

Exhibit C: Governance Charter

East 205 TIF DISTRICT Community Governance Charter

Creation and Purpose

The East 205 TIF District Community Leadership Committee (the “Committee”) is hereby created. The Committee’s purpose is to advise Prosper Portland and City staff, the Executive Director of Prosper Portland and Director of the Portland Housing Bureau (PHB) (collectively, the “Directors”), the Mayor and the City Administrator’s Office, the Portland City Council (“City Council”), and the Prosper Portland Board of Commissioners (“Board”) on the implementation of the TIF Plan by providing essential guidance, public recommendations, and oversight of the City of Portland’s and Prosper Portland’s implementation of the TIF Plan. As the Committee will advise City Council and the Board directly on certain decisions, it is a public body pursuant to ORS Chapter 192.

This Charter was created to ensure and institutionalize the representation, elevation and centering of Priority Community needs and voices over the life of the TIF Plan. Priority Communities members are people systemically vulnerable to exclusion from the District due to gentrification and displacement, including African American and Black persons; Indigenous and Native American persons; persons of color; immigrants and refugees of any legal status; veterans; elders and youth; renters; manufactured dwelling mobile home residents; persons with disabilities; low-income people; and houseless people.

The following sections describe the processes and roles that will be followed to develop and present public recommendations to decision-makers about the implementation of the District Plan. Consequences for not following this Charter can be found in Section VI.

I. Roles and Responsibilities

- a. Shared among the Committee, City Staff, Directors, City Council and Prosper Portland Board of Commissioners are commitments to:¹
 - i. Comply with this TIF District Plan
 1. Recommendations and decisions about the implementation of the East 205 TIF District Plan will be guided by the Plan, with particular attention to Section IV (Values, Vision and Goals) and Section VI (Principles that Guide Implementation of the Plan).
 2. Recommendations and decisions related to the East 205 TIF District Plan will draw on community engagement that centers the voices and needs

¹ The term “City,” for purposes of this document, is intended to refer primarily to PHB, a bureau of the City of Portland, and Prosper Portland, the City of Portland’s economic development and urban redevelopment agency, but if context requires otherwise, it may include staff of other City of Portland bureaus who are or become responsible for administering or assisting with this Committee.

of area community members, particularly those representing Priority Communities, as defined in the TIF Plan.

ii. Respect Partnerships and Adhere to the Co-creation Process

1. The goal of the co-creation process is to produce recommendations, as outlined in Sections II(a) and II(b), that are supported in their entirety by the Committee, Prosper Portland, and PHB.
2. Through collaboration, transparent and proactive communication, community engagement, and technical support, the City and the Committee will develop public recommendations.
3. If full support of both the Committee and the City cannot be reached, recommendations will make clear which areas have joint support. Remaining areas will include both the Committee's and the City's recommendations.
4. The Committee and the City will jointly present their recommendation(s), including alternate versions of any sections that could not be agreed on, to the relevant decision-maker(s), as identified in Section II.
5. If for any reason the Committee is not able to provide recommendations, the work of the City to implement the TIF Plan may still proceed, in line with the TIF Plan and any sections of this Charter that are still able to be implemented.

- b. Community Leadership Committee: Members are responsible for complying with laws and regulations applicable to the Committee as a public body, such as city and state ethics codes, conflict of interest rules, and public meeting and record laws. Regular meetings are open to the public.

The Committee will establish its collective position on recommendations through a vote or other procedure that will be established in the Committee by-laws.

- c. PHB and Prosper Portland: The agencies are responsible for implementing program offerings in line with this TIF Plan and the processes described in this Charter, including financial and competitive land offerings that align with the TIF Plan and Action Plans. Staff will provide research and technical support and engage with the Committee on co-creation, will coordinate with staff in other City bureaus as needed, and commit to a feedback loop with the Committee. Staff are responsible for communicating with the broader East 205 community regarding the Bureaus' work.

The City Administrator, or a designee, will support the co-creation process by ensuring adequate staffing, subject to appropriations, and by providing guidance on recommendations and alignment with citywide affordable housing and economic development policies, together with any political opportunities and challenges, as needed. The City Administrator, or a designee, will consider co-created recommendations

and will provide an explanation to the Committee if their final decision differs from the recommendation.

