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Minutes  
Virginia Outdoors Foundation  
Meeting of the Board of Trustees  
March 20, 2002  
State Capitol, House Room 2

Trustees present: Chairman Paul Ziluca, Ms. Jill Holtzman, Mr. Frank Kilgore and Dr. Charles Rowley. Trustees absent: Mrs. Margery Pinkerton and Mr. John William Abel-Smith.

VOF staff present: Tamara Vance, Executive Director (arrived 10:30am), Sherry Buttrick, Anna Chisholm (arrived 1:30 pm), Faye Cooper, Kristin Ford, Leslie Grayson, Estie Thomas and Leslie Trew. Also in attendance were Mr. Frederick Fisher, Assistant Attorney General (arrived 2pm), Babbette Thorpe from the Piedmont Environmental Council, Michael Kane from Loudoun County, Rachael Morris from the Virginia Farm Bureau and Carrie Haggen from the James River Association.

Chairman Ziluca convened the meeting at 10:00 a.m. He appointed Ms. Trew as Secretary of the Meeting and she confirmed there was a quorum present.

Dr. Rowley moved to approve the order of business. The motion was approved unanimously.

Chairman Ziluca announced that the Board of Trustees of the Virginia Outdoors Foundation wished to extend condolences to the family of former VOF Trustee Alice Mills and especially to fellow Trustee, Mr. Abel-Smith and his wife Mimi upon the recent death of her mother, Mrs. Mills. Mrs. Mills will be remembered for all of her many good works for land conservation in Virginia.

Chairman Ziluca announced the appointment by Governor Warner of Mr. Joseph Maroon as Director of the Department of Conservation and Recreation and he introduced Mr. Matt Bley, Manager of the Office of Land Conservation in the Department of Conservation and Recreation. In addition, Chairman Ziluca welcomed Trustee Jill Holtzman back to the VOF Board of Trustees.

Dr. Rowley moved to approve the minutes of the December 2001 Trustees meeting. Ms. Ford asked for a correction on page 9, the Clayton easement (#51), on the 6<sup>th</sup> line to change the word "subdivisions" to "parcels", to change "two divisions" to "two parcels" and on the approval for easement (#52) to add, "except that no division is permitted". Ms. Buttrick requested on page 2, easement (#20), to change "added" to "requested" and to strike the rest of the sentence. The motion was approved unanimously with the changes as requested.

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Chairman Ziluca requested that the following easements be removed from the consent agenda: #7, 11, 24 and 5.

Ms. Buttrick presented the Ayres easement (#1) of 27.38 acres in Albemarle County.

Ms. Cooper presented the Baldwin easement (#2) of 225 acres in Warren County.

Ms. Vance presented the Bond easement (#3) of 79 acres in Bedford County. She noted that she would check the Scenic Resource box on the data sheet.

Ms. Buttrick presented the DeSzinay easement (#4) of 105.23 acres in Orange County. She noted that there was no lien holder and that notation would be removed from the easement.

Ms. Vance presented the Furr easement (#6) of 36 acres in Pulaski County. She noted that this would be the first easement in this county. Ms. Vance indicated that she would replace the existing paragraph 4 with our standard no timber clause.

Ms. Cooper presented the Irvin easement (#8) of 58.15 acres in Warren County.

Ms. Grayson presented the Luke easement (#9) of 111.9 acres in Rappahannock County.

Ms. Vance presented the Thomas easement (#10) of 44 acres in Bedford County. She indicated that in paragraph 6, she would insert the word “existing” as it pertains to utilities.

Dr. Rowley made a motion to accept the consent agenda easements with the indicated modifications including #'s 1,2,3,4,6,8,9 and 10. The motion was approved unanimously.

Ms. Buttrick presented the Dodge easement (#5) of 98.23 acres in Albemarle County. She indicated that the following changes would be made; in paragraph 6 (i): remove the plural on pools, tennis courts and offices and add “limited” to recreation facilities, in 6(ii): add “but not limited to” to the secondary dwellings provision. Dr. Rowley made a motion to accept the easement as modified above. The motion was approved unanimously.

Ms. Ford presented the Henchmen’s Lea, L.C. easement (#7) of 339.46 acres in Fauquier County. Mr. Kilgore made a motion to accept the easement as presented. The motion was approved unanimously.

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Ms. Buttrick presented the Wilson easement (#11) of 124 acres in Orange County. Dr. Rowley made a motion to change paragraph 5 to the standard language. The motion failed with no second. Chairman Ziluca moved to accept the easement with the additional requirement of a 200-foot building setback along Rt. 20. There were three yes votes and one no vote. The motion carried.

