

May 31, 2011

HARBOR COMMUNITY BENEFIT FOUNDATION

MINUTES

Location: 544 N. Avalon Boulevard, Wilmington, CA 90744

Start: 10:13 a.m.

Minutes Drafted by Arturo Alvarez, edited by Serena Lin

Present: Sean Hecht, Michelle Prichard, Silvia Prieto, Jesse Marquez, Peter Peyton, Kathleen Woodfield, Jim Sadd

STAFF: Mission Infrastructure - Mark Vargas, Project Manager (Interim Executive Director, HCBF); Arturo Alvarez, Project Associate

LEGAL COUNSEL: Serena Lin, Public Counsel

ITEM 1: OPENING STATEMENT – AN OPPORTUNITY FOR MEMBERS OF THE PUBLIC TO ADDRESS THE BOARD ON NON-AGENDA ITEMS

Comments from the public were called. No public comments were made.

ITEM 2: INTRODUCTIONS AND REPORTS OF THE BOARD MEMBERS

All seven board members present introduced themselves.

ITEM 3: ELECTION OF BOARD OFFICERS

- A. Nomination of Sean Hecht as Chair/President of the Board, **motion** by Michele Prichard, seconded by Jesse Marquez

Ayes: Unanimous

- B. Nomination of Michele Prichard as Vice-Chair/Vice-President of the Board, **motion** by Jesse Marquez, Seconded by Sean Hecht

Ayes: Unanimous

- C. Nomination of Jesse Marquez as Secretary of the Board, **motion** by Kathleen Woodfield, Seconded by Michele Prichard

Ayes: Unanimous

D. Nomination of Silvia Prieto as Treasurer of the Board, **motion** by Kathleen Woodfield,
Seconded by Jesse Marquez
Ayes: Unanimous

E. **Motion** for Board President and Board Chair shall be one position, occupied by the same person and shall be referred to as Chair; Board Vice-President may also be referred to as Vice-Chair; Board Treasurer be the Chief Financial Officer and shall be referred to as Treasurer or CFO; Motion by Sean Hecht

Ayes: Unanimous

ITEM 4: WELCOME REMARKS BY THE LA HARBOR DEPARTMENT

Remarks of Geraldine Knatz, CEO of the Port of Los Angeles. Ms. Knatz congratulated the Board on the inaugural meeting of the HCBF, recounted its history and development, and impressed upon the Board the importance of the mission that it has undertaken, and the likelihood that if successful, HCBF will become the model for similar mitigation efforts in the future.

Ms. Knatz discussed previous controversy in creating the HCBF and her vision that power would be delegated to the HCBF. Ms. Knatz noted that it is the Port's obligation to mitigate but there are intangible impacts that do not get qualified in EIRs. This was the reason to create the PCMTF and the HCBF.

ITEM 5: WELCOME REMARKS BY TRAPAC APPELLANTS

Remarks of Adrian Martinez, environmental justice project director at Natural Resources Defense Council and TraPac Appellant. Mr. Martinez spoke to the background and history of the creation of the HCBF and acknowledged the work that went into the negotiation of the TraPac MOU by Appellants, including unpaid hours. Mr. Martinez made note of several features of the HCBF. First, the HCBF isn't a government agency. It is nonprofit. Second, the HCBF is not a creation of the port. The HCBF is making recommendations to the Port on projects. The HCBF has added benefit of operating under open government laws, so there is public transparency. The HCBF's collective expertise is what will make the difference on these projects. The independence of the HCBF is important to the Appellants.

Mr. Martinez noted that the HCBF can receive funds from not only the Port but also from other government agencies, business, nonprofits, etc, that might be interested in giving funds towards projects. Mr. Martinez also emphasized that while CEQA has been a benefit, CEQA has not been able to mitigate cumulative impacts from past, present and future projects. The HCBF will be able to address issues the port cannot address. The HCBF shall not take the place of neighborhood councils or other advisory committees.

Mr. Martinez emphasized the uniqueness of the HCBF as a tool for the community to analyze and mitigate impacts. Project proponents can always go to the Port to ask for funding. There is a land use study that will give the HCBF good tools for moving forward, especially in addressing nexus. Mr. Martinez and the other Appellants look forward to participating with the HCBF.

