

COOPERATION AGREEMENT
Albina Vision Trust – Portland Public Schools
Center for Black Excellence

This Cooperation Agreement (this “**Agreement**”) is entered into by and between School District I J, Multnomah County, Oregon, aka Portland Public Schools (“**PPS**”), a school district located at 501 North Dixon Street, Portland, Oregon 97227, and Albina Vision Trust, Inc. (“**AVT**”), a non-profit corporation located at 221 NW 2nd Avenue, Suite 210G, Portland, Oregon, 97209, as fiscal sponsor for and on behalf of Center for Black Excellence (“**CBE**”), a nonprofit corporation to be established by AVT (as more fully set forth below). PPS and CBE may be jointly referred to herein as the “**Parties**” or each, individually, as a “**Party.**”

RECITALS AND BACKGROUND

- A. Black student achievement has struggled for decades due to racism and under-investment in predominantly black schools, forced busing, the removal of black teachers and administrators from schools and a series of churning reforms that have come at the cost of black student achievement. While this has impacted many students and neighborhoods the acute impact on the black community has been well documented. Racist practices that advantage white students and disadvantage students of color have been reinforced by racist cultural narratives, beliefs, and norms. Six years before Oregon proposed a state constitution banning Black people from entering, residing, or acquiring property, Portland Public Schools, Oregon’s now-largest school system, was established. For close to 170 years, PPS failed to respond to struggles of communities of color--especially Black and Native American students. This pattern started when William Brown, a resident of Portland in the 1860s, tried to enroll his children in one of Portland’s only two public elementary schools, launching what would be the first recorded case of racism against Black children in Portland Public Schools.
- B. Similarly, Albina was once a thriving, creative, and affordable neighborhood consisting of Black-owned businesses, homes, and faith institutions. It was the cultural capital of Portland with world class jazz venues, environmental justice initiatives, and education models created for and by Black Portlanders. Decades of disinvestment, urban renewal, and racist public policy disintegrated the neighborhood.
- C. AVT is a nonprofit organization created to steward the neighborhood’s rebirth through the thoughtful transformation of the 94-acres of lower Albina. AVT seeks to create a youth-centered community in lower Albina designed to create opportunities for Portland’s next generation of Black people to build wealth and reclaim home.
- D. Several Black-led organizations have spent anywhere between 10, 20 and 30 years filling the gap in services and supports for Black students and families that the school district has left behind. These organizations include Self-Enhancement Inc, Portland Opportunities Industrialization Center,

KairosPDX, and Albina Headstart. Collectively, these organizations approached the district in 2019 to discuss new pathways for Black students.

- E. Black community-led organizations in Portland joined forces in 2020 to the push for equitable access to public education, especially for our Black students and their families. This push has long been a key component of the civil rights movement and fight for racial justice and builds on the legacy of advocacy for Black children in Portland and catalyzed by the social movements for Black Lives. KairosPDX and AVT specifically approached the district about inclusion of a Center for Black Excellence in the 2020 Bond Campaign with the support of several black leaders and Black-led organizations serving children.
- F. On June 11, 2020, the PPS Board unanimously approved Resolution 6130, declaring that the lives of Black students and our Black community matter and committing to working with the Portland community to create the conditions for every student, especially our Black and Native students who experience the greatest challenges, to realize the vision of the PPS Graduate Portrait.
- G. On July 28, 2020, the PPS Board unanimously approved Resolution 6150. In that resolution, the Board included in the proposed 2020 bond the modernization of Jefferson High School and the development of a community-inspired Center for Black Student Excellence (“**CBSE**”), as a physically built environment and as a designated hub for culturally specific partnerships to advance Black student achievement in PPS by supporting Black students, families, and educators. On November 3, 2020, the voters of Portland approved the 2020 general obligation bond, Bond Measure 26-215, with an overwhelming 75-percent approval, making way for the first phase of design and planning of investments in Albina facilities, and designating intentional investment in the Black community that is co-created and co-led by the community itself.
- H. The Portland Public Schools responsiveness to Black-led educational organizations signals a new day that recognizes the atrocities of the past and how they have impacted black students and families; and sets a foundation to chart a new course where this specific community can access strategic, intentional and coordinated pathways to thrive. Together, the CBSE and the Jefferson High School modernization will engage students, families, and community stakeholders to develop a coherent set of strategies that will positively impact student achievement and outcomes while affirming Black student identity and will include promoting and supporting culturally responsive/sustaining teaching and learning, beginning with the youngest students and throughout their educational journeys. These two investments towards the schools in the heart of the Albina community will serve as a concrete—literally and figuratively—investment in our Black communities. It will reinforce and anchor our schools as centers of our communities, connecting a constellation of community schools, such as Boise Eliot/ Humboldt Elementary, Dr. Martin Luther King Jr. Elementary, Harriet Tubman Middle School, and Jefferson High School, and Black-led community-based organizations in the Albina neighborhood.

