

Final

Minutes
Virginia Outdoors Foundation
Meeting of the Board of Trustees
June 16th, 2004
Roanoke City Council Chambers
Roanoke, Virginia

Trustees present: Mr. Frank Kilgore, Chairman, Dr. M. Rupert Cutler, Ms. Katherine Imhoff, Mr. Charles Seilheimer, and Mr. Paul Ziluca. Trustees absent: Mr. John W. Abel-Smith and Ms. Jill Holtzman.

VOF Staff Present: Tamara Vance, Executive Director, Ruth Babylon, Sherry Buttrick, Anna Chisholm, Faye Cooper, Kristin Ford, Leslie Grayson, Leslie Trew, Jeff Matthews, John Scully, Estie Thomas, and Bill Wasserman. Also in attendance were Mr. Rex Linville from the Piedmont Environmental Council, Ms. Carrie Hagan from the James River Association, Mr. Roger Holnback Ex. Director of Western Virginia Land Trust, Mr. John Eckman Ex. Director of Valley Conservation Council, Mr. Jesse Richardson from Virginia Tech, Mr. Charles Adams, Mr. Richard Dickenson, Mr. John Witherspoon, and Mr. Jim Pitts, all with Warm Springs Investment Co., LLC.

Chairman Kilgore convened the meeting at 10:20 a.m. and appointed Ms. Vance Secretary of the Meeting. She confirmed the presence of the required quorum.

Dr. Cutler made a motion to approve the Order of Business for the meeting. The motion was approved unanimously.

Dr. Cutler made a motion to approve the minutes of the March Trustee meeting as presented. The motion was approved unanimously.

Report of the Executive Director

Ms. Vance updated the Trustees on further work on the tax credit issue with other organizations and the Virginia Department of Taxation. Mr. Kilgore requested the director to draft a memo outlining VOF's concerns on the issue. Ms. Imhoff made a suggestion that the Trustees hold a special meeting in July primarily to discuss the easement proposal guidelines. Ms. Vance also informed the Trustees that the Management Plan for the Bull run Mountains Natural Area prepared by the DCR Division of Natural Heritage had been completed and passed around a copy.

Mr. Kilgore asked for any changes to the proposed "Consent Agenda" easement proposals; #'s 3, 8, 12, 15, and 21 were removed to the "Non-consent Agenda". Ms. Babylon noted a typo in # 29; the acres should be 40 not 114. Ms. Imhoff made a motion to accept consent easement proposals #'s 1, 2, 4-7, 9-11, 13, 14, 16-20, and 22-33 as presented. The motion was approved unanimously.

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Policy Discussion

Ms. Grayson made a presentation of staff concerns related to the acceptance of easements directly associated with development projects. She discussed the changing trends in land development and its implications for conservation easements. Mr. Fisher suggested that local governments might be the most appropriate easement holder in most cases. Mr. Linville of PEC urged caution in dealing with easement proposals connected with developments, citing the greater opportunity for misuse. Mr. Holnback of WVLT urged VOF to consider becoming involved in order to encourage better, more sustainable development as another benefit to the citizens of the Commonwealth.

Ms. Cooper presented the Warm Springs Investment Co. easement (#52) of 935 acres in Bath County. Mr. Charles Adams answered questions from the Trustees explaining the proposal in more detail. Ms. Cooper indicated that Bath County had not proffered the easement and may not be in the position to hold and manage the easement. Also, she mentioned the possibility that the lifetime monitoring costs associated with the property could be substantially higher than average due to the size and complexity of the project and that the possibility of a stewardship endowment from Warm Springs had been discussed. The Trustees raised concerns about fragmented open space on parts of the proposal. Dr. Cutler commented on the unusually high conservation values of this proposal adjacent to National Forest and TNC Preserve land ~~and adjacent to a state scenic byway~~. Mr. Ziluca made a motion to postpone any action on the proposal until after some further discussion of the policy issues involved in the proposal. The motion was approved unanimously. The Trustees agreed to reconsider the easement at the additional meeting to take place on July 20.

Mr. Kilgore recessed the meeting for five minutes and announced that the public comment session would begin after the recess.

