BOARD OF DIRECTORS MEETING MINUTES  
January 23, 2015  
San Pedro Municipal Building  
638 S. Beacon Street, room 452, San Pedro, CA 90731

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

Board Members Present (4):
Sean Hecht, Chair; Jesse Marquez, Secretary; Dr. Silvia Prieto, Treasurer; and Kathleen Woodfield, Director
Absent: Peter Peyton, Director; Michele Prichard, Vice Chair; David Sloane, Director (3)

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

ITEM A. PUBLIC COMMENTS ON NON-AGENDA ITEMS
Stephanie Mardesich: LA Harbor International Film Festival

ITEM B. EXECUTIVE DIRECTOR REMARKS & STAFF PRESENTATIONS

Staff Report(s)

- Land Use Study Ad-hoc Committee Update, Ata Khan:
  Staff, along with the ad-hoc committee members (K. Woodfield, S. Hecht, and D. Sloane),
  began conducting interviews with the top 4 out of 9 firms on Wednesday, January 21, 2015,
  and will complete these interviews on Wednesday, January 28, 2015. Staff anticipates
  returning to the Board in February with a recommendation.

  Sean Hecht and Kathleen Woodfield, on behalf of the ad-hoc committee, commented in
  support of the evaluation by staff, so far.

- Federal Clean Water Act, Storm Water Enforcement Cases, Mary Silverstein:
  Announced HCBF will receive corporate settlement funds from EPA settlement cases to fund
  environmentally beneficial projects in the Dominguez Channel/Los Angeles Harbor
  watershed and the Los Angeles county area relating to water quality improvements. Chair
  Hecht acknowledged the efforts of Gideon Krakov for this new funding source.

- Donations Report for 2014, Mary Silverstein
  Board contributions from HCBF’s 100% giving Board increased by 60% from 2013 to 2014.
  Corporate donations increased 110%. Total donations from friends, family, staff, and
  supporters, combined with donor advised funds, increased by 301%.
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ITEM C. BOARD MEMBER REMARKS
Jesse Marquez announced the support of Council District 15 for a proposed plan for funding from Vopak Terminal, after construction begins to upgrade the Vopak facility to California earthquake standards. The proposal includes $5 MM in mitigation funds to be allocated to at least 21 organizations serving Wilmington, including CFASE and HCBF, to be disbursed over a term of 10 years, beginning in 2017.

Sean Hecht announced the recent change in senior management at the Port of LA, commending the past collaboration of Mike Christensen and Cynthia Ruiz.

ITEM D. GUEST PRESENTATIONS
Sean Hecht announced the scheduled presentation from South Coast AQMD, providing the status of the $6 million TraPac MOU Funded program in the schools, has been postponed to a future Board meeting.

CONSENT ITEMS

ITEM 1. REVIEW AND APPROVE MINUTES OF HCBF BOARD MEETING DATED December 12, 2014

Board Resolution:
Board resolves to approve the minutes of the HCBF Board meeting dated December 12, 2014.

ITEM 2. COMMUNITY BENEFIT GRANT AGREEMENT, PILOT ROUND, FIRST AMENDMENT, WINTER
Women In Non-Traditional Employment Roles, Inc. (“WINTER” or “Grantee”) and Harbor Community Benefit Foundation (“HCBF” or “Foundation”) entered into a Grant Agreement for a Community Benefit Grant, Pilot Round, dated November 15, 2013 and fully executed as of December 12, 2013 (“Agreement”). The Grant Term was for a period of one year, with the 12-month Reporting Period ending December 31, 2014.

Prior to the expiration of the term, WINTER requested 1) an extension of term, reporting requirements, and disbursement scheduled; and 2) a change in the location where services will be provided, as required in the Agreement, Exhibit A: Grant Summary, Program Deliverables. Staff received the executed MOU between WINTER and Toberman Neighborhood Center for the location in San Pedro, confirming adequate space will be available for the remaining duration of the harbor youth education and career-training program. The amount of funding from HCBF towards the project has not changed.

