

MINUTES
VIRGINIA OUTDOORS FOUNDATION (VOF)
BOARD OF TRUSTEES MEETING
WOODBERRY FOREST SCHOOL
JULY 11, 2012

Attendees:

Board of Trustees:

Mr. Charles Seilheimer, Jr., Chair
Mr. Jeffrey Walker
Mr. Harry Atherton
Mr. Mark Allen
Mr. A. Ben Chafin
Absent: Ms. Suzanne Lacy

Other Attendees:

Mr. Frederick Fisher, Office of the Attorney General
Mr. Bill Kittrell, Nature Conservancy
Mr. Rex Linville, Piedmont Environmental Council (PEC)
Mr. Taylor Cole, Conservation Partners
Mr. Ned Carter, Blueline Conservation
Nan Milhone Wellborune, Conservation Partners
Ms. Nancy Ambler, Wood Thrush Conservation
Mr. Jay Norman, Blueline Conservation
Mr. Jeffrey Powers, ClockTower Tax Credits
Mr. Pete Glubiak, Attorney
Mr. John Eustis, New River Land Trust

VOF Staff

Mr. Bob Lee, Executive Director
Ms. Leslie Grayson, Deputy Director of Policy & Acquisitions
Ms. Tamara Vance, Deputy Director of Easements
Ms. Martha Little, Deputy Director of Stewardship
Ms. Ruth Babylon, Easement Manager
Ms. Sherry Buttrick, Assistant Director, Easements
Ms. Bobbie Cabibbo, Executive Assistant
Ms. Kristin Ford, Assistant Director, Easements
Mr. Brian Fuller, Assistant Director, Stewardship
Mr. Kerry Hutcherson, Staff Counsel, Stewardship
Mr. Jason McGarvey, Communications & Outreach Manger
Mr. Philip Reed, Easement Manager
Ms. Erika Richardson, Stewardship Specialist
Ms. Amanda Scheps, Owned Lands Manager
Mr. Bruce Stewart, Staff Counsel, Easements
Ms. Estie Thomas, Easement Manager
Ms. Laura Thurman, Easement Manager
Ms. Mary Carson Saunders, Legal Intern

Mr. Seilheimer called meeting to order at 10:01 am.

PUBLIC COMMENTS

Mr. Linville, PEC, expressed concerns with the oil and gas policy course and asked that VOF defer any decisions or discussion until PEC had been given adequate time to review the information.

Mr. Glubiak, Attorney, welcomed the discussion of oil and gas drilling at this meeting as it is a complex issue, deserving much and ongoing attention. He also noted that bank subordination issues are growing and affecting not just national banks but local banks. He suggested VOF sponsor a conference/meeting with the Virginia Banking Association to speak with them as a group.

APPROVAL OF THE ORDER OF BUSINESS

Stands as presented

MINUTES
VIRGINIA OUTDOORS FOUNDATION (VOF)
BOARD OF TRUSTEES MEETING
WOODBERRY FOREST SCHOOL
JULY 11, 2012

DIRECTORS' REPORTS

Executive Director, Mr. Lee noted that all easements today and forward will include the new forestry language that no longer requires forest stewardship plans & the revised historic building protection, limited to "anti-demolition and encouraging DHR easements for further architectural protections. He explained pertinent background information on these template changes.

Co-holding – general policy of avoiding co-holding will continue, however, participating with local governments which may need VOF technical assistance to support a fledgling or small county PDR program, including co-holding easements, will not be discouraged. Work with Shenandoah County is underway at this time.

Ms. Little reported on volunteer statistics:

- 49 active volunteers,
- donated 258.5 hours in 2012
- 147 hours are stewardship related
- 89 monitoring events.

We are in need of more volunteer stewards in the Staunton region.

Stewardship staff has been inundated with violations (minor usually) and requests for reviews and interpretations. In addition, there are many more public utility requests.

Ms. Vance reported that at least 25 new projects are being delayed because of the uncertainty of the federal tax deduction.

APPROVAL OF MINUTES

Amend the April 2012 minutes for the Clarke easement to read:

Easement - Charles C. Clark, Jr. & Louise R. Clark – Smyth County -~1,320 acres Amend easement to change "no build zone" to "restricted build zones" and one additional dwelling up to 1,000 Square Feet is permitted in "restricted build zones" (northern portion). The total number of dwellings remains at ten (10). Motion made by Mr. Chafin to allocate \$2,500 in PTF monies and approve easement as amended; motion seconded by Ms. Lacy and passed unanimously.

Motion made by Mr. Walker to accept and approve minutes as amended; motion seconded by Mr. Atherton seconded and passed 4 to 0 with Mr. Allen abstaining as he was not present for the April 2012 meeting.

