



Hood River
WATERSHED GROUP

Hood River Watershed Group

*"...to sustain & improve the
Hood River Watershed through
education, cooperation, & stewardship"*

MARCH 29, 2022 MEETING MINUTES

Watershed Group Members Present

Chuck Gehling	Cindy Thieman	Alix Danielsen	Ryan Gerstenberger	Megan Saunders
Brian Nakamura	Sam Doak	Greg Short	Steve Pappas	Dick Iverson
Kevin Liburdy	Lisa Naas Cook	Jessica Olson	Katie Skakel	Kristin Dodd
Peter Cornelison	Paul Moyer	Michael Mills	John Mills	Rick Larson
Patrick Hayden	Heidi Hartman	Holly Coccoli	Jeremy Trombley	Krystyna Wolniakowski
Chuti Fiedler				

** This meeting was conducted virtually via Zoom.

Welcome and Introductions

At 6:02pm, Chuck Gehling welcomed everyone to the March meeting. There were 26 people in attendance. There was no presentation during the February meeting.

Monthly Informational Presentation

Lisa Naas Cook and Jessica Olson, planners with the Columbia River Gorge Commission, presented on the *Columbia River Gorge National Scenic Area: Draft Climate Change Action Plan*.

Lisa started with an overview of the Gorge Commission climate change action planning work. Lisa noted that the draft has not been released yet for public comment but will be in the next few weeks. This presentation is a sneak peek and an opportunity to learn more about opportunities to partner on common goals and collect ideas and initial feedback.

The action plan is for the Columbia Gorge National Scenic Area (NSA). Lisa noted that the Commission acknowledges the sovereign lands of the four Columbia River Treaty Tribes, including the Confederated Tribes of the Warm Springs, the Confederated Bands and Tribes of the Yakama Nation, the Confederated Tribes of the Umatilla Reservation, and the Nez Perce Tribe.

The Scenic Area covers about 80 miles between the Sandy River and the Deschutes River. The management plan does not apply to the urban areas. The Scenic Area has two purposes: to protect and provide for the enhancement of the scenic, cultural, recreational, and natural resources of the Columbia River Gorge; and to protect and support the economy of the Columbia River Gorge area by encouraging growth to occur in existing urban areas and by allowing future economic development in a manner that is consistent with the first purpose.

There have been key milestones in the NSA climate change efforts. In 1986 there was no mention of climate change when the act was created, and there was no mention of climate change in the original 1991 management plan for the scenic area. The Gorge 2020 – Management Plan Revision included a chapter on climate change, that had a mandate to develop a climate change action plan.

Lisa explained the climate change action planning cycle, which begins to the development of the plan, followed by adaptation and mitigation actions, and then observation and learning (including the Climate Change Action Plan progress tracking, VSI monitoring, and DEI efforts). Over time, the management plan will be adjusted to incorporate lessons learned.

The scope of the action plan covers the geographic boundaries of the scenic area and includes adaptation (actions to manage the impacts of climate change), mitigation (actions to reduce the causes of climate change), and at the intersection, actions to protect land-based carbon storage.

The Forest Service recently released a vulnerability assessment, which the Commission leaned on heavily in the development of priorities, which include land and water adaptations and greenhouse gas mitigation. These priorities were identified by assessing four criteria: risk/opportunity, Commission authority, equity, and partnerships. The land and water adaptation priority includes cold water habitats, wetlands, culturally important plants, and oak and winter range, and the greenhouse gas mitigation priority includes regional transportation/transit, electric vehicle infrastructure, carbon storage, and fire risk.

The purpose of the Vital Sign Indicators (VSI) Program is to monitor the health of the NSA to assess how well the Commission is protecting the NSA resources. Lisa is charged with revamping the program and will be a component of the action plan.

Each priority has objectives, strategies, and priority actions for each strategy. Lisa explained several adaptation priorities to provide an example. For cold water refuge streams and riparian habitats, the plan lays out two draft goals: by 2040, summertime water temperature on NSA Cold Water Refuge (CWR) streams are meeting or trending towards federal/state standards for salmon and steelhead spawning; and by 2030, based on VSI monitoring (annual stream temperature and flow) and with partner input, the Commission has set goals for summer baseflows and winter high flows. The strategy to meet these goals is to improve stream temperatures and riparian vegetation. Action outcomes include policy updates to accelerate stream and riparian enhancement and partnership with EPA and others to implement the Cold Water Refuges Plan.

Fire risk goals are: by 2025, with support from the Fire Adapted Communities Learning Network and multiple partners, the Commission will set acreage targets based on forest types, LUDs, and other considerations; and by 2030, the NSA is home to six Fire Adapted Communities. The strategy is to coordinate with partners to advance work that improves forest health and reduces fire risk across all lands. Action outcomes include partnerships to accelerate forest health treatments and improve forest outcomes of forest practices, and forest closure procedures. VSIs include acres treated to reduce fire risk on NFS lands, extent and distribution of wildfire each year, and an all-lands indicator (to be determined).