- I. The approval of the 2020 PPS Bond enables Black-led and -serving educational organizations in the Albina community to engage in the design and implementation of the CBSE as a physical environment, focused on centering the experience, promoting opportunities, accelerating outcomes, and celebrating the achievements of Portland’s Black children, families, and educators. The engagement of, and consistent support from, Portland’s Black community in connection with the passage of the 2020 PPS Bond and the focus on improving the educational environment and outcomes for Black students, has created a foundation for the creation of the CBE and the implementation of its goals.
- J. Inherently connected to the development and success of the physical place of CBSE is the formation and leadership of the Center for Black Excellence (“**CBE**”), a to-be-formed 501(c)(3) nonprofit organization envisioned and created by Black-led community organizations working together to unify and elevate the Black educational experience and improve outcomes for Black children, youth, and families. This new community-led collective-impact effort channels the decades of visionary leadership and culturally responsive and pedagogically sustaining approaches of culturally specific organizations. AVT, along with senior leaders from other established, Black-led organizations that are serving the Black community, Black community leaders that are influencing change within the community, as well as leaders along the educational continuum (among them, Albina Head Start, Black Parent Initiative, Kairos PDX, Portland Opportunities Industrialization Center, REAP and Self-Enhancement, Inc.) (together, the “**CBE Steering Committee**”) continue the Black community’s critical leadership, advocacy and thought partnership in the new vehicle of the CBE.
- K. The CBE Steering Committee will form the CBE to continue to work with community leaders, families, students, educators, and staff to design and develop the CBSE and other investments in Albina, furthering the shared goals and commitment to Black excellence.
- L. CBE has invited PPS to participate in the CBE, and PPS welcomes the opportunity to partner with the CBE and Black community leaders more formally and fully. This innovative and powerful governance structure is designed to provide visionary leadership in the design and development of the PPS CBSE and also provide robust community engagement, fundraising, the synergy between CBE and CBSE, and, among other things, educational planning for CBSE and the JHS master plan and HTMS relocation.
- M. The vision of the CBSE is one of collaboration, among Black-led community organizations and PPS, through the coordination and leadership of CBE, working together to advance a culture of Black excellence, unify, and elevate the Black educational experience, and improve outcomes for Black students, families, and educators.

AGREEMENT

NOW THEREFORE, the Parties hereto agree as follows:

1. Creation of the CBE and CBE Governance. AVT, as fiscal sponsor, along with other members of the CBE Steering Committee, will be solely responsible for incorporating CBE as a new Oregon nonprofit corporation. The bylaws governing the CBE (the “**CBE Bylaws**”) will be created by the CBE Steering Committee and adopted by the CBE Board (defined below), and are anticipated to include the following:

- (a) Board of Directors. The Board of Directors of the CBE (the “**CBE Board**”) will be responsible for the management of the CBE’s affairs and will be initially comprised of thirteen (13) directors.
- (b) Composition of the CBE Board. During the term of this Agreement, the CBE Board will be comprised of seven (7) members selected by the CBE Steering Committee and six (6) members selected by PPS, subject to the terms and conditions contained in the CBE Bylaws. The seven (7) members selected by the CBE Steering Committee will be four (4) current members of the CBE Steering Committee, one (1) leader from the Black business community and two (2) other at-large leaders from the Black community focused on serving and educating Black youth. The PPS representatives to the CBE Board will be the Superintendent of PPS, as well as two (2) members of the PPS Board, and three (3) other members selected by PPS. For the avoidance of doubt, the composition of the CBE Board will be governed solely by the CBE Bylaws, which may be amended by the CBE Board based on the terms and conditions contained in the CBE Bylaws.

