

FINAL

Minutes
Virginia Outdoors Foundation Board of Trustees Meeting
Bull Run Mountain Hike
Broad Run, VA
March 31, 2010

Board of Trustees:

Hank Hartz
Molly Ward
Rupert Cutler
Jeff Walker

Other Attendees:

Fred Fisher, Office of the Attorney General
Sara Richardson, DCR

Staff:

Bob Lee, Executive Director
Sara Ensley, HR Manager
Martha Little, Deputy Director, Stewardship
Kristin Ford, Easement Specialist
Abbe Kennedy, Stewardship Assistant
Andrea Reese, Stewardship Specialist
Amanda Scheps, Stewardship Specialist
Kerry Hutcherson, Staff Counsel, Stewardship
Bruce Stewart, Staff Counsel, Easements
Jason McGarvey, Communications & Outreach Manager
Jeff Matthews, IT Manager
Harry Hibbits, Stewardship Specialist
John Peters, Stewardship Specialist

Group convened at 2:00 then proceeded to Bull Run Mountain. A guided hike was conducted by guides Leslie Grayson and Amanda Scheps.

No votes were taken at this meeting.

Minutes
Virginia Outdoors Foundation Board of Trustees Meeting
John Barton Payne Building
Warrenton, VA
April 1, 2010

Attendees:

Board Members:

Hank Hartz
Molly Ward
Jeff Walker

Mark Allen
Rupert Cutler
Suzanne Lacy

Harry Atherton

Staff Members:

Bob Lee, Executive Director
Tamara Vance, Deputy Director, Easements
Leslie Grayson, Deputy Director, Easements
Martha Little, Deputy Director, Stewardship
Estie Thomas, Easement Manager
Kristin Ford, Easement Specialist
Abbe Kennedy, Stewardship Assistant
Anna Chisholm, Finance Manager
Sara Ensley, HR Manager
Jennifer Perkins, Easement Specialist

Andrea Reese, Stewardship Specialist
Amanda Scheps, Stewardship Specialist
Ericka Richardson, Stewardship Specialist
Kerry Hutcherson, Staff Counsel, Stewardship
Bruce Stewart, Staff Counsel, Easements
Sherry Buttrick, Easement Director
Bobbie Cabibbo, Executive Assistant
Jason McGarvey, Communications & Outreach Manager
Melissa Collier, Stewardship Manager
Neal Kilgore, Easement Specialist

Other Attendees:

Cornelia Christian, Conservation Partners
Nancy Ambler, Wood Thrush Land Conservation
Charlie Westbrook, Atoka Conservation
Heather Richards, Piedmont Environmental Council
Ned Carter, Blueline Conservation
Jeremy Stone, Dept. of Conservation & Recreation

Sara Richardson, Dept. of Conservation & Recreation
Fred Fisher, Office of the Attorney General
Diane Dunaway, Dept. of Conservation & Recreation
Rusty Ford, Conservation Partners
Bret Ellsworth Glymph, Office of the Attorney General

Introductions

Public Comments

There were no public comments offered.

Approval of the Order of Business

The following easements were moved from Consent Agenda to Non-Consent Agenda: Copper Hill, Hoopers's Rock, Larsen Charitable Trust. Pritchett proposal was deferred until June.

Approval of Minutes

Jeff Walker noted that the certification following the Closed Session did not include his name. He was present, certified yes and asked that the record change to reflect that.

Director's Report

Bob Lee reported on legislation, Environment Virginia, Maryland Environmental Trust meeting, America's Great Outdoors invitation, upcoming Virginia United Land Trust Conference, Land Trust Alliance – RALLY taking place in CT in October, our changes to the Easement Review Process, our successful Audit, the 2001 Budget and to remind everyone to submit any suggestions for new board members, and Bull Run Mountains.

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Tamara Vance updated us on the details of the Easement Review Process, the shifting of territories to accommodate change in workloads, and the Special Project Area process.

Martha Little reported on owned lands.

Audit/Budget Discussion

Anna Chisholm reported that there were no findings in our 2009FY Audit conducted by Goodman & Company.

Resolution for Purchase Projects

Motion made by Rupert Cutler to pass resolution as presented; motion seconded by Suzanne Lacy and motion was carried unanimously.

Amendment Consent Agenda –

RAP-VOF-721-168 – Pearl – Rappahannock County – 447.14 acres Motion made by Jeff Walker to approve the amendment as presented; motion seconded by Harry Atherton and carried unanimously.

