

MEMORANDUM OF UNDERSTANDING

Background/Agreement

Legacy Health, Prosper Portland and City of Portland have jointly agreed to support a collaborative effort that will lead to a community-desired project on the 1.7-acre block bordered by North Russell, North Williams, North Vancouver and Knott Streets (the Hill Block).

Legacy Health, Prosper Portland, and the City of Portland agree that the development will benefit, support and honor Portland's African-American community and further Legacy Health's mission of promoting health and wellness for children and families.

A Project Working Group (PWG) will be established through this collaboration with the objective of creating a transparent process and community-driven outcomes.

Roles/Responsibilities

The PWG will:

- Define and drive a transparent, community-centered process;
- Direct the visioning and community engagement processes;
- Select the developer/development team and programming of the project;
- Coordinate efforts with the N/NE CDI Oversight Committee and the N/NE Housing Strategy Committee; and
- Operate according to their signed Charter as attached.

Legacy Health will:

- Participate in the community-led process with ex-officio nonvoting representation on the PWG to ensure the Legacy Health Board is involved in assessing the PWG priorities;
- Assist the PWG in making funding requests;
- Solicit input from PWG on Legacy owned or leased medical facilities of up to 35,000 square feet to be included as part of development project;
- Directly fund construction of any Legacy Health-owned medical facility on the site or lease any Legacy Health-occupied medical facility on the site that is developed and owned by a third-party nonprofit or private developer, and, in either instance, pay any market standard of shared operations and maintenance fees; and
- Convey the Hill Block for no consideration to the body selected by the Project Working Group to implement a project that supports and honors Portland's African-American community, a priority of the Legacy Health Board.

The Office of the Mayor will:

- Convene and participate in the community-led process with ex-officio non-voting representation on the PWG;
- Secure initial General Fund resources to support its creation;
- Act as sponsor and supporter of PWG recommendations to the Portland City Council;
- Facilitate interaction with City agencies and processes related to permitting and development; and

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- Participate in the community-led process in order to ensure the Mayor is apprised of the PWG priorities and to ensure Portland Housing Bureau and Prosper Portland have and are providing sufficient support as defined by PWG.

The Portland Housing Bureau will:

- Participate in the community-led process with ex-officio non-voting representation on the PWG and as technical support on matters of community engagement and affordable housing;
- Coordinate efforts between the N/NE Housing Strategy Committee and the PWG;
- Provide technical information or act as a resource for PWG regarding other financial resources for affordable housing development; and
- Facilitate consideration/investment of affordable housing set-aside Tax Increment Finance Resources and other affordable housing financial tools if the Hill Block is included in the Interstate Corridor Urban Renewal Area.

Prosper Portland will:

- Participate in the community-led process with ex-officio non-voting representation on the PWG and in order to ensure that the community is driving the process and creates desired outcomes;
- Act as the steward of public funds dedicated to the support of the PWG;
- Provide staffing to coordinate the PWG at least through development of the Charter – and then as the PWG determines;
- Support the community-led process to support and honor Portland's African-American community as technical support on matters of project management, commercial and mixed-use development;
- Coordinate efforts between the N/NE CDI Oversight Committee and the Project Working Group;
- Provide technical information or act as a resource for PWG regarding other financial resources for commercial development; and
- Facilitate consideration/investment of non-set aside Tax Increment Finance Resources if the Hill Block is included in the Interstate Corridor Urban Renewal Area.


The Project Working Group Facilitator will:

- Facilitate PWG meetings;
- Support PWG as defined in the Charter (to be defined & attached).


This Memorandum of Understanding (MOU) outlines elements of the collaboration so that the parties can work productively toward due diligence, documentation, and implementing a collaborative project. This MOU will be effective upon execution by the PWG, PWG Facilitator, Legacy Health, Office of the Mayor, Portland Housing Bureau, and Prosper Portland (the Parties). During the 24-month term of the MOU, Legacy Health will be bound to refrain from negotiating with other parties on the Hill Block (the Exclusivity Period). During the Exclusivity Period, the Parties will commit to implement a collaborative community process and to

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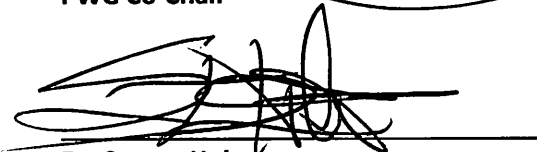
negotiate legally binding and definitive agreements regarding the establishment of a Hill Block development project. The Exclusivity Period may be extended by mutual agreement.




Lakeitha Elliott
PWG Co-Chair




Bryson Davis
PWG Co-Chair



Dr. Steven Holt
PWG Facilitator



Kathryn Correia, CEO
Legacy Health



Ted Wheeler, Mayor
City of Portland



Shannon Callahan, Executive Director
Portland Housing Bureau



Kimberly Branam, Executive Director
Prosper Portland

September 5th, 2018
Date