

**MINUTES**  
**VIRGINIA OUTDOORS FOUNDATION (VOF)**  
**BOARD OF TRUSTEES MEETING**  
**9/20/18**

**ATTENDEES**

**Board of Trustees**

Eleanor Brown, Chair  
Viola Baskerville  
Raul Garcia  
Elizabeth Obenshain  
Stephanie Ridder  
Thomas Slater  
Brent Thompson

**Guests:**

Rex Linville, Piedmont Environmental Council  
Stephanie Kitchens, Farm Bureau  
Pete Glubiak, Attorney  
Nan Mahone Welborne, Conservation Partners  
Ellen Shepherd, Virginia United Land Trust  
Tori Kennedy, Conservation Partners

**Staff:**

Brett Glymph, Executive Director  
Bobbie Cabibbo, Executive Assistant  
Anna Chisholm, Director of Administration  
Leslie Grayson, Deputy Director Policy and Acquisitions  
Martha Little, Deputy Director of Stewardship  
Jason McGarvey, Communications and Outreach Manager  
Tamara Vance, Deputy Director Easements

**Advisors:**

Mr. Richard Mahevich, Office of the Attorney General (OAG)  
Braxton Williams, OAG

Meeting called to order at 10:05 am

Eleanor Brown, Chair, introduced and welcomed newly appointed VOF trustee, Raul Garcia.

**APPROVAL OF THE ORDER OF BUSINESS**

Motion made by Tom Slater to approve the order of business; motion seconded by Steph Ridder and passed unanimously.

**PUBLIC COMMENTS**

Pete Glubiak urged the trustees weigh in on the new IRS rule concerning deduction of state tax credits from the federal state tax deduction. He also expressed his concerns that VOF is woefully understaffed.

**CHAIR'S REPORT**

Eleanor Brown reported on the Tucker Family Cemetery event and shared that she is so very proud of the work that VOF is doing at that cemetery. The governor came to the event and it received local and national press coverage.

Mr. Slater read a resolution recognizing VOF's appreciation for the work that Mr. John R. Richardson did for VOF and land conservation in Virginia. Motion made by Tom Slater to approve resolution; motion seconded by Steph Ridder and was approved unanimously. (ATTACHMENT A)

### **EXECUTIVE DIRECTOR'S REPORT**

Brett reported: (a) the Strategic Plan survey went out to partners and legislators and staff continues to work with International Consulting Services. The completed strategic plan will be on the December meeting agenda;

(b) On October 9 VOF is hosting a community outreach event facilitated by StanTec for the Hayfields property. (c) On Tuesday September 26, VOF will make a presentation of the Forest CORE Fund at the Virginia Land Conservation Fund (VLCF) meeting. At that meeting the amount of funding for each organization resulting from the transfer of tax credits will be announced; (d) The Special Forestry Committee will meet in Richmond on November 15 to review the proposals submitted in response to the RFP for Forest CORE Fund. Brett asked that Leslie Grayson report on Preservation Trust Fund status.

Leslie shared a reminder that VLCF was not funded for FY19 so there are no new funds for Preservation Trust Fund (PTF) but VOF was able to fund all the projects submitted for cost only dollars. This was accomplished with funds allocated to projects which were not completed along with funds that were raised several years ago by VOF for PTF. FY20 is budgeted to have \$900k for PTF and VOF will be able to resume funding public access projects, partial purchase and cost only land conservation projects. Leslie also displayed a picture (on file with the permanent record of this meeting) of cadets at House Mountain.

Martha Little reported that on 9/12/18 there was a Forest CORE Fund program grant workshop for those interested in submitting a Request for Proposal (RFP). The workshop was well attended, and it is anticipated that VOF will have a significant group of applicants. Martha distributed a one sheet description of the Forest CORE Fund program (which is on file with the permanent record of this meeting).

### **APPROVAL OF MINUTES**

Motion made by Beth Obenshain to approve minutes with some changes to fix duplicate words and some typos but nothing that would make a significant change to any meaning; motion seconded by Tom Slater and passed unanimously.

### **CHANGES TO IRS RULES**

Without much notice the IRS issued **26 CFR Part 1 REG-112176-18** which proposes to treat all state tax credits issued as *quid pro quo* meaning that the easement donor's federal income tax deduction would be reduced by the value of the tax credits received. This change in law would affect all tax credit programs nationally.

Motion made by Tom Slater to request that VOF take all steps available to VOF to oppose new IRS regulation including but not limited to a letter of opposition, involving other secretariats and to propose new language to the IRS to exempt the Land Preservation Tax Credit; motion seconded by Beth Obenshain and passed unanimously.

### **CHANGES TO FEE SCHEDULE**

Motion made by Tom Slater to approve the resolution to amend the current fee schedule with amending the resolution to be clear that it is an additional 50 acres not the current property size; motion seconded by Steph Ridder and passed unanimously. (ATTACHMENT B)

### **2019 MEETING DATES RESOLUTION**

Mr. Slater asked to change the March 21 date to March 28 and to change the Energy and Infrastructure from April to the March 28 date. Motion made by Tom Slater to pass the resolution with the one change; motion seconded by Viola Baskerville and passed unanimously. (ATTACHMENT C)

**PROPOSED LAND CONSERVATION PROJECTS**

Motion made by Steph Ridder to approve the projects with a change in acreage on the Beulah Land LLC from 675.986 acres to 560.71 acres; motion seconded by Tom Slater and passed unanimously.

**PROPOSED LAND CONSERVATION PRESERVATION TRUST FUND**

Motion made by Tom Slater to approve those projects on the agenda as presented; motion seconded by Viola Baskerville and passed unanimously.