Mr. John Eckman, Executive Director of VCC addressed the Trustees about his support for the Warm Springs proposal. Mr. Linville and Ms. Hagan provided letters of support for VOF's proposed co-holding policy. Mr. Jesse Richardson presented the early results of a survey conducted jointly between VOF and VaTech. He discussed the results briefly with the Trustees and indicated that he was working with Ms. Vance to develop of formal report.

At 1:25 p.m. Mr. Seilheimer made a motion to convene the Board into a closed meeting pursuant to subsection A, paragraph 1 of §2.2-3722 of the Code of Virginia, to discuss personnel issues. Dr. Cutler seconded the motion and the motion was approved unanimously.

Dr. Cutler made a motion to end and certify the closed meeting,

“WHEREAS, the Board of Trustees of the Virginia Outdoors Foundation (“the Board”) has convened 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

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WHEREAS, Section 2.2-3712 of the Code of Virginia requires a certification by the Board in an open meeting that such closed meeting was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED that the Board hereby certifies, to the best of each member's knowledge, the following:

- (1) Only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting to which this certification applies, and
- (2) Only such public business matters as were identified in the motion convening the closed meeting were heard, discussed or considered by the Board.

Mr. Seilheimer seconded the motion and Ms. Vance recorded that each Trustee voted aye to the motion.

Mr. Ziluca announced that Mr. Kilgore had left the meeting early and had appointed Mr. Ziluca as substitute chairman for the remaining time. Ms. Vance confirmed the quorum.

Mr. Seilheimer made a motion to approve continuing VOF expenditures based on the current FY2004 budget until the July 20th meeting while allowing a 3% COLA for all current staff except Ms. Vance to be effective July 1, 2004. The motion was approved unanimously.

Ms. Imhoff made a motion to approve a search for the new Executive Director to be carried out as outlined in the memo provided to the Trustees by Ms. Vance with the addition that the top three candidates will be considered by the Trustees prior to final selection. The motion was approved unanimously.

Ms. Vance presented the Cross easement (#3) of 85 acres in Montgomery County. Ms. Vance indicated that the landowner wished to add VOF's standard cell tower language. Mr. Seilheimer made a motion to accept the easement with the addition of the standard language permitting cell towers. The motion was approved unanimously.

Ms. Cooper presented the Fresh easement (#8) of 122 acres in Rockbridge County. Although, the proposed easement exceeded VOF Guidelines regarding permitted parcels, Ms. Cooper recommended acceptance of the easement because the landowner had proposed giving up two secondary dwellings. Dr. Cutler made a motion to accept the easement as presented. Ms. Imhoff pointed out that she felt that the foregone secondaries were an appropriate trade for the extra requested parcels. The motion was approved unanimously.

Ms. Ford presented the Hope easement (#12) of 75 acres in Rappahannock County. Although, the proposed easement exceeded VOF Guidelines regarding allowable dwellings, Ms. Ford recommended acceptance of the easement because of the fact that two of the dwellings were already existing and clustered together. Ms. Ford also indicated that the landowner wished to add VOF's standard windmill and winery language and had agreed to include an elevation restriction for any new buildings along with additional standard siting requirements. Mr. Seilheimer made a

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motion to accept the easement with the modifications outlined above. Ms. Imhoff abstained from the vote saying that she thought the proposal needed more conservation value and more protection for the views. The motion carried with three votes.

Ms. Ford presented the Rifaat easement (#15) of 283 acres in Rappahannock County. Ms. Ford indicated that the landowner proposed to permit “alternative energy harnessing equipment for private use” in paragraph 6(vii) and recommended the addition of language providing siting approval to VOF. Ms. Imhoff made a motion to accept the easement with the above addition. The motion was approved unanimously.

Ms. Cooper presented the Wenz/Wicklund easement (#21) of 464 acres in Rockbridge County. Although, the proposed easement exceeded VOF Guidelines regarding allowable parcels, Ms. Cooper recommended acceptance of the easement because one of the parcels would be restricted to less than 25 acres and the landowners had proposed three less secondary dwellings than usual. Mr. Seilheimer made a motion to accept the easement as presented. The motion was approved unanimously.

Ms. Grayson presented the Carrier easement (#34) of 291 acres in Rappahannock County. Although, the proposed easement exceeded VOF Guidelines regarding parcelization (three parcels on 291 acres, slightly less than 100 ac. overall density), Ms. Grayson recommended acceptance of the easement because the proposal provides for fewer houses than the guidelines would permit and also includes a buffer for the river, a setback from the river for buildings, and requires a sustainable forestry plan. Mr. Seilheimer made a motion to accept the easement as presented. The motion was approved unanimously.

