



**HARBOR COMMUNITY
BENEFIT FOUNDATION**

**MINUTES OF
ANNUAL BOARD OF DIRECTORS MEETING
Annual Board of Director's Meeting
Think Cafe, 302 W. 5th St., Suite 105, San Pedro, CA 90731
Friday, June 9, 2017 10:00 A.M.**

BOARD MEMBERS:

Present - David Sloane, Chair; Gisele Fong, Vice Chair; David Thornburg, Treasurer; Kathleen Woodfield, Secretary; Michele Prichard, Director; Ed Avol, Director

Absent - Cristin Mondy, Director

HCBF: Meghan Reese

LEGAL COUNSEL: Michael Jenkins, Jenkins & Hogin LLP

Meeting was called to order at 10:05 A.M.

ITEM A. PUBLIC COMMENT ON NON-AGENDA ITEMS

No public speakers

ITEM B. EXECUTIVE DIRECTOR/STAFF REMARKS

Meghan Reese provided the following remarks:

1. China Shipping is moving forward. Meghan will arrange a meeting between ad-hoc members and NRDC as a next step.

ITEM C. BOARD MEMBER REMARKS

Michele Prichard reached out to Angelo Logan as a replacement for her on the HCBF Board, and he has expressed his availability and willingness to participate.

ITEM D. GUEST PRESENTATION

None

CONSENT ITEM

ITEM 1. REVIEW AND APPROVAL OF MINUTES, HCBF BOARD MEETING DATED APRIL 21, 2017.

Board voted to approve the minutes of the HCBF Board meetings dated 4/21/17.

Motion by Ed Avol. Seconded by Michele Prichard. Carried unanimously.

REGULAR ITEMS

ITEM 2. CLOSED SESSION

Gov't Code 54957.6

Conference with Labor Negotiators

HCBF Designated Representatives: David Sloane, Chair, and Michael Jenkins, General Counsel

Unrepresented Employee: Interim Executive Director

The Board returned from closed session at 10:46 A.M.

ITEM 3. INTERIM EXECUTIVE DIRECTOR COMPENSATION

David Sloane commended Meghan Reese as the Interim Executive Director and expressed the Board's willingness to help her grow and succeed in this position. Kathleen Woodfield recommended Meghan to engage one-on-one with Board members to learn about the context of Port impacts, CEQA, and community needs.

Board voted to:

- 1. To approve an Employment Letter for the Interim Executive Director, which includes an annual salary of \$100,000.**

Motion by Michele Prichard, Seconded by David Thornburg. Carried unanimously.

ITEM 4. J.P. MORGAN PRESENTATION - HCBF CURRENT ACCOUNT STATUS

Barry Peterson from J.P. Morgan presented a status update on HCBF's investment account and provided an overview of options regarding cash and investment accounts. HCBF Staff, along with the Board Chair, will make recommendations to the Board at the next meeting.

ITEM 5. ANNUAL MEETING - BOARD OF DIRECTORS ELECTION

Board voted to:

- 1. Adopt a Board Resolution that outlines Board seat definitions, current positions, and replacements. Mike Jenkins clarified that a Member would remain in a seat until someone is found to replace it.**

Motion by Michele Prichard. Seconded by Ed Avol. Carried unanimously.

- 2. Select Jayme Wilson for Director Seat C.**

Motion by Kathleen Woodfield. Seconded by Ed Avol. Carried unanimously. (This item was taken out of turn)

David Sloane commended the efforts of Kathleen Woodfield as a Board member and her contributions to the Foundation. Ed Avol echoed these sentiments.

- 3. Board voted to renew terms for David Thornburg (reorganized Director Seat A) and Cristin Mondy (Director Seat F).**

Motion by Ed Avol. Seconded by Michele Prichard. Carried unanimously.

Board deferred action on nomination or renewal of Director Seat B until such time as the prerequisites for Board action are met.

ITEM 6. HCBF ANNUAL MEETING - OFFICER ELECTION

Board voted to:

- 1. Nominate and election of Ed Avol as Officer (Secretary) for a one-year term concluding on or about May 31, 2018.**

Motion by Kathleen Woodfield. Seconded by Gisele Fong. Carried unanimously. Ed Avol abstained.

- 2. Board voted on the Officers for a one-year term concluding on or about May 31, 2018: Chair, Vice Chair, and Chief Financial Officer (Treasurer).**

Motion by Ed Avol. Seconded by Kathleen Woodfield. Carried unanimously.

ITEM 7. FUNDING RECOMMENDATIONS, COMMUNITY BENEFIT GRANT PROGRAM, ROUND 5

David Sloane introduced the item by summarizing the number of applications and spoke briefly about the kinds of applications received. Meghan Reese walked through the process, criteria, background history, and details about individual recommended applications.

Board voted to:

- 1. Approve Interim Executive Director's recommendation to award 12 grants to the qualified organizations to address impacts from Port of Los Angeles and Port-related operations, as detailed in the Staff memo;**
- 2. Authorize the Interim Executive Director to:**
 - a) Report to the Board of Harbor Commissioners (BOHC), requesting final approval of Round 5 of the Community Benefit Grant Program,**
 - b) Execute a letter to the BOHC to approve the distribution of funds (\$455,049) in one lump sum transfer from the Port Community Mitigation Trust Fund to HCBF, and,**
 - c) Fully execute and administer the Grant Agreements between HCBF and the approved grantees from Round 5 of the Community Benefit Grant Program.**

Motion by David Thornburg. Seconded by Ed Avol. Carried unanimously.

ITEM 8. APPOINT AD HOC BOARD COMMITTEE FOR COMMUNITY BENEFIT ROUND 6

Board formed an ad-hoc committee for the purposes of working with Staff on LOI and RFP development and grant review of the next round of Community Benefit funding, which will consist of Gisele Fong, Ed Avol, and Cristin Mondy.

Motion by Ed Avol. Seconded by Michele Prichard. Carried unanimously.

ITEM 9. REVIEW AND APPROVAL OF SAN PEDRO NOISE STUDY--TASK 2

Board voted to:

- 1. Approve the Task 2 of the San Pedro Noise Study;**
- 2. Authorize the Interim Executive Director to:**
 - a) Report to the Board of Harbor Commissioners (BOHC), requesting approval of funding for the San Pedro Noise Study, and,**
 - b) Execute a letter to the BOHC to approve the distribution of funds in one lump sum transfer from the Port Community Mitigation Trust Fund to HCBF, and,**
 - c) Fully execute and administer the Grant Agreement between HCBF and the approved vendor for the San Pedro Noise Study.**

Motion by Kathleen Woodfield. Seconded by Ed Avol. Carried unanimously.

ITEM 10. REVIEW AND APPROVAL OF TAX RETURN, FORM 990, FOR 2016

David Thornburg spoke about this item.

Board voted to approve Annual 990 Tax Return for FY 2016.

Motion by David Thornburg. Seconded by Ed Avol. Carried unanimously.

ITEM 11. REVIEW AND APPROVAL OF FINANCIALS THROUGH APRIL 30, 2017

David Thornburg spoke about this item.

Board voted to accept unaudited financial reports through 4/30/17.

Motion by David Thornburg. Seconded by Ed Avol. Carried unanimously.

ITEM 12. MEETING ADJOURNMENT

Meeting was adjourned at 12:30 P.M.

I have reviewed the above minutes for accuracy and approve them:

Ed Avol, Secretary

Date