

HISTORIC ALBINA ADVISORY BOARD CHARTER

September 26, 2023

I. OVERVIEW

This charter serves as the foundational document of the Historic Albina Advisory Board (HAAB or Board) for the I-5 Rose Quarter Improvement Project. The HAAB is at the heart of the project’s efforts to engage and cultivate relationships with the Black community. The Board elevates Black community voices to ensure that project outcomes reflect community interests and values, and that historic Albina directly benefits from the investments of this project. In addition, members provide information to and bring feedback from the community and other committee members.

This charter guides the scope and operation of the HAAB within the leadership and decision-making structure of the project.

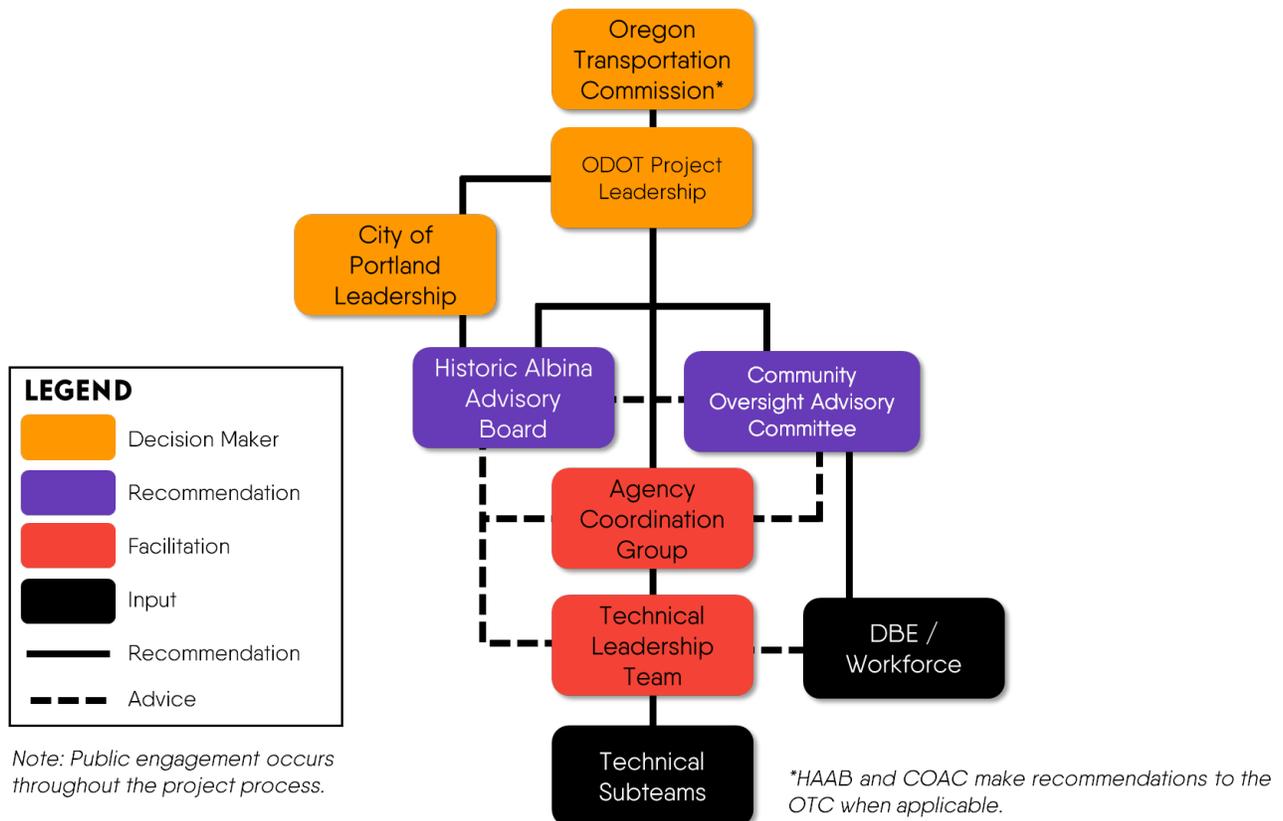


Figure 1. I-5 Rose Quarter Improvement Project Leadership and Decision Structure

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- **Oregon Department of Transportation (ODOT):** The state's transportation agency and I-5 Rose Quarter Project owner.
 - **Oregon Transportation Commission (OTC):** Directs ODOT policies and makes final project decisions.
 - **Project Leadership:** ODOT Project Leadership provides high-level guidance, advises the OTC and informs major decisions related to the project's design and construction, and coordinates with City of Portland leadership, as the local street and land use authority, on decisions.
 - **City of Portland Leadership:** Leads highway cover development process and has local street and land use design, permitting and local construction authority.
 - **Historic Albina Advisory Board (HAAB):** Elevates voices in the Black community to ensure that project outcomes reflect community interests and values and that historic Albina directly benefits from the investments of this project. Makes recommendations to Project Leadership on project design and construction, and directly to the Oregon Transportation Commission when appropriate. Makes recommendations to City of Portland leadership regarding highway cover long-term development scenarios and potential governance models as part of the City of Portland-led Community Framework Agreement process. Serves as the primary recommending body related to project and cover design.
 - **Community Oversight Advisory Committee (COAC):** Reviews and provides feedback on the CM/GC's DBE and workforce programs and practices. Makes recommendations to Project Leadership and directly to the OTC (when appropriate).
 - **Agency Coordination Group:** Facilitates project actions and decisions and needed agency coordination, elevates recommendations to Project Leadership as appropriate, informed by recommendations and feedback from HAAB and COAC. (Agencies: ODOT, FHWA, Metro, TriMet, PPS, City of Portland)
 - **Technical Leadership Team:** Works through technical design and construction issues, project analysis, and recommends technical decisions. (Agencies: ODOT, FHWA, Metro, TriMet, PPS, City of Portland)
 - **Subteams (Technical, DBE/Workforce, Public Engagement/Communications):** Conducts day-to-day project development activities (Agencies: ODOT, FHWA, Metro, TriMet, PPS, City of Portland)
