

Sample Document #7 Unification Plan

Unification Plan Cathance River Education Alliance & Brunswick-Topsham Land Trust

Approved by CREA Board: July 25, 2022

Approved by BTLT Board: July 27, 2022

Having worked closely together for many years, Cathance River Education Alliance and Brunswick-Topsham Land Trust have now committed to join into a single organization. Our two organizations have complementary missions. We believe that in joining together through merger, we can advance the missions of both organizations in better, stronger, more effective ways. Together, we can achieve a synergy that enhances both beyond what each is able to accomplish separately.

This Unification Plan sets forth certain general terms and conditions relating to the possible unification/merger of Cathance River Education Alliance (CREA) and Brunswick-Topsham Land Trust (BTLT). Each of the organizations understands that the consummation of the proposed unification remains subject to due diligence and other contingencies. It is CREA and BTLT's intent, subject to due diligence, to unify/merge on or about January 31, 2023.

Terms and Conditions

In order to facilitate discussions regarding the proposed unification, both organizations will take the following steps:

- Each Board will approve the Unification Plan no later than August 31, 2022.
- Each organization will monitor income and expenditures so as to ensure it completes the year without debt.
- Each Board will vote to merge and hold a membership vote to approve the merger no later than February 28, 2023.

Merged Organization

- The unified organization will exist legally under BTLT's name and tax ID number.
- CREA will continue to use its name and logo as: Cathance River Education Alliance: A Program of BTLT, unless or until the Board of Directors approves otherwise.
- CREA's programs will continue, specifically:
 - CREA summer camp will continue as CREA Camp, under the oversight of the Nature-Based Education Committee.
 - CREA school programs will continue unchanged under the oversight of the Education and Community Engagement Committee.
 - CREA community programs, including speakers, guided walks, and other programs will be consolidated with similar programs run by BTLT and will continue under the oversight of the Education and Community Engagement Committee.
- CREA's Executive Director will continue as BTLT's Associate Director & Director of Education & Community Engagement.

Mission – *BTLT has been working on its 5-year Strategic Plan which is expected to be adopted by its Board in September. As part of that work, it has revised its mission to what is listed below and is part of*

its Strategic Plan. Post-merger, the newly integrated Board will review and revise the mission and Strategic Plan as needed to ensure CREA's mission and programs are robustly reflected.

Brunswick-Topsham Land Trust conserves and stewards vital natural areas, supports a vibrant local food system, and connects people with the natural world through inclusive education and recreation programs. Our goal is to protect our natural resources, cultivate care for the natural world, and in so doing, foster resilient, connected communities now and for generations to come.

History – See *Appendix A* for draft of BTLT history, post-merger

Governance

- CREA status as a nonprofit corporation is dissolved, but CREA retains its name as CREA: A Program of BTLT.
- Up to 5 CREA Board members will join BTLT's Board, including CREA's Board President. CREA will nominate these members to BTLT's Governance Committee for subsequent approval by BTLT Board and BTLT membership.
- BTLT's Officers will remain in place for the remainder of the year in which the organizations merge.
- CREA Board and committee members will be asked to join one or more BTLT Committees, including Finance, Development, Stewardship, Governance, Education & Community Engagement, and DEI.
- CREA will have at least one representative on BTLT's Governance Committee.
- The Advisory Councils of BTLT and CREA will be merged.

Communications

- BTLT and CREA will develop a communications strategy and plan by September 2022. The plan to merge will remain confidential until both Boards have approved the final unification plan, timeline for implementation, and the communications plan and partners, stakeholders, and memberships have been notified of these plans. We aspire to have these approvals by no later than the end of August.

Staffing

- CREA Educators continue as before (hours per week dependent on program needs and funding)
- CREA Camp Director continues as before and continues to provide program, communications, and administrative support when camp is not in session (full-time during camp season, part-time rest of the year).
- CREA Executive Director moves into the position of Associate Director & Director of Education and Community Engagement (36 hrs/week) where they will:
 - Implement the merger jointly with BTLT's Executive Director
 - Work with Executive Director to plan strategic direction and oversee the combined organization
 - Oversee transfer of specified administrative tasks to BTLT staff and contractors
 - Manage educational and community programs
 - Be the primary liaison to CREA members in the realm of communications until those functions are fully integrated into BTLT