Board Resolution:
Board approval, in substantial form, of the First Amendment to the Community Benefit Grant Agreement between WINTER and HCBF to amend and modify the Agreement, to provide for a six-month extension, establish a new grant period end date of June 30, 2015, amend the timing of the reporting, establish the disbursement of the second installment, and approve a change in the location of services, to the Toberman Neighborhood Center in San Pedro.
ITEM C. BOARD MEMBER REMARKS
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Board Resolution:
Board approval, in substantial form, of the First Amendment to the Community Benefit Grant Agreement between WINTER and HCBF to amend and modify the Agreement, to provide for a six-month extension, establish a new grant period end date of June 30, 2015, amend the timing of the reporting, disbursement of the second installment, and approve a change in the location of services, to the Toberman Neighborhood Center in San Pedro.
ITEM 3. HEALTHY HARBOR GRANT AGREEMENT, ROUND 2, SECOND AMENDMENT, WILMINGTON HEALTH CENTER

Wilmington Health Center ("WHC" or "Grantee") and Harbor Community Benefit Foundation ("HCBF" or "Foundation") entered into a Grant Agreement for a Healthy Harbor Grant, Round 2, dated February 15, 2013 and fully executed as of March 31, 2013 ("Agreement"). The Grant Term was for a period of one year. Prior to the expiration of the term, WHC requested an extension of term and reporting requirements. The amount of funding from HCBF towards the project has not changed.

Board Resolution:
Board approval, in substantial form, of the Second Amendment to the Healthy Harbor Grant Agreement between WHC and HCBF to amend and modify the Agreement, to provide for a six-month extension and establish a new grant period end date of June 30, 2015.

ITEM 4. COMMUNITY BENEFIT GRANT AGREEMENT, PILOT ROUND, SECOND AMENDMENT, TAPER TIGER PAWS PTO, INC.

Taper Tiger Paws, Inc. ("Grantee") and Harbor Community Benefit Foundation ("HCBF" or "Foundation") entered into a Grant Agreement for a Community Benefit Grant, Pilot Round, dated November 15, 2013 and fully executed as of December 12, 2013 ("Agreement"). The Grant Term was for a period of one year, effective January 1, 2014, with the 12 month Reporting Period ending December 31, 2014. Prior to the expiration of the term, Taper Tiger Paws PTO, Inc. requested 1) an extension of term, reporting requirements. The amount of funding from HCBF towards the project has not changed.

Board Resolution:
Board approval, in substantial form, of the Second Amendment to the Community Benefit Grant Agreement between Taper Tiger Paws PTO, Inc. and HCBF to amend and modify the Agreement, to provide for a six-month extension and establish a new grant period end date of June 30, 2015.

Motion to approve Consent items 1 through 4 by, Kathleen Woodfield, seconded by Silvia Prieto
Ayes: (4) S. Hecht, J. Marquez, S. Prieto, and K. Woodfield

REGULAR ITEMS

ITEM 5. HCBF BYLAWS - AMENDMENT TO REMOVE THE OFFICER TERM LIMITS

The Bylaws, adopted by the HCBF Board on July 1, 2011, established a maximum 6-year term limit for its Directors, Section 7.3, while service as an officer is limited to 4 consecutive years, Section 9.2. The Board considered an amendment to the Bylaws, to delete the limitation on service as an officer.

Board Resolution:
Board shall amend the Bylaws to remove the Officer Term Limits, subject to review and consent of the Board of Harbor Commissioners as set forth in Bylaws Section 15.1 and Operating Agreement Section 5.1.

Motion to approve by K. Woodfield, seconded by S. Prieto
Ayes: (4) S. Hecht, J. Marquez, S. Prieto, and K. Woodfield
ITEM 6. AD HOC ADVISORY COMMITTEE --- EXECUTIVE DIRECTOR SEARCH

The founding Executive Director, Mary Silverstein, has announced her plans to depart, relocating to Florida in May 2015. The Board discussed the Executive Director search process, provided input on the search announcement and agreed to form a temporary ad hoc advisory committee to finalize the search announcement, to participate in the interview process, to shortlist potential ED candidates, and make recommendations for a pool of final candidates to be considered by the Board of Directors.

Board Resolution:
Board to form an ad hoc advisory committee including Board Chair, Sean Hecht; the Vice-Chair, Michele Prichard; and, Director, Kathleen Woodfield, to finalize the search announcement, participate in the interview process, shortlist potential ED candidates, and make recommendations for a pool of final candidates to be considered by the Board of Directors.

Motion to approve by S. Prieto, seconded by J. Marquez
Ayes: (4) S. Hecht, J. Marquez, S. Prieto, and K. Woodfield

ITEM 7. MEETING ADJOURNED at 11:04 am by Chair S. Hecht

I hereby certify that these minutes have been approved.

[Signature]
Jesse N. Marquez, Secretary

[Date]
2/2/2015