PTF Consent Agenda

Fallin Reconsideration - Northumberland County and the Powers Reconsideration - Fluvanna County. Motion made by Jeff Walker to approve easements granting them more time to record with no change to PTF allotted; motion seconded by Harry Atherton and carried unanimously.

PTF

Kinzie - Botetourt – Amend easement proposal to correct tax map #s and the legal description to the satisfaction of staff attorney. Motion made by Dr. Cutler to approve easement as amended with approval of PTF of \$4500; motion seconded by Mark Allen and carried unanimously.

Love - Washington – Motion made by Jeff Walker to approve easement with PTF of \$6500 as presented; motion seconded by Mark Allen and carried unanimously.

Arrington Reconsideration- Washington – Note that question mark on page 2 of easement summary in **Stream Buffer** section was in error and on page one of summary sheet in **Building setback or No-build area** should reference a Residential Build Zone. Motion made by Jeff Walker to approve easement as presented (minus typographical errors) with change to add approval of \$5000 from PTF; motion seconded by Suzanne Lacy and carried unanimously.

Easement Consent Agenda

Bray -Albemarle -94.13 acres

Colonial Ice Cream Co. *Reconsideration* -Fauquier -93.0661 acres

Combs *Reconsideration* -Rappahannock +/- 216 acres

Cowley -Patrick -85.5 acres

Gardner -Orange -174.985 acres

Middlebrook Farms -Augusta -442.362 acres

Newmark -Montgomery -118.56 acres

Shelor -Floyd -109.34 acres

Spraker-Wythe-270.5 acres

Swanns Pt., LLC *Reconsideration* -Surry -847.52 acres

Whatley -Bedford -84.307 acres

Wiseman -Franklin -221.25 acres

Motion made by Mark Allen to approve easements on this Consent Agenda as presented; motion seconded by Harry Atherton and carried unanimously.

Easement NON-CONSENT Agenda

Copper Hill Farm - Buckingham - 285.585 acres – Note to correct typographical error on page 2 of Easement Summary Sheet: # of Existing Dwellings is 3 not 2 as noted and an omission on page 3 of Easement Summary Sheet in List Size and type of Existing Structures the Hunting Cabin is 500 sq. ft. Amend easement to include language that states any rebuilding of the existing main house or carriage barn (with apartment) must be in the same location. Motion made by Dr. Cutler to approve easement as amended; motion seconded by Jeff Walker and carried unanimously.

Hoopers's Rock Farm - Cumberland - 592.029 acres – Amend easement to: add archeological language to ensure any excavating is done by a professional curator; provide protection for the eagle's nest as long as it is active to provide a 330 ft. no disturbance zone (excepting existing agricultural activities) around eagles nest; ensure buffer line is shown in BDR. Motion made by Dr. Cutler to approve easement as amended; motion seconded by Suzanne Lacy and carried unanimously.

Larsen Charitable Trust Reconsideration - Montgomery - 57.8 acres Amend easement to give staff latitude to work out forest language (encouraging restoration of native forest) in keeping with the wishes of current land owner. Motion made by Harry Atherton to approve easement as amended; motion seconded by Rupert Cutler and carried unanimously.

Adams – Tazewell – 888 acres Amend easement to: require approval of any dwelling located within a 1000 ft. “restricted building area” adjacent to the designated scenic road. Approval shall seek to minimize the scenic impairment of new dwellings through such considerations as siting, size of dwelling, and/or screening; include language to permit “no-till” cultivation in the buffer. Motion made by Rupert Cutler to approve easement as amended; motion seconded by Suzanne Lacy and carried with a vote of 5 to 2 with Jeff Walker and Molly Ward dissenting.

Goodrich -Smyth – +/- 162 acres Amend easement to: include retain a 60’ right of way for VOF monitoring access; include a 20’ right of way to the specific landlocked parcel. Motion made by Rupert Cutler to approve easement as amended; motion seconded by Mark Allen and carried unanimously.

Gray - Washington – 200 acres Amend easement to bring alternative energy language up to current VOF template language. Motion made by Suzanne Lacy to approve easement as amended; motion seconded by Harry Atherton and carried unanimously.

Fairfield View - Orange – 89.77 acres Motion made by Jeff Walker to approve easement as presented; motion seconded by Rupert Cutler and carried unanimously.

Ragsdale - Albemarle – +/- 555 acres Motion made by Rupert Cutler to approve easement as presented; motion seconded by Mark Allen and carried unanimously.

