

DRAFT

MINUTES
VIRGINIA OUTDOORS FOUNDATION (VOF)
BOARD OF TRUSTEES MEETING
June 21, 2018

ATTENDEES

Board of Trustees:

Mrs. Eleanor W. Brown, Chair

Mrs. Viola Baskerville

Ms. Stephanie Ridder

Mr. Thomas Slater

Mr. Brent Thompson

Absent: Ms. Elizabeth Obenshain

Mr. John Richardson

Guests Speakers:

The Honorable Matthew Strickler, Secretary of Natural Resources

Mr. Clyde Cristman, Director- Department of Conservation and Recreation (DCR)

Advisors:

Mr. Richard Mahevich, Office of the Attorney General

Ms. Patice Holland, Attorney, Woods, Rogers

Consultant:

Jackie Anderson, International Consulting Services

Staff:

Brett Glymph, Executive Director

Brad Baskette, Assistant Director, Stewardship

Bobbie Cabibbo, Executive Assistant

Anna Chisholm, Director of Administration

Leslie Grayson, Deputy Director

Harry Hibbitts, Assistant Director, Stewardship

Jason McGarvey, Communications and Outreach Manager

Dave Morton, IT Manager

Emily Nelson White, Conservation Program Administrator

Tamara Vance, Deputy Director

Guests:

Joshua Saks, Office of the Secretary of Natural Resources

Rex Linville, Piedmont Environmental Council

Ellen Shephard, Virginia United Land Trusts

Issac Sarver, DCR

Nan Mahone, Conservation Partners

Meeting at 600 East Main Street, Richmond VA was called to order at 10:05 AM by Mrs. Eleanor Brown, chair.

APPROVAL OF THE ORDER OF BUSINESS

Motion made by Ms. Ridder to approve the order of business noting that some flexibility will be needed to accommodate guest's arrival; motion seconded by Mr. Thompson and passed unanimously.

The Honorable Matthew Strickler, Secretary of Natural Resources made a few remarks about land conservation in Virginia.

No **Public Comments** were offered.

CHAIR'S REPORT/COMMENTS

To facilitate making grants from the Special Forestry Fund in 2018 calendar year, a Board of Trustees meeting has been added in early December.

EXECUTIVE DIRECTOR'S REPORT

Our baseline budget has been restored and Brett thanked everyone for helping. The Land Preservation Tax Credit is higher than budgeted. VOF recently recorded its first easements in the cities of Richmond and Alexandria.

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PRESERVATION TRUST FUND (PTF) - PUBLIC ACCESS - LAND CONSERVATION PROJECTS

Name	Locality	Acreage
Petersburg/Lee Memorial Park	City of Petersburg	299.48 +/-

Motion made by Mr. Slater to approve the grant allocation of the remaining FY 2018 PTF funds in the amount of \$139,500 (the request was for \$250,000); motion seconded by Mrs. Baskerville and passed unanimously.

NON-CONSENT LAND CONSERVATION PROJECTS	Locality	Acreage
Smith Farm	Pulaski County	94 +/-
Wrights Island Game Association RECONSIDERATION	Charles City/James City	1469

Motion made by Mr. Slater to change the Smith Farm resolution by removing item #5 and changing the amount the county will reimburse VOF to \$48,950; motion seconded by Mrs. Baskerville and passed unanimously. (Attachment A)

Motion made by Ms. Ridder to approve the reconsideration of the Wrights Island Game Association as two separate easement projects; motion seconded by Mr. Slater and passed unanimously.

STRATEGIC PLAN PRESENTATIONS

Staff members Leslie Grayson, Tamara Vance, Harry Hibbitts and Anna Chisholm gave short presentations providing background to the trustees to further a successful strategic plan development. Presentations are on file with the permanent record of this meeting.

STRATEGIC PLANNING SESSION

Jackie Anderson, of International Consulting Services facilitated a Strength, Weakness, Opportunity and Threat (SWOT) session with the Board of Trustees. Notes from this session are on file with the permanent record of this meeting.