Ms. Buttrick presented the Craig easement (#24) of 40 acres in Albemarle County. She asked that in paragraph 4, the first line, “including commercial timber harvest”, be stricken. Mr. Kilgore made a motion to accept the easement as modified. The motion was approved unanimously.

Ms. Ford presented a request to the Trustees regarding the Stinson easement, which was first considered at the December 2001 Trustee meeting (#38). The Stinson’s requested that 15 acres be removed from the originally approved easement because those 15 acres are under a life estate. Mr. Kilgore made a motion to accept the request. The motion was approved unanimously.

Ms. Vance presented the Bradley easement (#12) of 65 acres in Scott County. She asked that the Trustees consider accepting this easement permitting one division of this property. The requested division would not comply with VOF’s recommended guidelines, but Ms. Vance pointed out that the property was already divided by a state road and that one of the parcels would contain no building at all. The easement also contains timbering restrictions and the owners have indicated the possibility that the land may be used for public education or recreation in the future. Mr. Kilgore made a motion to accept the easement as presented. The motion was approved unanimously.

Ms. Cooper presented the Callandar Farm Trust easement (#13) of 37 acres in Clarke County. She indicated a change in this proposal of 5,000 to 2,500 square feet in permitted agricultural buildings before grantee approval is required. She also said the owner has approved a 200-foot building setback from the scenic byway which would be added to the easement. Dr. Rowley made a motion to accept the easement as modified. The motion was approved unanimously.

Mr. Matt Bley, Manager of the Office of Land Conservation in the Department of Conservation and Recreation spoke to the Trustees and staff about his new office in DCR and its functions. He indicated that he hoped that there would be a strong cooperative partnership between VOF and DCR.

Dr. Rowley made a motion to convene a closed Executive Session of the Board of Trustee meeting. The motion was approved unanimously.

Mr. Kilgore made a motion to certify the items discussed and to terminate the Executive session. The motion was approved unanimously. The signed certification is attached.

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Chairman Ziluca reconvened the open meeting at 1:30 pm after a short recess and appointed Ms. Vance as Secretary of the Meeting. She confirmed the presence of a quorum.

Ms. Holtzman made a motion to direct Ms. Tamara Vance, Executive Director, to request authority from the Attorney General to enter into a partition suit concerning disputed VOF land holdings in the Bull Run Mountains, subject to a spending limit of \$12,000. The motion was approved unanimously. Chairman Ziluca appointed Mr. Kilgore and Ms. Holtzman as advisors to the Executive Director for this partition suit.

Ms. Cooper presented the Greystoke Holdings, Inc. easement (#14) of 41 acres in Clarke County. Dr. Rowley made a motion to accept the easement as presented. The motion was approved unanimously.

Chairman Ziluca announced a public input session as per the meeting agenda and described this as a permanent feature for all future regularly scheduled Board of Trustee meetings. At this time, no speakers came forward to address the Trustees.

Ms. Thomas presented the Lloyd easement (#15) of 223 acres in Gloucester County. Ms. Holtzman made a motion to accept the easement as presented. The motion was approved unanimously.

Ms. Buttrick presented the McMurrin easement (#16) of 1237.95 acres in Orange County. Mr. Ziluca requested that the data sheet be changed to reflect the scenic resources of the property. Ms. Buttrick pointed out paragraph 6 on page 3 and suggested that the Trustees may prefer to request a combined square footage total of 10,000 as a review threshold for the permitted winery buildings. Ms. Buttrick explained that the current owner of the property was in poor health and requested that authority be granted to the Executive Director to accept this easement from either the owner or her heirs or the designated Executor. Ms. Holtzman made a motion to accept the easement with the suggested square footage language and from any of the above possible grantors. The motion was approved unanimously.

Ms. Buttrick presented the Matthews (Two X Five, LLC) easement (#17) of 1260.71 acres in Albemarle County. Ms. Buttrick clarified that the language for permitted buildings would be tightened to permit a total of one farm store not one per parcel. Mr. Kilgore made a motion to accept the easement with the above modification and the following additional changes: phrase “such approval not to be unreasonably withheld...” to be stricken throughout, language requiring 50% or more of the farm store products to be produced on-site as well as providing grantee site approval for the farm store to be added and #5 under paragraph 5 to be deleted. Dr. Rowley voted against the motion explaining that he felt the document was too incomplete and not ready for presentation to the Trustees. The motion carried with three votes in favor.

