

Williams & Russell Project Working Group Meeting Minutes Wednesday December 16, 2020, 12:00 – 1:00 p.m.

MEETING PURPOSE

- Update on FAQs
- Review Draft W&R Bylaws based on the Memorandum to PWG Ownership Recommendation for Nonprofit
- Update on Request for Proposals (RFP)

MEETING DESIRED OUTCOMES

- Review of FAQs
- Review of W&R Bylaws & Memorandum to PWG Ownership Recommendation

Meeting Minutes: On December 16, 2020 **Dr. Steven Holt** opened the Project Working Group (PWG) public meeting via Zoom and the following is a brief outline of what was discussed. *Note: no verbal round of meeting attendance was taken during the meeting; attendance was confirmed and provided based on Zoom attendance.*

- 1. Co-Chair Report: Justice Rajee** provided an update to the Project Working Group regarding the community engagement/benefits subcommittee meeting with Ben Beach with The Partnership for Working Families. PWG members and subcommittee members attended the discussion with Ben and notes from the meeting were provided to all attendees. The subcommittee is planning for another follow up meeting in January. **Michael Alexander** who attended the meeting added an interest in looking at some of the models that Ben Beach shared from Richmond LAND and Oakland, CA's equity matrix tool as data to guide the process and targets for a benefit agreement.

Bryson Davis shared that the ownership subcommittee finished the first draft of the governance structure that was emailed to the PWG for today's discussion. He also shared the PWG's participation in the City Council meeting to consider and discuss an increase to Interstate maximum indebtedness that was ongoing at the same time as the PWG meeting. He shared testimony that was being heard by Council on behalf of and by Emanuel Displaced Persons Association 2. The Co-Chairs will have an update at the next PWG meeting. **Tony Hopson** expressed concern that no member of the PWG remained at the City Council meeting to hear ongoing testimony and provide the PWG's perspective as needed. Bryson indicated that he offered to respond to some of questions posed during testimony, but didn't hear a response. He also added that Justice was still present at the City Council discussion via Zoom should Council have questions for the PWG. Dr. Holt clarified that the time conflict was in part due to the City Council item starting a bit late and running longer into the previously scheduled PWG meeting time.

2. FAQs & Bylaws Discussion: Bryson shared a brief explanation of the draft FAQs that were drafted based on questions received via the PWG during the last meeting's discussion and questions that members have heard throughout the process. He also referenced that the FAQs pulls information from the draft bylaws and other decisions that the PWG has made. He noted that there are a number of places where the response is still to be determined and the questions will be answered at a subsequent step in the process with the answers to be decided before transfer of the land to the nonprofit.

Bryson guided a discussion with the PWG walking through the draft bylaws and touching on some of the more substantive pieces for PWG consideration and input.

The discussion started with the section regarding the **Board of Directors** and how long-term decision-making body is set up for the project: who's included at the table and how those individuals are selected. The proposed bylaws include a minimum number of seven (7) directors and a maximum of fifteen (15) directors. At least three (3) directors to represent community nonprofit organizations, at least (2) directors who are not community org representatives must be Black business owners (African American or African descent), and at least two (2) heritage directors who are not community org representatives must represent individuals were displaced, part of the families of displaced, or representing displaced individuals or families.

The term of each director would be for three (3) years and the terms would be staggered with about a third renewed each year with the idea of community nonprofit representation rotating over time and that everyone with a stake in the project has an opportunity to have a seat at the table. The Board will have the ability to add more directors at their discretion based on project and perspective/skills/expertise needed. The community organization directors will be tied to the nonprofit rather than a specific individual, and the nonprofit can nominate new individuals, if necessary, for the remainder of the term. The Board of Directors will have a say on whether the individual nominated by the nonprofit joins the Board.

Tony inquired about the organization rotation and if the individuals would rotate or if new community organizations would rotate. Bryson confirmed the intent is for organizations to rotate over three-year terms. Tony inquired about how consideration is made across various nonprofit community organizations as some have more capacity and strength to lead and engage. He suggested that the PWG consider which Black led organizations have the most constituents and weight to realize the project as envisioned, and those would be the nonprofits considered for rotating seats on the Board. Bryson agreed that the discretion of the PWG and Board, over time, would be critical to ensuring the project is carried forward.

Dr. Holt flagged Vicki Guinn's question in the chat field regarding purpose language that is in Article 1 of the Bylaws. **Vicki Guinn** requested a minor change to the language reading "displaced by the construction of the Emanuel Hospital" to be changed to read "the planned expansion of the Emanuel Hospital" instead. She also inquired about defining Black. Bryson responded that a definition was provided in the section regarding Black business owners as owners of African American or African descent. He added this was also another reason why having Board representatives of displaced individuals was very important.

The PWG then reviewed the **Meeting Structure** section of the Bylaws. The intent is to keep Board of Director meetings public and allow community member participation and comment on the work that is being done. This would be unique as most nonprofits don't have this public meeting element. The public comment period would be at the middle of the agenda, after any formal presentations, rather than at the end. The intent is for public comment to be made to address major agenda items prior to any Board discussions or decision making.

Joy Alise Davis inquired if Board meetings would be public meetings and, if so, how private sensitive confidential issues like HR, internal staffing issues, etc. could be considered. She asked if language could focus on public comment tied to Board meeting agenda items related to site development and use only. Bryson affirmed the Bylaws could clarify that if directors are meeting and talking about administrative issues, the Board could go into executive session where those matters could be taken care of. Michael inquired about what constitutes a meeting and if lines of communication across directors could occur absent of full Board meetings. Bryson expressed a meeting could occur that doesn't have a quorum and doesn't require public attendance, but no actions could occur if it wasn't a formal meeting with public notice. Joy Alise inquired if the language couldn't specify that only Board meetings discussing the site and project are public meetings. Bryson expressed the intent of having the Board having a continuous connection to and dialogue with the community regarding issues as they come up.

