



**Hood River**  
WATERSHED GROUP

# Hood River Watershed Group

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

APRIL 26TH, 2022 MEETING MINUTES

## Watershed Group Members Present

Chuck Gehling	Cindy Thieman	Alix Danielsen	Ryan Gerstenberger	Megan Saunders
Brian Nakamura	Sam Doak	Greg Short	Dick Iverson	Patrick Hayden
Les Perkins	Emery Cowan	Kate Conley	Gary Asbridge	John Mills

\*\* This meeting was conducted virtually via Zoom.

## Welcome and Introductions

At 6:02pm, Chuck Gehling welcomed everyone to the April meeting. There were 15 people in attendance. There was no presentation during the April meeting.

## Review and Approval of Last Meeting Minutes

Chuck asked if there were any corrections to the March meeting minutes. The group approved the minutes.

## Old Business

### **A. Upcoming grant proposals: Tony Creek fish passage design (ODFW & Blue Sky); Eastside Sublaterals Piping project (OWRD w/ EFID as applicant) (2<sup>nd</sup> consensus)**

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 priority fish passage list. Tony Creek is a tributary to the Lower Middle Fork Hood River south of the Dee Mill area and has documented steelhead, Chinook, and bull trout populations. The original plan was to submit 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. Alix received a call from ODFW in April with a request to submit a short application for fish passage design funds. Alix submitted an application for \$94,820 on April 25<sup>th</sup> and expects to hear about the funds within several weeks. Alix still plans to submit a Blue Sky application for permitting and construction oversight funding.

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

Cindy explained the original scope for the EFID OWRD grant was to initiate the design for the Oanna-Yasui sublateral. Since the original grant planning, EFID has gained a greater understanding of how Eastside Lateral water conservation will be affected by water loss from endspills. EFID has decided that addressing these endspills is a greater priority than the sublateral work and will submit a ~\$820,000 request to fund 14 pressure reducing stations and 11,000' of pipe that needs to be upgraded to withstand the new pressure. EFID will be providing about 50% match with a DEQ loan and in-kind labor.

Cindy is writing the grant with support from EFID and EFID is the applicant. The Watershed Group will also provide a letter of support.

*The group provided second consensus to apply for an OWRD grant to fund pressure reducing stations and pipe.*

### **B. Letter of support for EFID's request to NRCS for Chipping Line pipeline project (2<sup>nd</sup> consensus)**

Cindy explained that the Chipping Line off the Central Lateral was included as a line item for additional federal funding but EFID needed three letters of support by March. Steve asked the Watershed Group for a letter of support at the March meeting. Cindy noted that this project was included in the FIP application.

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

**C. Decision for the Hood River Watershed Group to be a ‘non-member’ nonprofit 501(c)(3) organization (2<sup>nd</sup> consensus)**

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 (see March meeting minutes for full details), including:

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.”

Cindy explained that many nonprofits in the state of Oregon are non-member organizations due to burdensome record keeping and paperwork requirements of being a member organization.

At the March meeting, the group discussed the pros and cons of incorporating as a member or non-member organization.

The Bylaws and Policies committee met on April 26 to discuss this topic and felt that the organizational policies developed will further guide the input of the general membership.

Chuck added that the word “member” will stay with the Watershed Group and members will have similar input and feedback opportunities as they do now, even though the group is not legally incorporating as a membership organization.

Gary Asbridge asked about how meetings would differ from how they do now, pointing out that it seems like the main change would be that there would be no consensus process, and that the Board of Directors would vote on decisions. Chuck noted that yes, the board will have the decision-making process, but member input will be incorporated into the decision process.

Sam Doak noted that there is an unanswered question about what decisions the board is going to make, which should generally focus on governance, and perhaps the Watershed Group members will still be involved in the programmatic decisions.

Cindy noted that no one is interested in precluding input of Watershed Group members, and that the feedback and input from members at monthly meetings is very valuable.

Les Perkins noted that one of his biggest concerns is maintaining continuity and stability in the first year of the transition.

Kate Conley asked that if the board meetings can be open meetings, can the board meetings happen at the same time, similar to the structure of the monthly meetings now? Cindy and Les added support for this idea.

Kate also asked what kind of business the board would make decisions on, citing whether the board would vote on a letter of support. Sam noted that the board should decide what they want to make decisions on, and if he were the board, he would task the executive director with making letter of support decisions. Kate agreed that the board should be making higher level executive decisions.

Dick Iverson asked how frequently board elections would take place. Cindy explained that there would be an annual election, but the recruitment and development process would happen throughout the year.

*The group provided second consensus for HRWG to incorporate as a “non-member” organization.*

#### **D. Contract with Center for Nonprofit Law for nonprofit startup assistance (update)**

Cindy explained that the Center for Nonprofit Law (CNL) 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.

Cindy incorporated the CNL payment agreement into the SWCD contract format and sent it to CNL for feedback. Cindy is still waiting to hear from them. In addition to their flat fee for the 501(c)(3) process, Cindy has suggested a not-to-exceed amount of \$3,000 for the review of the transitional MOUs to be developed between the HRWG and SWCD.

#### **New Business**

##### **A. Amend existing agreement to extend until new agreement is signed between the SWCD & HRWG (first consensus)**

The current language in the SWCD and HRWG MOU states that as soon as the HRWG incorporates as a nonprofit, the MOU is void. Instead of developing a new agreement at this time, HRWG and the SWCD are asking to amend the existing agreement to extend it as is until a new agreement is signed.