2. CBE and PPS Roles and Responsibilities; CBE Areas of Focus.

- (a) A Shared Commitment to Black Excellence. The CBE Board is primarily charged with setting the vision and commitment to Black excellence in Portland school. PPS shares this commitment and will work in collaboration with CBE, actively co-creating and implementing policies and activities to further the shared educational goals of CBE and PPS, while retaining PPS’s constitutional and statutory obligations. Until the CBE has been formed, PPS will continue to work directly with the CBE Steering Committee in furtherance of ongoing projects contemplated by this Agreement.
- (b) Regular Meetings of the CBE Board. The CBE Board will meet regularly as a Board to review and deliberate on, among other things, (1) student-facing PPS capital projects in Albina (i.e., CBSE, Jefferson High School (JHS) modernization, and Harriet Tubman Middle School (HTMS) relocation); (2) CBSE vision, comprehensive plan, facilities plan, and operations; (3) Black student experience in PPS schools; (4) Vision for future projects, work streams to positively impact Black student experience (collectively, “**CBE Areas of Focus**”).
- (c) CBE Community Engagement. CBE has significant expertise and relationships within the Albina community and in culturally responsive education from early preschool through high school and beyond. PPS may seek to contract with CBE to provide community engagement services in connection with the HTMS relocation; JHS Master Plan; CBSE; social/emotional supports and educational programming for Black students, family and educators; and/or other matters as PPS may request. CBE services may be utilized in coordination with PPS community engagement efforts.
- (d) CBE Independent Operations and Activities. The Parties confirm that CBE will engage in activities outside of the scope of this Agreement and independent of PPS.
- (e) CBE Updates to PPS Board. The CBE Executive Director, in collaboration with PPS staff, may

provide formal updates/input to PPS, including but not limited to the PPS Board at PPS public meetings or work sessions, when and where appropriate in the CBE Executive Director’s judgment (and in collaboration with PPS staff) with reasonable notice to the PPS Board Chair when appearing at a public meeting or work session.

(f) PPS CBE Board Director Reports. The PPS Superintendent will provide regular updates to the PPS Board on the current plans and activities of the CBE.

(g) PPS Board Inclusion of CBE Board Leadership. At any regular PPS Board or other PPS meeting at which the agenda contains a matter within the CBE Areas of Focus, PPS will use best efforts to advise CBE Board leadership in advance and encourage CBE to engage and provide input.

3. CBE Executive Director. The CBE will initially have one employee, an executive director (the “**CBE Executive Director**”), who will be responsible for fulfilling the goals and mission of the CBE. The CBE Executive Director will be an employee of, and answerable to, the CBE Board, but one of the key responsibilities of the CBE Executive Director will be to communicate among PPS staff members and key CBE stakeholders, including the CBE Board and the CBE Steering Committee. PPS commits to providing staff to coordinate directly with the CBE Executive Director, and to coordinate and implement agreed-upon services that CBE may provide to PPS, primarily in the CBE Areas of Focus noted above, as well as in compliance with PPS policies, contracts, and guidelines.

4. Term. Unless otherwise terminated as expressly provided herein, this Agreement shall be effective on the last date it is executed by the parties below and shall be in effect unless terminated by one of the Parties.

5. Termination by a Party. Either Party may terminate their participation in this Agreement with sixty (60) days’ prior written notice to the other Party.

6. Amendment. This Agreement may be amended only by written agreement of the Parties.

7. Other Agreements. This Agreement does not affect or alter any other agreements between the parties.

8. Authority. The Parties each warrant and represent that each has the full power and authority to enter into and perform this Agreement in accordance with its terms; that all requisite action has been taken by the Parties to authorize the execution of this Agreement; and that the persons signing this Agreement have full power and authority to sign for their respective Party.

9. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original and together shall constitute a single document. Electronic signatures, as well as copies of signatures sent by facsimile or electronic transmission, shall be deemed original signatures for all purposes and shall be binding on the parties.

PORTLAND PUBLIC SCHOOLS

ALBINA VISION TRUST, INC.

By: _____

By: _____

Emily Courtnage
Director of Purchasing and Contracting

Winta Yohannes
Executive Director

Date: _____

Date: _____

CENTER FOR BLACK EXCELLENCE

By: _____

Name: _____

Its: _____

Date: _____

Attachments:

Exhibit A – Organizational Graphic