

January 24, 1994

Mr. Doug Butler
METRO
600 N.E. Grand Avenue
Portland, OR 97213

BRAD PIHAS
VICE PRESIDENT
COMMERCIAL PROPERTIES

503 221-4876
503 781-2182 (CAR)
503 221-4873 FAX

RE: OFFER TO LEASE METRO CENTER / 2000 SW FIRST AVENUE

Dear Doug:

Outlined below are the terms being proposed by Vo-Tech Career Center for their leasing of the Metro Center Building at 2000 SW First Avenue in Portland.

Vo-Tech Career Center is a vocational/technical training center servicing, at risk, youths 17-25 years of age. Their proposed terms for occupancy are as follows:

SQUARE FOOTAGE:	The entire building, consisting of approximately 44,600 square feet on four floors.
OCCUPANCY DATE:	March 1, 1994.
FREE RENT AND OPERATING EXPENSE PERIOD:	Five (5) months beginning March 1, 1994.
RENTAL PAYMENTS:	\$20,000.00 per month net operating expenses which are the sole obligation of Vo-Tech Career Center beginning August 1, 1994.
TENANT IMPROVEMENTS:	The actual permits, and construction will be the responsibility of Vo-Tech Career Center. Metro will provide a one-time Tenant Improvement Allowance of Two Hundred and Seventy Five Thousand and No/100 (\$275,000.00) Dollars. This allowance is to be paid upon Vo-Tech's occupancy.
LEASE TERM:	The lease term shall be for thirty-six (36) months, beginning March 1, 1994, through February 28, 1997.
PARKING:	Vo-Tech shall have control of all of the parking surrounding the Metro Building at 2000 SW First Avenue.
CONTINGENCIES:	This offer is contingent upon Vo-Tech receiving any required occupancy permits, building permits or fire marshall approval. Also, prior to the execution of a lease Vo-Tech shall have the right to inspect the HVAC system. The approval of this inspection is at Vo-Tech's sole discretion.

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DEPOSITS:

Upon mutual execution of a lease document Vo-Tech shall provide Metro with a Security Deposit in the amount of one (1) month's rent; \$20,000.00.

BROKER:

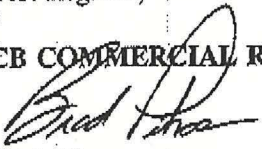
Landlord and Tenant alike, acknowledge that CB Commercial Real Estate Group, Inc., represents both the Sub-lessee and Sub-lessor in this transaction.

LANDLORD AND TENANT ACKNOWLEDGE THAT THIS PROPOSAL IS NOT A LEASE AND THAT IT IS INTENDED AS THE BASIS FOR THE PREPARATION OF A LEASE BY THE LANDLORD. THE LEASE SHALL BE SUBJECT TO LANDLORD'S AND TENANT'S APPROVAL AND ONLY A FULLY EXECUTED LEASE SHALL CONSTITUTE A LEASE FOR THE PREMISES. BROKER MAKES NO WARRANTY OR REPRESENTATION TO LANDLORD OR TENANT THAT ACCEPTANCE OF THIS PROPOSAL WILL GUARANTEE THE EXECUTION OF A LEASE FOR THE PREMISES.

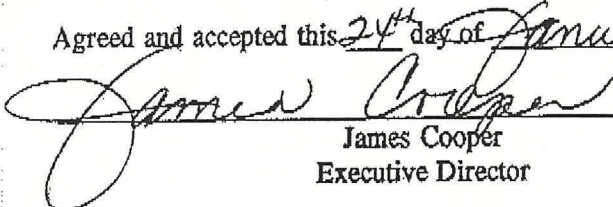
If the terms outlined above are agreeable, please sign below indicating Metro's intent to provide a Lease Document to Vo-Tech for their review.

Best Regards,

CB COMMERCIAL REAL ESTATE GROUP, INC.


Brad Pihas
(503) 221-4876
BP:kh

Agreed and accepted this 24th day of January, 1993.


James Cooper
Executive Director

Agreed and accepted this ____ day of _____, 1993.

