

Final

Minutes
Virginia Outdoors Foundation
Meeting of the Board of Trustees
March 18-19, 2004
The Greencroft Country Club
Charlottesville, VA

Trustees present: Mr. Frank Kilgore, Chairman, Dr. M. Rupert Cutler, Ms. Katherine Imhoff, Mr. Charles Seilheimer, and Mr. Paul Ziluca (on March 18 only). Trustees absent: Mr. John W. Abel-Smith and Ms. Jill Holtzman.

VOF Staff Present: Tamara Vance, Executive Director, Ruth Babylon, Sherry Buttrick (on March 18 only), Faye Cooper, Kristin Ford, Leslie Grayson, Jeff Matthews, Estie Thomas, Leslie Trew, and Bill Wasserman (on March 19 only). Also in attendance were Mr. Dexter Mead, Mr. Rex Linville and Mr. David Hannah from the Piedmont Environmental Council, Ms. Rachel Morris from the Virginia Farm Bureau, Mr. Colin Allen from the University of Virginia Center for Politics, Ms. Carrie Hagan from the James River Association, Ms. Cassandra Peters from McGuire Woods, and Mr. David Phemister from The Nature Conservancy.

Chairman Kilgore convened the meeting at 10:15 a.m.

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

Aldie Mill – Define Short Term Plan

Ms. Vance reviewed results of a meeting that she conducted with the staff of Aldie Mill and Ms. Grayson. The meeting concerned immediate physical problems at the mill, spring fundraising plans, and other mill programs. Immediate needs at the mill include a leaking roof, damaged dam, and water flow problems at the end of the headrace. Ms. Imhoff asked if consideration had been given to closing the mill. Discussion of various options for the mill followed including the idea of turning the mill over to Loudoun County to operate.

Mr. Ziluca reviewed a letter from Loudoun County staff estimating total expenses for mill repairs (not including costs for the dam) at approximate \$800,000. Some of the expenses identified were not immediately necessary. Mr. Ziluca further noted that involvement from Loudoun County was not likely in the near future due to recent political changes.

Ms. Imhoff commented that Aldie Mill is a distraction to the outstanding easement work which is VOF's main mission.

Mr. Seilheimer suggested that VOF be candid with the local community by conducting a public meeting to discuss a new organizational home for Aldie Mill.

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Ms. Grayson suggested that VOF should emphasize a job well done in restoring the Mill and promote the idea that it is now time to turn the Mill over with pride to a new organization to run the mill and keep it open to the public.

Mr. Kilgore suggested that the Mill project detracts from VOF's statewide land conservation mission and that it is time for the local community to take responsibility. He suggested that a Request for Proposals be prepared and distributed if necessary following a public meeting. Mr. Seilheimer also commented that VOF should advise Loudoun County officials as to this plan as soon as possible as a professional courtesy.

The Trustees asked Ms. Vance to look into estimates for a new roof for the Mill and to get it repaired as a stop-gap measure, it would be advisable to pay for shims in the meantime.

General Assembly Update

Ms. Vance reported that HB549 passed the General Assembly and was awaiting the Governor's signature. She also noted that the Bar Association bill had been withdrawn. The \$10 deed recordation bill could surface again during budget talks, but had been carried over. Rachel Morris from the Virginia Farm Bureau spoke briefly about the new farmland preservation license plate and the Farm Link programs. Ms. Vance also reported that the bill for a proposed cap on land conservation tax credits had been carried over. She reported that either VOF and/or The Nature Conservancy will sponsor meetings with interested parties during the coming year.

Easement Program – Update and Future Direction

Ms. Vance gave a brief overview of VOF's achievements to date and future goals. VOF has preserved historic Civil War battlefields, manages more land in the Commonwealth than any other state agency, and has protected 57,000 acres of land in the Rappahannock River watershed alone. In addition, although VOF recorded 22,000 easement acres in 2003, the Trustees reviewed and approved twice as many acres at 44,000.

