

**Hill Block Project Working Group
Charter
Adopted August 1, 2018**

Background

The City of Portland Office of the Mayor, Prosper Portland, and Legacy Health have come together to support the development of a long-vacant parcel of land adjacent to Legacy Emanuel Medical Center in North Portland (Hill Block).

In the early 1970s, the Portland Development Commission (PDC), now Prosper Portland, and the City of Portland condemned, purchased and demolished 188 properties as part of the Emanuel Hospital expansion project. Emanuel Hospital had already acquired nearby properties from individual property owners in order to grow and expand their campus in North Portland. Emanuel Hospital was then required to purchase all of the condemned properties from PDC. The previous owners of Emanuel Hospital purchased this property on September 29, 1980 for \$396,776.92.

The deed from PDC to Emanuel Hospital required that Emanuel would “begin the redevelopment of the Property by the construction of the improvements thereon within a reasonable period of time and, in any event, the development of the Property for hospital and other related uses shall be completed by January 1, 1990.” The deed also stated that this specific requirement was “binding for the benefit the Community and (PDC) and enforceable by PDC against (Emanuel Hospital).”

In early 2017, Prosper Portland gave notice to Legacy Health that they would enforce the deed and retake possession of the land and repay Legacy Health the original \$396,776.92 purchase price. Lawyers for Legacy reviewed the notice and the original deed to determine if there was legal standing for Prosper Portland’s claim. Legacy’s position is that Prosper Portland is not legally entitled to the land on two counts. First, the land that was purchased has been developed on eight of the nine parcels, so it has met the development requirement. Second, there was no remedy clause in the deed that stated the land would be returned to the Portland Development Commission if there was no development.

While there may not have collective agreement on past obligations, Legacy Health, Prosper Portland and the City of Portland are in collective agreement on the future and working together to develop the land to honor the history of Portland’s African American community and further Legacy’s mission of good health.

The community process, eventual development, and related community benefits of the Hill Block project will be collaborative and guided by a Project Working Group (PWG) (members were identified/selected by a Nominating Committee made up of representatives from organizations and groups connected to the N/NE community and convened in late 2017), along with input from project partners, community leaders, and the public.

Article I. Hill Block Project Working Group

The name of this working group shall be the Hill Block Project Working Group (Hill Block PWG). Creation of the Hill Block PWG has been facilitated by the Mayor's Office, Prosper Portland, and Legacy Health for the purpose of defining and driving a community-centered visioning and development process that will create more clarity around a broader community outreach approach and the final development project elements and goals. The Hill Block PWG shall work closely with Prosper Portland, the Mayor's Office, Portland Housing Bureau and Legacy Health as outlined in the Memorandum of Understanding (MOU).

The Hill Block PWG is not created by statute, ordinance or resolution, and it is not a governmental entity or subject to any substantial control by local government, within the meaning of ORS 174.116(1)(b)(C).

Article II. Purpose

The Hill Block PWG will:

- Define and drive a transparent, community-centered and community-led process;
- Direct the visioning and community engagement processes;
- Define the development programming for the project;
- Select the developer/development team for the project;
- Remain engaged during the development process after developer/development team selection or help sponsor an Oversight Committee to hold that role;
- Coordinate efforts with the N/NE CDI Oversight Committee and the N/NE Housing Strategy Committee;
- Communicate back to organizations/stakeholders they represent, if applicable, and to the community-at-large; and
- Determine how, when and if a community benefits agreement will occur as part of the development process.

Article III. Membership

The Hill Block PWG includes representatives of organizations, committees, and community-at-large individuals connected to the North/Northeast community as well as institutional partner representatives from Prosper Portland, Legacy Health, the Mayor's Office, the Portland Housing Bureau. The institutional partner representatives are ex-officio and non-voting members.

Article IV: Members

Working collaboratively with the partners as identified in the MOU, the Hill Block PWG members are expected to participate in accordance with the following governance standards.

Section 1. Selection Criteria

The Hill Block PWG is composed of at least 14 and no more than 25 voting members representing a variety of subject expertise and interests and a strong connection to the North/Northeast community. The Hill Block PWG voting members were identified and selected by a Nominating Committee put forward by and made up of representatives from organizations and committees connected to the North/Northeast community as well as by an open community call for interest. Should the Hill Block PWG voting membership fall below 14 members, the membership vacancies shall be filled according to Article IV. Section 14

Section 2. Appointment Term

The term of the Hill Block PWG shall run for twenty-four months. The members of the Hill Block PWG may, with a majority vote, extend the term as necessary. The term of each member shall coincide with the term of the Hill Block PWG.

