BOARD OF DIRECTORS MEETING MINUTES
December 12, 2014
Wilmington Municipal Building
544 N. Avalon Blvd., Wilmington, CA 90744

Sean Hecht, Chair, Presided, Call to Order: 10:11 am

Board Members Present (6):
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 (1)

Legal Counsel: Michael Jenkins, Jenkins & Hogin, LLP
HCBF: Executive Director, Mary Silverstein

ITEM A. PUBLIC COMMENTS ON NON-AGENDA ITEMS
(none)

ITEM B. EXECUTIVE DIRECTOR REMARKS & STAFF PRESENTATIONS

Staff Presentations:

1. **Programs** – Meghan Reese, Program Coordinator
   Meghan presented an update from HCBF grantees reporting from January to December 2014, she announced complete statistics would be published in the annual Community Benefit Report. PCMTF funded awards include: Healthy Harbor Grant Program, 3 annual Rounds, awarded a total of $1,350,000. Community Benefit Grant Program includes 2 rounds for a total of $1,076,000, with another $50,000 pending. As of December 12, 2014 the HCBF portfolio includes a total of 41 grantees serving the communities of Wilmington and San Pedro.

2. **Independent Research** - Ata Khan, Program & Communications Manager
   Land Use Study RFP: Staff received 9 Proposals that are currently under consideration.

3. **Grantmaking** – Ata Khan, Program & Communications Manager
   Healthy Harbor, Round 4: Staff received 19 applications with $1.7MM in requests. Three out of four proposals (75%) target programs serving both Wilmington and San Pedro.

ITEM C. BOARD MEMBER REMARKS
Kathleen Woodfield remarked on the pending contribution to the PCMTF for the YTI project, questioning the baseline and calculation as contemplated in the TraPac MOU.

ITEM D. GUEST PRESENTATIONS
Janet D. Grothe, Public Affairs Manager from Phillips 66 Los Angeles Refinery, presented HCBF with a check in the amount of $30,000, as donor advised funds, to increase STEM education within the Wilmington community. HCBF and Phillips 66 then jointly presented the donor-advised award of funds
to Wilmington recipients, Gulf Elementary School, for hands-on materials to support their Robotics program and George De la Torre, Jr. Elementary School for 10 new desktop computers to support its STEM program.

CONSENT ITEMS

ITEM 1. REVIEW AND APPROVE MINUTES OF HCBF BOARD MEETING DATED OCTOBER 10, 2014

Board Resolution:
Board resolves to approve the minutes of the HCBF Board meeting dated October 10, 2014.

ITEM 2. BOARD MEETING CALENDAR FOR 2015
Monthly meetings – typically held on the third Friday each month.

Board Resolution:
Board resolves to approve the Board calendar for 2015.

Motion to approve the consent items by S. Prieto, seconded by K Woodfield
Ayes: (6) S. Hecht, J. Marquez, P. Peyton, M. Prichard, S. Prieto, and K. Woodfield

REGULAR ITEMS

ITEM 3. HARBOR SCHOOLS: STEAM INITIATIVE, PILOT ROUND,
RECOMMENDATION TO AWARD 18 GRANTS TOTALING $300,000
Staff Presentation: Ata Khan, Program & Communications Manager

Formerly known as the Harbor Green Schools Initiative, as approved by the Board on August 15, 2014, the new competitive grant program was rebranded as the HARBOR SCHOOLS: STEAM INITIATIVE to support science, technology, engineering, arts, and math (S.T.E.A.M.) projects and programs, with a tidelands nexus. Staff reported, the program is based on HCBF’s approved 2013-2016 Strategic Plan, priorities including youth development, environmental education, career development, and collaboration with external stakeholders, while directly addressing school needs, including but not limited to, environmental and port-related educational topics, exploration of maritime technology, marine biology, beautification, greening, and extracurricular programming.

Ata presented an overview of the outreach efforts, Staff and ad-hoc committee evaluation process, selection, and recommendation for funding of the pilot round of the Harbor Schools: STEAM Initiative.

Staff reported by the deadline of October 17, 2014, HCBF received 31 applications, requesting a total amount of $672,500 in grant funding, with $2,070,744 in funding and in-kind match. With guidance from the ad-hoc committee, staff recommended funding for 18 proposals, benefitting a total of [21] schools, with an equal allocation of $150,000 for programs in Wilmington and San Pedro, for a total of $300,000. Staff confirmed that all program recommendations to be funded from the PCMTF are Tidelands-trust complaint.