 - **Federal Decisions/Approvals:** NEPA Process and Documentation, Funding/Financing Plan, Contract Documents, DBE/Workforce Program

2. VISION, VALUES AND PRINCIPLES OF AGREEMENT

The Board is guided by the Values Statement as adopted by the former [Executive Steering Committee](#) with the aim to achieve positive project outcomes for the community through the intentional application of the following values:

- 1. Restorative Justice.** The aim of this value is to accelerate social, racial and economic equity sustaining positive tangible change specifically for Portland's Black community.
- 2. Community Input and Transparent Decision-Making.** The aim of this value is to have community-informed and involved decision-making through a community-connected, transparent and inclusionary process.
- 3. Mobility Focus.** The aim of this value is to increase connectivity for the traveling public and local community.
- 4. Climate Action and Improved Public Health.** The aim of this value is to reduce greenhouse gas emissions and meet local, regional, and statewide climate action goals.

The Board is accountable to the following seven Principles of Agreement:

- 1.** Your voice matters
- 2.** Speak your truth
- 3.** Listen for understanding
- 4.** Deal with issues not with people
- 5.** Experience discomfort
- 6.** Remain respectfully engaged
- 7.** Expect and accept non-closure

3. PURPOSE

The purpose of the Historic Albina Advisory Board is to elevate voices in the Black community to ensure that project outcomes reflect community interests and values and that historic Albina directly benefits from the investments of this project.

The Board brings community interests and values into the project's decision-making process concerning project elements that most directly support community connections and wealth generation in the Black and historic Albina community. In addition to advice about various aspects of the project, the HAAB will provide formal recommendations on the following:

- Transportation infrastructure design details and highway cover design responsive to community economic development needs, public health and aesthetic desires.
- Urban design priorities and transportation system design details for the project, including local streets, transit, and paths to improve movements for people within and through the project area.
- Preferred interim highway cover uses (day-of-opening uses), and associated community engagement process.
- Preferred long-term highway cover development scenarios and potential governance models, and associated community engagement process.
- Project performance metrics to track, measure and evaluate project success based on defined values and outcomes, including informing the Project definition of restorative justice.
- Ways to minimize community impacts during construction.
- Advice on elevated issues from the Community Oversight Advisory Committee and elevate relevant issues to the Community Oversight Advisory Committee.
- Advice on how the project connects with other community efforts that can contribute to restorative justice in the Albina community.

