 with an end date of January 31, 2019.

Leonard Ramirez pledged to donate one hundred dollars per rented and occupied unit, totaling two hundred dollars per month toward the Veterans Accession House's operational budget.

Other items presented:

Web Design: Web-Designer for VAH – Jason Polijak of VOCO Design company has been contracted for development of a website for VAH. He is also working on design of business cards and letter head publication.

Identification of grant writers:After interviewing several candidates, two grant writers have been identified, and tentatively accepted contracts. Rachel Dacus of Source Development, a grant writer for private industry resource funding, and Mary Rivers, of Rivers Consulting, a grant writer for Federal and State grant proposal writer, have each agreed to meet in the month of March to discuss the organizational needs and funding objectives.

Funding requirements for applying for and receiving grants:Leonard informed the board that in preparation for applying for Federal, State and Municipal grants, the VAH Organization has been registered and received recognition for, 1. Federal Taxpayer Identification Number (TIN),2. Data Universal Numbering System (DUNS),3. System for Award Management (SAMS) and 4. Establishment of a Grants.gov Account.

Tax requirement and liabilities:Organization attorney, Alex Jones, of Jones & Devoy LLP, has advised that VAH has a 2017 tax obligation and need to prepare for a 2018 file in the coming year. To meet these requirement, local accountant, Dawn Hunter, has been contracted to prepare 2017 tax returns, and Certified Public Accountant, Simbatashe Ndemera, is scheduled to be interviewed in March, to conduct required organizational accounting and auditing for tax preparation. Mr. Ndemera has submitted his resume, outlining his expertise, and extensive background working with non-profit organizations. His certification as a CPA is critical to satisfy Federal Grant funding requirements; demonstrating annual reconciliation of organization financial records via financial account auditing.

VAH Federal designation as a Non-Profit entity, requires local State filing obligations. To satisfy these requires, Jones & Devoy have filed applications to the State of California and the State Attorney General's office. We have received an acknowledgment letter from the EXEMPT Organization Unit of the State Franchised Tax Board notifying us of receipt of the filing. These filings are performed parallel to Federal designation status, for local approve operate as a 501 (c) (3).

Growing the Board membership:A need to expand board membership based on Function & Experience (value added) is recognized and promoted to balance the needs of the organization. It was requested that each existing board member draw from their professional contacts, to solicit recruitment to the VAH board, with special consideration placed on experience in the following areas: 1. Legal, 2. Accounting, 3. Fundraising, 4. Business Corp and 5. Community based organization. All those nominated for future board involvement, must complete an application to be reviewed and voted on by the standing board (a sample application is attached to these minutes).

Dual roles and Supportive activities. It is recognized that effective use of VAH volunteers is needed and desired for creative development and spearheading of support activities. The need to create and recruit for, an Action Committee is here pursued. While the function of the action committee body is being determined, the general purpose of the committee membership will be to received guidance from the board; identify and oversee immediate organizational needs; to seek non-financial support; to net-work with and organized community based activities and to manage volunteer support. It may be suited to have one or more board members to oversee and management relationships and the Action Committee, i.e., planned partnership with California State University Social Services department for development of internship for student work study experience at VAH sites.

Strategic Planning advisor: In an effort to assist the board in identifying goals and prioritization for Short-term, Near-term and Long-term objectives, Nubia proposed that she seek out support of Mike Petrie, private consultant to Industry, Law Enforcement and the Military on matter of organization planning. Some aspects of his specialization may offer assistance in the strategizing ways to identify critical political agents; to identify needed community support needs; academic associations; relationship with the VA, and planning for a needed VAH Open House. While much of the tasks to be identified can and should be managed by members of a planned Action Committee, it may be necessary for board members to assume an active role in the execution phase of identified program and organizational needs.

Mr. Petrie has agreed to meet with the board at the next scheduled meeting. However, he is not available on our tentative plan for Saturday, April 7th 2018. For this reason, it is here proposed that the next board meeting be rescheduled for Saturday, April 14th, 2018 at 1030 hours.

Alternative housing sites:Last point of discussion was a forecasting for a need to consider alternative housing sites in either Antioch or Concord. These were submitted based on their centrality of existing schools, industry and transportation support systems. It was agreed to table this discussion for future consideration.

Meeting Closed: The board thereafter ended.

Date:

Nubia Ramirez
SECRETARY

EXHIBIT A

See attached document

EXHIBIT B

See attached document