FY19 BUDGET

Anna Chisholm led trustees through the proposed FY19 budget. Motion made by Mr. Slater to approve budget as presented; motion seconded by Ms. Ridder and passed unanimously. (ATTACHMENT B)

CLOSED SESSION FOR DISCUSSION AS PROVIDED FOR IN THE CODE OF VIRGINIA §2.2-3711(A)(7) & (8)

Mrs. Baskerville made the following motion:

Madame Chair, I move that the Board go into a closed meeting pursuant to Section 2.2-3711.A.7 for :

1. consultation with legal counsel and briefings by staff members pertaining to actual or probable litigation, where such consultation or briefing in open meeting would adversely affect the negotiation or litigating posture of the public body, and consultation with legal counsel regarding specific legal matters requiring the provision of legal advice by such counsel:
 - a. VOF easement BAT-1951
 - b. RACC v VOF

This closed meeting will be attended only by members of the Board. However, pursuant to Section 2.2- 3712 (F), the Board requests the VOF's Attorney General Counsel, outside council, the Executive Director, the Assistant Deputy Director of Stewardship, Deputy Director of Acquisition and Owned Lands, the Executive Assistant, the Director of Administration and The Deputy Director of Easements as it believes their presence will reasonably aid the committee in its consideration of topics that are the subject of the meeting.

Motion seconded by Ms. Ridder and passed unanimously.

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At 1:55 p.m. the Closed Session of the meeting was concluded. Bobbie Cabibbo read the following certification: WHEREAS, The Board of Trustees conducted a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act; and WHEREAS, Section 2.2-3712.D of the Code requires a certification by this Board that such closed meeting was conducted in conformity with Virginia law; NOW, THEREFORE, BE IT RESOLVED that the Board hereby certifies that, to the best of each member’s knowledge, only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting to which this certification resolution applies, and only such public business matters as were identified in the motion convening the closed meeting were heard, discussed or considered by the Board.

Mr. Slater, Mr. Thompson, Mrs. Brown, Mrs. Baskerville and Ms. Ridder said “aye” to the certification.

Ms. Ridder stepped out of the meeting.

APPROVAL OF MINUTES

Motion made by Mr. Slater to accept and approve as final the presented May 3, 2019 draft minutes; motion seconded by Mrs. Baskerville and passed unanimously.

Ms. Ridder returned to the meeting.

INVESTMENT POLICY

Anna Chisholm presented the policy. Motion made by Mr. Slater to approve the proposed Investment Policy; motion seconded by Ms. Ridder and passed unanimously. Anna said we will schedule a meeting with a CPA to begin investment work now that the policy is approved. (ATTACHMENT C)

PRESERVATION TRUST FUND SUMMARY

Anna Chisholm gave a review of the program status.

PRESERVATION TRUST FUND - LAND CONSERVATION PROJECTS

Name	Locality	Acreage
Charles E. and Betty Jo Blevins	Washington	270 +/-
Delia Ann Hockman, Trustee of the Delila Ann Hockman Living Trust	Shenandoah	185.28 +/-
William M. Leech, II & Sharon R. Leech	Rockbridge	264.907
William and Jessica Richardson	Middlesex	756.3903
William and Jessica Richardson	Middlesex	75.446
William and Jessica Richardson	Middlesex	71.27
Patsy Waddle	Smyth	63.65 +/-

Motion made by Mr. Slater to approve all proposed land conservation projects on the agenda above and to allocate \$24,500 of PTF for the Hockman project; motion seconded by Mrs. Baskerville and passed unanimously.

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LAND CONSERVATION PROJECTS

Name	Locality	Acreage
Mary F. Aylor & Marcus A. Aylor, Trustees of the Mary F. Aylor Living Trust	Westmoreland	323.549
Benjamin S. Blyth	Southampton	37.34
Gail B. Camp Limited Partnership and Suzette B. Carpenito "Round Gut"	Southampton	130.19
Frank Carlo	Nottoway	365.865
Clifton Farm of Culpeper, LLC	Culpeper	241.71
The Conservation Fund	Nelson	75.232
Craig W. Ellis and Robin L. Ellis	Albemarle	6.42 +/-
Flintshire Farms, LLLP	Caroline	370.4255
Mark Marston	Charlotte	371.592

Motion made by Ms. Ridder to approve the proposed land conservation projects listed above; motion seconded by Mr. Slater and passed unanimously.

Meeting was adjourned at 1:58 p.m.

RESOLUTION
VIRGINIA OUTDOORS FOUNDATION
BOARD OF TRUSTEES RESOLUTION TO CONVEY THE SMITH FARM TO PULASKI COUNTY

WHEREAS, Margaret V. Smith bequeathed real property containing 94+/- acres fronting on the New River in Pulaski County, Virginia to VOF in March 2016, with the understanding that VOF would preserve the land as farmland or would work with a local government or other organization to facilitate development of the property into a public park.