OWNED LANDS REPORT

Ms. Grayson reported we are making positive progress in terms of management activities and improvement on properties. House Mountain property sustained a large amount of damage with the recent storms.

SALE PARCEL

Colony/Honaker parcel – Pulaski County - 20.0115 acres Ms. Grayson presented the project which has an offer on the property for full appraised value to close in 2012. Mr. Allen made a motion to approve the sale of the property for the appraised price, to Ms. Honaker and approved the terms of the easement; motion seconded by Mr. Walker and passed unanimously.

MINUTES
VIRGINIA OUTDOORS FOUNDATION (VOF)
BOARD OF TRUSTEES MEETING
WOODBERRY FOREST SCHOOL
JULY 11, 2012

RESOLUTION TO CLARIFY SIGNING DESIGNATIONS

Motion made by Mr. Walker to accept resolution as presented; motion seconded by Mr. Atherton and passed unanimously. (See Attachment A)

SPECIAL PROJECT AREAS

Limestone Ridge - Clarke County

Motion made by Mr. Atherton to approve resolution as presented; motion seconded by Mr. Walker and passed unanimously. (See Attachment B)

Little River

Mr. Eustis of New River Land Trust presented this request. Motion made by Mr. Allen to approve resolution as presented; motion seconded by Mr. Atherton and passed unanimously. (See Attachment C)

OIL & GAS POLICY REVIEW

Mr. Stewart reviewed staff recommendations for refinements to template mining language and special language used for potential donors retaining limited oil and gas rights. He is seeking feedback from both the company currently leasing land for oil and gas exploration on the Middle Peninsula, and also Virginia Division of Mines Minerals and Energy(DMME) staff. The language has been sent to DMME but there has been no response at this time.

Mr. Stewart pointed out that:

- The sample language for landowners requesting retained rights would not go in all VOF easements, only upon request.
- For properties proposed for easement with existing gas and oil leases (such as is the case for several of the projects from Tidewater, the company must subordinate to the easement for it to be acceptable to Board of Trustees.
- Staff recommends that because VOF's focus is on open space values on the surface of the land, that existing easements be interpreted to allow directional drilling unless the easement specifies no drilling under the property. Even then, VOF may not be able to legally enforce this restriction.
- Because of forced pooling, even where an easement prohibits oil & gas drilling on the property the landowner cannot object to directional drilling under the property with the exception of the "Tidewater" area (as defined in Code of Virginia § 62.1-195.1. F. 1.).

Mr. Atherton moved that the revised template language for mining and sample language for limited retained rights for oil and gas mining, as presented, (included with the board package) be adopted, with the understanding that like many parts of the VOF easement template, it is open to future revision. Motion seconded by Mr. Walker and passed unanimously.

Mr. Atherton moved that as a matter of policy, VOF shall not object to off-site directional drilling under the surface of property subject to VOF easements in Virginia, provided that the VOF legal staff along with Attorney General representatives, continue to feel that we are within our legal obligations under the terms of our easement(s). Motion seconded by Mr. Walker and passed unanimously.

MINUTES
VIRGINIA OUTDOORS FOUNDATION (VOF)
BOARD OF TRUSTEES MEETING
WOODBERRY FOREST SCHOOL
JULY 11, 2012

LAND CONSERVATION PROJECTS

Amendment - Luck Stone Corporation – Loudoun County +/- 76 acres - Motion made by Mr. Allen to approve amendment as presented; motion seconded by Mr. Walker and passed unanimously.

Amendment - Childs F. and Elaine S. Burden-Loudoun County -175.605 acres 15 new –Motion made by Mr. Walker to approve amendment as presented. Motion seconded by Mr. Atherton and passed unanimously.

Easement - F. Charles & Janet Martin Carmichael - Albemarle County - 55.42 acres – Amend easement to change language to allow an alternative site for 2nd dwelling with VOF’s approval. Motion made by Mr. Atherton to approve easement as amended; motion seconded by Mr. Walker and passed unanimously.

Easement - Edward Cook - Bath County -315.35 acres – Motion made by Mr. Atherton to approve easement as presented including retained oil and gas rights with language approved at this meeting and on condition of receipt by staff of proper property description; motion seconded by Mr. Allen and passed unanimously.

Amendment - Christopher Irvine - Rockbridge County- Add 121.76 total 257.34 acres – Motion made by Mr. Walker to approve amendment as presented; motion seconded by Mr. Allen and passed unanimously.

Easement - John Morris – Albemarle County - 87.052 acres – Amend easement by placing the Hunting and Fishing language in the correct section. Motion made by Mr. Atherton to approve easement as amended; motion seconded by Mr. Walker and passed unanimously.

