

MINUTES
VIRGINIA OUTDOORS FOUNDATION
REGULAR MEETING OF THE BOARD OF TRUSTEES
THE JEFFERSON LIBRARY, BERKELEY ROOM
SEPTEMBER 21, 2005 1:00 PM

Trustees present: Chairman, Ms. Kat Imhoff, presiding; Mr. J. William Abel Smith; Mr. Mark S. Allen, Dr. M. Rupert Cutler; Mr. Frank M. Hartz; Mr. Charles H. Seilheimer, Jr.; and Mr. Jeffrey K. Walker. VOF staff attending: G. Robert Lee, Executive Director; Ms. Tamara Vance, Deputy Director; Ms. Leslie Grayson, Deputy Director; Ms. Trisha Cleary, Executive Assistant; Ms. Anna Chisholm, Finance; Ms. Sara Ensley, HR Manager; Ms. Jennifer Perkins, Easement Specialist; Ms. Ruth Babylon, Easement Specialist; Ms. Sherry Buttrick, Easement Specialist; Mr. Bill Wasserman, Easement Specialist; Ms. Leslie Trew, Easement Specialist; Ms. Faye Cooper, Easement Specialist; Ms. Laura Thurman, Easement Specialist; Ms. Estie Thomas, Easement Specialist; Bruce Stewart, Easement Specialist; and Erin Wilson, Intern. Also in attendance were Mr. Frederick S. Fisher, Special Assistant to the Attorney General; Rex Linville, PEC; Brock Hertzberg, Virginia Farm Bureau; Todd Hochrein; Phil Hocker; and Bill Couzens, President of Next Generation Choices Foundation.

Ms. Imhoff convened the meeting at 1:00 p.m. It was agreed that the order of business would be as follows: public comments would be heard first; staff would advise the Board of addenda to easements under consideration; Trustees would pull any consent easements they wanted to question; followed by general policy discussion; the Trustees would then go into closed session to discuss personnel and legal matters as provided for by the Code of Virginia §2.2-3711. After the closed session, the Trustees would consider policy resolutions and the Consent A/B agenda items.

Ms. Imhoff then called for public comments. Mr. Bill Couzens, President of Next Generation Choices Foundation, asked that the Board consider forming a task force to develop information on best management practices for easement landowners, including the use of pesticides, that could then be posted on the Virginia Outdoors Foundation website and put in brochure form to be distributed to easement donors. He also offered his services to help in any way the Board would need.

Next Mr. Phil Hocker addressed the proposed easement Guideline changes. He urged the Board to adopt language that more closely followed the Internal Revenue Service's language in the enforcement and extinguishment clauses.

There were no further public comments.

Ms. Imhoff then called for any changes to the easements under consideration. Ms. Babylon said that for item #13 she had title in hand, for #48 she had new handouts and photographs, #57 should be moved to the "Under 50 Acres" category, on #63's proposal sheet under "Further Discussion" replace the word "extinguishment" with "enforcement", and for items #83 and #84 for Preservation Trust Fund (PTF) consideration - the ranking should be "low" not "medium".

Ms. Thurman advised the Board that for #21 the square footage of the farm building should be 4,500 instead of 10,000 and that #74 does have a mortgage. Ms. Trew said that #74 had revised information and #85 would be requesting cost only from the PTF. Ms. Buttrick said that in item #10 she had noted the garage apartment twice and #50 should now have one division and one secondary dwelling with limits on outside lighting. Mr. Wasserman added that he had an additional map for #41. Ms. Thomas said that #47 had removed one division and one secondary, #73 was still two parcels but with one primary and one secondary on each, #49 should have one primary and one secondary dwelling, and added for reconsideration the Linton property of 6 acres in Westmoreland County. Ms. Grayson reported that the riparian buffer language had been deleted from #11 due to no streams existing on the property and for #25 the set back for buildings was deleted because all allowable buildings exist. Ms. Cooper said that for #8 the attorney added one more secondary and that #27 was being pulled from the agenda. Ms. Vance reviewed changes to #33 – the survey revealed the property to consist on 83 acres (not the previously expected 102), #60 – language added to place dwellings out of the view of the driving public, #71 – landowner decided to keep part of her acreage out of the easement for her children reducing the easement to 407 acres instead of 419 acres, and #82 – revised to include one division.

Ms. Imhoff then asked if the Board members had any changes to the Consent agenda. Mr. Hartz asked that #3 and #16 be moved to Non-consent, Dr. Cutler wanted #4 moved, and Ms. Imhoff moved #13, #20, #21, and #22.

