



HARBOR COMMUNITY
BENEFIT FOUNDATION

**MINUTES OF
BOARD OF DIRECTORS MEETING
San Pedro Municipal Building
638 S. Beacon Street, San Pedro, CA 90731
Friday April 17, 2015, 10:00 A.M.**

BOARD MEMBERS:

Present: Sean Hecht, Chair; Michele Prichard, Vice Chair; Jesse Marquez, Secretary; Dr. Silvia Prieto, Treasurer; Peter Peyton, Director, and Kathleen Woodfield, Director.

Absent: David Sloane, Director

LEGAL COUNSEL: Michael Jenkins, Jenkins & Hogin LLP

HCBF: Mary Silverstein, Executive Director, Staff: Ata Khan, Meghan Reese

Special Note: Due to various time constraints, the sequence of items in the meeting was adjusted, with Item E first, Item D second, Item A third, followed by Consent Items 1 and 2, Regular Items 3 and 4, Items B and C, and Regular Item 5, 6 and 7.

Meeting called to order at 10:09 A.M.

ITEM A. PUBLIC COMMENT ON NON-AGENDA ITEMS

Stephanie Mardesich presented on the Los Angeles Harbor International Film Festival.

ITEM B. EXECUTIVE DIRECTOR REMARKS

Executive Director Mary Silverstein updated the board on the status of the Marchem settlement agreement, a Supplemental Environmental Project with funds to be allocated and disbursed by HCBF. She noted that the agreement has been executed and a check will be issued to HCBF on or before April 29, 2015. Board members commented favorably on the agreement.

Staff announced the 3rd Annual Wilmington Health Fair, to be held in association with Tzu Chi Community Clinic on Saturday, April 18, 2015. Staff also announced Earth Day celebrations at White Point Nature Preserve on Saturday, April 25, 2015, in association with Palos Verdes Peninsula Land Conservancy, who will recognize HCBF as a donor at its event.

ITEM C. BOARD MEMBER REMARKS

Secretary Jesse Marquez, Director Peter Peyton, and Chair Sean Hecht all provided remarks about ongoing work by other organizations and agencies.

ITEM D. GUEST PRESENTATIONS – LA CONSERVATION CORPS

Larry Smith, Community Development Director for the LA Conservation Corps and the Project Manager for the Greater Downtown San Pedro Urban Greening Project presented on the Draft "Greater Downtown San Pedro Urban Greening Implementation Plan". The community based plan will identify urban greening opportunities, and recommended means by which these opportunities can be implemented. Executive Director Mary Silverstein recognized LACC as a collaborative partner with HCBF.

ITEM E. BOARD PRESENTATION – FAREWELL TO BOARD MEMBERS PETER PEYTON AND DR. SILVIA PRIETO & EXECUTIVE DIRECTOR MARY SILVERSTEIN

Chair Sean Hecht introduced Congresswoman Janice Hahn. Congresswoman Hahn remarked on the history of HCBF, its importance in the Harbor, and its future role. She honored Director Peter Peyton and Treasurer Silvia Prieto for their service as HCBF Board Members, and honored Executive Director Mary Silverstein for her leadership as HCBF's founding director. Board members and Staff individually thanked Mary Silverstein for her service as HCBF's founding director. Jakob Haik, representative of Council District 15, honored Director Peter Peyton for his service as an HCBF Board Member.

CONSENT ITEMS

1. REVIEW AND APPROVE MINUTES OF HCBF BOARD MEETING DATED FEBRUARY 20, 2015

2. CONTRACT RENEWAL WITH INDEPENDENT AUDITOR

Board resolved to:

1. Approve minutes of the HCBF Board meeting dated February 20, 2015.
2. Ratify the execution of the professional services agreement between RBZ, LLP and Harbor Community Benefit Foundation, dated February 20, 2015, for the calendar year 2014 audit, financial statement preparation and tax filings, in an amount not to exceed \$21,630.

Motion by Treasurer Silvia Prieto. Seconded by Vice Chair Michele Prichard. Carried unanimously.

REGULAR ITEM

3. REVIEW OF 2014 ANNUAL FINANCIAL REPORTS/AUDIT & TAX

Executive Director Mary Silverstein introduced this item. Documents were reviewed by Vice Chair Michele Prichard and Treasurer Silvia Prieto. RBZ representative stated that they have issued an "unmodified opinion," which is the most favorable opinion for an audit of this kind.

Board resolved to:

1. Consider, receive, and file the reports.

Motion by Treasurer Silvia Prieto. Seconded by Vice Chair Michele Prichard. Carried unanimously.

4. AGREEMENT FOR PROFESSIONAL SERVICES FOR THE PREPARATION OF A LAND USE STUDY IN THE COMMUNITIES OF SAN PEDRO AND WILMINGTON

Staff introduced this item. Beth Altshuler of Raimi + Associates dialed in by conference line for this item. Chair Sean Hecht thanked Directors David Sloane and Kathleen Woodfield for their involvement in the ad-hoc committee that oversaw the selection of a land use consultant. Board members offered questions and

comments about the selection process and the development of a scope of work.

Board resolved to:

- a) Review and approve, in substantial form, an Agreement for Professional Services for the preparation of a Land Use Study ("Agreement") by and between Harbor Community Benefit Foundation (HCBF) and Raimi + Associates (Consultant), in an amount not to exceed \$165,000.
- b) Authorize the Board Chair to finalize the Agreement and its Exhibits, including the Scope of Work and Timeline.
- c) Authorize the Executive Director and/or Board Chair/President, to fully execute and administer the Agreement, with guidance from counsel as needed, in an amount not to exceed \$165,000.

Motion by Treasurer Silvia Prieto. Seconded by Director Kathleen Woodfield. Carried unanimously.

5. TRANSITION PLANNING

Chair Sean Hecht introduced this item. Sean stated that Executive Director Mary Silverstein will be retained as a consultant for specific financial tasks related to HCBF. He further stated that David Norgard will be retained as an Interim Executive Director to oversee the management of Staff. Sean recommended the creation of a transition ad-hoc committee consisting of Chair Sean Hecht, Vice Chair Michele Prichard, and Director David Sloane.

Board resolved to:

1. Form a temporary Executive Transition Ad-hoc Committee to consist of Chair/President Sean Hecht, Vice-Chair Michele Prichard, and Board Member David Sloane.

Motion by Director Kathleen Woodfield. Seconded by Director Peter Peyton. Carried unanimously.

6. CLOSED SESSION

The Board did not recess into closed session.

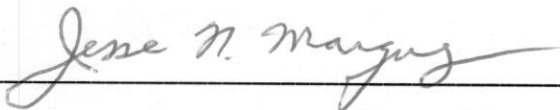
7. CLOSED SESSION – REPORT

No report necessary.

8. MEETING ADJOURNED

The meeting was adjourned at 12:34 P.M.

I hereby certify that these minutes have been approved.



April 17, 2015
