

Minutes of a Meeting of  
MassHousing's Human Resources and Compensation Committee  
Held on February 13, 2018

Members in Attendance:

Ping Yin Chai, Committee Member, Vice-Chair of MassHousing  
Andris Silins, Committee Member, MassHousing Treasurer

Member Absent:

Michael Dirrane, Committee Chair, Chairman of MassHousing

Others in Attendance:

Beth Elliott, General Counsel and Secretary of MassHousing

A meeting of the Human Resources and Compensation Committee ("Committee") was held on February 13, 2018. The Committee meeting was held in the Uxbridge Conference Room on the fourth floor of One Beacon Street in Boston, Massachusetts. Mr. Chai convened the meeting at 1:30 p.m.

The first order of business was the approval of the minutes of the Committee's previous meeting, which had been held on January 9, 2018. Upon a motion duly made and seconded, it was

**VOTED:** To approve the minutes of the January 9, 2018 meeting of the Human Resources and Compensation Committee of MassHousing.

The second order of business was the review of revisions to the draft Executive Director Employment Agreement that had been reviewed by the Committee on January 9, 2018. The Members voted on January 9, 2018 to appoint Chrystal Kornegay as Executive Director of MassHousing, subject to the terms of an employment contract approved by the Committee, and authorized the Chairman to make any necessary or appropriate changes to such contract, in consultation with the Committee prior to its execution. Subsequent to the vote, Ms. Kornegay requested certain modifications to the draft Employment Agreement. Beth Elliott, as General Counsel to the Agency, reviewed such requests with the Agency's outside counsel on employment law matters, who prepared the revisions he recommended to the Employment Agreement. As Mr. Dirrane was unable to attend the Committee meeting, he asked that Ms. Elliott convey his approval of the changes to the other members of the Committee, as well as his request for their consultation about such changes,. Ms. Elliott presented the members with the revised Employment Agreement and summarized the changes for them. Upon a motion duly made and seconded, it was

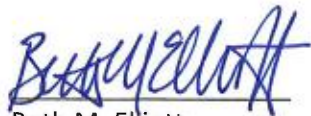
**VOTED:** To approve the Employment Agreement for Chrystal Kornegay as Executive Director of MassHousing in the form presented to the Committee.

Mr. Chai then asked if there was any additional business for the Committee. Hearing none, he made a motion to adjourn the Committee meeting. Upon a motion duly made and seconded, it was

**VOTED:** To adjourn the Human Resources and Compensation Committee at 1:35 p.m.

A true record.

Attest

A handwritten signature in blue ink, appearing to read "Beth M. Elliott", written over a horizontal line.

Beth M. Elliott  
Secretary