II. Scope of Work and Processes

a. Implementing the TIF Plan through Action Plans and Program Offerings: This subsection outlines how East 205 TIF funds will generally be programmed and allocated over the life of the District, notwithstanding investments made outside of an Action Plan. Through the co-creation process, as outlined in Section I.a.ii, the steps below will be followed to select and implement investments and programs (“Program Offerings”) from this TIF District Plan. Section 4.2 of the TIF Plan contains the complete list of eligible East 205 TIF District projects. Through the co-creation process, the District Plan’s Values, Vision and Goals (Section 3) and Guiding Principles (Section 4.1) will be applied to guide the following processes:

- i. Action Plans and Action Plan Amendments: Approximately every five years, an Action Plan will be presented to City Council to select the Program Offerings that are expected to be implemented over the subsequent five years.
 1. Through the co-creation process, the Committee and the City Staff will collaborate to create a recommended Action Plan, which will be a public document presented to the City Council. Metrics, and methods of regularly reporting out on metrics, will be co-created as part of Action Plans.
 2. Portland City Council makes the final decision to adopt and amend Action Plans, after receiving for consideration the recommendation(s) of the Committee and City staff.
 3. This same process will be used to consider amendments to an existing Action Plan.

It is possible for investments to be made outside of an Action Plan’s identified Program Offerings, typically at the direction of City Council, provided that the investment is consistent with the TIF Plan. When these types of investments are made, there is a commitment by the City to bring announcements and information regarding the proposed investment to the Committee at the first possible opportunity to engage in the co-creation process to the extent possible based on the negotiations of the project.

- ii. Program Offerings: When a Program Offering has been included in an adopted Action Plan, but before it is moved forward for implementation by Prosper Portland or PHB, its structure and details should be considered to determine how it could be implemented as part of the East 205 TIF District.
 1. Through the co-creation process, the Committee and the City will collaborate to create recommended Program Offerings, which will be public documents presented to the relevant decision makers.

- a. Existing programs. The Committee and the City will review the existing program and may elect to make recommendations for adapting or tailoring the program to best fulfill the TIF Plan.
- b. New programs. The Committee and the City will work together to make recommendations about the program’s structure, guidelines, and other elements of program design and implementation.
- c. Funding solicitations. The City will develop drafts in-line with the TIF Plan, Action Plan, and dialogue with the Committee, and then refine them in consultation with the Committee.

The final decision makers for approving Program Offerings will vary depending on the specific offering, but they will consist of one or more of the following: City staff; Bureau director(s); the City Administrator or designee; the Prosper Portland Board of Directors; and/or Portland City Council. Final decisions to move forward with implementation of Program Offerings should happen only after the relevant decision makers have received for consideration the Committee’s and City’s recommendation(s).

- iii. Program Implementation: After Program Offerings are developed and approved as described above, they will be implemented by the City, subject to appropriations and staff capacity.
 - 1. Subject to City practices and policies, the City will strive to use competitive processes to select for development partners and owners. The City will work with the Committee to select at least two representatives from the Committee to serve on selection advisory committees for projects within the East 205 TIF District when TIF funds are included in the Program Offering, subject to policies and practices regarding conflicts of interest and committee diversity. The selection process for development partners, owners and projects will incorporate the values, goals, and priority communities of this plan.
- b. TIF Plan Amendments: The Committee and City may propose both substantial and minor amendments to the East 205 TIF Plan. If and when an amendment is proposed, the co-creation process will be used to make recommendations about those amendments.
 - i. The adoption processes for amendments to the East 205 TIF Plan are outlined in the Section 5.2 of the Plan. For substantial amendments, the Committee will have the opportunity to provide guidance for the community engagement aspects of the adoption process.

III. Committee Membership, Appointments, and Terms

a. Membership

- i. The Committee will consist of thirteen (13) positions and will not convene if fewer than seven (7) positions are filled.
- ii. All Committee members must either live, work, worship, have children enrolled in school, or have been displaced from within the East 205 TIF District boundaries.
- iii. All Committee members will represent the interests of community members vulnerable to displacement within the East 205 TIF District boundaries, rather than their own personal or organizational interests.
- iv. The Committee's composition should reflect the socio-economic, gender, racial, ethnic, cultural, and geographic diversity of the East 205 TIF District community, and specific effort should be made to attract and retain Priority Community members, such as financial support, targeted engagement, interpretation and translation.
- v. Committee members should have a range of experience and knowledge to inform implementation of the TIF Plan, drawing from life experiences, community connections and leadership, education, and professional experience.

b. Appointments

- i. Creating the inaugural committee:
 - 1. The City will announce an opportunity for community members to apply for membership on the Committee, in alignment with the City's Advisory Body Program rules.
 - 2. The Board will nominate, or delegate to the Executive Director of Prosper Portland the ability to nominate, seven (7) Committee members for initial 3-year terms. The City Administrator's office will nominate six (6) Committee members for initial 2-year terms. City Council will confirm Committee members.
- ii. Filling vacancies:
 - 1. Once the Committee is established and initial members appointed and confirmed, the Committee, Prosper Portland and the City will collaborate through co-creation to identify nominees to fill any vacancies. City Council will confirm new Committee members.
 - 2. The Committee should develop additional procedures to involve community members and groups in the process of nominating Committee members.

