

Williams & Russell Project Working Group Meeting Minutes Wednesday, February 17, 2021, 12:00-1:05 p.m.

MEETING PURPOSE

- Voting for Board Members for the New Nonprofit
- Checklist for transitioning of Property from Legacy
- Calendar Update for RFP
- Update on Communication Plan

MEETING DESIRED OUTCOMES

- Update of RFP/Approval of RFP Scoring Sheet
- Voting of Board members for the New Nonprofit
- Understanding Prosper Portland Support for the new Nonprofit

Meeting Minutes: On February 17, 2021 **Dr. Steven Holt** opened the PWG public meeting via Zoom and the following is a brief outline of what was discussed.

- 1. Co-Chair Report. Bryson Davis** opened the meeting and indicated that upon initial count the PWG did not have a quorum to hold necessary votes scheduled for the meeting. He informed the PWG on the first meeting of potential board members which focused on roles and expectations for each Board member and the projected timeline to implement the new Board structure. He also shared with the PWG that he met with Legacy, the Mayor's Office and Prosper to provide an update on the nonprofit Board and to make sure everyone was up to speed with the specific details of the implementation of the new board. *Note: Joy Alise Davis joined the meeting and the PWG was at quorum.*

Justice Rajee shared with the PWG that the communications subcommittee is planning to hold a CBA community engagement training with Ben Beech. He added he is working with **Vicki Guinn** on communications as it relates to moving the project forward and getting information out to the public.

Dr. Holt clarified the details of the two separate meetings:

- In late March there will be an open house for community awareness on the project; the PWG moving to a new nonprofit structure and related Board; and share information about the RFP.
- The second meeting will be a CBA information/training session for the PWG only.

2. **Introduction of Khan Tran, Mayor's Office.** Khan introduced himself and shared with the group that the Mayor's Office is excited about the progress of the RFP and appreciates all the work that was involved to move the project forward. The Mayor is looking forward to being part of the community discussions regarding the RFP. He also expressed to the group that the Mayor's Office continues to support all PWG efforts and will assist in any way possible to continue the momentum, working alongside Prosper Portland in all necessary efforts.
3. **Legacy Land Transfer Update. Brian Terrett** informed the group that Legacy Health is planning for the process of land transfer to the newly formed PWG Board. He is working with Legacy's legal team to finalize the details and checklist for land transfer to occur. The goal is to have the process defined in the next 30 to 45 days. He added that Legacy's Board will need to review all steps prior to fully signing off on the transfer. Once this process is defined, he will follow up with the PWG regarding all necessary details. He shared his expectations that this will be a straightforward process.

Charles Wilhoite relayed that the Board would work with legal counsel and that he does not anticipate if there to be any issues once the 501c3 steps have already been put in place by the nonprofit. Vicki asked if the land transfer and the 501c3 process will take place in conjunction. Bryson said that all the work can continue while some of the details of the land transfer and 501c3 are in process.

Michael Alexander asked Charles about the property transfer and wondered if this is a normal and standard process or if this is new territory. Brian said that Legacy has transferred land before and the process was straight forward. He added this land transfer is unique because of the deed from when Legacy acquired the land, and Legacy's legal team is aware of this and don't foresee this as being a hurdle.

4. **RFP Status Update. Lisa Abuaf** shared with the PWG that the RFP has been issued! The group took a moment to reflect on this and gave kudos to the Subcommittee for all their hard work and persistence. Lisa added that the next step is to make sure that the RFP is distributed to the maximum of number of people utilizing and that both PHB and Prosper Portland are distributing it to their community and development distribution lists. She encouraged PWG members to send **MinNefer Mernahkem** any additional recommendations for any other potential avenues for distribution of the RFP. She added Mjayi has reached out to the RFI respondents and will send the link to Mercy Corp and AfricaTown who have engaged with the PWG over the past year.

The PWG discussed that the next step will be to focus on the development focused information session to provide clarification and the community event where the PWG

will share the RFP with the community at large making sure they are up to speed on all aspects of the project and answer any questions the community may have.

Michael let Prosper Portland and the PWG know that the link to the RFP that was emailed to the group was not working for him. Lisa put the RFP link in the chat for the group to access. She also shared the links to the RFP supporting site information and due diligence. The links below were placed in the chat:

1. RFP - <https://prosperportland.us/wp-content/uploads/2021/02/Williams-Russell-RFP.pdf>
 2. All site info and reports - <https://prosperportland.us/portfolio-items/the-hill-block-n-russell-and-williams-collaboration/> (scroll to the bottom of the page and click on the “Reports and Other Documents” tab)
 3. Phase I ESA - <https://prosperportland.us/wp-content/uploads/2021/02/Phase-I-Environmental-Assessment.pdf>
 4. Phase II ESA Scope - (note this will be updated with the final report once it’s complete in the next couple of weeks) <https://prosperportland.us/wp-content/uploads/2021/02/Phase-II-Environmental-Site-Assessment.pdf>
 5. Appraisal - <https://prosperportland.us/wp-content/uploads/2021/02/Appraisal.pdf>
 6. Survey - <https://prosperportland.us/wp-content/uploads/2021/02/ALTA-NSPS-Land-Title-and-Location-Survey.pdf>
5. **Updates. Communication Plan** - Justice shared that there will be an open house and they are looking for a communications professional to help with the planning. He plans to hold a Subcommittee meeting to figure out the details for the project’s community engagement and he will share with the PWG next week regarding the details of the meeting. He indicated that due to spring break, the group will need to reconsider the next meeting date which is currently being held in the last week of March. Justice asked the group for their input of elements they think will be important for the format of the community meeting.