Section 3. Ground Rules

The Hill Block PWG represents diversity of expertise, skills and viewpoints. Members are expected to:

- Listen carefully;
- Respect the views of others;
- Keep an open mind;
- Critique issues, not people or organizations;
- Allow everyone to speak without dominating the conversation;
- Take responsibility for the success of the meeting and the Hill Block PWG's decisions and recommendations;
- Prepare for meetings;
- Speak honestly;
- Communicate project information to their constituents and reflect constituent input and priorities in Hill Block PWG discussions and recommendations, for those who represent entities;
- While individual members can speak on behalf of the organizations they represent regarding Hill Block PWG participation, no individual member will speak on behalf of the Hill Block PWG other than the designated spokesperson(s) with the understanding that the designated spokesperson will keep the PWG and institutional partners aware of those inquiries;

- Be transparent about conversations they are having and actions they or their organization is planning to take in relationship to the project; and
- Communicate directly and in a timely fashion to address and resolve issues when conflict arises.

Before participation in any meetings where a vote will be held, Hill Block PWG members must sign and provide a signed copy of the Conflict of Interest Disclosure Form to the Facilitator or Prosper Portland.

Section 4. Attendance

The Hill Block PWG will meet at least once every month. The Hill Block PWG or appropriate subcommittee of Hill Block PWG members will meet with the community at least quarterly as needed. Additional meetings may be scheduled as needed and as determined by the Hill Block PWG.

Attendance may include physical presence or participation by conference call, internet or by use of other technology including teleconference, where all members are all able to actively engage and participate.

If a Hill Block PWG member is not able to attend a meeting, they are expected to notify the facilitator or Prosper Portland in advance.

Members are expected to be prepared for meetings, attend all PWG meetings and participate actively in additional work between meetings.

Section 5. Co-Chairs

There shall be two Co-Chairs. The Co-Chairs will be voted on by the Hill Block PWG to serve a term concurrent with the term of the Hill Block PWG. If a Co-Chair is unable to attend a Hill Block PWG meeting, they will provide notice to the Facilitator and other Co-Chair.

The Hill Block PWG Co-Chairs shall:

- Represent the perspective of the Hill Block PWG as a whole, and advocate for the whole Hill Block PWG;
- In coordination with Prosper Portland staff, be the spokespeople for the Hill Block PWG to the Prosper Portland Board of Commissioners, the media and the community;
- Be the initial contact for other Hill Block PWG members' concerns, questions or suggestions regarding the Hill Block PWG procedures and agenda;
- Consult with the Prosper Portland Project Manager and Facilitator on scheduling meetings and preparing the meeting agenda;
- In the absence of a Facilitator, the Co-Chairs shall preside over the Hill Block PWG meetings as outlined in the Facilitator section below.

Section 6. Removal or Resignation of Co-Chair

If either of the Hill Block PWG Co-Chairs proves ineffective, any Hill Block PWG member, including non-voting members, in consultation with Prosper Portland staff, may request the replacement of a Co-Chair by a majority vote of the Hill Block PWG voting membership.

Ineffectiveness includes, but is not limited to:

- Lack of consistent attendance;
- Not prepared for meetings
- Violating applicable conflicts of interest, public meeting or public records regulations; or
- Behavior that disrupts the decision-making process or that presents a threat to others.

Either Co-Chair may resign at any point. If a Co-Chair resigns, a new Co-Chair will be voted on by the Hill Block PWG to fill the position. The remaining Co-Chair shall serve as the sole Chair until such time as a new Co-Chair is elected.

Section 7. Removal of Members

If a Hill Block PWG member proves ineffective, in consultation with Prosper Portland staff, any Hill Block PWG member, including non-voting members, may propose the removal of the Hill Block PWG member in question by a simple majority vote of the Hill Block PWG.

Ineffectiveness includes, but is not limited to:

- Lack of consistent attendance;
- Violating applicable conflicts of interest, public meeting or public records regulations;
- Behavior that disrupts the decision-making process or that presents a threat to others;
- Consistently not adhering to Hill Block PWG ground rules; or
- Not prepared for meetings.

Any member may resign at any point. If a member resigns, a new member may be voted on by the Hill Block PWG to fill the position if deemed necessary by the Hill Block PWG.

Section 8. Deliverables

The primary deliverables of the Hill Block PWG include but are not limited to the following:

- Monthly Hill Block PWG meetings which are also open to the public;
- A community-centered and community-led process, including quarterly community meetings as needed; and
- Project programming and developer selection.