Ms. Imhoff then asked Mr. Lee to present the reaction to the changes to the VOF easement template. Mr. Lee said that he had heard from a number of attorneys that the language requiring prior notification of transfer was not acceptable. They also expressed concerns over the language stating that if the easement was not mentioned the transfer was invalid and a few objected to the language making recovery of reasonable attorney fees mandatory. He said that he had heard from others that the extinguishment and notification clauses were not precisely restating the IRS regulations. After discussion, Ms. Imhoff recapped the following changes to the easement template: change the advance notification language to notification “prior to or at closing”, remove “no deed conveying any interest in the Property shall be effective unless this easement is referenced therein by deed book and page number, or other appropriate reference”, and require only that the easement be referenced in the deed of conveyance, allow a landowner to negotiate to remove the provision regarding VOF recovery of “reasonable attorney’s fees”, and change the sentence in restriction 13 to read, “This easement shall not be construed to permit any use of or action with respect to the Property which is otherwise prohibited by federal, state, or local law.” Mr. Hartz moved to accept the changes, Dr. Cutler seconded and the motion was approved unanimously. Mr. Seilheimer then moved that the Board make these changes available for the easements under consideration on the current agenda. Mr. Walker seconded the motion and it was passed unanimously.

Mr. Seilheimer moved to go into closed session to discuss personnel and legal matters as provided for in the Code of Virginia §2.2-3711 A.1. and 7., Dr. Cutler seconded, and the motion was passed unanimously. At the end of the closed session, Ms. Imhoff reconvened the meeting and called for a roll call vote certifying that only exempted business was conducted during the

closed session. Mr. Abel Smith voted yes, Dr. Cutler voted yes, Mr. Hartz voted yes, Ms. Imhoff voted yes, Mr. Seilheimer voted yes, Mr. Walker voted yes, Mr. Allen voted yes.

Ms. Imhoff then moved to the consideration of policy resolutions. First to be considered was the Training/Certification Policy. Mr. Fisher advised that we should consider taking out “participant’s age, race, and gender” from inclusion in training records. Mr. Walker moved acceptance of the Training/Certification Policy as amended, Mr. Seilheimer seconded, and the motion passed unanimously (see page 17). The Scheduled Hours/Overtime Policy was considered next. The Board was told that under the Guidelines section of the policy the word “not” should be inserted after “does” to read, “Again, VOF does *not* grant overtime pay to exempt staff . . .” Mr. Seilheimer moved that the policy be accepted as amended, Mr. Walker seconded, and the motion passed unanimously (see page 20). Mr. Hartz moved to accept the Market Adjustments Resolution, Dr. Cutler seconded, and the motion passed unanimously (see page 23). Mr. Seilheimer moved to accept the Executive Director Classification Resolution, Mr. Hartz seconded, and the motion passed unanimously (see page 25).

Ms. Imhoff called for a 15 minute recess and reconvened the meeting at 3:20 p.m. Mr. Walker moved to approve the minutes of the last Board meeting as presented, Mr. Hartz seconded, and the minutes were approved unanimously with Mr. Allen abstaining.

Mr. Seilheimer then moved that the Consent A Agenda be passed excluding numbers 3, 4, 13, 16, 20, 21, and 22. Mr. Walker seconded the motion and the block of easements was accepted as follows:

| Item # | Donor’s Name | Acres | County | Staff |
|--------|------------------------------------|--------|--------------|--------------|
| 1. | Briars | 234.84 | Orange | S. Buttrick |
| 2. | Byerly | 124.57 | Highland | F. Cooper |
| 5. | Egger | 70.27 | Rappahannock | L. Grayson |
| 6. | Froman Land Co., LLC | 117.40 | Dinwiddie | L. Trew |
| 7. | Gibson | 64.10 | Montgomery | R. Babylon |
| 8. | Grove | 161.62 | Augusta | F. Cooper |
| 9. | Hill Revocable Trust | 300.00 | Lee | B. Wasserman |
| 10. | Horseshoe Farm, Inc. | 206.35 | Albemarle | S. Buttrick |
| 11. | Kerchner | 73.49 | Rappahannock | L. Grayson |
| 12. | King | 219.09 | Page | F. Cooper |
| 14. | Miller | 106.02 | Rappahannock | L. Grayson |
| 15. | Ragland Limited, LLC | 314.89 | Rappahannock | L. Grayson |
| 17. | River Ridge Land & Cattle Co., LLC | 86.00 | Grayson | T. Vance |
| 18. | Rowe | 172.91 | Montgomery | R. Babylon |
| 19. | Ruddiman | 68.50 | Rockbridge | F. Cooper |
| 23. | Wachtmeister – Whitehall Farm | 513.58 | Rappahannock | L. Grayson |
| 24. | Wilson | 188.00 | Culpeper | L. Grayson |
| 25. | Woodward | 100.02 | Rappahannock | L. Grayson |

Ms. Imhoff then moved to the Non-consent portion of the agenda. The Board first considered the easements moved from Consent to Non-consent.