To learn more and provide feedback on the plan, check out gorgecommission.org to view the plan (when released) and join the mailing list by emailing info@gorgecommission.org. An email for public comments on the action plan is ClimateAction@gorgecommission.org.

The review committee includes many organizations and individuals, including the Columbia Land Trust, Forest Service staff, CRITFC, local tribes, East Cascades Oak Partnership, EcoADAPT, Friends of the Columbia Gorge, Lower Columbia Estuary Partnership, ODOT, the Governor's Office, USGS, and many others.

Jessica added that the Commission is really looking for partners and their work that the Commission can leverage as part of this plan.

Q&A:

Cindy noted that she likes that Lisa said one of the goals was to “still” meet or trend toward meeting water temperature standards. Cindy likes the use of the word “still” to acknowledge that some of the cold-water refuge streams are meeting standards and preventing a decline in water quality in those streams will be critical. Cindy noted that the lower Hood River does not meet temperature standards for a few months in late summer.

Megan Saunders asked whether the goal was to meet the federal/state temperature standards or the cold-water refuge temperature standards, which are different temperatures. Jessica Olson noted that this is an important distinction because many tributaries are important for habitat, but in terms of climate, the cold-water refuges are a key focus. The Commission also did not want to be overly prescriptive on standards because they do change. Perhaps adding in the specific CWR standards would be worthwhile.

Holly Coccoli noted she is happy to see the forest closures included in the plan, knowing that most fires are human caused. Jessica noted that it is very challenging to enforce closures, but the agreed upon framework across partners and clear communication to the public are key aspects.

Cindy asked if water conservation actions could be added to the plan, providing an example that there were a lot of hoops for an orchard to jump through to do an irrigation upgrade in the NSA. Jessica noted that this topic came up during their working lands workshop as something that they hadn't heard before – that it is just as challenging for those hoping to do restoration work as it is for developers.

Megan Saunders asked how the Commission sees the plan changing how individual landowners interact with the Commission? Jessica noted that reducing the barriers to do good things is a focused priority of this plan. There could also be more restrictions from this plan and the Commission is mindful of how this may affect community members. The Commission has learned how resilient oak woodlands are and will be in the future, and these are important landscapes to restore and maintain. Lisa added that engaging partnerships and interested landowners will be an important role in this work. The Commission will always have a regulatory role but working with partners should be an opportunity to share and connect on information and expand their reach. It's a complex landscape and there is a real need to think differently and creatively about a collaborative approach.

A recording of this presentation can be found on the Hood River Watershed Group website.

Review and Approval of Last Meeting Minutes

Chuck asked if there were any corrections to the February meeting minutes. Alix noted she deleted an unrelated and incomplete sentence from the minutes. The group approved the minutes.

New Business

Upcoming grant proposals: Tony Creek fish passage design (OWEB TA & Blue Sky); Oanna-Yasui pipeline project (OWRD w/ EFID as applicant)

Alix provided background information on the Tony Creek fish passage project, which is one of a few remaining fish passage barriers in the watershed and a high priority project on the ODFW list. Alix will be writing an OWEB technical assistance grant (due end of April) and a Pacific Power Blue Sky grant (due end of May), both to fund the design development of the fish passage project. The total estimated budget will be around \$100,000.

Dick Iverson asked where Tony Creek is. Alix explained that it is a tributary to the Lower Middle Fork Hood River south of the Dee Mill area. The diversion is a full passage barrier to several miles of habitat upstream.

Cindy explained that this project was included in the FIP application, but we need to apply for other funding sources in case the FIP is not awarded.

Megan asked if the water right owner is contributing any funds to the work, and Alix explained that the passage work will be fully grant funded. The water right holder is not legally required to provide passage if they pay an in-lieu fee but is required to upgrade the fish screen within the diversion.

Ryan noted that the tribes are very supportive of this project and have documented steelhead, Chinook, and bull trout in Tony Creek.

The group provided first consensus to apply for an OWEB TA grant and a Pacific Power Blue Sky grant to develop a design for the Tony Creek Fish Passage Project.

Cindy explained the Oanna-Yasui sublateral is the next high priority for piping in the East Fork Irrigation District, and CTWS has provided funds to initiate the design. EFID submitted a \$2 million Bureau of Reclamation grant for implementation that requires non-federal match, so EFID would like to pursue an OWRD grant. Cindy would do the bulk of writing for the grant and EFID would be the applicant. The Watershed Group would also provide a letter of support.

