



HARBOR COMMUNITY
BENEFIT FOUNDATION

**MINUTES OF
BOARD OF DIRECTORS MEETING
544 N. Avalon Blvd., Wilmington, CA 90744
Friday, August 21st, 2015, 10:00 A.M.**

BOARD MEMBERS:

Present: Sean Hecht, David Sloane, Jesse Marquez, and Kathleen Woodfield.

Absent: Dr. Silvia Prieto and David Thornburg, and Michele Prichard.

LEGAL COUNSEL: Michael Jenkins, Jenkins & Hogin LLP

HCBF STAFF: Ben Schirmer, Ata Khan, Meghan Reese

Meeting called to order at 10:04 A.M.

ITEM A. PUBLIC COMMENT ON NON-AGENDA ITEMS

ITEM B. EXECUTIVE DIRECTOR & STAFF REMARKS

- Ben Schirmer, Executive Director, announced that HCBF received a refund from the proration of the previous office lease agreement.
- Ata Khan, Program Manager, remarked that the Land Use Study ad-hoc committee convened the prior week, and Staff will continue to update the Board on the status of the study as it progresses.

ITEM C. BOARD MEMBER REMARKS

Jesse Marquez announced his intent to resign from HCBF's Board of Directors. Chair Sean Hecht instructed Jesse, pursuant to the by-laws, to submit a written letter of resignation to Mr. Hecht. Board members and HCBF Staff thanked Jesse for his service to HCBF and commitment to the communities HCBF's serves. Sean indicated that a formal recognition of Jesse would take place at a future board meeting.

ITEM D. GUEST PRESENTATIONS

South Coast AQMD, Patricia Kwon

Harbor Schools Air Filtration Program - Ms. Kwon presented updated information about the status of the TraPac MOU funded Harbor Schools Air Filtration Program, administered by South Coast AQMD.

CONSENT ITEMS

1. REVIEW AND APPROVE MINUTES OF HCBF BOARD MEETING DATED JULY 30, 2015

Motion by D Sloane. Seconded by K. Woodfield. Carried unanimously.

REGULAR ITEM

2. BOARD OF DIRECTORS ELECTION

On May 31, 2011, the HCBF Board of Directors convened for the first time. Board members are limited to three terms. In 2013, Director B, Kathleen Woodfield was re-elected to a second two-year term, concluding in May 2015. Under HCBF's bylaws, appointments and reappointments to this Board member seat requires nomination by outside entities.

Under Bylaw 7.3, a Director serves "until the appointment or election and qualification of a successor." Thus, all current directors, including those with terms that expire this year, continue to serve continuously until their term is renewed or a successor is elected or appointed.

Board resolved to:

nominate and renew Director B, Kathleen Woodfield, for a term of no more than two years since the prerequisites for such a vote were met by the time of the Board meeting.

Motion by J. Marquez. Seconded by David S. Carried unanimously.

3. REVIEW AND APPROVAL OF THE COMMUNITY BENEFIT ROUND 3 REQUEST FOR PROPOSAL (RFP)

HCBF Staff, with the guidance of ad-hoc committee, drafted an RFP for Round 3 of Community Benefit Grants.

Board resolved to:

1. approve the substance of the Community Benefit Round 3 Request for Proposal, in substantial form.
2. authorize the release of the RFP by HCBF Staff.

Motion by D. Sloane. Seconded by K. Woodfield. Ayes: 3, Recused: 1 (Jesse Marquez).

4. APPROVAL FOR RESOLUTION TO GRANT AUTHORITY TO BEN SCHIRMER AS SIGNATOR

Ben Schirmer became the Executive Director of HCBF on June 15, 2015. The Board was asked to vote to retroactively grant authority to him as signator on behalf of HCBF, as provided in HCBF's by-laws sections 13.1 and 13.2.

Board resolved to:

1. authorize B. Bennett Schirmer, in his capacity as the Executive Director, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances as detailed in the proposed Resolution.
2. authorize B. Bennett Schirmer, in his capacity as the Executive Director, to sign checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness on behalf of the Corporation as detailed in the proposed Resolution.

Motion by D. Sloane. Seconded by K. Woodfield. Carried unanimously.

5. APPROVAL OF AMENDMENT OF CONTRACT WITH TOBERMAN NEIGHBORHOOD CENTER

Toberman Neighborhood Center was awarded a total grant award of \$40,000 in Round 2 of Community Benefit grants. The grant began on November 1, 2014, and is currently scheduled to end on October 31, 2015. On May 29, 2015, in the 6-month report, Staff was notified of proposed revisions to the scope of work contained in the original grant proposal. In August, Toberman submitted an amended budget and budget narrative in support of their revised project. To better understand the proposed revisions, on Tuesday, August 2, 2015, HCBF Staff visited Toberman Neighborhood Center.

The initial project included \$15,600 for a retaining wall. The proposed, amended project no longer contained the retaining wall. Additionally, several items in the proposed project were not included in the original project and/or fall outside the scope of HCBF's grant priorities. Therefore, Staff, along with the Board's Ad Hoc Grant committee, recommended that the second disbursement be canceled and that the grant agreement be modified to reflect a total grant of \$25,000, and that the proposed revisions be modified to ensure that the project's elements are consistent with those approved in the original grant agreement, and appropriate to HCBF's priorities and its mission of mitigating port impacts.

Board resolved to:

1. approve Staff's recommendation to forgo the second disbursement in the amount of \$15,000.
2. approve amending the grant period end date to April 29, 2016.
3. authorize Staff to enter into a contract amendment with Toberman that is consistent with the recommendations above.

Motion by K. Woodfield. Seconded by D. Sloane. Carried unanimously.

7. MEETING ADJOURNED

The meeting was adjourned at 11:04 A.M.

I hereby certify that these minutes have been approved.



August 21, 2015