The PWG then reviewed the **Advisory Directors** article of the draft Bylaws. Bryson shared an overview and proposed five (5) nonvoting liaison directors representing each of the partner organizations: Prosper Portland, the Portland Housing Bureau, the City of Portland as represented by the office of the City Council Member assigned to oversee Prosper Portland, Legacy Health, and Meyer Memorial Trust. He shared the rationale of the advisory director role in strengthening the connection between the project and those partner organizations, keeping them informed on the nonprofit as the project moves forward. Given historic distrust, these would be a nonvoting role and both voting and non-voting roles were discussed by the subcommittee. The goal is also to increase connection and cooperation between the partner organizations and the community.

The PWG then reviewed the **Board Chair** language, where the Board Chair is the central location for reviewing agenda item requests and having the discretion to approve/not

approve what goes on the agenda. If the Chair has a presentation request that they don't include on the agenda, the Board Chair would inform all Board members of the agenda request and their rationale for not including the item on the agenda. The full Board could override the Chair if they feel like an agenda item should be heard. Michael confirmed that those items would be presented as an agenda item rather than as public comment given the latter can have time constraints.

The final section the PWG reviewed was the ***Conflict of Interest*** issue. Given the purpose of the nonprofit to realize a development, there may be Board members in or connected to industries involved with development or interested in space in the development. Laws require that there is no private inurement for individuals connected with nonprofits, and nonprofit work cannot be used to benefit yourself outside of reasonable compensation for services provided on behalf of the nonprofit. IRS has requirements for conflicts of interest and process for addressing them should they arise. There is also a section addressing transactions between parties. If there is a transaction proposed and a person related to the nonprofit is an interested party in the transaction, they can provide information on the transaction but cannot play a decision-making role.

Dr. Holt invited questions from the PWG on the FAQs or the Bylaws. Tony inquired about what the nonprofit would legally be. Bryson shared it would be a nonprofit corporation subject to nonprofit laws and able to file for tax free charity status through the IRS. Tony shared his perspective that the intent is for the nonprofit to be designed to come together around the project rather than expanding in scope and potentially becoming in immediate competition to other nonprofits. Bryson agreed that while that is a theoretical possibility, but that his perspective is also for the nonprofit to be project focused and supporting other nonprofits activities and efforts.

Dr. Holt invited any conversation around any additional language changes and confirmed the language changed proposed by Vicki will be incorporated into the final Bylaws draft. Bryson noted that the FAQs will also continue to be developed as a working document and in response to questions that arise as the project progresses. Dr. Holt opened up the meeting for public comment and none was received.

Dr. Holt announced the next meeting will be on January 6th in the evening.

PWG - Meeting Attendance Record

	Name	Representing	Email
✓	Bryson Davis, CoChair	Soul District Business Association (SBDA)	bryson.davis@harrang.com
✓	Michael Alexander	Black United Fund & Portland Opportunities Industrialization Center (POIC)	mcalexhog@aol.com
✓	Joy Alise Davis	Portland African-American Leadership Forum (PAALF)	joy@paalf.org
✓	Anthony Deloney	Self Enhancement Inc (SEI)	anthonyd@selfenhancement.org
✓	James Faison	Professional Business Development Group (PBDG)	info@faisonconstruction.com
	Leslie Goodlow	City of Portland, Portland Housing Bureau	Leslie.Goodlow@portlandoregon.gov
	Stephen Green	Black Investment Consortium for Economic Progress (BICEP)	greenerpasturesnw@gmail.com
✓	Tony Hopson	Self Enhancement Inc (SEI)	tonyh@selfenhancement.org
✓	Justice Rajee, CoChair	Portland Opportunities Industrialization Center (POIC)	rajee@portlandoic.org
	Walter Robinson	Portland African-American Leadership Forum (PAALF) & Urban League	wlrii45@gmail.com
	Jillian Saurage	North/Northeast Housing Strategy Committee	jily99@gmail.com
✓	Karis Stoudamire Phillips	North/Northeast Community Development Initiative Oversight Committee	karis.stoudamirephillips@modahealth.com
	Chabre Vickers	Wells Fargo	Chabre.L.vickers@wellsfargo.com
✓	Charles Wilhoite	Legacy Health, Board of Directors	cawilhoite@willamette.com

Additional Attendees:

✓	Mustafa Washington	City of Portland	
✓	Lisa Abuaf	Prosper Portland	abuaf@prosperportland.us
✓	MinNefer Mernahkem	Prosper Portland	mernahkem@prosperportland.us
✓	Amy Nagy	Prosper Portland	nagya@prosperportland.us
✓	Nancy Wilson	Prosper Portland	wilsonn@prosperportland.us
✓	Christine Velasquez	Prosper Portland	velasquezc@prosperportland.us
✓	Vicki Guinn	Legacy Health	vguinn@lhs.org

Action Item Log

1.	Revisions to the Bylaws based on PWG discussion
2.	Send final draft RFP to PWG in early January to provide time for review prior to discussion
3.	Follow up meeting regarding community benefit agreements and Oakland and Richmond CA models
4.	Continued revisions and additions to the FAQs as additional information and/or questions come up