In addition to the above items, the Board will receive regular informational briefings from ODOT and the City of Portland about other issues including, but not limited to, the following:

- Highway cover governance and programming (process led by City of Portland).
- Structural design details of the highway cover.
- Project funding and financing plan.
- Project design and construction schedule.

Operationally, Board members will review project information, discuss and deliberate, and provide interest- and value-based advice and recommendations directly to Project Leadership and the City of Portland to substantively inform project design, cover design and governance, and recommendations to the OTC.

4. MEMBERSHIP

The Board is composed of up to 21 members that include Black Portlanders and those with ties to historic Albina. Members represent themselves, their communities and, in some cases, their organizations. HAAB membership seats are for the individual person, not the organization(s) with which they are affiliated. Current membership is listed on the website Committees page.

Inaugural Board membership was based on recommendations from the collective group of facilitators and consultants who support the project's committees. ODOT has empowered these individuals, who also have deep connections with local communities of color and people with ties to historic Albina, to shape the membership of the Board. "Ties to historic Albina" include growing up in the neighborhood or having a multigenerational presence, attending school there, working, worshipping or serving there. Board membership going forward is based on recommendations from the collective group of facilitators and consultants who support the project as well as inaugural HAAB members. Any member wishing to withdraw from the Board should do so by informing the facilitator in writing. ODOT will fill any vacancies based on the needs of the Board. ODOT will consult with its committee facilitators and consultants regarding any Board vacancies and retains the final decision regarding selection of Board members. The Board may invite ex officio members to listen in on the conversation and offer contextual information.

5. DECISION-MAKING AND ACCOUNTABILITY

As an advisory body, HAAB receives information, discusses and deliberates, and then makes decisions about the advice and recommendations it provides to Project Leadership and the City of Portland, which are collectively committed to working closely and thoughtfully with the HAAB throughout this process.

The Board will strive for consensus decision-making when possible, while recognizing that consensus may not always be achievable and with the understanding that consensus advice is more powerful to decision-makers and the community. The Board will submit polling as well as written recommendations or memorandums to Project Leadership and the City of Portland that describe the range of the committee's perspectives and considerations to convey advice and recommendations and record it for the community's use. When called upon, Board members may participate and present at project-related meetings and briefings, such as at the COAC, City of Portland committees, commissions or Council, or the OTC.

There is no requirement for the Board to reach consensus for advice and recommendations to go forward. In these instances, the facilitator will work with the group to identify areas of agreement among Board members and will capture individual perspectives where agreement is not identified.

The Historic Albina Advisory Board members hold themselves accountable to each other and the process by:

- Valuing lived and professional experiences equally to shape committee discussion and dialogue.
- Preparing for, attending and actively participating in committee meetings.
- Asking questions and requesting additional information whenever anything is unclear or needs further clarification.
- Applying lessons and learnings gained through previous lived and professional experiences to current work.
- Speaking truth to power.

ODOT acknowledges the past harm done to the Black community. ODOT seeks to revitalize the Black community and surrounding areas by focusing on economic prosperity and development. ODOT is committed to the revitalization of the Black community, and ODOT commits to doing the following:

- Making equitable decisions regarding transportation projects and the revitalization of the Black community.
- Being transparent (i.e., openly sharing expectations, plans, mistakes, setbacks, feedback, revenue, and other relevant information) with the community.

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- Being open regarding decisions, how ODOT made decisions, and how the community's feedback impacted the decisions.
 - Reviewing the community feedback and reporting how the feedback was either considered, applied, or precluded from project consideration.

6. ROLES AND RESPONSIBILITIES

6.1 Historic Albina Advisory Board

Members of the Board will commit to:

- Notify the facilitator in advance of any meeting they cannot attend. Alternates are not permitted.
- Read project information provided in advance of committee meetings.
- Attend meetings being prepared to discuss agenda topics and actively participate in discussions.
- Work collaboratively, actively, and respectfully with other members, other committees and the project team to find solutions.
- Between meetings, provide information to and bring back input from the community, as needed or requested, to ensure the broader community issues, concerns, or needs are raised during meetings.

As the HAAB is a working body, the Project relies on Board members contributing their expertise and judgement to ensure progress aligned with the established values and to maintain the project schedule. While there is no quorum for Board meetings to be held, meetings are more productive and better represent our community when members are able to attend.