Public Comment:

The following audience members commented in favor of this item:
1) David Bard, Marine Mammal Care Center
2) Bruce Heyman, Los Angeles Maritime Institute
3) Myrna Brutti, Wilmington Middle School
4) Michelle Crow, Dana Middle School  
5) Amy Gratt, International Trade Education Program, ITEP  
6) Kay Ice, Think Earth Foundation  
7) Tracy Newallis, Taper Tech Magnet  
8) Nichole Sakellariou and Julene Spinosha, Point Fermin Marine Science Magnet  
9) David Grober, Banning High School/Porpoise Robotics  
10) Siegreln Storer, Palos Verdes Peninsula Land Conservancy  
11) Jim Wimberg, Peggy Zask, and Susan Hedeishi, Cabrillo Avenue Elementary School  
12) Chad Mayer, Sharefest  
13) Caroline Brady, Cabrillo Marine Aquarium

Board Resolution:
1. Approve the staff and ad-hoc Harbor Schools: STEAM Initiative Grant Review Committee recommendation to award 18 grants listed in the staff report,
2. Approve, in substantial form, a standardized Agreement for the pilot round of the Harbor Schools: STEAM Initiative, and
3. Authorize the Executive Director to: tailor the grant agreement and exhibits for each grantee organization, with the assistance of legal counsel, as needed; present the pilot program to the Los Angeles Board of Harbor Commissioners (BOHC) for their concurrence; execute a joint letter with the BOHC, or its designee, to approve the distribution of funds in one lump sum transfer from the Port Community Mitigation Trust Fund to HCBF, in an amount not-to-exceed $300,000, and execute the grant agreements.

Motion by M. Prichard, seconded by P. Peyton  
Ayes: (6) S. Hecht, J. Marquez, P. Peyton, M. Prichard, S. Prieto, and K. Woodfield

ITEM 4. CLOSED SESSION  
The Board recessed to closed session to discuss the annual contract of the Executive Director, executed December 1, 2011. Conference with Labor Negotiators (Gov’t Code Section 54957.6)  
HCBF representative: Chair  
Unrepresented employee: Executive Director

ITEM 5. CLOSED SESSION – REPORT  
No reportable actions.

ITEM 6. MEETING ADJOURNED at 12:05 am by Chair S. Hecht

I hereby certify that these minutes have been approved.

Jesse N. Marquez, Secretary  
1-23-2015  
Date
RESOLUTION ______

A Resolution of the Board of Directors of the Harbor Community Benefit Foundation
Pursuant to the Foundation Bylaws Removing Officer Term Limits

Section 1. Findings.

A. Section 9.2 of the bylaws of the Harbor Community Benefit Foundation ("HCBF")
limits the number of consecutive terms that officers may serve to four (4);

B. Section 15.1 of the HCBF bylaws authorizes the Board of Directors to amend the
bylaws; and

C. The Board of Directors desires to remove the term limits applicable to officers.

Section 2. Amendment of Bylaws.

The last sentence of Section 9.2 of the bylaws, prescribing term limits of officers, is hereby
deleted as reflected in Attachment A.

Section 3. Effectiveness.

This Resolution shall not take effect until such time as it has been reviewed and consented
to by the Los Angeles Board of Harbor Commissioners.

I hereby certify that this Resolution was adopted on January 23, 2015, by the Board of Directors of
the Harbor Community Benefit Foundation.

______________________________
Jesse M. Marquez
Secretary, Jesse Marquez
Harbor Community Benefit Foundation
Attachment A

Amendment to Section 9.2 on Page 15 of the HCBF Bylaws

Section 9.2  Election of Officers
The Officers, except those appointed in accordance with Section 9.6.6, shall be elected by the Board at the annual meeting of the Corporation for a term of one year, and each shall serve at the discretion of the Board until his or her successor shall be elected, or his or her earlier resignation or removal.

Section 9.3  Removal of Officers
Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, (i) by the Board, at any regular or special meeting of the Board, or at the annual meeting of the Corporation, or (ii) by an Officer on whom such power of removal may be conferred by the Board.

Section 9.4  Resignation of Officers
Any Officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any of the Corporation under any contract to which the Officer is a party.

Section 9.5  Vacancies in Offices
A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis. In the event of a vacancy in any office other than the President or one appointed in accordance with Section 9.6.6, such vacancy shall be filled temporarily by appointment by the President, or if none, by the Chairperson, and the appointee shall remain in office for 60 days, or until the next regular meeting of the Board, whichever comes first. Thereafter, the position can be filled only by action of the Board.

Section 9.6  Responsibilities of Officers

9.6.1  Chairperson of the Board
The chairperson of the Board (the "Chairperson"), if any, shall be a Director and shall preside at meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned to him by the Board or prescribed by these Bylaws. If the Board designates both a Chairperson and a President, the Board shall, by resolution, establish the specific duties carried by each position.

9.6.2  President
The president of the Corporation (the "President") shall, if there is no Chairperson, or in the Chairperson's absence, preside at meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned to him by the Board or prescribed by these Bylaws. If no other person is designated as the chief executive, the President shall, in addition, be the chief executive and shall have the powers and duties prescribed in Section 9.7.
9.6.3 **Vice President**
The vice president of the Corporation (the "Vice President") shall, in the absence or
disability of the President, perform all the duties of the President and, when so acting, have
all the powers of and be subject to all the restrictions upon, the President. The Vice
President shall have such other powers and perform such other duties as may be prescribed
by the Board.

9.6.4 **Secretary**
The secretary of the Corporation (the "Secretary") shall attend to the following:

[---End of Bylaws Page 15---]