Remington - Orange – 170.345 acres Motion made by Mark Allen to approve easement as presented; motion seconded by Rupert Cutler and carried unanimously.

Shelton, Ruby – Pittsylvania – 220.41 acres Note: Easement Summary presented to the Board contains a discrepancy over the number of permitted dwellings. The correct number of permitted dwellings is three (mistake on page 2). Building Setback is proposed to increase to 400 feet for buildings over 500 sq.ft. in size. Motion made by Harry Atherton to approve easement as presented; motion seconded by Suzanne Lacy and carried unanimously.

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Shelton, Walter & Karen – Pittsylvania – 96.557 acres Amend easement to change building setback from 500 feet to 400 feet (same as the other Shelton proposal). Motion made by Harry Atherton to approve easement as amended; motion seconded by Jeff Walker and carried unanimously.

Resolution to Accept the Chesapeake Bay Foundation’s Assignment of Its Interest In Certain Co-Held Easements.

Motion made by Rupert Cutler to approve resolution as presented; motion seconded by Suzanne Lacy and carried unanimously.

Policy Discussions

Assignment of Private Land Trust Easements

The discussion led to the adoption of the following policy:

Virginia Outdoors Foundation Resolution Regarding VOF’S Policy on Accepting Assignment of Conservation or Open-Space Easements from Easement Holders other than Co-Holders

Amend resolution to change in 3) the word “whatever” to “such” and in 3) “steward” to “administer”. Motion made by Mark Allen to approve resolution as amended; motion seconded by Suzanne Lacy and carried unanimously.

Dr. Cutler left meeting at 1:00 pm to attend to business in Roanoke.

Public Infrastructure

Staff was directed by the Board to recommend a policy for adoption at a subsequent board meeting.

Director’s Report continued

Bull Run Mountains

The strong recommendation of the Board of Trustees is that VOF should not enter in to any leases for owned properties including the Bull Run Mountains. A Use Agreement is the proper instrument to use with Bull Run Mountain Conservancy. When polled individually all board members agreed.

Motion made to go into *Closed Session* for discussion of Real Estate transactions as provided for in the Code of Virginia §2.2-3711(A)(3); motion seconded and carried unanimously.

Upon return from closed session, Executive Director, Bob Lee certified by name call that the Board of Trustees discussed only matters that convened the closed session and nothing else. Mark Allen responded yes, Hank Hartz responded yes, Harry Atherton responded yes, Suzanne Lacy responded yes and Jeff Walker responded yes; Molly Ward responded yes.

Meeting was adjourned.

VIRGINIA OUTDOORS FOUNDATION RESOLUTION
TO REVISE THE AUTHORIZATION PERIOD FOR A VIRGINIA OUTDOORS
FOUNDATION BOARD OF TRUSTEES APPROVED PURCHASED CONSERVATION AND
OPEN SPACE EASEMENT UTILIZING FEDERAL OR OTHER FUNDING

WHEREAS, the vast majority of all conservation and open space easements accepted by the Board of Trustees of the Virginia Outdoors Foundation (VOF) are donated easements or easements which include small cost assistance payments through the Open Space Lands Preservation Trust Fund managed by VOF; and

WHEREAS, a small number of proposed easements each year utilize a more significant payment and are structured as a purchase of an easement or a portion thereof; and

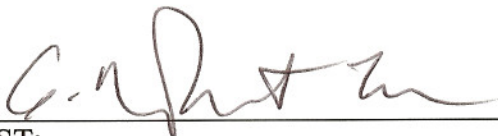
WHEREAS, these purchased easement projects use funds from a variety of federal and/or state programs each with unique requirements entailing significant additional VOF staff resources; and

WHEREAS, the application and project review processes related to the various federal and/or state programs which must occur in most cases after VOF Board of Trustees approval result in significantly longer project time prior to recordation; and

WHEREAS, prospective VOF easement donors currently have one-year from the date of approval by the VOF Board of Trustees to execute a Board approved easement; now, therefore, be it

RESOLVED by the Virginia Outdoors Foundation Board of Trustees this 1st day of April 2010,
That the authorization period to execute Board approved purchased conservation and open space easements shall be within two years of the date of Board approval.