ITEM 6: STAFF REPORTS

Interim Executive Director Mark Vargas reported on:

- 1.) Executive director search, job responsibilities, and duties, and requested active participation from the board through an ad hoc committee.
- 2.) Office space location search and criteria including cost which does not take away from mitigation projects, location preference for Wilmington/San Pedro, size, public parking, final search criteria, visibility with street frontage and visible signage, and requested input from the Board.
 - Director Peyton recommended looking into City and Port owned buildings.
 - Treasurer Prieto recommended looking into County buildings as well.
 - Vice Chair Prichard recommended transit-accessible location.
 - Secretary Marquez recommended private restrooms.Chair Hecht recommended seeking opportunities for meeting space away from office location since combining meeting space in office search might result in too much SF.
- 3.) General discussion on Land Use Study has been requested by the TraPac Appellants and that a contract shall be drafted and approved by the BOHC.
- 4.) Background and roles of staff
- 5.) Name change filing to name nonprofit, the Harbor Community Benefit Foundation

Motion to find good cause for not scheduling a meeting in June, Motion by Chair Hecht
Ayes: Unanimous

Chair Hecht directed staff to check with schedules of board members and suggest appropriate meeting times for future meetings.

Public Comments: Chuck Hart thanked the board for accepting, and glad that it came to final development. Bahram Fazeli suggested that 1 of 4 meetings be held in evening so that others may attend.

ITEM 7: CREATION OF BOARD COMMITTEES AND ASSIGNMENTS

Board, staff, and counsel discussion with regards to committee formation and purposes.

Interim Executive Director Vargas and Counsel Lin recommended ad hoc, advisory committees with a limited duration be formed for the following purposes:

1. Executive Director Search Committee, providing input on the ED search announcement and distribution, participating in interview process to shortlist potential EDs, make salary recommendations.
2. Office Space Committee, providing input on search for office location
3. Funds Distribution Committee to oversee and provide input to staff regarding the initial distribution of funds from Port to 3rd Party entity/CCF to Nonprofit

Interim Director Vargas reported that staff would be consulting with Chair as needed to prepare future agendas.

Director Peyton queried Port staff as to possible reduced rate from Harbor Department for office space. Mike Christensen, Port staff, noted that Harbor Department would need to hear proposal

Director Marquez noted that Port had ability to give very reduced lease rates.

Director Peyton recommended a strategic planning committee. Discussion followed among Directors.

Motion to create ad hoc, advisory Executive Director search committee including Chair Hecht, Kathleen Woodfield, Silvia Prieto; motion by Chair Hecht, seconded by Jim Sadd

Ayes: unanimous

Motion to replace Silvia Prieto with Jesse Marquez on Executive Director search committee given time considerations; motion by Silvia Prieto, seconded by Jesse Marquez

Ayes: unanimous

Motion to create ad hoc, advisory Office Space committee composed of Peter Peyton and Jesse Marquez; motion by Sean Hecht, seconded by Silvia Prieto

Ayes: unanimous

Motion to create ad hoc, advisory Funds Distribution committee composed of Michele Prichard, Silvia Prieto, and Jim Sadd; motion by Jesse Marquez

Ayes: unanimous

Motion to create ad hoc, advisory Strategic Planning committee composed of Peter Peyton, Sean Hecht, and Jesse Marquez; motion by Sean Hecht

Ayes: unanimous

Board members, staff, and counsel discussed composition of committees and role of Chair in committee formation. Members of the Public, Martin Schlageter with Coalition for Clean Air and Adrian Martinez, NRDC, commented.

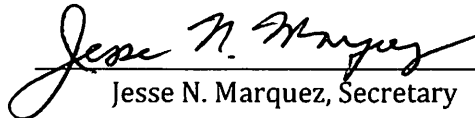
ITEM 8: ADJOURNMENT

Motion by Jim Sadd to adjourn; seconded by Silvia Prieto

Ayes: Unanimous

Chair Hecht closed the meeting at 12:30 PM

I hereby certify that these minutes have been approved.



Jesse N. Marquez, Secretary

10-4-2011
Date