Sherry Buttrick presented the Crump property (#3) of 103.2 acres in Amherst County and recommended approval as presented. Mr. Hartz had a questioned the cell tower provision box checked on the Easement Proposal Sheet but not finding any cell tower language in the easement. Ms. Buttrick explained that the box had been checked in error. Mr. Seilheimer moved to approve, Mr. Abel Smith seconded, and the motion passed unanimously.

Faye Cooper then presented the Donald W. Firebaugh Living Trust property (#4) of 63.5 acres in Rockbridge County and recommended approval as presented. Dr. Cutler questioned the presence of a "Christmas Tree Farm". Ms. Cooper explained that only 15 to 20 acres were involved with the Christmas Trees and that the owner had included extensive riparian buffers in the easement. After a brief discussion Dr. Cutler moved to approve the easement as presented, Mr. Walker seconded, and the motion passed unanimously.

Ruth Babylon presented the Layman property (#13) of 440 +/- acres in Bedford County and recommended approval as presented. Mr. Hartz moved approval, Mr. Seilheimer seconded, and the motion passed unanimously.

Tamara Vance then presented the Rasnake property (#16) of 98 acres in Montgomery County and recommended approval as presented. There was a question of why no riparian buffers were included in the easement and Ms. Vance responded that the streams were intermittent, not perennial, and no buffers were required. Dr. Cutler commented on the owner's willingness to prevent clear cutting in the Management of Forest section of the easement and added that he would like to see that included. Mr. Seilheimer moved that the easement be approved with the inclusion of the clear cutting language, Mr. Abel Smith seconded, and the motion passed unanimously.

Sherry Buttrick then presented the Shobe property (#20) of 150.06 acres in Albemarle County explaining that she now had the title work in hand and recommended approval as presented. Mr. Seilheimer moved to approve as presented, Mr. Abel Smith seconded, and the motion passed unanimously.

Laura Thurman presented the Taylor property (#21) of 110.57 acres in Rockbridge County. Ms. Imhoff questioned the garage/workshop notation. Ms. Thurman explained that the structure was incidental to the primary dwelling and would be documented in the Baseline Documentation Report (BDR). She also noted that the size of the permitted farm building had been reduced from 10,000 square feet to 4,500 square feet. Mr. Walker moved to approve the easement as amended, Dr. Cutler seconded, and the motion was passed unanimously.

Jennifer Perkins presented the Trope property (#22) of 70 acres in Rappahannock County. She explained that the outbuildings consisted of a small shed and an old barn and no riparian buffers due to the lack of perennial streams. Mr. Seilheimer moved to approve the easement as presented, Mr. Walker seconded, and the motion passed unanimously.

Leslie Grayson presented the Albemarle, LLC/Hartz Mill, LLC property (#26) of 101.65 acres in Fauquier County and recommended approval. Mr. Seilheimer moved to approve the easement as

presented, Mr. Hartz seconded, and the motion passed with six votes in favor and Mr. Walker voting against expressing concern over the number of buildings allowed by the easement.

Ms. Grayson then presented the Breeden property (#28) of 55 acres in Fauquier and Prince William counties and recommended approval. Mr. Seilheimer moved to approve the easement as presented, Mr. Abel Smith seconded, and the motion passed unanimously.

Laura Thurman presented the Bunton property (#29) of 101.77 acres in Rockbridge County and recommended approval. Mr. Abel Smith moved that the easement be approved as presented, Mr. Walker seconded, and the motion passed unanimously.

Ms. Thurman then presented the Clayton property (#30) of 147 +/- acres in Rockbridge County and recommended approval as presented. The Board had concerns over the provision to allow windmills for personal use. Ms. Thurman explained the VOF would have site and design approval of any windmills constructed. Mr. Hartz moved the easement be approved as presented, Mr. Seilheimer seconded, and the motion passed unanimously.

The Board asked staff to research windmills and make recommendations on acceptable criteria regarding size, noise, siting, materials, etc.

Leslie Grayson presented the Cloverwood, LLC property (#31) of 78.26 acres in Fauquier County recommending approval. Mr. Abel Smith moved approval as presented, Mr. Seilheimer seconded, and the motion passed unanimously.

Faye Cooper presented the Haddix property (#32) of 127.57 acres in Bath County. As noted in the Board packet draft, Mr. Haddix had originally requested that a significant portion of the extinguishment term be deleted. However, after conferring with his attorney and Ms. Cooper he agreed to include the standard language. Dr. Cutler moved that the easement be approved as amended, Mr. Allen seconded the motion, and the motion passed unanimously.