Section 9. Facilitator

The Facilitator shall preside over the Hill Block PWG meetings, including responsibility for, but not limited to:

- a) Calling the meeting to order;
- b) Keeping order and imposing any reasonable restrictions necessary for the efficient and orderly conduct of a meeting;
- c) Managing discussion and debate in a neutral manner, providing equal opportunity for all the Hill Block PWG members to participate;
- d) Ensuring that at each regular Hill Block PWG meeting there is an opportunity for anyone from the general public to address the Hill Block PWG;
- e) Accepting motions and amendments from Hill Block PWG members and conducting a vote per these procedures;
- f) Declaring the results of the Hill Block PWG votes; and
- g) Declaring a meeting adjourned.

If the facilitator proves ineffective, any Hill Block PWG member, including non-voting members, in consultation with Prosper Portland staff, may request the replacement of the facilitator by a majority vote of the Hill Block PWG voting membership.

Section 10. Agenda

The Co-Chairs, in consultation with the Facilitator and the Hill Block PWG members, shall determine the agenda for each meeting, which sets forth the order of business. Proposed agenda items will not be received by the Co-Chairs, Prosper Portland Project Manager, and the Facilitator after the specified deadline. The Facilitator will provide a first draft agenda to the Co-Chairs for review.

Members shall receive the agenda and any and all attachments necessary to act on agenda items together with the minutes of the previous meetings at least one week in advance of each regularly scheduled meeting as is practicable. Prosper Portland will provide administrative support and project/program/policy expertise to the Hill Block PWG, as appropriate. Support will include recording draft meeting minutes in coordination with the Facilitator and for review by the Hill Block PWG. Hill Block PWG meetings will be open to the public and provide time for public comment.

Section 11. Quorum

A quorum of the Hill Block PWG shall be composed of a majority of the total voting Hill Block PWG members. A quorum of the Hill Block PWG may not convene to discuss matters relevant to the work of the Hill Block PWG outside of a properly noticed meeting.

Section 12. Voting Procedures

Hill Block PWG recommendations represent a broad base of collective wisdom about city priorities, services and needs. The Hill Block PWG intends to work by consensus in making decisions or in developing recommendations to be forwarded to the appropriate individual or body.

If consensus cannot be reached and an issue or action requires a formal decision of the Hill Block PWG, such decision shall be made by open vote of a simple majority of a quorum of the Hill Block PWG, provided that a quorum of the Hill Block PWG is seated in a properly noticed meeting. The Facilitator will tabulate and announce the result of any such vote.

In the event of a tie vote, the vote representing the status quo shall prevail. In the event that no votes represent the status quo, a tie vote will have the same result as if no vote took place.

Section 13. Subcommittees

Subcommittees composed of less than a quorum of Hill Block PWG members may be formed by an action of the Hill Block PWG to accomplish specific tasks, or work outside of regularly scheduled meetings of the full Hill Block PWG, in support of the Hill Block PWG as a whole (i.e. creation of Project Charter, report finalization and presentation, brainstorming).

No final decision or binding action for the Hill Block PWG shall be made or taken by any subcommittee, and subcommittee members may not speak on behalf of the Hill Block PWG without express permission of the Hill Block PWG.

Subcommittees may make preliminary recommendations to the full Hill Block PWG. The Hill Block PWG may then finalize any such action(s) or recommendation(s) and take any such action(s) or make any such recommendation(s) to Prosper Portland Executive Leadership or other relevant government decision-making bodies, as appropriate.

Section 14. Vacancies

If a vacancy should occur on the Hill Block PWG, the vacancy need not be filled unless the total number of members on the Hill Block PWG is equal to or less than fourteen. In order to fill a vacancy, the Nominating Committee will be reconvened to nominate new members to Hill Block PWG for consideration. New members will be approved by a ~~2/3~~ vote of the sitting Hill Block PWG. If the number of officially seated members drops below 14 members, the new member shall be nominated to the Hill Block PWG by the Nominating Committee from the following groups, which shall be considered in the following order:

1. Previously Nominating Committee selected alternates
2. Organizations that no longer have representation on the PWG
3. Use of the previous selection process that chose the original PWG members

Section 15. Compensation

Members of the Hill Block PWG shall serve without compensation. Members may not be advanced or reimbursed for expenses incurred in the execution of the Hill Block PWG duties.

Section 16. Staff and Professional Service Contractors

As allowed within the allotted budget, the Hill Block PWG shall be provided with staff and meeting facilities to conduct Hill Block PWG business. If necessary, and in consultation with the Co-Chairs, Prosper Portland will provide a Facilitator and other professional service contractors to help ensure the flow of the Hill Block PWG's work.