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

Motion was made by my Beth Obenshain:

“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 Jackson River v VOF
  - b. RACC v VOF
  - c. Gerchick v Wheeler
  - d. Wheeler v Wheeler
  - e. In re: Estate of Hugh Holmes Kitchens

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, Deputy Director of Stewardship, the Executive Director, 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.”

Upon ending of the closed session portion of the meeting, the following certification was read by Beth Obenshain:

“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.”

So certified: Steph Ridder, Beth Obenshain, Brent Thompson, Tom Slater, Eleanor Brown, Raul Garcia and Viola Baskerville.

The meeting was adjourned at 12:10 p. m.

**RESOLUTION****VIRGINIA OUTDOORS FOUNDATION (VOF) BOARD OF TRUSTEES  
RESOLUTION TO RECOGNIZE THE SERVICE OF JOHN R. RICHARDSON**

*Whereas, John Richardson served as Trustee for the Virginia Outdoors Foundation (VOF) from 2013 - 2018; and*

*Whereas, Mr. Richardson was appointed to the VOF Board of Trustees by Governor Terry McAuliffe and;*

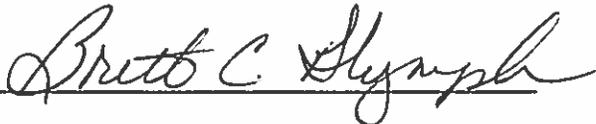
*Whereas Mr. Richardson carried on with personal and professional dedication, the great tradition of land conservation work in Virginia; and*

*Whereas, Mr. Richardson was unwavering in his support of land conservation in Virginia and could be counted on to call for the question and provided a consistent vote for conservation in the face of opposition and resistance; and*

*Whereas Mr. Richardson was always able to get to the heart of the matter that explored all facets of the discussion; therefore*

*Be Resolved, by the Virginia Outdoors Foundation Board of Trustees on this 20<sup>th</sup> day of September 2018, That the trustees and staff of Virginia Outdoors Foundation wish to express their sincere appreciation for the time, loyalty and dedicated service Mr. John R. Richardson has given to the Virginia Outdoors Foundation.*

*ADOPTED by a vote of 7 for and 0 against*

  
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**ATTEST:**

*Brett Christina Glymph, Executive Director*

**RESOLUTION**

**VIRGINIA OUTDOORS FOUNDATION (VOF) BOARD OF TRUSTEES  
RESOLUTION TO ADOPT OPTION FOR REDUCED BASELINE  
DOCUMENTATION REPORT FEE FOR AMENDMENT PROJECTS ONLY**

WHEREAS, the fees that apply to a request to amend a current easement are the application fee of \$1,500 and the Baseline Documentation Report Fee (BDR) fee of \$3,500 or \$3,000; and

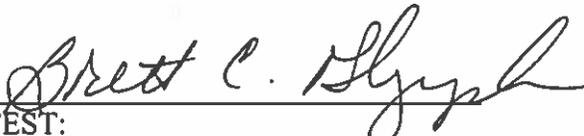
WHEREAS, experience has demonstrated that a BDR in the case of an amendment may be less staff work than for an original easement as the amendment is informed by the work on the original; and

WHEREAS, under specific conditions the BDR fee may be reduced to \$1,500, see "Memo, RE: Baseline Documentation Report fee for Amendments" for conditions; and

WHEREAS, the VOF staff and Executive Director recommend this option; now, therefore, be it

RESOLVED by the Virginia Outdoors Foundation Board of Trustees this 20th day of September 2018, That this option for a reduced BDR fee be approved and the Fee Schedule be updated to reflect the change.

ADOPTED by a vote of 7 for and 0 against

  
ATTEST:  
Brett Christina Glymph, Executive Director

**RESOLUTION****VIRGINIA OUTDOORS FOUNDATION (VOF) BOARD OF TRUSTEES  
RESOLUTION TO SET VOF MEETING DATES FOR CALENDAR YEAR 2019**

WHEREAS, The Virginia Outdoors Foundation (VOF) Board of Trustees typically meets several times a year to consider easement proposals and matters of land conservation policy;

WHEREAS, as there may be compelling reasons to adjust the schedule which may be done at the discretion of the Chair in consultation with the trustees; now therefore be it

RESOLVED by the Virginia Outdoors Foundation Board of Trustees, this 20<sup>th</sup> day of September 2018, That the following dates are hereby adopted for VOF Board of Trustee meetings, including committee meetings in the calendar year 2019.

<b>Meeting Type</b>	<b>Date</b>
Finance, Audit & Compliance Committee Mid-Year/Audit Review	Thursday, January 24 <sup>th</sup> , 2019 Warrenton
Special Forestry Fund Committee	Thursday, March 28, 2019 Charlottesville
Full Board of Trustees	Thursday, March 28, 2019 Charlottesville
Energy & Infrastructure Committee	Thursday, April 11, 2019 Richmond
Finance, Audit & Compliance Committee Budget Preparation	Thursday, April 18, 2019 Hampton
Finance, Audit & Compliance Committee Final Budget Review	Thursday, May 23, 2019 Warrenton
Preservation Trust Fund Committee	Thursday, June 27, 2019 Blacksburg
Full Board of Trustees	Thursday, June 27 <sup>th</sup> , 2019 Blacksburg
Special Forestry Fund Committee	Thursday, September 26, 2019 Fredericksburg
Full Board of Trustees Meeting	Thursday, September 26, 2019 Fredericksburg

Adopted by a vote of 7 for and 0 against



ATTEST: Brett C. Glymph, Executive Director