The group provided first consensus to apply for an OWRD grant to develop a design for the Oanna-Yasui sublateral pipeline project.

Steve also noted the Chipping Line off the Central Lateral has been included as a line item for additional federal funding but EFID needs three letters of support by Friday. Steve asked the Watershed Group for a letter of support. Cindy noted that this project was included in the FIP application.

The group provided first consensus to write a letter of support for the Chipping Line sublateral pipeline project.

Old Business

A. Jubitz Family Fund

Cindy explained that the HRWG was invited by an advisor for the Jubitz Family Fund to apply for foundation funds. The proposal was submitted on March 15th for \$32,000 to fund the planning and monitoring of high priority restoration projects for one year, including the Jones Creek, Tony Creek, the Confluence Feasibility Project, and EFID support. Funding would also support outreach and engagement. Cindy will present to the Board of Trustees in April. Because the HRWG is not currently a 501(c)(3), the Network of Oregon Watershed Council will serve as the sponsor for the proposal. Cindy thinks we will know by May whether HRWG will receive this funding.

The Group provided second consensus to submit a proposal to the Jubitz Family Fund.

B. 501(c)(3) non-profit organization development

Decision to establish the Hood River Watershed Group as a 501(c)(3) nonprofit organization (2nd consensus)

Cindy explained that the February meeting was dedicated to discussing the decision to establish the Watershed Group as a 501(c)(3) and reviewing the four organizational structure options that had been previously vetted by the Operations Committee:

Option 1: HRWG as 501(c)(3) with target dates for transition of fiscal & employment administration

Option 2: HRWG as 501(c)(3) with completion of milestones & other criteria before transition of fiscal & employment administration

Option 3: HRWG as 501(c)(3) with SWCD providing fiscal and employment administration

Option 4: Shared 501(c)(3)/HRWG is not an independent 501(c)(3) & SWCD remains employer & fiscal Manager

The group provided first consensus at the February board meeting.

Holly asked whether the SWCD concerns were addressed. Brian Nakamura noted that the SWCD is on board and their biggest concern is making sure that the process will be conducted responsibly and will follow an agreed upon timeline. Working with the Center for Nonprofit Law (CNL) will help ensure this is a smooth legal process, but the HRWG and SWCD will need to have their ducks in a row to ensure all the deliverables (like the new MOU) are in place when CNL needs them.

The group provided second consensus for the HRWG to form an independent 501(c)(3) nonprofit organization.

Legal assistance with transitioning from SWCD fiscal and employment sponsorship to an independent nonprofit organization

Cindy explained that the Center for Nonprofit Law provides legal assistance for the 501(c)(3) transition process. There was a free consultation that HRWG and SWCD representatives participated in where David Atkin, the lawyer, provided an overview of the services they would provide and answered questions about the process. Cindy outlined the process for the group.

Sam Doak noted that he thinks this is a great opportunity because it allows the Watershed Group to focus on the substance of the process. Sam noted that the CNL package does not include help with drafting an MOU with the SWCD that would outline the transitional and future working arrangements of the two organizations. Cindy thinks some of that work will happen simultaneously but she will ask CNL about this type of legal support and an hourly rate.

Dick Iverson asked if CNL was an Oregon-based firm and if so, whether they are positioned to support Oregon-specific issues with this process. Chuck explained that yes, they are based in Eugene and work with numerous Oregon organizations, but they work nationally as well.

Establish a board development committee to develop roster of 501(c)(3) board members

Cindy asked if anyone in attendance would be interested in serving on a board development committee. Alix noted that serving on the committee does not mean you would need to be a board member. No one present volunteered; Cindy will follow up with the group again to solicit interest.

Feedback on draft bylaws and policies:

1. Legal, logistical, and member engagement aspects of a ‘member’ vs. ‘non-member’ organization

To file Articles of Incorporation, the group needs to decide whether HRWG will be a member or non-member organization. Cindy provided the group with notes on membership corporations from the Oregon Nonprofit Corporation Handbook:

Per Oregon law for membership corporations: “Members are people who are given the right in your bylaws to vote on more than one occasion for at least one member of the Board of Directors. Members may be permitted to vote on a number of other major issues.”

“Members....cannot make management decisions for your corporation.”

Some of the requirements associated with membership organizations:

- Members must consent to be members & you must have explicit criteria for admitting members; you cannot designate members by certain criteria (e.g., all those who live, work, or have an interest in the Hood River Watershed)
- Must keep an alphabetical list of the names, addresses, and membership dates of all your members
- Must have a membership meeting every year
- Must give notice to members entitled to vote at any meeting; you need to know what date you are using for purposes of membership notice; called the “record date”
- You cannot terminate your members without following the procedure given in the Oregon statute
- Members have special rights to access the corporation’s records. However, your articles may limit or abolish the right of your members to obtain information on the identity of contributors and/or to inspect or copy the membership list. If you limit access to the membership list, you must provide a reasonable means to mail communications to the members through the corporation at the expense of the member making the request.
- You may expel members for any reason, but you must follow a procedure, which is fair and reasonable, including providing at least 15 days’ prior written notice of the expulsion and the reasons for the action. You must also offer an opportunity for the member to be heard at least five days before the effective date of the expulsion.

