

**MINUTES**  
*Of*  
**The HARBOR COMMUNITY BENEFIT FOUNDATION**  
**February 23, 2012**

San Pedro Location: 638 South Beacon Street, Room 452, San Pedro, CA 90731  
Teleconference Location: Occidental College, 100 Campus Road, Los Angeles, CA

Time Started: 10:19 AM

**Present:** Chair Sean Hecht, Vice Chair Michele Prichard, Secretary Jesse Marquez, Director Peter Peyton, Director Kathleen Woodfield, Director Jim Sadd<sup>1</sup> (6)

**Absent:** Treasurer Silvia Prieto (1)

**STAFF:** Mary Silverstein, Executive Director

Mission Infrastructure - Mark Vargas, Consultant Staff; Arturo Alvarez, Consultant Staff

**COUNSEL:** Serena Lin, Public Counsel, Interim General Counsel

**CHAIR SEAN HECHT PRESIDED**

**ITEM NO. A OPENING STATEMENT – AN OPPORTUNITY FOR MEMBERS OF THE PUBLIC TO ADDRESS THE BOARD ON NON-AGENDA ITEMS**

Chair S. Hecht called on comments from the public. The following person commented:

1. Ken Melendez, PCAC

**ITEM NO. B BOARD MEMBER REMARKS**

Chair S. Hecht called on comments from the Board. There were no comments from the Board.

**CONSENT AGENDA**

**ITEM NO. 1 REVOCAION OF ROBERT’S RULES OF ORDER, ADOPTED 10/18/2011, TO BE REPLACED WITH GENERAL PARLIAMENTARY PROCEDURES**

Chair S. Hecht removed Item No. 1 from the agenda.

**ITEM NO. 2 REVIEW AND APPROVAL OF THE MINUTES OF THE HCBF DATED 01/19/2012**

**Motion** to accept the minutes as presented; motion by M. Prichard, seconded by K. Woodfield, and carried with the following vote:

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<sup>1</sup> Director J. Sadd joined the board meeting at 11:45 AM and participated by conference call from the Occidental College location

Ayes: Unanimous. (5)<sup>2</sup>

**REGULAR ITEMS**

**ITEM NO. 3 HEALTH CARE GRANT PROGRAM:**

- a) REVIEW AND APPROVAL OF NON-CONSTRUCTION GRANT AGREEMENTS IN SUBSTANTIAL FORM, AND AUTHORIZATION TO PRESENT TO BOARD OF HARBOR COMMISSIONERS
- b) APPROVAL OF FUNDING OF GRANTS:
  - i) Long Beach Alliance for Children with Asthma (LBACA)
  - ii) The Children’s Clinic (TCC)
  - iii) Tzu Chi Medical Foundation (TCMF)
  - iv) Wilmington Health Center (WHC) - Grant Agreement Pending

Executive Director Mary Silverstein presented a staff report on the Health Care Program grant requests with a recommendation from the Ad Hoc Committee and staff to approve awards to four (4) grantees. An email from Ad Hoc Committee member Dr. Silvia Prieto to Executive Director M. Silverstein, “Support for 4 Healthcare Grants” dated February 15, 2012, was read aloud. Ad Hoc Committee member, Director Kathleen Woodfield described the site visits conducted by the committee and also voiced her support for the four selected projects.

Counsel S. Lin reported that one of the proposed grantees, LBACA, referenced a local organization, CFASE, as a community partner in its application. Director Marquez, Executive Director of CFASE, stated he does not have any financial or personal interest in LBACA, and, he does not have any governance over, or controlling role in, LBACA. CFASE and LBACA collaborate with numerous community partners on a project unrelated to LBACA’s grant application.

Director Marquez left the meeting.

The Board deliberated as to whether or not Director Marquez had a conflict of interest.

**Motion** to find that Board Director Jesse Marquez has no conflict of interest with respect to any of the Health Care Program grant participants; motion by M. Prichard, seconded by P. Peyton, and carried with the following vote:

Ayes: (4), Nays (0), Absent at time of vote: Jim Sadd and Jesse Marquez

Director Marquez returned to the meeting after the vote.

The Board reviewed and discussed the drafted grant agreements, and Exhibits for three (3) recommended health care grants, for a total of \$146,908.

**Motion** to approve grant awards to 1) Long Beach Alliance for Children with Asthma (LBACA) in the amount of \$88,908, 2) The Children’s Clinic for \$50,000, and 3) Tzu Chi Medical Foundation for \$8,000; motion by M. Prichard, seconded by K. Woodfield, and carried with the following vote:

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<sup>2</sup> Board members present: S. Hecht, M. Prichard, J. Marquez, P. Peyton, and K. Woodfield.