The SWCD board will vote on this in early May.

*The group provided first consensus to extend the existing agreement until a new agreement is signed.*

##### **B. Discuss draft board development policy (feedback)**

Cindy shared the draft board development policy and walked the group through the draft language (see draft dated 4-18-22 on the HRWG website).

Brian Nakamura recommended changing the word “slate” to “list” to enforce that the candidates won’t be presented as a group.

Sam Doak noted that the committee will be tasked with developing the list of candidates and with the outreach and engagement of potential board members.

Gary Asbridge asked how the Executive Director would be hired and what the term would be. The Director would generally be hired by and would report to the board and would have an employment contract.

##### **C. Discuss draft member engagement and transparency policy (feedback)**

Cindy shared the draft member engagement policy and walked the group through the draft language (see draft dated 4-18-22 on the HRWG website).

Gary Asbridge asked how the non-board advisory committees will be developed. Gary also asked about the technical advisory committee language about “natural resource managers” and whether that excludes those that aren’t currently employed in the field. Cindy explained that part of the thinking in developing this language was meant to reflect the technical advisory committee included in the Strategic Action Plan, but it wasn’t meant to exclude members with this requisite experience. Cindy made a note to include some expanded language. Dick Iverson asked to include language regarding “conservation” and not solely restoration. Cindy made a note to include this language.

Chuti Fiedler asked to change the member attendance bullet point regarding public comments to “... the chair will establish a period for open public comments...”. This change was made, and the second sentence was removed as it was made irrelevant by the change.

Cindy asked about removing the bullet point about notifying the director about attending board meetings. There was discussion about whether this would be a barrier to attendance or create a sense of exclusion. Cindy struck the bullet point tentatively for further discussion.

#### **D. Founding HRWG board & solicitation of additional members (first consensus)**

Cindy explained that the group needs to develop a founding board for the process of incorporation and development of the nonprofit. The bylaws committee discussed asking current Operations Committee members to serve as founding board members. Cindy has since touched base with most Operations Committee members to determine interest and commitment, and the following list represents members interested in being a part of the founding board:

Chuck Gehling  
Sam Doak  
Chuti Fiedler  
Greg Short  
Les Perkins  
Ryan Gerstenberger

Kate Conley will take time to consider. Kate asked whether there would be an agricultural representative on the founding board. Cindy explained that Jim Wells had been the agricultural representative and that this position is still open.

Chuck noted that he does not intend to be the chair of this new board and agrees that the new board needs to diversify but is committed to seeing the organization through this establishment process.

Greg Short nominated Gary Asbridge as a founding board member. Gary said he would think about it but noted that the three-year term was daunting. There was discussion and support for a two-year term.

*The group provided first consensus to establish the founding board as listed above, with two possible additions if they so decide.*

#### **Announcements**

Greg Short shared that he will be supporting a fly-tying clinic on April 30th at Fly Fishing Strategies in The Dalles.

Megan Saunders noted that the Kingsley Reservoir project will be wrapped up this spring and the County will likely open Kingsley in June or July. Megan also shared that FID will be taking over maintenance and operations for DID. Les noted that the Green Point SNOTEL was at 247%.

Sam Doak shared that earlier this year the County Forester asked for proposals for a consultant to help the County package and sell forest carbon credits. The proposals have been vetted and a candidate has been identified. Doug Thesies will be negotiating a contract with the consultant that will need to go to the Commissioners before moving forward. There is no upfront cost to the County as the consultant takes a percentage of the revenue, but there are implications for management. All revenue generated for the County will only be used to purchase additional forestland. If all goes forward it will likely be a year before things are packaged and ready to market.

Ryan Gerstenberger shared that the acclimation season is over after releasing over 350,000 Chinook smolt. The Spring Chinook run looks much better than it has over the last three years. ODFW has a season open this year and there will be a full Tribal fishery. We are at the tail end of the winter steelhead run, which was below the 10-year average, but better than the last few years. Ryan explained that 2021 was one of the better ocean years we've had in awhile, which may explain the better numbers.

Chuck shared that the Earth Day work party was successful, with a great turnout.

#### **Reports**

Cindy noted that she gave a presentation to the Jubitz Family, along with Meta Loftsgaarden and Kameron Sam from the Forest Service and a representative from Bark. The HRWG was invited to submit a proposal to the Jubitz Family Foundation for monitoring, project management, and community engagement, and the proposal was supported by this presentation to the family.

Alix provided an update on the Neal Creek Phase 2 permitting and construction bid process, as well as the Earth Day work party at the Evans Creek fish passage site. Pfriem Family Brewers participated in the work party and released a Salmon Safe IPA. 50% of the proceeds from the sale of the IPA will be donated to the Watershed Group.

### **Summary of Consensus Items and Establishment of Next Meeting**

#### *Items that Received First Consensus:*

Approval to extend the existing agreement between the SWCD and HRWG until a new agreement is signed  
Approval to establish the founding board as listed above, with two possible additions if they so decide

#### *Items that Received Second Consensus:*

Approval to apply for an ODFW 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 fund pressure reducing stations and pipe  
Approval to write a letter of support for the Chipping Line sublateral pipeline project  
Approval for HRWG to incorporate as a “non-member” organization

The next meeting will be on May 24<sup>th</sup> from 6-8pm. The May presentation will be about “Using eDNA to understand fish distribution across the West and Hood River Watershed”.

### **Adjournment**

Chuck thanked the group for attending and adjourned the meeting at 8:12 pm.

Reported by Alix Danielsen.