“Most public benefit corporations in Oregon, including watershed councils, are not membership corporations.” The Long Tom Watershed Council is perhaps the only one, and it skirts many of these requirements by having membership be in effect only during the annual meeting, as shown in this excerpt from Long Tom’s bylaws:

1. Membership Eligibility

1.1 Any adult individual who supports the purpose and mission of the Long Tom Watershed Council and who lives in, works in, plays in, derives benefit from, or is affected by the watershed and its resources may be a member.

1.2 Membership shall be personal and by consent of the individual.

2. Becoming a Member

2.1 Membership is established by attendance and registration at the Annual Meeting of the Long Tom Watershed Council.

2.2 The term of membership shall commence at the calling to order of the Annual Meeting and terminate upon the closing of same meeting.

This table summarizes the key differences/similarities between member and non-member organizations:

	Membership	Long Tom Membership Version	Non-membership
Members may vote for board members	Yes	Yes	No

Members/Non-voting members can participate on <u>board nomination</u> & other committees	Yes	Yes	Yes
Members must consent to be members and meet explicit criteria	Yes	Yes (by signing in at annual meeting)	No
Corporation must send notices of any meeting where Members may vote	yes	yes (in this case once/year)	No (but we send mtg announcements)
Corporation must maintain current membership list w/ names, addresses, date of membership start/stop	Yes	No	No
Corporation must share certain records w/ members	Yes	Probably not	No (but could allow)

Sam added that we learned from CNL that one of the key reasons that the Long Tom has this model is that they wanted to be able to keep their membership list private. Cindy added that it seems to be working for the Long Tom and no one has challenged it.

Megan thought this information is helpful to review and she doesn't have an issue with a non-member organization. Her concern is making sure that the larger "membership" has a say in the identification and nomination of board members. Chuck noted that continuing to convene these larger group meetings and providing a time and place to discuss possible candidates is critical. Sam added that this discussion should be on-going, all the time, and that non-board members should be encouraged to identify possible candidates.

Holly asked what the benefits of being a membership organization are. Cindy thinks it could be a philosophical or cultural decision. Alix added that a lot of "Friends" groups or similar organizations are membership organizations because it's a commitment to the organization and a fundraising opportunity (paid annual membership levels).

Ryan added that there is probably a good reason why there aren't many membership organizations, and it may be a disincentive for some community members. Dick agreed with this point and added that this current watershed group model really relies on community spirit and support.

Greg said he would lean towards a non-member structure. Chuti added she wouldn't want a complicated structure and a non-member structure would likely be best.

Rick Larson noted he is generally in favor of membership organizations, feeling like they give members a feeling of ownership. Cindy asked if Rick would feel comfortable if the policies would detail how HRWG would engage and inform the group. Rick said yes. Sam emphasized that this decision is only about incorporating as a legal membership/non-member organization with the state, but it is expected that people will still be "members" of the HRWG. Alix noted that there is a strong motivation to protect the culture and spirit of being a HRWG member.

Greg noted that he is a member of Trout Unlimited, but many of the local chapter members don't participate. Greg feels that ownership comes from participation, which HRWG has had.

The group provided first consensus for HRWG to incorporate as a "non-member" organization. Rick Larson abstained from the vote.

2. What are the decisions that members want to continue to weigh in on? Right now: officers & operations committee; projects/grants & biennial workplan review; letters of support; changes to bylaws

Skipped in the interest of time.

Reports

Skipped in the interest of time.

Announcements

Skipped in the interest of time.

Summary of Consensus Items and Establishment of Next Meeting

Items that Received First Consensus:

Approval to apply for an OWEB TA grant and a Pacific Power Blue Sky grant to develop a design for the Tony Creek Fish Passage Project

Approval to apply for an OWRD grant to develop a design for the Oanna-Yasui sublateral pipeline project

Approval to write a letter of support for the Chipping Line sublateral pipeline project

Approval for HRWG to incorporate as a “non-member” organization

Items that Received Second Consensus:

Approval for the HRWG to form an independent 501(c)(3) nonprofit organization

Approval to submit a proposal to the Jubitz Family Fund

The next meeting will be on April 26th from 6-8pm. The April meeting will be a business-only meeting.

Adjournment

Chuck thanked the group for attending and adjourned the meeting at 8:16 pm.

Reported by Alix Danielsen.