

VIRGINIA OUTDOORS FOUNDATION
BOARD OF TRUSTEES
RESOLUTION REGARDING ATLANTIC COAST PIPELINE, LLC §10.1- 1704 CONVERSION
APPLICATIONS

WHEREAS, the Virginia Outdoors Foundation (“VOF”) is the holder of open-space easements over certain parcels of land located in Bath, Augusta, Nelson and Highland Counties, which parcels are identified and more fully described in the staff reports dated October 16, 2017 (the “Conserved Land”);

WHEREAS, The Atlantic Coast Pipeline, LLC (the “Developer”) proposes to obtain a permanent right-of-way of 50 feet over approximately 52.92 acres of the Conserved Land to construct and maintain one 42-inch gas transmission line and associated access roads (the “Project”);

WHEREAS, due to the scale and scope of the Project, VOF determined the Developer is required to file an application for conversion of open space under Section 10.1-1704 of the Code of Virginia;

WHEREAS, VOF has accepted public comments since mid-2014, held four public meetings on the Project and VOF has received and responded to hundreds of comments from landowners, local governments, environmental groups and the public throughout this three and one-half (3 ½) year period;

WHEREAS, VOF staff have written at least six (6) official letters to FERC opposing the use of any Conserved Land for the Project;

WHEREAS, VOF staff walked the proposed pipeline route through the Conserved Land and proposed a reduction of the permanent right-of-way from 75 feet to 50 feet and the Developer accepted that proposal;

WHEREAS, pursuant to Virginia Code Section 10.1-1704, the Developer has applied (“Developer’s Application”) to the VOF Board of Trustees for conversion of approximately 52.92 acres of the Conserved Land (the “Converted Land”) needed for the Project;

WHEREAS, as required by Virginia Code Section 10.1-1704, Developer proposes to convey a 1,034-acre farm in Highland County known as “Hayfields Farm” to satisfy the substituted land requirement for the Converted Land in Highland, Bath and Augusta Counties;

WHEREAS, as required by Virginia Code Section 10.1-1704, Developer proposes to convey an 85-acre property in Nelson County on the Rockfish River known as the “Rockfish River Parcel” to satisfy the substituted land requirement for the Converted Land in Nelson County;

WHEREAS Hayfields Farm and the Rockfish River Parcel (together, the Substituted Land) represent a 21:1 land acreage ratio to the Converted Land and will result in a net gain of open-space to the Commonwealth;

WHEREAS, a Certificate of Public Convenience and Necessity (a “Certificate”) was issued for the Project by the Federal Energy Regulatory Commission (“FERC”) pursuant to the Natural Gas Act (the “NGA”) on October 13, 2017;

WHEREAS, after careful evaluation of the Project, public comments, staff reports and presentations; and in consultation with legal counsel and in consideration of the requirements of Virginia Code Section 10.1-1704, the Board of Trustees has determined the following:

1. The Developer's Application does not meet the requirements of Virginia Code Section 10.1-1704(A)(i);
2. Pursuant to the NGA, FERC's issuance of the Certificate operates to supersede and preempt any authority of VOF to evaluate the Project under Virginia Code Section 10.1-1704(A)(i);
3. VOF retains the authority to evaluate the Project, Developer's Application and Substituted Land under Virginia Code Section 1704(A)(ii); and
4. (a) the Substituted Land is of at least equal fair market value to the Converted Land, (b) the Substituted Land is of greater value as permanent open-space land than the Converted Land, and (c) the Substituted Land is as nearly as feasible equivalent usefulness and location for use as permanent open-space land as the Converted Land;

NOW THEREFORE,

BE IT RESOLVED, by the Board of Trustees of the Virginia Outdoors Foundation and it is hereby resolved this 16th day of October, 2017 that the Developer's Application is hereby approved subject to and contingent upon the following conditions:

- a) VOF approval of final right of way easements permitting only a permanent 50-ft easement for one 42-inch diameter underground natural gas pipeline and the associated permanent access roads. No above ground structures are permitted within this right of way, except for above ground pipeline markers as required by law;
- b) Developer or its designee shall convey to VOF fee-simple title to the Hayfields Farm and the Rockfish River Parcel by December 4, 2017; however, such date may be extended by VOF's Executive Director to facilitate an orderly and timely conveyance of the Substituted Land;
- c) Developer shall transfer to VOF four (4) million dollars by October 26, 2017 to: (i) serve as a stewardship fund to support VOF with the operation and management of the Substituted Land, (ii) partially offset VOF's unreimbursed costs associated with the Project, and (iii) be used as necessary and proper, as determined by VOF's Board of Trustees in furtherance of VOF's mission;
- d) Developer shall satisfy all conditions of the Certificate that pertain to VOF or the Developer's Application; and
- e) Developer shall satisfy all obligations, conditions and offers contained in Developer's Application.