Ayes: (5), Absent at time of vote: Jim Sadd

**Motion** to approve the body of three (3) Grant Agreements in substantial form, authorizing Exec. Director M. Silverstein to finalize and approve the tailored exhibits, and the terms contained within them, after discussion with individual grant recipients; motion by M. Prichard, seconded by K. Woodfield, and carried with the following vote:

Ayes: (5), Absent at time of vote: Jim Sadd

**Motion** to direct Executive Director M. Silverstein to transmit said Grant Agreement(s) to the Board of Harbor Commissioners (BOHC) subsequent to finalization of the Exhibit terms by Executive Director M. Silverstein, for review and determination by the BOHC as required by Section 5.B.iii of the Operating Agreement of the TraPac Memorandum of Understanding; to seek the release of \$146,908 total, for three grants, from the Port Community Mitigation Trust Fund; motion by M. Prichard, seconded by K. Woodfield, and carried with the following vote:

Ayes: (5), Absent at time of vote: Jim Sadd

**Motion** to approve grant award to Wilmington Health Center for \$172,500 plus a construction related contingency of \$30,592 = 203,092; motion by M. Prichard, seconded by K. Woodfield and carried with the following vote:

Ayes: (5), Absent at time of vote: Jim Sadd

**Motion** to authorize staff to request new counsel, to be engaged in March, to generate a grant agreement with the Wilmington Health Center, with appropriate construction-related risk allocation and indemnity provisions; to be presented to the Board for approval; motion by M. Prichard, seconded by K. Woodfield, and carried with the following vote:

Ayes: (5), Absent at time of vote: Jim Sadd

**NOTE:** Chair S. Hecht called **Agenda Item No. 5** ahead of **Agenda Item No. 4**.

**ITEM NO. 5** REVIEW AND APPROVAL OF STAFF POSITIONS FOR A 1) GRANT PROGRAM SPECIALIST, 2) PROGRAM ASSISTANT, AND 3) PART-TIME BOOKKEEPER, AND TO SET A SALARY RANGE FOR SUCH POSITIONS.

Executive Director M. Silverstein gave a verbal report on this item, with proposed salary ranges from familiar California foundations. The Board gave direction to staff to revise the job title of the first staff position to Program Associate, given the broad range of duties for the proposed position.

**Motion** to authorize the staffing of (1) Program Associate with a salary amount not to exceed \$80,000, (2) Program Assistant with a salary amount not to exceed \$51,000, and (3) Part-time bookkeeper with a

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salary amount not to exceed \$50,000; motion by Director K. Woodfield, seconded by J. Marquez, and carried with the following vote:

Ayes: (5), Absent at time of vote: Jim Sadd

**Motion** to authorize the Executive Director to hire, supervise, and fire all of the employees of the Corporation, in her sole discretion, and to set compensation and benefit packages for employees; motion by Director M. Prichard, seconded by Jesse Marquez, and carried with the following vote:

Ayes: (5), Absent at time of vote: Jim Sadd

**NOTE:** Director J. Sadd joined the board meeting at 11:45 AM by conference call; six (6) Board members were now present.

**NOTE:** Chair S. Hecht called **Agenda Item No. 8** ahead of **Agenda Items No. 6** and **No. 7**

**ITEM NO. 8** DISCUSSION, MODIFICATION, AND RECONSIDERATION OF PREVIOUS AUGUST 11, 2011 RESOLUTION WHICH DIRECTED STAFF TO PREPARE A CONTRACT WITH BACEI AS THE PREFERRED CONTRACTOR FOR SHORT-TERM LAND USE STUDY; DISCUSSION OF ADDITIONAL AND REVISED TERMS OF BACEI'S PROPOSAL

Staff Consultant M. Vargas gave a report on the history of this item; stated that the scope of work and draft contract is being finalized by Public Counsel. Exec. Director M. Silverstein gave a report on the recent progress. She updated the Board on BACEI's team, scope of work, and cost of the proposal since the August 2011 unanimous approval by the Board. She noted that the health care component was removed, as requested by the HCBF Board, Staff reported the revised fee proposal for services, excluding the health component, is \$288,976. And, a key sub consultant, the Redlands Institute, was re-incorporated into the BACEI team.

Director J. Sadd stated his general concerns. Directors J. Marquez, K. Woodfield, and M. Prichard gave comments in support of the proposal and the scope of work.

Chair S. Hecht called on comments from the public.

TraPac Appellants Adrian Martinez, NRDC, and Chuck Hart spoke in support of the study and the selection of BACEI as contractor, affirming that the TraPac Appellants support the recommendation to move forward with the land use study.