Easement - Paul C. Shirey Jr. – Augusta County - 174.838 acres – Motion made by Mr. Atherton to approve easement as presented including the retained oil and gas rights with the language approved at this meeting; motion seconded by Mr. Allen and passed unanimously.

Mr. Lee reminded us that with no objections that in the forestry provisions we are taking the direction approved by Board today. No objections noted.

Easement - Robert & Cindy Brooks – Essex County - 102.199 acres – This easement to include the revised oil and gas language approved at this meeting. Motion made by Mr. Atherton to approve easement as presented; motion seconded by Mr. Walker and passed unanimously.

Easement - Castle Thunder, LLC - King & Queen County - 161.83 acres – Motion made by Mr. Chafin to approve easement as presented; motion seconded by Mr. Allen and passed unanimously.

Easement Reconsideration - Eddie Lee & Faye Collawn – Essex County - 193.068 acres – Motion made by Mr. Atherton to approve this easement provided the oil and gas lease company that holds the

MINUTES
VIRGINIA OUTDOORS FOUNDATION (VOF)
BOARD OF TRUSTEES MEETING
WOODBERRY FOREST SCHOOL
JULY 11, 2012

lease subordinates its rights to the VOF easement. This easement to include the revised oil and gas language approved at this meeting. Motion seconded by Mr. Allen and passed unanimously.

Easement-Marvin L. Collawn - Essex County - 50.062 acres – Motion made by Mr. Atherton to approve the easement provided that the oil and gas company that holds the lease subordinates its rights to the VOF easement. This easement to include the revised oil and gas language approved at this meeting. Motion seconded by Mr. Walker and passed unanimously.

Easement - Marvin L. Collawn “Kendalls Farm”- Essex County -116.372 acres – Motion made by Mr. Atherton to approve the easement provided that the oil and gas company that holds the lease subordinates its rights to the VOF easement. This easement will also include the revised oil and gas language approved at this meeting. Motion seconded by Mr. Allen and passed unanimously.

Easement - Lloyd B. Mundie – Essex County – 272 acres - Motion made by Mr. Atherton to approve the easement provided that the oil and gas company that holds the lease subordinates its rights to the VOF easement. This easement will also include the revised oil and gas language approved at this meeting. Motion seconded by Mr. Allen and passed unanimously.

Easement - Lloyd B. Mundie - Essex County - 142 acres – Motion made by Mr. Atherton to approve the easement provided that the oil and gas company that holds the lease subordinates its rights to the VOF easement. This easement will also include the revised oil and gas language approved at this meeting. Motion seconded by Mr. Chafin and passed unanimously.

Easement - Piney Grove LLC “Linwood”- Westmoreland County - 105 +/- acres – Amend easement to allow dwellings to be located at alternate site with VOF approval. Motion made by Mr. Chafin to approve easement as amended. Motion seconded by Mr. Allen and passed unanimously.

Easement Reconsideration - Sanford Thomas and Raymond S. Thomas – Essex County - 140.27 acres – Motion made by Mr. Chafin to approve the easement provided that the oil and gas company that holds the lease subordinates its rights to the VOF easement. This easement will also include the revised oil and gas language approved at this meeting. Motion seconded by Mr. Allen and passed unanimously.

Easement Reconsideration - Sanford Thomas, Raymond Thomas and Donald Thomas - Essex County -388.838 acres – Motion made by Mr. Atherton to approve the easement provided that the oil and gas company that holds the lease subordinates its rights to the VOF easement. This easement will also include the revised oil and gas language approved at this meeting. Motion seconded by Mr. Walker and passed unanimously.

Easement Reconsideration - Sanford E. Thomas et.al - Essex County - 114.594 acres - Motion made by Mr. Atherton to approve the easement provided that the oil and gas company that holds the lease subordinates their rights to the VOF easement. This easement will also include the revised oil and gas language approved at this meeting. Motion seconded by Mr. Walker and passed unanimously.

Easement Reconsideration - Howard R. & Peggy P. Beck & Beck Brothers, LLC – Augusta County - 337.044 acres – Motion made by Mr. Atherton to approve easement with revised oil and gas language approved at this meeting; motion seconded by Mr. Allen and passed unanimously.