It is recognized that board members may be unable to attend some meetings due to conflicts with other commitments or unforeseen circumstances. Members are asked to notify the facilitator of absences at least 24 hours prior whenever possible. In consideration of each member's valuable investment and to support full contribution of all Board members, the following may be cause for removal from the HAAB:

- Two un-notified absences in a row (where the member did not notify the facilitator in advance of the meeting).
- Three notified absences in a row.
- Member misses one-third (four) of the 12 yearly HAAB monthly meetings.

6.2 Executive Steering Committee

The Executive Steering Committee (ESC) was established to provide high-level guidance to and advise the OTC and the ODOT Urban Mobility Office on decisions related to the project's design, construction and community partnerships. ESC members included elected officials, agency and interest group representatives and community members.

In addition to its other functions, the ESC received and acted upon advice and recommendations from the HAAB as it developed its recommendations for the OTC.

At the completion of the Independent Cover Assessment work, the ESC was sunset on August 31, 2021, and the HAAB was elevated to advise ODOT and the OTC in their stead.

6.3 Project Team

The project team is responsible for successful delivery of the project in line with legislative requirements (House Bill 2017). Its members include ODOT and consultant project managers.

In addition to its other functions, the project team:

- Hosts HAAB meetings (online or in-person).
- Publicizes the meetings and solicits public comments.
- Provides the agenda and meeting materials at least one week prior to each meeting.
- Provides project updates at each meeting.
- Documents each meeting.
- Updates the project website about the Board's activities.
- Manages the Board's compensation program.
- Provides feedback about how the Board's advice influenced project decisions.

6.4 Process Facilitation

ODOT provides the services of independent third-party strategic advisors and neutral facilitators to support the committees working on this project. They are members of the project team and support all committee members, maintain the integrity of the process, and facilitate communication about the process among members and other interested parties. The facilitators work collaboratively with the team members to prepare process designs, meeting agendas and pre-work materials, and with the Board members to prepare any draft and final products.

6.5 Work Plan

The project team maintains a work plan for the committee that meets the needs of the project, the community and ODOT. The work plan guides agenda development and keeps the overall process on track. Requirements for project design and construction, as well as potential community partnership opportunities, will inform the work plan. The facilitator and project team will work collaboratively with the Board to adjust the plan as needed.

6.6 Board Compensation

Members are eligible for compensation for their time serving on the Board, including time spent reviewing agendas and project materials provided in advance, time spent outside of meetings conferring with the facilitators, and time spent in the meetings. Payment is currently made on a quarterly basis through ODOT's Equitable Engagement Compensation Program, which is administered by project staff. Members are eligible to receive \$30/hour for their time, which is tracked for them.

Payment is made via:

- Electronic gift card emailed to each member.
- Paper check sent in the mail.

Board members must opt-in or opt-out of participation. The appropriate documentation must be completed. This means that if a member wants to receive a paper check they have to complete two additional forms for this to occur. Completion of the additional forms are mandatory for auditing and processing reasons.

Any new members of the Board will be notified about the Board compensation program.

7. GENERAL OPERATING PROCEDURES

7.1 Open Meetings and Public Comment

Anyone interested in this project is invited to observe meetings of the Historic Albina Advisory Board. Meetings include a brief public comment time, moderated by the facilitator, as part of each agenda. Meeting notification will be publicly available through the project website (www.i5rosequarter.org), ODOT GovDelivery notice, and notice to the I-5 Rose Quarter Improvement Project mailing list. The public may share comments by e-mail (i5rosequarter@odot.oregon.gov), phone (503-470-3127), or during the committee meeting. Comments received by 11:00 a.m. at least two business days before the meeting will be shared with the committee in advance. All written and voice-recorded comments received will be added to the meeting record.

7.2 Quorum

There is no quorum requirement. Those members present and active at each meeting have the authority and permission of the group to continue to work in the absence of others.

7.3 Meeting Agenda

The meeting packet (agenda and any pre-reading material) is provided to Board members one week prior to each meeting. Meeting agendas are posted to the project website one week prior to each meeting for public information. Such posting does not prevent last-minute adjustments to the agenda based on emerging information.

