



**DATE:** September 10, 2025  
**TO:** Board of Commissioners  
**FROM:** Casey Edmondson, Deputy General Counsel  
**SUBJECT:** Report Number 25-27  
Appointing Cornell Wesley as Manager of 9101 Foster LLC

#### **BOARD ACTION REQUESTED AND BRIEF DESCRIPTION**

Adopt Resolution No. 7620

This action by the Prosper Portland Board of Commissioners (Board) will designate and appoint Cornell Wesley, Executive Director of Prosper Portland, as Manager of 9101 Foster LLC (LLC).

#### **STRATEGIC ALIGNMENT AND OUTCOMES**

Prosper Portland's strategic objectives include exercising transparent administration of resources and assets, to ensure public funds are effectively invested to achieve agency objectives while promoting the long-term sustainability of the agency.

This action would maintain the same governing structure the LLC has used since its creation, keeping the LLC's management under one manager who is also Prosper Portland's Executive Director. This reduces inconsistency and inefficiency to a minimum and maintains existing processes in anticipation of the winding-up and dissolution of the LLC in the coming months.

#### **BACKGROUND AND CONTEXT**

In 1997, 1999, and 2014, Prosper Portland acquired approximately 0.63 acres of land in the Lents Town Center Tax Increment Finance District located at, and generally then known as, 9101 SE Foster Road (Property).

Approximately 11 years ago, Prosper Portland began exploring the possibility of developing the Property into a mixed-use, mixed-income project. After the developer initially identified and funded by the agency to design and build the project did not elect to move forward, Prosper Portland assumed the predevelopment work product and contracts and pursued the development on its own.

On June 8, 2016, through Resolution No. 7196, the Board authorized the creation of an Oregon limited liability company named 9101 Foster LLC, with Prosper Portland as its sole member, for the purpose of owning the subject property, borrowing and contracting for construction, and holding and managing the mixed-use, mixed-income project ultimately built and now known as Lents Commons.

Agency staff had recommended creating the LLC because they believed it could make refinancing Lents Commons (after stabilization) easier due to relatively widespread understanding and acceptance of LLCs

among lenders and other market participants. Since then, however, the project debt has not been refinanced. After investigation, by early 2024, staff determined that maintaining the LLC would not foreseeably improve or have any material impact on the available financing options. Given the burden of maintaining the LLC (mostly due to administrative formalities) without a corresponding benefit, staff recommended that the Board authorize the Executive Director to pursue winding up and dissolving the LLC, which it did on July 10, 2024, by Resolution No. 7540. This process was not immediately pursued due to limited resources and to allow for additional staff due diligence into possible benefits of the LLC structure. In early 2025, that due diligence concluded, and staff expect to ask the Executive Director to implement a formal plan, in the near-term, for the LLC's orderly winding-down and dissolution.

Efficient implementation of the plan requires the Executive Director to act as Manager of the LLC. The LLC's Operating Agreement named Kimberly Branam, former Executive Director of Prosper Portland, as the LLC's initial Manager, but made no provision for automatic succession or filling of vacancies. On September 26, 2024, Ms. Branam resigned as Manager of the LLC concurrent with the conclusion of her service as Executive Director of Prosper Portland.

Staff determined that it would be prudent to conserve administrative resources by leaving the office vacant until the next permanent Prosper Portland Executive Director began their service, unless an acute need arose sooner. It is prudent to fill the vacancy now because the winding-up process is no longer being held in suspension, because naming the manager prior to filing required entity maintenance paperwork with the Oregon Secretary of State would avoid the need for a special filing upon that event, and because Mr. Cornell Wesley has begun his service as Prosper Portland's new permanent Executive Director.

#### **EQUITY IMPACT**

The Executive Director of Prosper Portland is the person most able to ensure that the LLC's management is consistent with agency priorities and policies, including regarding equity.

#### **COMMUNITY PARTICIPATION AND FEEDBACK**

Staff did not conduct any public engagement related to this action.

#### **BUDGET AND FINANCIAL INFORMATION**

The LLC is a wholly owned pass-through operating company, and its assets and liabilities are functionally those of the agency. Future winding-up and dissolution would simplify the formal treatment of and accounting for these liabilities and assets and eliminate the burdensome need to prepare and maintain separate books and accounts for the LLC.

#### **RISK ASSESSMENT**

This action would enhance the management of the LLC and would ensure consistency of management across Prosper assets, consistent with public expectations, while the agency pursues orderly winding-up and dissolution of the LLC to make such administrative formalities no longer necessary to achieve such consistency.

#### **ATTACHMENTS**

None.