

**IRVINE CAMPUS HOUSING AUTHORITY**  
**Board of Directors' Meeting**  
**August 10, 2016**

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

OTHERS PRESENT: Courtney Caldwell, Stephen Cauffman, Lara Grady, Nahid Greger, Andrew Herndon, Jane Laning, Hobart Taylor, Victor Van Zandt, Elaine Vatakis

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

APPROVAL OF MINUTES: The Board approved the minutes of June 8th, 2016.

**REPORT ON OPERATIONS**

The Chair introduced ICHA's four new Board members. He then opened the Operations Report for questions and comments. President Jane Laning updated the Board on several matters:

- The President of the University of California has signed the 19<sup>th</sup> Amendment to the ICHA-Regents Ground Lease, which adds the land for Area 11.
- As of September 1<sup>st</sup>, Senate Recruit status will be redefined as members of the Academic Senate appointed on or after July 1, 2014. This change will move 7 applicants from the Senate Recruit priority category to the Senate Renting priority category. Six of the 7 applicants were offered homes, and 1 never responded to numerous requests for a show of interest.
- Former ICHA Board Chair demographer Ken Chew and long-time University Hills resident Mary Watson have volunteered to work with ICHA Management to develop and implement a homeowner satisfaction study. The Board indicated its support of the project and the 2 volunteers that will be working to move it forward.

**OLD BUSINESS**

**Alturas Permanent Financing**

President Laning recounted the challenges of working out the details between the UC Office of the President (acting on behalf of the UC Regents, the ground lessor) and PPM Finance, the proposed permanent lender for Alturas. The participants memorialized the final agreement in a

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portion of the Estoppel for the Loan Documents, which is en route for signature at UCOP. PPM will bring the terms of the loan and the specific deal

points in the Estoppel to its loan committee on Tuesday, August 16<sup>th</sup>. The current assumption is that the loan will close by mid-September.

President Laning reviewed the loan terms stated in the lender's letter to ICHA and distributed a resolution to authorize specified ICHA officers to execute the loan documents for the Alturas permanent financing with PPM. Board members had received both documents via email for preview. She summarized the various distinctions between a builder construction loan versus direct borrowing by ICHA of a takeout loan for completed ICHA-owned rental property not sold to homeowners.

After discussion and upon motion duly made and seconded, the Board unanimously adopted the "ICHA Board Resolution to Approve Permanent Financing for the Alturas Rental Townhomes" attached to these minutes.

### **Area 11 – Mass Grading GMAX Contract Authorization**

President Laning displayed, distributed and reviewed the Area 11 "Site Work-GMAX" budget, including the proposed work scope and guaranteed maximum price as well as the estimated cost allocation among Area 11's 5 housing phases. She then presented the proposed contract to the Board and distributed and discussed a chart tabulating the structure of the Area 11 contract documentation with California Pacific Homes, which mirrors that of Area 10 with the same builder:

- A master contract based on AIA templates with standard provisions applies to all sub-Areas;
- The Board separately authorizes an Addendum for each sub-Area, then Amendments of that to approve each next step and its maximum cost.

Whereas Area 10 proceeded in phases of one numbered sub-Area at a time, Area 11 conditions lend themselves to performing upfront site-wide mass grading and backbone infrastructure, as well as perimeter landscaping; thus this site-wide site work will be a separate phase.

President Laning then distributed a resolution previously emailed to the Board for authorization to enter into the GMAX contract for Area 11 Site Development Work. President Laning fielded a number of Board questions and comments. After discussion, for cashflow contingencies the Board directed President Laning to condition the execution of this contract on the approval of the Area 10 Alturas permanent financing by PPM's loan committee.

After discussion and upon motion duly made and seconded, the Board unanimously adopted the "ICHA Board Resolution to Enter into a Contract with California Pacific Homes for University Hills Area 11 Site Development Work" attached to these minutes.

## **NEW BUSINESS**

### **Committee and Other Appointments**

#### **○ Committee Member Appointments**

The Board discussed the need to fill several Committee member positions vacated by former Board members. After a discussion of the positions and responsibilities, the Board appointed the following members to Committees:

- Sandra Irani and Jennifer Aaron, Compensation and Benefits Committee
- Yong Chen, Audit Committee

#### **○ Election of Secretary/Treasurer**

Mark Warner asked to conclude his term of office as ICHA Secretary/Treasurer. The Board thanked him for his service. The Board then discussed the process of electing a new Secretary/Treasurer and the duties of this officer, and Barbara Sarnecka expressed interest in the role.

The Chair then called for nominations. A Board member nominated Barbara Sarnecka. There being no further nominations, the Board voted unanimously to elect Barbara Sarnecka to the office of Secretary/Treasurer.

## **EXECUTIVE SESSION**

The Board went into Executive Session to discuss legal matters.

## **ADJOURNMENT**

The meeting adjourned at 4:55 p.m.