VIRGINIA OUTDOORS FOUNDATION
BOARD OF TRUSTEES
RESOLUTION REGARDING MOUNTAIN VALLEY PIPELINE, LLC §10.1- 1704
CONVERSION APPLICATIONS

WHEREAS, the Virginia Outdoors Foundation (“VOF”) is the holder of open-space easements over certain parcels of land located in Montgomery and Roanoke Counties, which parcels are identified and more fully described in the staff reports dated October 16, 2017 (the “Conserved Land”);

WHEREAS, The Mountain Valley Pipeline, LLC (the “Developer”) proposes to obtain a permanent right-of-way of 675 feet over approximately 0.32 acres of the Conserved Land to upgrade and use an access road for maintenance and safety related needs during the operation and lifecycle of a gas transmission pipeline (the “Project”);

WHEREAS, due to the scale and scope of the Project, VOF determined the Developer is required to file an application for conversion of open space under Section 10.1-1704 of the Code of Virginia;

WHEREAS, VOF has accepted public comments since mid-2014, held four public meetings on the Project and VOF has received and responded to hundreds of comments from landowners, local governments, environmental groups and the public throughout this three and one-half (3 ½) year period;

WHEREAS, VOF staff have written at least four (4) official letters to FERC opposing the use of any Conserved Land for the Project;

WHEREAS, pursuant to Virginia Code Section 10.1-1704, the Developer has applied (“Developer’s Application”) to the VOF Board of Trustees for conversion of approximately 0.32 acres of the Conserved Land (the “Converted Land”) needed for the Project;

WHEREAS, as required by Virginia Code Section 10.1-1704, Developer proposes to convey a 10.25-acre property in Roanoke County known as the “Poor Mountain Parcel” (the “Substituted Land”) to satisfy the substituted land requirement for the Converted Land;

WHEREAS the Substituted Land represent a 32:1 land acreage ratio to the Converted Land and will result in a net gain of open-space to the Commonwealth;

WHEREAS, a Certificate of Public Convenience and Necessity (a “Certificate”) was issued for the Project by the Federal Energy Regulatory Commission (“FERC”) pursuant to the Natural Gas Act (the “NGA”) on October 13, 2017;

WHEREAS, after careful evaluation of the Project, public comments, staff reports and presentations; and in consultation with legal counsel and in consideration of the requirements of Virginia Code Section 10.1-1704, the Board of Trustees has determined the following:

1. The Developer’s Application does not meet the requirements of Virginia Code Section 10.1-1704(A)(i);

2. Pursuant to the NGA, FERC's issuance of the Certificate operates to supersede and preempt any authority of VOF to evaluate the Project under Virginia Code Section 10.1-1704(A)(i);
3. VOF retains the authority to evaluate the Project, Developer's Application and Substituted Land under Virginia Code Section 1704(A)(ii); and
4. (a) the Substituted Land is of at least equal fair market value to the Converted Land, (b) the Substituted Land is of greater value as permanent open-space land than the Converted Land, and (c) the Substituted Land is as nearly as feasible equivalent usefulness and location for use as permanent open-space land as the Converted Land;

NOW THEREFORE,

BE IT RESOLVED, by the Board of Trustees of the Virginia Outdoors Foundation and it is hereby resolved this 16th day of October, 2017 that the Developer's Application is hereby approved subject to and contingent upon the following conditions:

- a) VOF approval of final permanent access ROW of approximately 675 linear feet of existing unpaved road averaging 10 feet in width and approximately 10 to 20 feet of adjacent area totaling 0.32 acres;
- b) Developer or its designee shall convey to VOF fee simple title to the Poor Mountain Parcel as Substituted Land within 15 days of the VOF approval of the conversion application, however, this may be extended by VOF's Executive Director to facilitate an orderly and timely conveyance of the Substituted Land;
- c) Developer shall transfer to VOF seventy-five thousand (75,000) dollars by October 26 to:
(i) serve as a stewardship fund to support VOF with the operation and management of the Substituted Property, (ii) partially offset VOF's unreimbursed costs associated with the Project, and (iii) be used as necessary and proper, as determined by VOF's Board of Trustees in furtherance of VOF's mission.
- d) Developer shall satisfy all conditions of the Certificate that pertain to VOF or the Developer's Application; and
- e) Developer shall satisfy all obligations, conditions and offers contained in Developer's Application.