



Board Meeting  
November 9, 2023  
World Forestry Center

### Minutes

#### Attending

Steve Cole – at-large  
Joe Furia – World Forestry Center (“WFC”)  
Kathy Goeddel – Arlington Heights Neighborhood Association (“AHNA”)  
Anna Goldrich – Hoyt Arboretum Friends (“HAF”)  
Cynthia Haruyama – Portland Japanese Garden (“PJG”)  
Dave Malcolm – Sylvan Highlands Neighborhood Association (“SHNA”)  
Billie Moser – Travel Portland (“OZ”)  
Heather McCarey – Explore Washington Park (EWP)  
Heidi Rahn – Oregon Zoo (“OZ”)  
Victor Sanders – Portland Parks & Recreation (PPR)  
JC Vannatta – TriMet (“TM”)

#### Guests

Danny Dunn – PPR  
Lisa Christy- PJG  
Todd Lofgren- PPR  
Uptal Passi – OZ

The meeting began at 11:33 AM. Anna Goldrich started the meeting by providing a thank you to Cynthia Haruyama for her ten years of service to EWP and a congratulations to her retirement at year end. Anna also provided flowers and a thank you for ten years of service to Heather McCarrey. As a ten-year anniversary gift, the Bard supports Heather taking a trip to visit a peer park in the country. Lisa Christy will replace Cynthia as the PJG director in 2024.

Heather then provided an overview of EWP’s contract with the City including its purpose, negotiations to-date, and expiration. While the Board did not vote to approve the August and September financials, they were included in the Board packet.

Heather started by reviewing the purpose of the meeting: to inform the Board of the EWP financial status, to confirm the Board’s desire to continue services, to affirm EWP contract priorities with the City, and to discuss next steps.

Heather provided background on the contract between EWP and the City. In 2012, the organizations in the Park agreed for the City to hold parking meter funds in a trust fund to be managed by these organizations. These “five parties” allocate funds to EWP and directs EWP’s work at a strategic level in a collaborative effort. The 2012 agreement was updated in 2020. The

City maintained a ten-year contract with EWP to provide funds, at the five party's directive, to EWP. This contract expired July 31, 2023. EWP continued, and continues, to provide services to the Park and the public at the same level of service under the good faith understanding that the contract would be finalized and payment for such services would be made. To date, EWP had not been paid anything for services provided in Q1 and Q2.

EWP is concerned with PPR's new view of the PPR-EWP relationship. A decade ago, EWP was a partner organization with a "license agreement" to manage a specialized mission and situation. The new draft contract treats EWP as any other for-profit vendor to be managed by PPR as it deems best in accordance with standard City practices.

Heather reviewed EWP's goals for the new contract: preserve the decision-making authority of all 5-parties, maintain autonomy of the EWP Board, and preserve a multi-fund model. Heather then provided information on EWP's negotiation efforts to-date. In February 2023, EWP and the City began discussing a new, replacement contract. In February, EWP met with PPR staffer Dylan Paul. In March, EWP received a draft contract from the City. In May, the EWP Executive Committee sent a redlined contract to the City. In June, the Executive Committee then met with City staff, however the City avoided discussing the redlined contract. Rather, PPR staff requested a new redlined version. In July, EWP sent a second redlined version to the City. In August, EWP signed a letter agreeing to continue to provide services in the Park during contract negotiations. During September and October, conversations around the scope of work of the contract continued. The Board noted that this was the second time that PPR unilaterally breached the contract by withholding regularly scheduled quarterly payments, apparently as a negotiating tactic.

Steve Cole then presented EWP's financial status. He first reviewed the Board approved reserve goal of \$727,000 (three peak months' operating expenses). As of November 1, EWP had \$512,000 in the bank; EWP is now burning its reserves. EWP staff are delaying programmatic expenses planned to be spent in November to later in the fiscal year until funding is received. This allows EWP more time to spend reserves and continue operating without payment. Steve reviewed a cash flow analysis for the months of November through February. Based on the projected expenses in the analysis and current EWP funds in the bank, EWP has enough funds to pay bills through January if no payment is received from the Washington Park Trust Fund. Steve advised that EWP should have \$150,000 in the bank to begin dissolution – enough for expenses like final staff paychecks and terminating existing contract obligations. The Board must decide the insolvency and dissolution issues at the start of January in order to avoid financial disaster and harming others.

Joe Furia asked how long it will take PPR to issue payment if payment is approved. Victor Sanders replied it's probably two or three weeks. Joe noted that the risk if the agreement is too late then there's no alternative to dissolution. Many on the Board noted the completely unique situation the contract addresses – no other City contract is comparable. The Board extensively discussed the changed PPR-EWP relationship and what it will take to get the City to expedite negotiations. The Board discussed if negotiations and agreement might proceed quicker if Commissioner Ryan got involved. The Board noted how delayed and slow negotiations have put EWP at the brink of collapse. Heather noted, during the last month, the new sense of urgency and progress made in negotiations. Hopefully it won't be too little, too late. The Board discussed the option of getting a line of credit for operating capital to delay dissolution. In the end, the idea was dropped.

Heather asked the Board to vote on whether or not they wanted to continue providing services. She stated that while her team is prepared to offer ZooLights services as planned, EWP has no certainty or guarantee it will receive any payment for the Q1 and Q2 services provided to date. Heidi Rahn stated it would create hardship if EWP did not provide ZooLights traffic management. ZooLights begins in one week.

Heather asked the Board to approve the contract's priorities: preserve the decision-making authority of all 5-parties, maintain autonomy of the EWP Board, and preserve a multi-fund model. She reviewed EWP's top concerns EWP with the contract:

- §3.71: Payments become reimbursable rather than a set amount approved by the 5-Parties;
- §7.3: The City must approve any use of EWP reserve funds;
- §5.10: EWP must get City approval before hiring any contractor;
- §3.25: EWP must get City approval for any news releases or public announcements;
- §5.2.4: EWP becomes responsible for ADA compliance of City property and PPR managed property as a result of EWP services; and
- §3.12: EWP must get City approval for key personnel changes.

The Board unanimously approved all the priorities and then discussed what's next.

Dave Malcolm moved and JC Vanetta seconded a motion to continue providing normal services through Friday January 5, 2024. The motion was unanimously approved.

Joe moved and Dave seconded a motion that, if the contract is not yet agreed to or Q1 payment has not been received, EWP write Commissioner Ryan a letter on November 16 informing the Commissioner of the then current situation. The motion was unanimously approved.

Dave moved and Kathy Goeddel seconded a motion to schedule a December 15 Board meeting to discuss and decide whether or not to dissolve EWP if the Q1 payment for services rendered has not been received. The motion was unanimously approved.

The next Board meeting is on December 15 to review the situation. The Board plans to meet on January 4 regarding dissolution. The meeting ended at 1:03 PM.

Respectfully submitted,  
Dave Malcolm  
Resurrected Secretary