



**MINUTES OF THE
HCBF BOARD OF DIRECTORS MEETING**
Friday, December 16, 2022, 10:00 A.M. PST

The HCBF Board of Directors will participate in the meeting by teleconference. Pursuant to AB 361, the Board of Directors finds that a statewide state of emergency remains in force and State and local officials continue to recommend measures to promote social distancing.

MEETING CALLED TO ORDER: 10:05 AM

BOARD ROLL CALL

Present: Ed Avol, Chair; Richard Havenick, CFO/Treasurer; Jayme Wilson, Director; Magali Sanchez-Hall, Director; and Hannah Bentley, Director.

Absent: Gabriela Medina, Vice Chair; Charlene Contreras, Secretary

ITEM A. PUBLIC COMMENT ON NON-AGENDA ITEMS

- No public comment.

ITEM B. STAFF REMARKS

- The Community Benefit Round 9 ad hoc committee met and are currently in the process of revising the RFP. This round to focus on workforce development. Anticipate bringing back a revised RFP to the full board at the January meeting.

ITEM C. BOARD MEMBER REMARKS

- Richard Havenick discussed the LA Times article on the port ranking based on container traffic with Port of LA ranking #2 after the Ports of NJ/NY.

CONSENT ITEM(S)

ITEM 1. REVIEW & APPROVAL OF HCBF BOARD MEETING MINUTES DATED NOVEMBER 18, 2022

- Board voted to approve the HCBF Board of Director's meeting minutes dated November 18th, with revisions to Item 6. Staff to make updates following the meeting. Motion by Hannah Bentley. Seconded by Richard Havenick. Roll call vote. Carried unanimously.

REGULAR ITEM(S)

ITEM 2. AIR QUALITY MITIGATION FUND ANNUAL ADMIN BUDGET DISCUSSION (ATTACHMENT 2)

- Mary Silverstein of RMG, LLC presented the 2023 annual admin budget for the Air Quality Mitigation Fund. Following discussion, Board voted to approve the recommendations, which included:

- Approve the transfer of \$82,305 from the Bank of America AQMF Admin account to the HCBF Operations account for allowable allocated expenses for 2022; and
- Approve the 2023 AQMF Budget in the amount of \$82,305, authorizing submission of the detailed budget report to the Executive Director of the Harbor Department, pursuant to Section 5.h of the Memorandum of Agreement.
- Motion by Hannah Bentley. Seconded by Richard Havenick. Roll call vote. Carried unanimously.

ITEM 3. AIR QUALITY MITIGATION FUND - ROUND 3 – REQUEST FOR PROPOSALS (ATTACHMENT 3)

- HCBF Staff and technical consultant Kat Janowicz presented the Draft Request for Proposals for an expedited Round 3 of the AQMF Program soliciting project proposals focused on technologies to reduce ship-related emissions. Board provided revisions, which Staff will incorporate prior to release. Board voted to approve the Draft Request for Proposal with revisions. Motion by Jayme Wilson. Seconded by Hannah Bentley. Roll call vote. Carried unanimously.

ITEM 4. DRAFT 2023 HCBF BOARD OF DIRECTORS MEETING CALENDAR (ATTACHMENT 4)

- Staff presented the draft 2023 Board meeting calendar. Board will continue to meet every 4th Friday of the month, excluding November & December. Motion by Richard Havenick. Seconded by Jayme Wilson. Roll call vote. Carried unanimously.

ITEM 5. REVISED CONSULTING AGREEMENT WITH RMG, LLC (ATTACHMENT 5)

- Staff presented the revised the agreement with RMG, LLC to provide ongoing financial services, effective January 1, 2023. Board voted to approve the revised agreement with RMG and authorized the Executive Director to execute the amendment on behalf of HCBF. Motion by Jayme Wilson. Seconded by Hannah Bentley. Roll call vote. Carried unanimously.

ITEM 6. NOTICE OF RESIGNATION OF HCBF’S EXECUTIVE DIRECTOR (ATTACHMENT 6)

- Meghan Reese submitted a Notice of Resignation as Executive Director of HCBF, effective January 27, 2023. Board begrudgingly voted to accept the resignation of Executive Director Meghan Reese effective January 27, 2023. Motion by Richard Havenick. Seconded by Hannah Bentley. Roll call vote. Carried unanimously.

ITEM 7. CLOSED SESSION

- Board recessed to Closed Session at 11:01 AM to address the matters listed on the closed session agenda.
- Board reconvened the public meeting at 11:17 AM.
- Chair Avol announced that the Board unanimously appointed Tamanna Rahman as Executive Director effective January 27th, 2023 to continue the leadership of the Foundation.

ITEM 8. EMPLOYMENT AGREEMENT FOR TAMANNA RAHMAN (ATTACHMENT 7)

- Board Chair stated that Board went to Closed session to discuss employment matters. During Closed Session Board recommended and approved that Tamanna Rahman be named the Executive Director effective January 27th, 2023 to continue the leadership of the Foundation. Board noted corrections to the date in the Employment Agreement. Board voted to approve the revised Employment Agreement with Tamanna Rahman, with an annual salary of \$100,000. Motion by Richard Havenick. Seconded by Jayme Wilson. Roll call vote. Carried unanimously.

ITEM 9. APPROVAL TO GRANT AUTHORITY TO TAMANNA RAHMAN AS AUTHORIZED SIGNER

- Board voted to grant authority to Tamanna Rahman as signator on behalf of HCBF, as provided in HCBF’s by-laws sections 13.1 and 13.2, effective January 27, 2023. Motion by Hannah Bentley. Seconded by Richard Havenick. Roll call vote. Carried unanimously.

ITEM 10. REVIEW AND APPROVAL OF CONSULTING AGREEMENT WITH MEGHAN REESE (ATTACHMENT 8)

- To ensure a smooth transition, Meghan Reese will be retained as a consultant. Board voted to approve the consulting agreement effective January 28th, 2023 with Meghan Reese to provide technical assistance as needed to Tamanna Rahman. Motion by Jayme Wilson. Seconded by Hannah Bentley.

ITEM 11. MEETING ADJOURNMENT

NEXT MEETING: 10:00 A.M., Friday, January 27th, 2023 (via Zoom Webinar)

Richard will not be at the January 27th meeting. Staff to send out calendar invites for 2023 board meetings.

Meeting adjourned at 11:25 PM

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

<i>Edward Avol</i>	Feb 24, 2023
Ed Avol, Chair	Date