Ms. Babylon presented the Coartney easement (#35) of 200 acres in Floyd County. Ms. Babylon indicated that the proposal did not use VOF’s standard forestry language, but that on further discussion, the landowner was more agreeable to the standard language. Mr. Seilheimer made a motion to accept the easement including VOF’s standard forestry language. The motion was approved unanimously.

Ms. Buttrick presented the Crowe easement (#36) of 98 acres in Madison County. Ms. Buttrick indicated that the proposal included provision for a larger than typical secondary dwelling of 3,000 sq. ft. but that the landowner was willing to include a “no-build” zone to protect the viewshed of Rt. 230. Mr. Seilheimer made a motion to accept the easement including VOF’s standard boundary line adjustment language. The motion was approved unanimously.

Ms. Cooper presented the Broome easement (#37) of 111 acres in Page County. Ms. Cooper indicated that the landowner wished to use VOF’s standard secondary dwelling language, but that the size limit had been omitted due to a typing error only. Mr. Seilheimer made a motion to accept the easement with an amendment to permit one parcel for an existing family cemetery plot if the family requested that after discussion with Ms. Cooper. Ms. Imhoff requested that Ms. Cooper attempt to get landowner agreement to language restricting the size of the permitted private docks. The motion was approved unanimously.

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Ms. Ford presented the Bull Run Hunt easement (#38) of 60 acres in Culpeper County. Ms. Ford indicated that the landowners had a signed timber contract that would be implemented on the property, but would not be subject to the easement. She confirmed that the contract did include the use of Best Management Practices (BMP's) as defined by the VA Dept of Forestry. Dr. Cutler made a motion to accept the easement as presented. Ms. Imhoff abstained from the vote on this proposal citing a former association with the landowners. The motion was approved unanimously.

The Glover easement (#39) was withdrawn.

Ms. Ford presented the Law easement (#40) of 75 acres in Fauquier County. Although, the proposed easement the usual size of a farm winery building permitted in other VOF easements, Ms. Ford recommended acceptance of the easement because of value of the property which is located in a Fauquier County-designated scenic area and in the Goose Creek watershed. The proposal includes buffers to protect perennial streams. Ms. Imhoff made a motion to accept the easement as presented. The motion was approved unanimously.

Ms. Cooper presented the Lennon easement (#41) of 34.64 acres in Rockbridge County. Though the proposal was less than fifty acres, Ms. Cooper recommended acceptance of the easement because the property is contiguous to another larger proposed easement property, contains a stream with protections, and the easement extinguishes an estimated sixteen development rights. Dr. Cutler made a motion to accept the easement as presented. Mr. Ziluca abstained from the vote saying he thought the easement could stand on its own value and did not need to be contingent upon the recordation of the contiguous Wenz/Wicklund (#21) easement. The motion carried with three votes.

Ms. Ford presented the McLeod easement (#42) of 304.509 acres in Fauquier County. Although, the proposed easement exceeded VOF Guidelines regarding permitted secondary dwellings, Ms. Ford recommended acceptance of the easement because of the included riparian buffer protections. Mr. Seilheimer made a motion to accept the easement as presented. The motion was approved unanimously.

Ms. Babylon presented the Miller easement (#43) of 114.64 acres in Giles County. Although, the proposed easement exceeded VOF Guidelines regarding permitted parcels, Ms. Babylon recommended acceptance of the easement because the landowners had agreed to limit one of the parcels to less than 5 acres and added extra language restricting new dwellings within 650 feet of State Route 42, a designated state scenic byway "connector road". Ms. Imhoff made a motion to accept the easement as presented. The motion was approved unanimously.

Ms. Buttrick presented the Sanford easement (#44) of 367 acres in Madison County. Ms. Buttrick indicated that the proposal used non-standard language and included anti-demolition language for the existing historic dwellings. Mr. Seilheimer made a motion to accept the easement with the addition of language protecting the historic Civil War breastworks on the property. The motion was approved unanimously.