ADOPTED by a vote of: 7 in favor and 0 against



ATTEST:

G. Robert Lee, Executive Director

VIRGINIA OUTDOORS FOUNDATION
 RESOLUTION TO ACCEPT THE CHESAPEAKE BAY FOUNDATION'S ASSIGNMENT OF
 ITS INTEREST IN CERTAIN CO-HELD EASEMENTS

WHEREAS, the Virginia Outdoors Foundation and the Chesapeake Bay Foundation are the coholders of seven open-space and conservation easements (the Co-held Easements) more particularly described on Exhibit A, attached hereto and made a part hereof; and,

WHEREAS, money from the Open-Space Lands Preservation Trust Fund was provided to aid "persons conveying conservation or open-space easements with the costs associated" with the conveyance of the Co-held Easements, pursuant to Section 10.1-1801.1 of the Code of Virginia (1950), as amended; and,

WHEREAS, at the time when the Co-held Easements were conveyed to VOF, Section 10.1-1801.1 provided that, "To be eligible for a grant award [from the Preservation Trust Fund], the conservation or open-space easement shall provide that:...The easement is conveyed to the Foundation and a local coholder [*sic*]..." (the Local Co-holder Requirement); and,

WHEREAS, the Acts of Assembly (2009 Va. Acts ch. 599) reflects that the Virginia General Assembly amended Section 10.1-1801.1 to remove the Local Co-holder Requirement and to clarify that "after the effective date of this act, any local coholder may convey the entirety of its interest to the Virginia Outdoors Foundation notwithstanding any requirements in effect prior to the date of this act"; and,

WHEREAS, the Chesapeake Bay Foundation desires to convey and assign its interests in the Coheld Easements to the Virginia Outdoors Foundation; and,

WHEREAS, the Virginia Outdoors Foundation is willing to accept such an assignment; now, therefore, be it;

RESOLVED by the Virginia Outdoors Foundation Board of Trustees this 1st day of April 2010, That the Virginia Outdoors Foundation hereby agrees to accept the Chesapeake Bay Foundation's assignment of its entire interest in of each of the Co-held Easements; and, be it

RESOLVED FURTHER, That the Virginia Outdoors Foundation's Executive Director and Deputy Directors are hereby authorized and instructed to consult with appropriate legal staff and to take whatever action is necessary to execute the deeds of assignment that convey the Chesapeake Bay Foundation's interests in the Co-held Easements to the Virginia Outdoors Foundation.

ADOPTED by a vote of 7 in favor and 0 against.



 ATTEST:

G. Robert Lee, Executive Director

VIRGINIA OUTDOORS FOUNDATION (VOF)
RESOLUTION REGARDING ITS POLICY ON ACCEPTING ASSIGNMENT OF
CONSERVATION OR OPEN-SPACE EASEMENTS FROM EASEMENT HOLDERS
OTHER THAN CO-HOLDERS

WHEREAS, the Virginia Outdoors Foundation has encountered a few instances in which holders of conservation or open-space easements wish to assign such easements to VOF; and

WHEREAS, the Code of Virginia, § 10.1-1016 (1950), as amended, provides: “Nothing herein shall in any way affect the power of a public body under any other statute, including without limitation the Virginia Outdoors Foundation and the Virginia Historic Landmarks Board, to acquire and hold conservation easements or affect the terms of any such easement held by any public body”; and

WHEREAS, the Code of Virginia, § 10.1-1801(5) (1950), as amended, provides that VOF has the power: “To acquire by gift, devise, purchase, or otherwise, absolutely or in trust, and to hold and, unless otherwise restricted by the terms of the gift or devise, to encumber, convey, or otherwise dispose of, any real property, or any estate or interest therein, as may be necessary and proper in carrying into effect the purposes of the Foundation”; and

WHEREAS, there may be rare and compelling circumstances that justify VOF’s acceptance of conservation or open-space easements; and

WHEREAS, acceptance of such easements represents an additional stewardship burden that will be borne by VOF in perpetuity; now, therefore, be it

RESOLVED by the Virginia Outdoors Foundation Board of Trustees this 1st day of April 2010, That the policy of the Virginia Outdoors Foundation regarding acceptance of proposed assignments of conservation or open-space easements is as follows:

- 1) VOF shall consider acceptance of proposed assignments of conservation or open-space easements by other easement holders on a case-by-case basis, and
- 2) VOF may, in its sole and absolute discretion, accept such assignments of easements as long as a compelling, conservation-based rationale for such acceptance is demonstrated, and
- 3) VOF shall charge the assignor such fee it deems to be sufficient to properly administer the assigned easements.

ADOPTED by a vote of 6 in favor and 0 against.



ATTEST:

G. Robert Lee, Executive Director