

IRVINE CAMPUS HOUSING AUTHORITY
Board of Directors' Meeting
December 14, 2016

BOARD MEMBERS PRESENT: Alan Barbour, Yong Chen, Sandy Irani, Ken Janda, Greg Jue, Diane O'Dowd, Barbara Sarnecka, Christy Teague, Mark Warner

OTHERS PRESENT: Jennifer Barb, Courtney Caldwell, Steve Cauffman, Lara Grady, Nahid Greger, Andrew Herndon, Jane Laning, Bill Schmitendorf, Robyn Stelk, Victor Van Zandt

CALL TO ORDER: Greg Jue called the meeting to order.

APPROVAL OF MINUTES: The Board approved the minutes of November 9, 2016 with the added clarification that 2 of the 56 homes in Area 11-1 will be Entertainment Homes.

REPORT ON OPERATIONS

President Laning highlighted several items for the Board:

- She noted that ICHA anticipates holding the Area 11-1 New Home Drawing in May 2017 and is updating Sales Contracts, brochures and other documents to reflect the two new home types. She fielded Board questions regarding the potential purchaser pool size and eligibility requirements.
- She distributed a copy of the new ICHA newsletter and the second Area 11 construction update, which ICHA posted on its website and emailed to all University Hills residents. These reflect a continued effort to enhance communication with residents.

Vice President of Finance Lara Grady reported on the required IRS Form 990 nonprofit corporation annual federal tax filing. A review draft will be available to the full Board in January. As there is no January Board meeting, consultation can be electronic or via conference call.

OLD BUSINESS

- **Area 11-1 Contract Resolutions**

Vice President of Planning & Construction Victor Van Zandt gave a digital presentation and distributed and discussed handouts and resolutions previously emailed to the Board. He also reviewed the Area 11 Contract structure, budget estimates for Area 11-1, and anticipated future authorizations needed for subsequent phases.

- **Area 11-1 Addendum to Area 11 Construction Contract, and Area 11-1 Infrastructure Work GMAX (Amendment #1)**

The first resolutions reviewed addressed authorization to execute the Area 11-1 Contract Addendum #2 (adding the Area 11-1 project to the Area 11 master contract) and Amendment #1 to that Addendum (authorizing the Area 11-1 infrastructure at a specified Guaranteed Maximum Price).

After discussion, and upon motion duly made and seconded, the Board unanimously adopted the "ICHA Board Resolution to Enter into Addendum No. 2 to the University Hills Area 11 Construction Contract (the Area 11-1 Addendum) with California Pacific Homes for the University Hills Area 11-1 Project and Amendment No. 1 to the Area 11-1 Addendum for the Area 11-1 Infrastructure Work" attached to these Board minutes.

- **Area 11-1 – Not to Exceed GMAX – Full Scope of Work**

The next resolution reviewed addressed authorization to execute a future amendment to the Area 11-1 construction contract for the full scope of work. Vice President Van Zandt explained that in order to satisfy a precondition from the lender for loan origination, the Board will need to authorize the contract amendment for construction of the full scope of work for Area 11-1 now. ICHA will not execute this amendment until February or March 2017. The overall project cost, once received, will be subject to the Guaranteed Maximum Price specified in this resolution, or will be brought back to the Board for further authorization.

After discussion, and upon motion duly made and seconded, the Board unanimously adopted the "ICHA Board Resolution to Amend the University Hills Area 11 Contract with California Pacific Homes to Increase the Scope of Work for Area 11-1" attached to these minutes.

- **Area 11-1 Construction Loan**

Vice President Van Zandt then discussed the resolution regarding the Area 11-1 Construction Loan. He highlighted that the builder, not ICHA, is the construction loan borrower, and noted that the Area 11-1 loan documents mirror those from prior phases. In order to originate the Area 11-1 construction loan, the builder's lender, Housing Capital Company, needs ICHA's Board to approve a resolution authorizing corporate execution of these documents, evidenced by a Certificate of Corporate Authorization signed by ICHA officers replicating the resolution.

After discussion, and upon motion duly made and seconded, the Board unanimously adopted the resolution embodied in the Certificate of Corporate Authorization attached to these Board minutes.

EXECUTIVE SESSION

The Board went into Executive Session to discuss legal matters.

ADJOURNMENT

The meeting adjourned at 5:00 p.m.