Doug Butler

Vo-Tech Career Center

9320 SW Barbur Boulevard, Suite 150

Portland, Oregon 97219

Phone: 503/246-1404

Fax: 503/246-1506

Vo-Tech Career Center was created by a diverse group of professionals from the Portland, Oregon metropolitan area with concerns about the growing anger and despair within the youth of the so-called "at risk" populations. These "at-risk" populations are predominantly identified as low-income and/or of the following ancestry: African, Asian, Caucasian (European), Hispanic, or Native American. Although drug and gang intervention groups abound, there is severe frustration among service professionals. This frustration stems from a lack of service for young people at their transition from adolescence to adult; from public education to work or higher education; from dependent to productive citizen. It is this "gap" that Vo-Tech addresses.

In 1989 it was reported by United Feature Syndicate, Inc., that Senate Finance Committee Chairman Lloyd Bentsen (Democrat from Texas) stated that it cost \$6 Billion annually to take children born to drug-addicted mothers from kindergarten through high school. These figures do not include medical or welfare costs. In a 1991 Public Health Service Letter by Charles R. Schuster, PhD (Director, National Institute on Drug Abuse) it was noted that:

"... a recent study by the Alcohol, Drug Abuse and Mental Health Administration indicates that the monetary cost of drug abuse to our society is over \$58 Billion each year. Shocking as this number is, it does not include the emotional costs to victims of drug abuse-related crimes or the intangible costs to society of the people -- including children -- who are scarred by the drug-induced disintegration of family and community."

According to the 1989 OSAP Prevention Monograph-1: Stopping Alcohol and Other Drug Use Before It Starts: The Future of Prevention,

"The study of both incidence and prevalence reinforces the connection between young people and drugs, with first AOD (alcohol and other drug) use typically occurring between the ages of 12 and 20 and the most common age of all AOD users being between the ages of 18 and 25." (Page 3-4)

In the OSAP Prevention Monograph-5: Communicating about Alcohol and Other Drugs: Strategies for Reaching Populations at Risk in Tables 1 and 2 (attached) factors considered protected as well as constituting at risk are defined. Table 1 listed six categories of facts which, when present, constitute a child being "at risk" of alcohol and drug abuse. These categories with example sub-traits are:

1. Ecological environment
 - poverty/lack of resources
 - minority status with discrimination
 - low education levels
2. Family environment
 - parental alcohol or other drug abuse
 - parents with little education
 - instability in family
3. Constitutional vulnerability of the child
 - neuropsychological vulnerabilities
 - learning disabilities
 - child of alcohol and drug abusers
4. Early behavioral problems
 - low self-esteem
 - difficult temperament
 - inability to express feelings appropriately
5. Adolescent problems
 - school failure and drop out
 - violent acts
 - teenage pregnancy/parenthood

6. Negative adolescent behavior and experiences
 - lack of bonding
 - low self esteem
 - resistance to authority

Vo-Tech's target student population will be those aged 17 to 25 who are "at risk." Table 2 of the monograph shows those factors that **protect** a student from being at-risk. There are four categories with several sub-traits within each category. Those categories are listed below with a sample of the sub-traits.

1. Ecological environment
 - a school climate that promotes learning, participation, and responsibility
 - flexible social service providers who put clients' need first
 - high-quality health care
 - adequate housing
2. Family environment
 - adequate family income
 - few chronic stressful life events
 - non-kin support network
 - structured and nurturing family
3. Constitutional strengths
 - adequate early sensorimotor and language development
 - high intelligence
 - physically robust
 - no emotional or temperamental impairments
4. Personality of the child
 - adaptable and flexible
 - positive outlook
 - self discipline
 - tolerance of people and situations

Obviously, some of the criteria cannot be met by a vocation school. However, Vo-Tech can provide counseling and classes that will promote personal strength and changes, thereby giving students prevention tools.

Vo-Tech is dedicated not only to the advancement of self-awareness, communication and appreciation of individual and cultural diversity, but also addresses the issues and needs of these "at-risk" youth. To this end, Vo-Tech offers a comprehensive educational, employment and counseling curricula in a drug and gang free environment that encourages a network of friendship and respect.