Ms. Vance then detailed for the Trustees the process for new easement projects, followed by a brief discussion of the process for consideration of properties under 50 acres. The Trustees agreed that the staff should continue with the current process of staff review with final decision by the Exec. Dir. for under 50 acres. Unless appealed by the landowner, the Board does not need to review projects under 50 acres which the staff doubts will yield a significant public benefit. Ms. Vance then explained to the Trustees ways in which VOF staff were involved with local and regional governments and private organizations.

Ms. Grayson provided an overview of staff recommendations for improving the key functions of the easement program staff, how to handle the end-of-year rush, and VOF's past handling of "targeting" specific properties or areas. Mr. Kilgore indicated that any VOF targeting should take the form of informational letters rather than promotional efforts for landowners who may otherwise not be aware of easements. Ms. Grayson also pointed out that much of the targeting is now undertaken by the private land trusts throughout the state.

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Ms. Grayson presented statistics showing that the frequency of monitoring easements by VOF currently fell below the standard of annual monitoring recommended by the Land Trust Alliance. Ms. Grayson cited lack of staff as a serious issue in this regard. VOF would require three additional fulltime employees in order to monitor all existing easements at the rate of one visit every three years. However, Ms. Grayson noted that VOF might consider the type of monitoring system employed by the Vermont Land Trust (VLT) which is not as comprehensive as the VOF approach.

Ms. Grayson concluded by discussing VOF's liaisons with other organizations and the staff recommendation that VOF emphasize being a leader and educator of other land trusts. She reported a staff recommendation that specific additional staff be dedicated to fundraising efforts.

Mr. Matthews then presented to the Trustees an overview of VOF's requirements in information technology.

Executive Session – Personnel and Real Estate Disposition

At 3:15 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. Ms. Imhoff 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

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. Kilgore recessed the meeting at 4:30 p.m. and announced that the meeting would reconvene at 9:00 a.m. the following day.

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Chairman Kilgore convened the meeting in open session at 9 a.m. He appointed Ms. Vance as Secretary of the meeting and she confirmed that there was a quorum present.

Mr. Seilheimer made a motion to approve the December minutes with the addition of two sentences to be inserted into Paragraph 3 on Page 7. The motion was approved unanimously.

Ms. Imhoff made a motion to accept the consent agenda easements (numbers 1 – 8) as presented. The motion was approved unanimously.

Easement Proposals- Non-Consent

Ms. Ford presented the Aliff easement (#9) of 146 acres in Rappahannock County. Ms. Ford noted that the proposal included a provision to allow clearing of timber in areas up to 20 acres in size below the 900 foot elevation contour. In addition, the property was considered non-consent due to being slightly below the 150-acre minimum parcel size for division into two parcels without size limitations. Mr. Cutler made a motion to accept the easement as presented. The motion was approved unanimously.

Ms. Grayson presented the Clinton easement (#10) of 203 acres in Fauquier County. Ms. Grayson indicated that the proposal restricted the siting of dwellings to below the 780 foot contour not the 740 foot elevation contour as listed in paperwork. Mr. Seilheimer made a motion to accept the easement as presented. The motion was approved unanimously.

Ms. Babylon presented the Dinwiddie easement (#11) of 126 acres in Franklin County. Ms. Babylon indicated that the proposal did not exactly meet the Guidelines due to lack of limitation on the size of the two parcels desired by the owners. She noted that the owners agreed to site all future houses so as to minimize impact from Smith Mountain Lake and from State Route 122. Mr. Seilheimer made a motion to accept the easement as presented. The motion carried with three votes. Ms. Imhoff voted against the motion, stating that the property size and lack of additional development restrictions failed to meet her expectations for permitting two parcels of unrestricted size.

Ms. Vance presented the Lankenau easement (#12) of 78.42 acres in Albemarle County for Ms. Buttrick. Mr. Seilheimer made a motion to accept the easement as presented. The motion was approved unanimously.