MINUTES
VIRGINIA OUTDOORS FOUNDATION (VOF)
BOARD OF TRUSTEES MEETING
WOODBERRY FOREST SCHOOL
JULY 11, 2012

Easement - Childress Farms, Inc. - Montgomery County - 256 acres – Note: There is an oil and gas lease on the property and the easement will contain a provision that requires the landowner to locate any well on the adjacent land that is not subject to easement. Amend easement to (1) add Public Infrastructure Expansion language for a right of way up to 60 feet for VADRPT. Motion made by Mr. Chafin to approve easement as amended to include revised oil and gas language approved at this meeting; motion seconded by Mr. Walker and passed unanimously.

Easement - Watt R. Foster – Bedford County - 500.5 acres – Motion made by Mr. Atherton to approve easement as presented; motion seconded by Mr. Walker and passed unanimously.

Easement - Richard Surles & Jovi K. Larson - Bedford County - 202.355 acres – Amend easement to add Public Infrastructure Expansion language allowing VDOT up to 25' from the center line of road. Motion made by Mr. Walker to approve easement as amended; motion seconded by Mr. Atherton and passed unanimously.

Amendment - Jim Wilson – Franklin County – adding 23.243 acres - Motion made by Mr. Walker to approve easement as presented; motion seconded by Mr. Atherton and passed unanimously.

Easement - Mary Pearce Gannaway Trust – Pulaski County - 352 acres – Amend easement: change the review and approval of farm building from over 2,500 sq. ft to over 4,500 sq. ft. Motion made by Mr. Atherton to approve easement as amended; motion seconded by Mr. Allen and passed unanimously.

Easement - Janie & Penik Gentry – Grayson County -98.1 acres – Motion made by Mr. Atherton to approve easement with staff recommendations; motion seconded by Mr. Walker and passed unanimously.

Easement - C. P. Graves – Bedford County - 267.19 acres – Motion made by Mr. Walker to approve easement as presented; motion seconded by Mr. Atherton and passed unanimously.

Easement Reconsideration - William G. Bryson – Pulaski County - 148 acres - Motion made by Mr. Allen to approve easement as presented to include the revised oil and gas language approved at today's meeting; motion seconded by Mr. Atherton and passed unanimously.

Easement - Larry A. Linkous Jr. - Wythe County - 211.829 acres – Motion made by Mr. Atherton to approve easement as presented and to include the revised oil and gas language approved at this meeting; motion seconded by Mr. Walker and passed unanimously.

Easement - Ronald and Kevin Heath - Washington County - ~44 acres – Motion made by Mr. Walker to approve easement as presented and to include the revised oil and gas language approved at this meeting; motion seconded by Mr. Atherton and passed unanimously.

Easement - Edward H. and Bryan E. Stokes – Smyth County- ~541 acres - Motion made by Mr. Walker to approve easement as presented to include revised oil and gas language approved at this meeting; motion seconded by Mr. Allen and passed unanimously.

MINUTES
VIRGINIA OUTDOORS FOUNDATION (VOF)
BOARD OF TRUSTEES MEETING
WOODBERRY FOREST SCHOOL
JULY 11, 2012

Easement - Jacob Oliver Jr. Cutchin “Shady Grove Farm” – Suffolk County - 286.85 acres – Motion made by Mr. Walker to approve easement as presented allowing for inclusion of PIE language for rail if requested by VADRPT; motion seconded by Mr. Atherton and passed unanimously.

Easement - James Archer Allen IV and Karen Jane Vierling Allen - Rappahannock - 100 acres – Motion made by Mr. Atherton to approve easement as presented; motion seconded by Mr. Walker and passed unanimously.

Easement - Helen Runnells DuBois, Trustee – Hectine Interests Revocable Trust – Rappahannock County - 93.1805 acres – Motion made by Mr. Atherton to approve easement as presented; motion seconded by Mr. Walker and passed unanimously.

Easement - Agnes M. Fotta, trustee of the Agnes M. Fotta Revocable Trust - Albemarle & Greene Counties - 164.02 – Motion made by Mr. Allen to approve easement as presented; motion seconded by Mr. Walker and passed unanimously.

Easement - Michael Olding - Fauquier County - 52.199 acres – Motion made by Mr. Walker to approve easement as presented; motion seconded by Mr. Atherton and passed unanimously.

Easement - Lawrence B. Vierling and Sandra G. Vierling-Rappahannock County - 51.745 acres – Motion made by Mr. Atherton to approve easement as presented; motion seconded by Mr. Walker and passed unanimously.

Easement - Carroll Wayne and Ellen M. Deane – Greene County - 54.687 acres – Amend easement to add Public Infrastructure Expansion for Columbia Gas’ lines. Motion made by Mr. Allen to approve easement as amended; motion seconded by Mr. Atherton and passed unanimously.