- Staff the Education and Community Engagement Committee and other committees as needed
- Hold responsibility for development and membership tasks targeting CREA members, with guidance from BTLT development staff, until these functions are fully integrated into BTLT
 - Participate in BTLT capital campaign with respect to potential donors interested in education
- BTLT Executive Director (36 hours/week) -- unchanged
- BTLT Development Director (36 hours/week) – unchanged
- BTLT Development Assistant (10 hours/week) – unchanged. There may be a need to hire a development assistant to (among other things) assist Director of Education and Community Engagement with development efforts aimed at CREA audience
- BTLT Stewardship Manager (40 hrs/week) – unchanged
- BTLT Land & Stewardship Assistant (40 hrs/week) -- unchanged
- BTLT Agricultural Coordinator (30 hrs/week)– unchanged
- BTLT Operations Assistant (20 hrs/week) – unchanged
- BTLT Communications Coordinator (35 hrs/week) – unchanged, but will collaborate with Associate Director & Director of Education and Community Engagement and CREA Camp Director around communications, social media, and graphic design
- BTLT Program and Events Manager (30 hrs/week) – unchanged but will coordinate carefully with Associate Director & Director of Education and Community Engagement to increase impact and efficiencies

Committees

- Executive Committee - as before
- Finance Committee – some CREA Board and Finance Committee members join
- Stewardship Committee – some CREA Board members and volunteers join
- Development Committee – at least one CREA Board member or representative joins
- Lands Committee – as before
- Governance Committee – at least one CREA Board member or representative joins
- Education & Community Engagement Committee (new) – formed from CREA Board members, CREA Programs Committee members, and BTLT Community Engagement Committee members.
 - Camp/Youth Subcommittee – meets as needed to advise Camp Director on camp operations and policy. Reports to Nature-Based Education and Community Engagement Committee.
 - School programs Subcommittee – meets as needed as a resource for Educators regarding school programs and priorities. Reports to Education and Community Engagement Committee.
 - Community/Adult Subcommittee – meets as needed as a resource for program staff regarding community (adult-focused) programs. Reports to Education and Community Engagement Committee.
- Local Agriculture Programs Committee (oversees Farmers’ Market, Community Gardens, MFC, and other agricultural programs and initiatives)
- DEI Committee – at least one CREA Board member or representative joins
- Gift Acceptance Committee

BTLT also has formed a number of ad hoc committees, work groups, advisory and steering committees including:

- Climate Change
- Communications
- Brunswick Landing
- Advocacy

CREA Board members, volunteers and staff are welcomed and encouraged to join any of these committees based on their interests.

Bylaws and Articles of Incorporation

- CREA and BTLT Articles of Incorporation reviewed by Rob Levin.
 - BTLT Articles of Incorporation to be updated as needed, including (eventually) revised Mission statement.
- BTLT bylaws to be reviewed and updated by Rob Levin.
 - CREA history and mission codified in bylaws as appropriate.
 - Bylaws reviewed by both Boards
 - Revised bylaws must be approved by BTLT membership.

Transition

Following the legal changes required to merge the two organizations, BTLT and CREA will enter a ‘post-merger integration phase’ which could span most of 2023. A transition plan will direct the order in which systems and operations of the two organizations are integrated.

Merging of Assets

- Ecology Center is transferred to BTLT and continues to be used as before.
 - Land lease automatically transfers to BTLT
- BTLT properties are available for use as sites for CREA camp, school programs, and other educational programs.
- CREA unrestricted assets are transferred to a restricted fund to be used in support of educational programs;
- CREA restricted funds are transferred to BTLT to be used for the purposes for which they were restricted by CREA;
- CREA “Angels Fund” is transferred to BTLT with the same restrictions, i.e. the funds will be used to build a permanent fund that will support environmental education, including school and community programs.
- CREA and BTLT will evaluate their respective insurance coverages so as to mitigate past risk exposure and future claims exposure and will procure insurance coverage as appropriate.

Appendix A

BTLT/CREA Integrated History

BTLT was established in 1985 to serve the communities of Brunswick, Topsham, Bowdoin, and beyond by protecting the region's most valued landscapes and promote a strong conservation ethic. BTLT works to connect people with special places through education and engagement, some of which reaches beyond our service area. BTLT's founders, leaders, and supporters believe that successful conservation requires a community that feels connected to the natural world and values open space, habitat, outdoor recreational opportunities, and working landscapes.

CREA was established in 2000 to provide environmental education to the region. It began running programs in 2001 with BTLT serving as its fiscal sponsor and with significant support from developer John Wasileski until it received 501c3 status in 2005. CREA emerged from a unique agreement between Wasileski, who was proposing a 55+ community in Topsham (Highland Green), and Topsham's Future, a community group formed to advocate for environmentally sensitive development, led by Bowdoin professor John Rensenbrink. In the wake of extensive discussions, Wasileski agreed to reduce a proposed golf course from 18 to nine holes and to protect land within 1,000 feet of the Cathance River through a 230-acre conservation easement that was donated to BTLT.

For years, BTLT and CREA have collaborated on managing the trail system at Cathance River Nature Preserve and co-hosting educational programs. In 2020, BTLT and CREA co-located their offices at Brunswick Landing with the goal of facilitating collaboration and creating opportunities to share common administrative tasks. Not long after, it became clear that unifying the two organizations would benefit the communities we serve by combining resources and expertise, achieving efficiencies, and eliminating duplication of effort. It is a win-win that enables us to provide more high-quality programs to residents and visitors and more fully implement the missions of both organizations.