Any Facilitator engaged by Prosper Portland to assist the Hill Block PWG with neutral meeting facilitation and agenda-setting, or other duties for the benefit of the Hill Block PWG, shall have proficient facilitation and leadership skills. All professional service contractors will adhere to all rules applicable to Hill Block PWG members with regard to ethics, conflicts of interest, and public meetings.

Prosper Portland staff will inform the Hill Block PWG of media requests to Prosper Portland about, and of any major announcements regarding, the Hill Block project or the Hill Block PWG. The Hill Block PWG will endeavor to inform the Office of the Mayor, Prosper Portland, Portland Housing Bureau, and Legacy Health of any media requests and expects the same from those partners in return.

Section 17. Public Testimony

All Hill Block PWG meetings are open to the public and shall allow time for public commentary and testimony on the topics that are subjects of the meeting. Public participation in the Hill Block PWG meeting is not intended to allow for disruptions in proceedings or interruptions of the work of the Hill Block PWG. Accordingly, the Hill Block PWG Co-Chairs or Facilitator – whichever is presiding over the Hill Block PWG meeting at the relevant time – shall have the authority to impose appropriate time, manner, and place limits on public testimony in order to maintain the civility and productivity of proceedings. The Hill Block PWG Co-Chairs or Facilitator – whichever is presiding over the Hill Block PWG meeting at the relevant time – shall have authority to exclude individuals for disruptions that interfere with the ability of other speakers to address the Hill Block PWG and express their point of view, or that otherwise interfere with the work of the Hill Block PWG.

Article V. Disclosure – Conflict of Interest – Ethics – Public Meetings & Records

The Hill Block PWG shall conform to Prosper Portland ethics, disclosure, public meetings and public records requirements.

All meetings of this Hill Block PWG are considered public meetings. The Hill Block PWG will provide meeting notices, keep records, and abide by all standards and practices required of public meetings and public bodies by applicable law. Meeting recording may include written minutes, audio and video recording.

The Hill Block PWG is committed to creating a high level of transparency and openness between itself and governmental entities and the public. Unless there are compelling reasons to the contrary, the Hill Block PWG intends to provide all relevant Hill Block PWG information to interested parties.

The Hill Block PWG members shall review Prosper Portland ethics, disclosure, public meetings and public records requirements and execute related documents such as disclosures or consents as may be necessary for policy oversight or management.

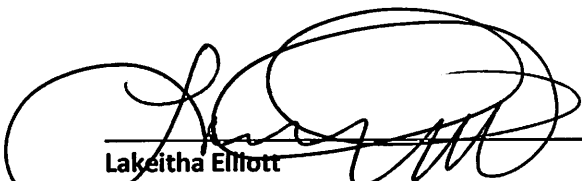
The Hill Block PWG members shall not engage in any acts of self-dealing and shall avoid all conflicts of interest while serving on the Hill Block PWG through disclosure and/or recusal, as appropriate.

"Conflicts of interest" shall include, without limitation, any decisions or actions by a Hill Block PWG member that may, either directly or indirectly, result in a financial benefit to any business or entity in which the Hill Block PWG member or their family has any financial interest. If a Hill Block PWG member is found to have violated applicable ethics or conflicts policies by failing to disclose a potential conflict of interest or by engaging in self-dealing, the Hill Block PWG shall take appropriate disciplinary and corrective action, up to and including, removing the offending Hill Block PWG member and/or referral for further investigation.

"Conflict of Interest" shall have the same meaning as an "Actual conflict of interest" under ORS 244.020(1).

Article VI. Revisions of the Project Working Group Charter

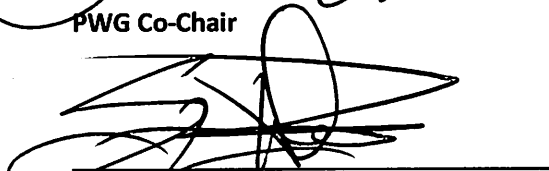
Revisions to the Hill Block PWG Charter may be allowed when determined to be necessary by 2/3 vote of the Hill Block PWG. Changes to the Project Charter shall not conflict with the purpose of the Hill Block PWG. Changes must be applicable in terms of the purpose of the Hill Block PWG and can be revised and changed by a 2/3 majority vote.



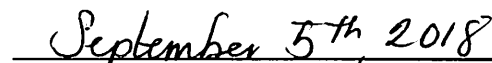
Lakeitha Elliott
PWG Co-Chair



Bryson Davis
PWG Co-Chair



Dr. Steven Holt
PWG Facilitator



Date