The program encompasses:

12 month Duration -- Assessment/Education/OJT/Employment

1. Vocational/Technical Training
 - A. Curriculum custom tailored to the learning styles of the student.
 - B. Positive and drug free life styles.
 - C. On-the-job training with stipend paid to the students during the course.
 - D. Employment opportunities through Vo-Tech's subsidiaries during the course of the program.
 - E. Consultation and support guaranteed to those successfully completing the program from instructors and field trainers.
2. Counseling -- Academic Advising, Career and Personal
 - A. Individual (academic, career, personal)
 - B. Group
 - C. Family
3. Residential
 - A. Safe, positive and drug-free housing.
 - B. 24 hour/7 day per week property manager.
 - C. Subsidized, affordable housing.
4. Child Care (on site)
 - A. Students

B. Staff

5. Employment

Opportunities and referral to successful students within Vo-Tech, Vo-Tech subsidiaries, and contract employers.

Additionally, the program will encompass:

1. Education in multi-cultural, personal, and social development in addition to the required course work in self-management, mental health, and life skills.
2. Graduation preparation and support including diploma/certification.
3. Individually selected career gift packages upon graduation (may include clothes, tools, or professional reference library, or some combination thereof).
4. Long-term tracking and counseling support as necessary.
5. Business and home ownership support programs.
6. Networking within this framework will provide the friendship and community formerly fulfilled by gang affiliation and identity.

Providing these services, Vo-Tech will be meeting the needs of young people as they make the transition from adolescence to adult. Vo-Tech's students will graduate with a pride in their own culture and respect for the culture of others. Vo-Tech expects that its students will value the land and its people while creating a balance of interest in financial gain and global welfare.

As a demonstration project, Vo-tech proposes to enroll 125 students in five career tracks. Expansion of the career tracks offered is expected in the future. The initial five will be: (a) Temporary Agency (Home Health Care/CNA); (b) Medical billing/quality assurance/collection; (c) Grantsmanship; (d) Construction; (e) Child Development (CDA Direct Assessment).

Vo-Tech proposes to recruit the initial student population from former Head Start students aged 17 to 25. The success of these students will be traced not only as graduates from Vo-Tech Career Center but from Head Start as well. If recruitment from Head Start graduates falls short of the proposed 125, Vo-Tech will accept referrals from local agencies working with at-risk youth.

Vo-Tech's goal is to contract with the Albina Head Start program to place one classroom within the day-care program. Vo-Tech will offer a CDA seminar and direct assessment support in exchange for equipment and teaching team for the Head Start classroom. Vo-Tech will seek grant monies for the day care facilities, and 0 to 3 start-up equipment. Vo-Tech will also seek Head Start Family Support Grant monies for drug/gang free education and support; tracking Head Start graduates into adulthood and for general demonstration project start-up costs. It is Vo-Tech's intention to run its program as a pilot, demonstration project for three years. At that time, Vo-Tech will begin to charge tuition, assist students in locating and/or writing grants to cover their tuition; become accredited; and have any short-falls in funding covered by its sister, for-profit company, Vo-Temp. It is Vo-Tech's intent to become a vibrant, viable entity without need of federal or state grant monies for the majority support beyond the three year period.

VO-TECH CAREER CENTER Board of Directors

Gail Hayes	Asst. Admin. Milwaukie High School 705 SW 48th Drive Portland, OR 97221	653-3759 (work) 224-0607 780-0173
Christine Jensen	Probation & Parole Multnomah County 412 SW Twelfth Avenue Portland, OR	248-3136 (work)
James Lane	Attorney at Law Parker & Bush 1618 SW First, Suite 205 Portland, OR 97201	241-1320 (work)
Stanley Peterson	Adult Program Private Industry Council 4418 North Vancouver Drive Portland, OR 97217	241-4620 (work) ext. 3039 241-4222 (fax) 288-3972 (home)
Dr. Marcus Polk	5932 NE Eleventh Portland, OR	286-0183 (home) 249-8421 (msg) 423-5223 (pager)
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Father Edward Wilson		636-2655 (work) 245-2445 (home)

VOTECH MANAGING BODY

James E. Cooper

Executive Director

.23 yrs. career medical field

.Medical records supervisor

.Business manager

.Assistant Administrator (convalescent facility)

.Owner / operator of temporary medical employment agency

.Case management

.Housing specialist

Lorenzo Nicholson

Associate Director

Lenore Dickinson

Contract Office Administrator

Claude Bowles

Fiscal Services Director

Evelyn Maizel

Resource Development Director

Janie Hodges, M.A.

Education Administrator

Kim Ramos

VoTemp Administrator