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Ms. Grayson presented the Oak Springs Farm, LLC easement (#18) of 432 acres in Fauquier County. Dr. Rowley made a motion against acceptance of the easement; however, there was no second to his motion and it failed. Mr. Ziluca made a motion to accept the easement providing it followed VOF's standard template language in all respects. Dr. Rowley opposed the motion explaining that he was uncomfortable approving the easement given the incomplete nature of the proposal. The motion carried with three votes in favor.

Ms. Cooper presented the Omni, LLC easement (#19) of 10 acres in Frederick County. Ms. Cooper indicated that this property would be sold to Fort Collier, Inc before recordation and that Fort Collier, Inc would in turn donate the easement as part of a National Park Service funding requirement. The document would be changed to reflect that change in grantor. Dr. Rowley made a motion to accept the easement as presented but from Fort Collier, Inc. The motion was approved unanimously.

Ms. Thomas presented the Potomac Supply easement (#20) in Westmoreland County. Ms. Thomas indicated that a survey was being done to determine the exact acres involved in this proposal. Mr. Kilgore made a motion to accept the easement as presented. The motion was approved unanimously.

### Open Space Lands Preservation Trust Fund

Ms. Vance presented the current budget for the fund following which she presented the Bender easement (#21) of 400 acres in Floyd County. Ms. Vance indicated that the local co-holder would be either the local Soil & Water District or a local land trust. She indicated that in paragraph 8, 9<sup>th</sup> line, the word "material" needed to be inserted after "without". Mr. Kilgore made a motion to accept the easement as modified. The motion was approved unanimously. Ms. Vance went on to present the PTF portion of this easement proposal with a funding request for \$14,700. Mr. Kilgore made a motion to approve funding in the amount of \$10,900. The motion was approved unanimously.

Ms. Vance presented the Hutzler easement (#22) of 81 acres in Washington County. Mr. Kilgore made a motion to accept the easement as presented. The motion was approved unanimously. Ms. Vance went on to present the PTF portion of the proposal with a funding request for \$5,200. Mr. Kilgore made a motion to approve funding in the amount of \$4,500. The motion was approved unanimously.

Ms. Cooper presented the Ingram easement (#23) of 136 acres in Craig County. She indicated that there was an existing metal tower on the property and language would be inserted to recognize that fact. Ms. Cooper indicated that the Mountain Soil and Water District would be the co-holder of this easement. Mr. Kilgore made a motion to accept the easement as modified. The motion was approved unanimously. Ms. Cooper went on to present the PTF portion of the proposal with a funding request for \$5,500. Mr. Kilgore

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made a motion to approve funding at the full request of \$5,500. The motion was approved unanimously.

Ms. Thomas presented the Griffith easement (#25) of 624 acres in Westmoreland County. This easement was accepted by the Trustees at the September 2001 meeting but was not approved for any PTF grant money due to budget limitations. Ms. Thomas indicated that the landowner wished to reapply for a grant of \$5,000 from the Fund at this time. Mr. Kilgore made a motion to approve funding at the full request of \$5,000. The motion was approved unanimously.

Ms. Cooper presented the Irvin easements (#26 & #27) in Warren County. These easements were accepted by the Trustees at the September 2001 meeting but were not approved for any PTF grant due to budget limitations. Ms. Cooper indicated that the landowner wished to reapply for a grant of \$6,800 from the Fund at this time. Mr. Kilgore made a motion to approve funding in the amount of \$4,500. The motion was approved unanimously.

Ms. Thomas presented the Murphy easement (#28) in Westmoreland County. This easement was accepted by the Trustees at the September 2001 meeting but was not approved for any PTF grant due to budget limitations. Ms. Thomas indicated that the landowner wished to reapply for a grant of \$4000 from the Fund at this time pending a determination of no conflict of interest in the application. Ms. Thomas explained that recently Governor Warner had appointed the landowner to be the Secretary of Natural Resources for the Commonwealth. Mr. Fred Fisher advised the Trustees to wait for a ruling on the conflict of interest from the State Attorney General's office. The Trustees took no further action on this issue pending a determination by the Attorney General's office.

## Bull Run Mountains Project Update

Ms. Grayson informed the Trustees that the Natural Area Preserve designation for VOF's Bull Run Mountain land holdings was nearing completion after many years of hard work. Ms. Grayson indicated that the designation would be signed and recorded in the very near future.

Mr. Ziluca stepped out of the meeting and broke the quorum but he returned to the meeting during the following discussion. Ms. Vance confirmed the quorum before the next motion and vote took place.