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Ms. Grayson presented the Stettinius easement (#45) of 224 acres in Loudoun County. Ms. Grayson indicated that the boundary line adjustment language included an additional provision for a boundary line adjustment with adjacent land owned by a family member. Mr. Seilheimer made a motion to accept the easement as presented. The motion was approved unanimously.

Ms. Grayson presented the Still Waters Farm LLC easements (#'s 46, 47, and 48) of 376, 299, and 63 acres respectively, all in Fauquier County as a group. She indicated that part of the value of the easements was being purchased by USDA and the three easements are to be co-held with the Piedmont Environmental Council (PEC) who is providing additional money required as a match for the grant. Ms. Imhoff made a motion to accept the easements as presented. The motion was approved unanimously.

Ms. Vance presented the Sutphin easement (#49) of 282 acres in Montgomery County. Although, the proposed easement exceeded VOF Guidelines regarding parcelization, Ms. Vance recommended acceptance of the easement because of the landowner was willing to include siting restrictions on new buildings adjacent to the state scenic byway. Dr. Cutler made a motion to accept the easement as presented. Mr. Ziluca opposed the vote because of the design review requirements. The motion carried with three votes.

Ms. Buttrick presented the Taylor easement (#50) of 600 acres in Orange County. Ms. Buttrick indicated that the proposed easement would be co-held with the Virginia Department of Historic Resources (VDHR) and contained unique language. Mr. Seilheimer made a motion to accept the easement as presented. The motion was approved unanimously.

Ms. Buttrick presented the Wall easement (#51) of 70 acres in Prince Edward County. Ms. Buttrick indicated that the proposal contained unique language with regard to forestry and parcelization. Ms. Imhoff made a motion to accept the easement as presented. The motion was approved unanimously.

Ms. Thomas presented the Gayle easements (#'s 53 and 54) of 93 acres in Stafford County. She went on to present the Open Space Lands Preservation Trust grant requests for each proposal, each in the amount of \$4,000. Mr. Seilheimer made a motion to accept the easements as presented and to approve full funding for both as recommended by staff. The motion was approved unanimously.

Easement Reconsideration

Ms. Cooper presented the Greystoke easement (#55) of 302 acres in Clarke County. This easement was already accepted at the September 2003 Trustee meeting, but with VDHR as a co-holder. The current proposal eliminated VDHR as a co-holder. Ms. Imhoff made a motion to accept the easement with the addition of anti-demolition language for the main house, including no exterior changes without VDHR approval. The motion did not pass on a tie vote. Mr. Seilheimer made a motion to accept the easement with only the addition of anti-demolition language for the main house. Ms. Imhoff voted against the motion saying she felt that it did not provide enough protection for the important features of the property. The motion carried with three votes.

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Other Issues:

Ms. Trew presented a request from the National Park Service (NPS) for VOF to release the easement held on a portion of the Richmond National Battlefield Park referred to as Malvern Hill in order for the land to be transferred to the NPS. Ms. Imhoff abstained from the vote due to possible family involvement in the project. Dr. Cutler made a motion to approve the following resolution; “be it resolved that the VOF easement, HRO-VOF-1116, given by the Civil War Preservation Trust dated August 8th, 2001 and recorded in the Henrico County Clerk’s office in Deed Book 3303, page 1552, may be transferred to the United States of America (US). Such transfer will occur in a simultaneous closing with VOF, CWPT and the US so that no gap would occur in protection of the property”. The motion carried with three votes.

County PDR Programs

Ms. Grayson presented a proposed co-holding agreement to be used when co-holding easements with Fauquier County in conjunction with its Purchase of Development Rights (PDR) program. Ms. Imhoff made a motion to accept the agreement as presented. The motion was approved unanimously.

Ms. Grayson presented the proposed policy to coordinate co-holding easements with other organizations. Dr. Cutler made a motion to accept the policy with the deletion of the sentence in paragraph two requiring a written pledge of donations. The motion was approved unanimously.

Policy Discussion- Template Revision

Ms. Buttrick presented the proposed template revisions. Ms. Imhoff made a motion to accept the revisions except for the forestry clauses. The motion was approved unanimously.

Confirm Next Meeting Date, Adjourn

The date of the next Trustee meeting was set for July 20th at the Berkley Room of the Kenwood Library at Monticello in Charlottesville, Virginia.

Mr. Ziluca adjourned the meeting at 5:05 pm.

Respectfully Submitted,

Anna Chisholm