Ms. Grayson presented the Luke, Trustee easement (#13) in Rappahannock County. Ms. Grayson pointed out that the forestry clause contains different special language on “sustainable” forestry management. Dr. Cutler indicated support for the language and suggested the staff consider offering this option for other landowners. Ms. Imhoff suggested that the words “in

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writing” be added to qualify the forestry plan and made a motion to accept the easement with that amendment. The motion was approved unanimously.

Ms. Thomas presented The Nature Conservancy easements (#s 14 – 18) with the following acreages all in King and Queen County: 59.85, 212.11, 184.81, 52.47, and 1696.26. Mr. Seilheimer made a motion to accept all five easements as presented. The motion was approved unanimously.

Ms. Grayson presented the Turner easement of 385 acres (#19) in Fauquier County. Ms. Grayson indicated that the proposal was non-consent due to the request for four parcels with the fourth parcel restricted in size to less than ten acres. She indicated staff support for the proposal due to high conservation value and size restriction on the fourth parcel. Dr. Cutler made a motion to accept the easement as presented. The motion was approved unanimously.

Preservation Trust Fund Proposals

Ms. Babylon presented the Collins easement of 89.5 acres in Patrick County. Mr. Seilheimer made a motion to accept the easement as presented. The motion was approved unanimously.

Ms. Grayson presented the Warren easement of 302 acres in Loudoun County. Ms. Grayson noted that language in the enforcement clause (Paragraph #8) allows for payment of landowner’s attorney fees if the landowner prevails in court and also protects landowner if VOF has granted prior written approval for activity. Ms. Imhoff suggested that the enforcement language be revised by Mr. Frederick Fisher, Sr. Assistant Attorney General. Ms Imhoff made a motion to accept the easement subject to modifications by Mr. Fisher. The motion was approved unanimously.

Ms. Babylon presented the Collins PTF grant request in the amount of \$3,250. Ms. Grayson presented the Warren PTF grant request in the amount of \$6,000. After a brief discussion, Ms. Imhoff made a motion to approve the staff recommendations for both awards in the amounts of \$3,250 and \$6,000 respectively. The motion was approved unanimously.

Ms. Trew presented a request by the Association for the Preservation of Virginia Antiquities (APVA) regarding four easements that VOF holds in Hanover County. The President of APVA, Ivor Massey, indicated that these easements that VOF holds were given without the proper legal authority by the Director of the Freeman Branch of APVA. The APVA was therefore preparing a quit claim deed which would release the easements from these 4 properties of 31.42 acres, 13.491 acres, 103.3 acres, and 20.687 acres, totaling 168.907 acres.

Ms. Imhoff made a motion to authorize both Ms. Vance and Ms. Grayson to execute quit claim deeds which would release the four easements. The motion carried with three votes. Mr. Seilheimer abstained citing his position as a Board Member for APVA. Mr. Kilgore noted that representatives from the Mary Moody Northen Foundation had cancelled their morning presentation and invited other guests to address the Trustees. Ms. Vance distributed copies of a

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letter concerning the Mary Moody Northen property written by Ms. Joan Girone, an elected representative of the Chesterfield County Board of Supervisors from 1976 to 1987.

Mr. Dexter Mead from the Piedmont Environmental Council spoke briefly about his group's goals to protect 20,000 acres per year across their nine county area and offered his support in VOF's efforts to acquire and monitor future easements.

Ms. Vance presented information concerning the proposed co-holding agreement with private land trusts. After some discussion, the Trustees requested written comments from Ms. Nikki Rovner of The Nature Conservancy and requested that the co-holding agreement be presented for final Trustee approval at the June Trustee meeting.

Confirm Next Meeting Date, Adjourn

The date of the next Trustee meeting was set for June 16 at the offices of the City of Roanoke. A field trip and dinner will be held on June 15th.

Mr. Kilgore adjourned the meeting at 10:05 am.

Respectfully Submitted,

Ruth Babylon