WHEREAS, Pulaski County recently purchased several tracts of land just upriver from and adjacent to the Smith Farm with plans to expand recreational opportunities in the area and has expressed interest in developing the Smith Farm into a public park.

WHEREAS, VOF and Pulaski County have formally discussed the future of the Smith Farm. Though some details remain to be worked out, the County has officially confirmed its interest in the property and understands that the conveyance shall be subject to certain restrictions and conditions generally outlined below:

1) The Smith Farm shall be conveyed to Pulaski County as a gift. However, the County shall pay VOF \$50,000 to cover administrative costs and other costs incurred in holding and facilitating the property's transfer.

2) The County shall donate to VOF an open-space easement on the majority of the 94- acre farm plus two adjacent EDA-owned parcels (14.5 acres by property description) with terms agreeable to VOF.

3) The majority of the property shall be maintained and used as a recreational park or in agricultural use or a combination thereof.

4) A portion of the property (7+/- acres) fronting on Dudley's Ferry Road shall be excluded from the easement. Funds received from the sale or development of this tract shall be used exclusively for the development of the future park.

5) Pulaski County shall honor the life estate of John Housel and lease with (farmer) Darryl Woodyard.

6) Pulaski County shall include VOF in future discussions and all public meetings regarding the property's planning and development and shall publicize VOF's substantial role in facilitating its transfer.

7) The future park shall have at least one sign installed that informs the public that the park was made possible by a generous gift from Margaret V. Smith and VOF, and include the VOF logo.

RESOLVED by the Virginia Outdoors Foundation Board of Trustees on this day the 21st of June, 2018 that VOF hereby agrees to transfer the Smith Farm to Pulaski County following the outline of terms described above.

ADOPTED by a vote of 5 for and 0 against

ATTEST: Brett Christina Glymph, Executive Director

RESOLUTION

**VIRGINIA OUTDOORS FOUNDATION (VOF) BOARD OF TRUSTEES
RESOLUTION TO
ADOPT THE PROPOSED FISCAL YEAR 2018-2019 CONSERVATION
PROGRAMS AND SPECIAL PROJECT BUDGETS**

WHEREAS, the fiscal year for the Virginia Outdoors Foundation (VOF) is 1 July through 30 June; and

WHEREAS, a fiscal year Budget is developed and adopted to provide planning and program guidance to the VOF Board of Trustees and the VOF Management Team; and

WHEREAS, Budget calculations are developed from the best available information before the commencement of the new fiscal year; and

WHEREAS, line items in the budget are for planning and program allocation purposes and actual expenditures may vary from adopted Budget projections as long as total expenses do not exceed available revenues; now, therefore, be it

RESOLVED by the Virginia Outdoors Foundation Board of Trustees this 21st day of June 2018, That the Fiscal Year 2018-2019 Budget be approved.

ADOPTED by a vote of 5 for and 0 against

ATTEST: Brett Christina Glymph, Executive Director

RESOLUTION

**VIRGINIA OUTDOORS FOUNDATION (VOF)
BOARD OF TRUSTEES RESOLUTION TO ADOPT THE
INVESTMENT POLICY**

WHEREAS, the Virginia Outdoors Foundation (VOF) is an instrumentality of the Commonwealth of Virginia subject to the Security of Public Funds (Code of Virginia §2.2-4400) and the Investment of Public Funds Acts (Code of Virginia §2.2-4500); and

WHEREAS, an Investment Policy will guide VOF to obtain the highest possible yield on designated reserve fund assets; consistent with constraints imposed by its safety objectives, cash flow considerations, and Virginia state laws that restrict the placement of public funds; and

WHEREAS, the Investment Policy establishes guidelines for the safeguarding and efficient management of VOF funds and shall apply to all activities with regard to the investment of funds; and

WHEREAS, the Executive Director, in consultation with other members of the VOF Management Team and the Finance, Audit and Compliance Committee, recommends the adoption of the Proposed Investment Policy; now, therefore, be it

RESOLVED by the Virginia Outdoors Foundation Board of Trustees this 21st day of June 2018, That the proposed Investment Policy is hereby, adopted as attached.

ADOPTED by a vote of 5 for and 0 against

ATTEST:

Brett Christina Glymph, Executive Director