

IRVINE CAMPUS HOUSING AUTHORITY

Board of Directors' Meeting

January 9, 2019

BOARD MEMBERS PRESENT: Jennifer Aaron, Alan Barbour, Yong Chen, Sandra Irani, Ken Janda, Greg Jue, Heike Rau, Barbara Sarnecka, Christy Teague.

OTHERS PRESENT: Jennifer Barb, Bryce Bunker, Barbara Correa, Victor Van Zandt, Elaine Vatakis.

CALL TO ORDER: ICHA President & CEO Victor Van Zandt called the meeting to order.

APPROVAL OF MINUTES:

The Board approved the minutes of October 10, 2018.

REPORT ON OPERATIONS

- President & CEO Van Zandt summarized the operations reports from each department, including the most recent sales information: 41 of the 42 homes in Area 11-2 have closed; the final 11-3 closing is expected by February 1.
- Board member Alan Barbour suggested soliciting a review by the Fire Department of potential fuel modification zones near Phase 1.

NUTS & BOLTS

Victor Van Zandt gave a presentation about ICHA's Articles of Incorporation, Bylaws and Board Composition. The presentation covered the following:

Articles of Incorporation:

- All directors are appointed by the Chancellor and approved by the President of the UC system.
- Capital expenditures require prior approval from the Regents or their designee.

Bylaws:

- Changes to the ICHA Board Bylaws require a two-thirds vote by Board members and approval from the President of the University.
- Committees consist of three or more Board members.
- Board members may inspect the Corporation's financial records at any time.

Board composition:

- The Bylaws list the number and qualifications of Board members, including:

ICHA Board of Directors' Meeting

January 9, 2019

Page 2

- Greater than or equal to 8 full-time UC Irvine employees
- Greater than or equal to 6 UC Irvine faculty senate members
- Less than or equal to 3 University Hills residents.

OLD BUSINESS

Director Correa announced that the first University Hills Community Survey will be distributed later in January. The Survey consists of about 40 questions covering many facets of University Hills life: the physical elements, the social programs and interactions, household configuration, and ICHA management's performance. The Survey goal is to gather big picture views about life in University Hills. ICHA leadership will use the data to gauge its successes and shortcomings and plan for the future as it shifts from building the physical elements of University Hills to "Building Community."

NEW BUSINESS

Miramonte Rental Townhomes (Area 11-5) Construction Financing

Manager of Planning & Construction Bryce Bunker gave a presentation reviewing the structure and terms of the construction loan and permanent financing for the Miramonte Rental Townhomes ("Area 11-5") project, adding that the Board will take up authorization to facilitate the construction loan with the lender at the February Board meeting. He explained that the builder, not ICHA, is the construction loan borrower, and noted that the Area 11-5 loan structure mirrors those from prior phases. Manager Bunker provided an explanation of the loan structure and reviewed the key loan documents. The loan fee for Area 11-5 will be higher than it was for the Area 11-3 project as Area 11-5 construction loan is approximately twice the amount. The construction loan term is 18 months. Following the financing presentation, CEO & President Van Zandt presented a chart explaining the required ICHA equity contributions to construct Area 11-5 and ICHA's cash position through 2034.

EXECUTIVE SESSION

The Board went into Executive Session to discuss:

- Audit Committee Report
- Policy Discussion
- Corporate Matters

ADJOURNMENT

The meeting adjourned at 5:30 pm.