Ms. Grayson went on to describe a proposal from the Piedmont Environmental Council (PEC) wherein PEC would acquire and subsequently donate to VOF two privately owned tracts (the Smith and Whitner tracts) in the Bull Run Mountains. Easements on the two properties would be held by the PEC. Mr. Kilgore made a motion to give the Executive

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Director authorization to accept these two gifts of land on behalf of VOF, subject to the conditions set forth by the owners and PEC as presented by Ms. Grayson. The motion was approved unanimously.

### Co-holding Easements with county PDR Programs

Mr. Ziluca recognized Mr. Mike Kane the manager of the Purchase of Development Rights (PDR) program for Loudoun County.

Ms. Grayson discussed the background and development of the PDR programs beginning statewide. Dr. Rowley asked that the Trustees postpone any vote on the matter until a later date when more time could be devoted to this complicated issue and also due to the absence of Mr. Abel-Smith who was unable to attend the meeting because of a death in the family. At the urging of Mr. Kane, a special meeting of the Trustees was scheduled for May 7 to discuss the issue further. Ms. Grayson led the Trustees in a brief discussion of the latest draft of the template cooperative agreement that would be used in these joint proposals, but no action was taken on the issue.

Ms. Grayson presented a proposed revision to the informed consent form to highlight acknowledgement related to cell tower restrictions in easements. The staff recommended these revisions in response to concerns from the Trustees that the current policy related to cell towers on eased property be clearly disclosed to each landowner. Mr. Kilgore suggested several edits for clarification in paragraph 2, line 3, as follows: change “the” to “this”, delete “at some later time” and add “for yourself, your assigns and successors”. Dr. Rowley made a motion to accept this revision and direct staff to begin using the new form immediately. The motion was approved unanimously.

### Report of the Executive Director

Ms. Vance presented the latest budget status report and discussed recent funding developments in the General Assembly that affected VOF.

Ms. Vance requested that the Trustees permanently grant Ms. Grayson the authority to sign and accept easements on behalf of the Foundation. Ms. Vance reminded the Trustees that Ms. Grayson was granted this authority on a temporary basis at the end of 2001 and described how that saved significant time and money in mailing and travel costs. Mr. Kilgore made a motion to approve the granting of that authority on a permanent basis. The motion was approved unanimously.

Ms. Vance informed the Trustees of an administrative change she had made since the last meeting. A boundary survey recently completed on the Llangollen easement in Loudoun County (LDN-VOF-30 and 103) discovered a boundary problem with an adjacent property. Ms. Vance indicated that she had approved an administrative correction to this

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discrepancy and that her action had resulted in a slight reduction of the acreage of the property.

Ms. Vance presented a request from an easement donor for support to block the expansion of the size of a gas pipeline through his property. Because the proposal is to expand an existing pipeline recognized by the easement and poses no threat to the other terms of the easement, Ms. Vance indicated that normally VOF would find no objection to the pipeline expansion. A discussion of the issue followed but the Trustees took no action on this issue.

Ms. Cooper reviewed a request made by the Trustees at the December 2001 Meeting (Kaylor, #60) to work with Mr. Fisher on the language in the co-hold agreement template pertaining to the succession of co-holders in projects involving federal funds, such as is the case of a number of battlefield easements. Ms. Cooper proposed language to the Trustees worked out on the advice of Mr. Fred Fisher and approved by the National Park Service. Inasmuch as this easement was previously approved contingent upon getting appropriate language in the co-hold agreement, no additional action was taken.

Mr. Ziluca presented to the Trustees the most recent letter received from Mr. Ned Douglas at Mr. Douglas' request. Mr. Douglas' family donated Aldie Mill to VOF in December of 1981. Mr. Kilgore made a motion to approve the response to that letter as drafted by Mr. Ziluca. The motion was approved unanimously.

A date for a special meeting concerning co-holding of easements with local jurisdictions was confirmed for May 7, 2002.

The date of the next Trustee meeting was set for June 26, 2002 (and subsequently changed to June 27).

Mr. Fred Fisher discussed a recent ruling by the Attorney General's office concerning a conflict of interest issue between VOF staff member Sherry Buttrick and the Albemarle County Acquisition of Conservation Easement (ACE) program. Mr. Fisher explained the ruling and its implications for other staff members. Ms. Vance recommended that VOF staff recuse themselves from voting as members of local government committees on issues involving VOF or the OSLPTF. The Trustees took no formal action on the issue.

Chairman Ziluca adjourned the meeting at 5:30 pm.

Respectfully submitted,

Anna Chisholm

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