Calendar and Project Schedule. Lisa shared that Prosper Portland is working on an updated schedule looking forward through the RFP phase and asked the PWG to think about the next steps, including the transition to the new Board.

CBA Training. Justice shared that this information will be available once he connects with Ben Beech.

Status of the 501c3. Bryson shared with the group that the projected number for the new nonprofit Board will be nine (9) people. As it stands, there are presently six (6)

Board candidates from the current PWG interested in being on the Board. The plan will be for the Board members to find new additional people to fill the additional spots. Some important skills the PWG members have discussed for potential new Board members are banking, accounting, and development experience, as well as more women to ensure balance as currently all present potential members are men.

Bryson indicated the new nonprofit Board could have more than nine (9) people and the minimum number is seven (7) members. Bryson summarized the timeline and shared that once the full Board is established, the Board will coordinate with legal counsel to get the entity formed and start the 501c3 registration process which may take a few months. He shared that there is flexibility with this timing but emphasized that establishment of the 501c3 status is necessary as soon as the RFP process is complete. Once Board members are identified and assigned, the nonprofit will need to consider the name of the new nonprofit.

6. Nonprofit Board Member Vote

Dr. Holt introduced the PWG vote on the PWG nominees to continue on the new nonprofit Board as follows:

- Bryson Davis
- Justice Rajee
- Anthony Deloney
- James Faison
- Tony Hopson
- Walter Robinson II

Before the vote was taken Bryson clarified that the vote was not for specific Board slots rather who will be on the Board in general. He added there are two votes: 1) Board membership and 2) giving the new Board members the power to determine the category and term length of Board membership. Dr. Holt clarified that based on conversation, **Tony Hopson** will come on representing an organization/business entity and not as an individual Board member. Michael reaffirmed the immediate vote appoints specific people to the Board and then the new Board will decide on the specific appointment category. Bryson clarified that once the Board is established, more details regarding the specific appointments will be shared with the PWG.

Dr Holt opened the floor for the Board membership vote and called each name individually:

- Vote for James Faison: All in favor (M Alexander, B Davis, A Deloney, J Rajee, K Stoudamire-Phillips, J A Davis, W Robinson)

- Vote for Tony Hopson: All in favor (M Alexander, B Davis, A Deloney, J Rajee, K Stoudamire-Phillips, J A Davis, W Robinson)
- Vote for Bryson Davis: All in favor (M Alexander, A Deloney, J Rajee, K Stoudamire-Phillips, J A Davis, W Robinson); Bryson abstained
- Vote for Justice Rajee: All in favor (M Alexander, B Davis, A Deloney, K Stoudamire-Phillips, J A Davis, W Robinson); Justice abstained
- Vote for Anthony Deloney: All in favor (M Alexander, B Davis, J Rajee, K Stoudamire-Phillips, J A Davis, W Robinson); Anthony abstained
- Vote for Walter Robinson II: All in favor (M Alexander, B Davis, A Deloney, J Rajee, K Stoudamire-Phillips, J A Davis); Walter abstained

Leslie Goodlow emphasized to the group to it will be important to find women as new Board members and recognized that this is an important part of the discussion. Leslie asked Bryson about the ex-officio member slots and how they are listed in the Bylaws. He indicated that they are listed as spots within various organizations and will be determined by the organization as to who is the best liaison for these spots. Bryson said that ideally that the ex-officio members should be one consistent person who is aware of the details of the project. Leslie suggested this explanation be added to the by-laws so that it is clear to institutional partners. She indicated that this will be an important clarification to make so that there is not a revolving door of different members.

Dr. Holt then opened the floor for the second vote authorizing the nonprofit Board to make Board assignments, term cycle and special Board positions.

The PWG voted as follows:

- 7 PWG members in support (M Alexander, B Davis, A Deloney, J Rajee, K Stoudamire-Phillips, J A Davis, W Robinson)
- None opposed or abstaining

7. **10. Support Commitment of Prosper to the New Nonprofit.** Lisa shared that Prosper is in ongoing conversations regarding the role of Prosper Portland in supporting the new nonprofit. She indicated Prosper Portland's support will be focused in transferring due diligence reports to the nonprofit and supporting the new nonprofit and the development partner they select in undertaking ongoing property and site work due diligence. **Nancy Wilson** added that she is interested in how Prosper Portland can work together with the Board so that they are supportive and for future work as the new Board is established.

Dr. Holt closed the meeting at 1:03 pm. The next meeting will be on March 3, 2021.

PWG - Meeting Attendance Record

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

Additional Attendees:

X	Vicki Guinn	Legacy Health	vguinn@lhs.org
X	Brian Terrett	Legacy Health	Bterrett@lhs.org
X	Lisa Abuaf	Prosper Portland	abuaf@prosperportland.us
X	MinNefer Mernahkem	Prosper Portland	mernahkem@prosperportland.us
X	Nancy Wilson	Prosper Portland	wilsonn@prosperportland.us
X	Christine Velasquez	Prosper Portland	velasquezc@prosperportland.us
X	Sharon Smith	Prosper Portland	smiths@prosperportland.us
	Amy Nagy	Prosper Portland	nagya@prosperportland.us
X	Leslie Goodlow	City of Portland, Portland Housing Bureau	Leslie.Goodlow@portlandoregon.gov
X	Khanh Tran	Mayor's Office	Khanh.Tran@portlandoregon.gov
X	John Marshall	City of Portland, Portland Housing Bureau	John.Marshall@portlandoregon.gov

Action Item Log

1.	Establish full Board members and roles
2.	Follow up meeting on Community Benefits Agreement and training for PWG
3.	Communications and outreach plan; planning for community event in March
4.	Legacy coordination with Legal and nonprofit on land transfer process
5.	