c. Removals:

- i. There is an expectation and need for CLC members to attend and participate in scheduled meetings. The Committee may develop bylaw procedures that involve

community members and groups in the process of removing Committee members, for reasons such as not attending a set number of meetings in a year.

d. Terms

- i. Seven (7) initial members will be appointed for 3-year terms. Six (6) initial members will be appointed for 2-year terms. The length of terms for members after the initial members will be defined in the by-laws.
- ii. Each member's term will start upon the City Council's confirmation.
- iii. Committee members can be reappointed, and a Committee member may continue to serve until their replacement is confirmed, unless they were removed from the Committee through the process described in the by-laws.

IV. Resourcing

- i. Financial support for CLC members will be structured into the budget on an ongoing basis. Honoraria will be offered consistently via an accessible and transparent process and compensation is commensurate with market rates.
- ii. Committee members are not expected to hold the community engagement work that is necessary for successful implementation of Action Plans. CLC members are encouraged to support the identification of communities where additional engagement work may be needed and other guidance, but the responsibility for conducting the engagement remains with Prosper Portland, PHB and other City staff.

V. Staffing

All staffing commitments are subject to appropriations.

- a. Prosper Portland and/or PHB will provide staffing for the administration and logistics of Committee meetings (regular and special meetings as necessary) as described in the by-laws.
- b. Bureaus will dedicate appropriate program and subject area staff to fully participate in the governance processes defined in this Charter, as needed.
- c. Additional staff dedicated to supporting the Committee and its members and engaging the East 205 community in the processes defined in this Charter, may be employed by the City or funded by the City but housed in an external, community-based organization.

VI. Operating Procedures

- a. Up to and including the creation of the first Action Plan, the Committee will plan to meet at least monthly. After the initial Action Plan is adopted by City Council, the Committee will plan to meet at least once every 3 months on a regular date established by the Committee and the City. Additional meetings may also be scheduled as determined by

the Committee Co-Chairs and the City. The Committee Co-Chairs, in partnership with City staff, will develop meeting agendas in consultation with other Committee members.

- b. One-half of the total number of Committee positions (thirteen), plus one person, will constitute a quorum (seven) of the Committee.
- c. The Committee will elect two Co-Chairs.
- d. The Committee may at any time establish standing or temporary subcommittees of at least three (3) Committee members to address specific issues, such as annual review, program development, or other. Subcommittee members are responsible for complying with laws and regulations applicable to the Subcommittee as a public body.
- e. The Committee shall adopt, and may subsequently amend or update, by-laws to govern its procedures, which must not conflict with any portion of this Charter, and which are subject to the prior review and approval of the Mayor, with approval as to legal sufficiency by the City Attorney.
 - i. The Office of Civic Life provides a standardized by-laws template that includes, among other things, specifications concerning selection and tenure of subcommittee chairs, division of responsibilities, attendance policies, meeting schedules, as well as communications between the Committee and the City, the media, and the general public.

VII. Accountability

- a. If the Committee determines that City staff is not working in co-creation or in alignment with the East 205 TIF Plan Vision, Values, and Goals, it has the responsibility to elevate this concern to the Directors for resolution. If the Committee determines the Directors are not working in co-creation, the Committee may to elevate this concern to the Mayor.
- b. If the City determines the Committee is not working in co-creation or in alignment with the East 205 TIF Plan Vision, Values, and Goals, Directors may elevate this concern to the Committee co-chairs. If the Directors determine the co-chairs are not working in co-creation, they may elevate this concern to the Mayor.
- c. Each year, the Committee should prepare and submit to the Council a report summarizing the Committee's perspective, concerns, and recommendations on the co-creation process and implementation of the East 205 TIF District during the previous year, providing its assessment of how the co-creation framework is working, how it could be improved or strengthened, and if the TIF District should be terminated. The Committee may receive assistance from and provide guidance to non-City support staff in preparation of the report. The Committee should present its report to the Council in a regular meeting or work session.
- d. Prosper Portland, Portland Housing Bureau, and other City bureaus or partners will work to implement the Action Plan in good faith and staff will report to the Community Leadership Committee annually on the status of TIF investments, with a shared goal of

placing maximum direct investment of TIF resources in the community (relative to administrative overhead) and maximizing benefit to the East 205 community.

VIII. Amendments to this Charter

- a. A charter review process will occur when:
 - i. The Committee or the City determines a review is needed, as described in the by-laws; or
 - ii. The City charter, local statutes, or statewide statutes relevant to this Charter change.
- b. Revisions will be drafted in co-creation and enacted if agreed to by the Committee and the Directors.