BTLT History

BTLT has its roots in conserving the special quality of life that our community enjoys. In 1985, a group of neighbors from the Pennellville area of Brunswick came together to preserve the beautiful meadow at the heart of their neighborhood. The meadow offered scenery and sanctuary around the historic district of Pennellville. As the owner of the meadow began selling off small parcels, a concerned group decided to take action to protect the serene rural character that defined their neighborhood. At the time, few people were familiar with easements, so this form of conservation was pioneering work. The Maine Coast Heritage Trust temporarily accepted an easement on the meadow with the understanding that a new land trust would be created to hold it. From this founding project, the Brunswick-Topsham Land Trust was born.

In the ensuing decades, BTLT has conserved 73 parcels of land and now oversees more than 3,200 acres of scenic landscapes, recreation lands, farmland, significant wildlife habitat, and open space. BTLT has matured into a well-respected, nationally accredited land trust. The coastal, agricultural, riparian, and forested areas of the Brunswick-Topsham-Bowdoin region offer spectacular scenery

and productive wildlife habitats not typically found in a populous service center. A number of bays and estuaries in BTLT's service area have statewide and national significance.

BTLT now works to bring people together on our properties in a variety of ways, including:

- Providing public trails near population centers,
- Promoting local agriculture by operating a farmers' market in a farm setting,
- Operating a community garden where people can raise food for themselves and for the local hunger prevention program,
- Partnering with the local Wabanaki and New Mainer communities to provide garden space where they can raise food for themselves and their communities,
- Hosting lectures and workshops that advance our mission,
- Providing meaningful outdoor volunteer opportunities for people of all ages,
- Offering internships for future conservation and environmental leaders,
- Making land available for farming and access to waters for shellfish harvesters and fishermen, and
- Offering guided nature walks.

By collaborating extensively with public and private partners, BTLT is able to accomplish far more than is possible working alone. BTLT works in partnership with state agencies, neighboring land trusts, local and regional non-profits, community members, and businesses to build a vision for the future that embodies our communities' values. For this reason, BTLT's strategic conservation plan recognizes the symbiotic roles of economic development and conservation. For BTLT, conservation is about more than protecting land. Conservation is about strengthening the connection between people and the special places in their community.

CREA History

Today, CREA provides nature-centered programs (presentations, guided walks) to adults and to young people; it provides experiential educational programs to students and their teachers in Brunswick and MSAD 75; and it offers a summer camp experience for those aged 6 to 16.

In 2005, CREA built an off-grid Ecology Center around the post and beam frame of a barn at the Cathance River Nature Preserve in Topsham that was donated by John Wasileski. The building, a model of sustainable systems, is called 'The Building that Teaches,' and has been used for many years as the base for CREA's school, summer camp, and community programs.

CREA Educators have advanced ecological literacy by providing outdoor, nature-based learning for public school students since 2007. They lead half-day field trips for K-5 classes at CREA's Ecology Center. Each field trip brings the natural world to life using a combination of hands-on, experiential outdoor and indoor activities. At teachers' requests, CREA Educators teach nature-based lessons based on grade-appropriate curricula, most often at the Ecology Center. Each lesson is centered around a single topic (Habitat, Pond Life, Energy, Geology, etc.) that fulfills Next Generation Science Standards (NGSS) standards for that topic. Educators guide students to

explore first, bringing in explanations and vocabulary later. This approach is deeply engaging and levels the playing field across students with different learning styles.

CREA has developed particularly close relationships with two school districts - SAD 75 (Topsham, Harpswell, Bowdoin, and Bowdoinham) and Brunswick School District. Collectively, district students experience around 3,000 student-hours of instruction from our Educators annually.

In addition to providing direct instruction of outdoor, nature-based curricula to students, CREA works collaboratively with curriculum leaders, teachers, and administrators in how to guide outdoor learning. Training teachers to do this work magnifies CREA's impact exponentially. When public schools teach ecological literacy effectively, students develop analytical skills, a strong sense of place, and a connection to nature. Ultimately, that translates into a respect for the natural world that informs future community decision-making.

CREA has operated summer camp sessions at the Ecology Center since 2007 and summer fellow teacher workshops since 2016. These hands-on workshops are designed to build skills and confidence in teachers who want to teach outside but are intimidated by the unknown. Teachers learn core strategies and tips to ensure success. They also leave with a few quick and easy activities to use at their own schools.

In 2019, CREA Educators launched the Outdoor Learning Network (OLN), a peer-to-peer collaboration in which teachers from different schools gather to share experiences, successes, and mistakes to avoid when taking students outdoors to learn. They meet on different school campuses to tour outdoor learning spaces, explore new teaching tools and props, and brainstorm ideas.

Changes to 7/20/22 draft: Replaced CREA with Cathance River Education Alliance in second bullet of Merged Organization on p. 1.