Easement - Robert & Cindy Foley “Big Lonely” – Henry County - 461.54 acres – Staff requests permission to add Public Infrastructure Expansion (PIE) language for gas lines if requested. Motion made by Mr. Atherton to allow PIE language to be added at staff’s discretion and to approve easement as presented; motion seconded by Mr. Walker and passed unanimously.

Easement - Robert & Cindy Foley - Prince Edward County - 190.83 acres – NOTE: Discrepancy between buffer lengths in package. The Easement Summary Sheet is correct; this easement will require a 100 ft. buffer vs. the 200 ft. buffer noted on map. Motion made by Mr. Atherton to approve easement as presented; motion seconded by Mr. Walker and passed unanimously.

Easement - Edward M. and Alice Rae Foster - Campbell County -74.24 acres – Amend easement adding Public Infrastructure Expansion language for additional 50’ right of way requested by Columbia Gas. Motion made by Mr. Atherton to approve easement as amended; motion seconded by Mr. Walker and passed unanimously.

Easement - Evertt W. and Kristin W. Gee - Lunenburg County - 192.55 acres – Staff requests permission to add Public Infrastructure Expansion language for State Road 49 if requested by VDOT. Motion made by Mr. Walker to allow PIE if needed and to approve easement as presented; motion seconded by Mr. Atherton and passed unanimously.

MINUTES
VIRGINIA OUTDOORS FOUNDATION (VOF)
BOARD OF TRUSTEES MEETING
WOODBERRY FOREST SCHOOL
JULY 11, 2012

Easement - Rowland L. Girling “Speed the Plough” – Amherst County - 293.84 acres – Amend easement to change the buffer from 35’ to 25’ on unnamed tributary to Graham Creek. Motion made by Mr. Walker to approve easement as amended; motion seconded by Mr. Allen and passed unanimously.

Amendment - Mark T. Meyer Revocable Trust and Jill R. Meyer Revocable Trust - Greene County -183.43 acres adding 36.6 acres – Motion made by Mr. Atherton to approve easement as amended; motion seconded by Mr. Allen and passed unanimously.

Reconsideration Easement - Ruth B. Terrell - Louisa County - 100.0669 acres – Motion made by Mr. Atherton to approve easement as presented; motion seconded by Mr. Walker and passed unanimously.

Motion made by Mr. Atherton to go into **Closed Session** for discussion of Real Estate and Personnel issues as provided for in the Code of Virginia §2.2-3711; motion seconded by Mr. Walker and passed unanimously.

Upon return from **Closed Session**, Executive Director, Mr. Lee certified by roll call that the Board of Trustees discussed only matters that convened the closed session and nothing else. Mr. Atherton responded yes, Mr. Seilheimer responded yes; Mr. Walker responded yes, Mr. Chafin responded yes and Mr. Allen responded yes.

ADJOURNED 3:15 PM

RESOLUTION

A VIRGINIA OUTDOORS FOUNDATION (VOF) BOARD OF TRUSTEES RESOLUTION TO APPROVE AND DESIGNATE STAFF AUTHORIZED TO FORMALLY ACKNOWLEDGE GIFTS OF CASH, PROPERTY OR SERVICES TO VOF ON BEHALF OF VOF

WHEREAS, VOF was created by the General Assembly and empowered by § 10.1-1800 of the Code of Virginia (1950), as amended, to " promote the preservation of open-space lands and to encourage private gifts of money, securities, land or other property to preserve the natural, scenic, historic, scientific, open-space and recreational areas of the Commonwealth."; and

WHEREAS, the federal government through the Internal Revenue Service (IRS) promulgates rules and guidance related to acknowledging gifts of money, securities, land or other property; and

WHEREAS, the IRS requires the donee signature on various forms or letters, including IRS Form 8283 and the formal gift acknowledgement letter; and

WHEREAS, the Executive Director of VOF has the authority to acknowledge gifts by the powers entrusted to the position and further to designate such responsibilities to other staff; and

WHEREAS, the Board of Trustees wishes to formalize the designation of certain staff to acknowledge gifts on behalf of VOF; and

WHEREAS, the Executive Director has so designated the following staff: Tamara A. Vance, Deputy Director of Easements, Leslie H. Grayson, Deputy Director of Policy and Acquisitions, F. Bruce Stewart, Staff Counsel and Anna G. Chisholm, Finance Manager; now, therefore, be it

RESOLVED by the Board of Trustees of the Virginia Outdoors Foundation this 11th day of July 2012, That the Executive Director and the above list of VOF staff and their successors in position title be, and are hereby, authorized to sign, on behalf of VOF, IRS Form 8283 and gift acknowledgement letters.

Approved by a vote of 6 in favor and 0 against

ATTEST: _____
G. Robert Lee, Executive Director