Jon Haveman, Chief Economist from BACEI, responded to the Board's questions and concerns.

The Board directed staff to pursue the formation of a volunteer ad-hoc committee concerning the off-port land use study, potentially to include Director K. Woodfield, Director J. Sadd, Chair S. Hecht and Adrian Martinez.

**Motion** to authorize Exec. Director M. Silverstein to contract with an independent technical consultant-advisor to review the scope of work and to provide advice regarding the land use study, and to assist in

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the preparation of the terms of the land use study contract; motion by J. Sadd, seconded by M. Prichard. Motion failed with the following vote.

Ayes: Director J. Sadd. (1)

Nays: Chair S. Hecht, Vice Chair M. Prichard, Director P. Peyton, Director K. Woodfield, Director J. Marquez. (5)

The Board requested Counsel S. Lin to complete preparation of a draft contract for the Board's review.

**NOTE:** Chair S. Hecht returned to **Agenda Item No. 7.**

**ITEM NO. 7** AUTHORIZE EXECUTIVE DIRECTOR TO INTERVIEW AND SELECT PROVIDERS FOR LEGAL SERVICES WITH THE GUIDANCE OF SPECIFIED BOARD MEMBERS; AUTHORIZE EXECUTIVE DIRECTOR TO NEGOTIATE WITH SELECTED PROVIDERS FOR THE TERMS OF THEIR LEGAL SERVICE PROVISION; AUTHORIZE COUNSEL TO PREPARE OR REVIEW AGREEMENT WITH SELECTED PROVIDERS FOR THE CONSIDERATION AND APPROVAL OF THE BOARD

Chair S. Hecht reported on this item. He noted that HCBF's contract for legal services with Public Counsel ends in March. He discussed the proposed solicitation and selection process for General Counsel, and welcomed the Board's participation.

**Motion** to authorize the HCBF Executive Director to interview and select providers for legal services with the guidance of the Board Chair; authorize the Executive Director to negotiate with selected providers for the terms of their legal service provision; for the consideration and approval of the board. Motion by P. Peyton, seconded by M. Prichard, and carried with the following vote:

Ayes: Unanimous. (6)

**NOTE:** Chair S. Hecht returned to **Agenda Item No. 4.**

**ITEM NO. 4** REVIEW AND APPROVAL OF CONTRACT WITH LANDRUM AND BROWN FOR PERFORMANCE OF NOISE ASSESSMENT AND AUTHORIZATION TO STAFF TO PRESENT TO THE BOARD OF HARBOR COMMISSIONERS

Consultant Staff M. Vargas gave a report. Exec. Director M. Silverstein stated that the draft contract with exhibits has been reviewed and is satisfactory to Landrum & Brown (L&B).

**Motion** to approve the draft noise assessment contract and scope of work, in substantial form, between the HCBF and L&B, for a total project cost not to exceed \$185,000, which includes \$177,801 for L&B consulting services and \$7,199 as a contingency to cover project overruns and to authorize Executive Director M. Silverstein to retain a noise expert consultant, as necessary, to assist her in review of the terms of the contract, and to authorize Executive Director M. Silverstein to finalize the Exhibits, and to request funding from the Board of Harbor Commissioners (BOHC) for an amount not to exceed \$185,000; motion by P. Peyton, seconded by J. Marquez, and carried with the following vote:

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Ayes: Unanimous. (6)

**NOTE:** Director M. Prichard left the board meeting at 1:22 PM; five (5) Board members remained present.

**ITEM NO. 6** REPORT ON THE CURRENT AND PROJECTED BALANCE OF THE PORT COMMUNITY MITIGATION TRUST FUND, AND DISCUSSION OF THE BOARD OF HARBOR COMMISSIONERS APPROVAL PROCESS FOR THE FY 2012 OPERATING BUDGET OF HCBF

**NOTE:** The order of the Agenda was rearranged.

Chair S. Hecht disclosed details of the Port of LA staff report and continued the matter to the next HCBF Board meeting. The operating budget is scheduled to be considered by the Board of Harbor Commissioners on March 1.

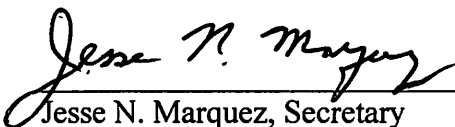
**ITEM NO. 11** STAFF REMARKS

There were no staff remarks.

**ITEM NO. 12** ADJOURNMENT

Chair S. Hecht closed the meeting at 1:45 PM

*I hereby certify that these minutes have been approved.*

  
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Jesse N. Marquez, Secretary

4/20/2012  
Date