7.4 Meeting Dates and Location

Board meetings are hosted by the project team. Meetings will generally be scheduled for two to three hours, depending on the agenda. Meetings may be held in person at meeting venues within the project area, hybrid or virtually. Meeting locations will be ADA-accessible.

HAAB meetings will be publicly noticed through www.i5rosequarter.org and the project GovDelivery email list at least seven days in advance of each meeting. Other notifications may include ODOT's social media platforms, e-alerts and news releases.

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7.4 a

HAAB work sessions or sub-committees are utilized to provide opportunities for HAAB members to spend additional informal time with project staff to dig into technical details and develop a shared baseline understanding in order to support the robust and meaningful engagement for all HAAB members when the topics are presented at a formal HAAB meeting.

Work sessions and sub-committee meetings may be held in person at meeting venues within the project area, hybrid or virtually.

7.5 Meeting Structure

The meeting structure will depend upon the topic(s) under discussion, which are largely tied to the project's schedule and milestones. There may be instances where the Board meets jointly with other project committees or work groups. Board members may occasionally be asked to represent the HAAB at other meetings.

Technical questions related to the topics under discussion at each meeting will be addressed as possible during the meeting, with any follow-up actions noted. The project team will provide facilitation, administrative support and project/program/policy expertise as appropriate for each meeting.

7.6 Meeting Documentation

The project team provides a written summary of each formal meeting, including key discussion points, action items, and any areas of agreement among members. Any advice to be transmitted to Project Leadership or the City of Portland is specifically identified in the summary. Following its preliminary review by ODOT, the facilitator distributes a draft meeting summary to Board members approximately ten business days following the meeting. Members have one week to provide comments on the draft summary, which is then declared final. The facilitator provides the final meeting summary to Board members, and then it is posted online as a public document no later than one month following the meeting.

7.7 Conflict of Interest

Board members agree to discuss and make recommendations only when they do not have an actual or potential conflict of interest. A "conflict of interest" is defined as:

Any action or any decision or recommendation by a person acting in a capacity as a public official or media representative, the effect of which could be to the private monetary benefit or detriment of the person or the person's relative, or a business with which the person or the person's relative is associated.

Members agree that should such a conflict of interest arise, they will immediately notify the facilitator and abstain from Board recommendations on that agenda item.

8. COMMUNICATIONS

Open communication is essential to all Board deliberations and is encouraged through the following guidelines.

8.1 Correspondence

Members are encouraged to share opinions and ask questions during Board meetings to ensure full discussions with multiple viewpoints. Questions between meetings may be submitted to the facilitator, and responses may be sent to the entire HAAB membership. Members recognize that all emails sent to ODOT related to this project are considered public records and may be made available upon an information request.

8.2 Media Requests

Rose Gerber, Public Outreach and Media Manager for this project, shall serve as the media coordinator and provide official comments to the media on behalf of the HAAB and the project. Members will notify Rose Gerber (Rose.Gerber@odot.oregon.gov) and the facilitator of all media requests received. Members may speak with the media directly if they wish but should clarify that they are speaking as an individual only and not on behalf of the project or HAAB, nor should they characterize the points of view of other members.

8.3 Photography and Recording

Formal HAAB meetings are open to the public. Members may be video recorded, audio recorded, live-streamed, and/or photographed during the Board meetings. Zoom meetings are recorded and posted on the project homepage as official records of the meetings. Photographic images from Board meetings may be used by the project team in outreach materials provided to the public. Any member with specific concerns about this should notify the facilitator.

8.4 Public Meetings and Records

ODOT will conduct formal HAAB meetings under the provisions of Oregon Public Meetings Law (ORS 192.610-690) and provide notice to the public regarding the dates, times and locations of all meetings.

All records of the committee, including formal documents, discussion drafts, meeting summaries and exhibits, are public records. Communications among members related to the subject matter of the committee should not be treated as confidential and may be subject to public records requests. "Communications" refers to all statements and statements made during meetings, memoranda, work projects, records, documents or materials developed to fulfill the charge, including electronic mail correspondence by and among the members. The personal private notes of individual members taken at

public meetings might be considered to be public to the extent they “relate to the conduct of the public’s business” (ORS 192.41 0(4)).

This charter is considered a living document and may be adjusted further as required. Any changes to this document will be made with the full awareness and input from the Board.