Tamara Vance presented the Halsey property (#33) of 83 acres in Grayson County with revisions reducing the number of secondary dwellings to one with siting of dwellings not visible from the New River or U.S. Highway 58 and recommended approval with these improvements to the easement. Mr. Abel Smith moved for approval of the easement as amended, Dr. Cutler seconded, and the motion passed with Ms. Imhoff voting against expressing concern over the number of secondary structures allowed.

Faye Cooper presented the Kranich property (#34) of 67.97 acres in Shenandoah County and recommended approval as presented. Mr. Seilheimer moved to approve the easement as presented, Mr. Abel Smith seconded, and the motion passed unanimously.

Ms. Cooper then presented the Laval, LLC property (#35) of 59.90 acres in Clarke County and recommended approval. Mr. Seilheimer moved the easement be accepted as presented, Dr. Cutler seconded, and the motion passed unanimously.

Ms. Cooper presented the Lenderking/Talbott property (#36) of 82.25 acres in Warren County and recommended approval. Mr. Walker moved to approve the easement as presented, Mr. Allen seconded, and the motion passed unanimously.

Sherry Buttrick presented the Moody property (#37) of 205.99 acres in Orange County and recommended approval contingent on accommodating the possible conflict with future VDOT plans for U.S. Route 522 if necessary. Mr. Seilheimer moved to approve the easement as presented, Mr. Abel Smith seconded, and the motion passed unanimously.

Leslie Grayson presented the Rietz/Landsrath property (#38) of 155.79 acres in Fauquier County recommending approval. Mr. Seilheimer moved to approve the easement as presented, Dr. Cutler seconded, and the motion passed unanimously.

Mr. Seilheimer then recused himself and left the room due to his easement being considered next. Sherry Buttrick presented the Seilheimer property (#39) of 219 acres in Orange County recommending approval. Dr. Cutler moved to approve the easement as presented, Mr. Abel Smith seconded, and the motion passed unanimously.

Ms. Imhoff recessed for five minutes and reconvened at 4:35 p.m. for a presentation by staff on VOF Guidelines. Leslie Grayson gave a brief PowerPoint presentation on Easement Guidelines at work in the real world focusing on size and siting of residences.

Ms. Imhoff adjourned the meeting at 5:00 p.m.

VIRGINIA OUTDOORS FOUNDATION
REGULAR MEETING OF THE BOARD OF TRUSTEES
THE JEFFERSON LIBRARY, BERKELEY ROOM
SEPTEMBER 22, 2005 9:00 AM

Trustees present: Chairman, Ms. Kat Imhoff, presiding; Mr. J. William Abel Smith; Mr. Mark S. Allen, Dr. M. Rupert Cutler; Mr. Frank M. Hartz; Mr. Charles H. Seilheimer, Jr.; and Mr. Jeffrey K. Walker. VOF staff attending: G. Robert Lee, Executive Director; Ms. Tamara Vance, Deputy Director; Ms. Leslie Grayson, Deputy Director; Ms. Trisha Cleary, Executive Assistant; Ms. Anna Chisholm, Finance; Ms. Jennifer Perkins, Easement Specialist; Ms. Ruth Babylon, Easement Specialist; Ms. Sherry Buttrick, Easement Specialist; Mr. Bill Wasserman, Easement Specialist; Ms. Leslie Trew, Easement Specialist; Ms. Faye Cooper, Easement Specialist; Ms. Laura Thurman, Easement Specialist; Ms. Estie Thomas, Easement Specialist; Bruce Stewart, Easement Specialist; Anna Clayton Logan; Easement Administration; and Erin Wilson, Intern. Also in attendance were Mr. Frederick S. Fisher, Special Assistant to the Attorney General; Tom Smith, Director of Natural Heritage, DCR; Sarah Richardson, Land Conservation Officer, DCR; Rex Linville, PEC; Catherine Scott, PEC; Brock Hertzberg, Virginia Farm Bureau; Nikki Rovner, The Nature Conservancy; Mike Strugar; Todd Hochrein; Charlie Westbrook; Steve Lemmon; Steve Clayton; Anthony F. Troy, Troutman Sanders, LLP; Robert S. Ashton, President and CEO of Wintergreen Resort; C. Brent Douglass, Director of Development for Wintergreen

Resort; Doug Coleman, Biologist/Executive Director of The Wintergreen Nature Foundation; and Steven W. Blaine, LeClair Ryan.

Ms. Imhoff called the meeting to order at 9:00 a.m. followed by introductions and public comments. Catherine Scott of the Piedmont Environmental Council reported that PEC's Board was, overall, very supportive of the proposed changes to the Easement Guidelines. She further reported that they would support continued work to more closely match the IRS regulations.

There being no further public comment, Ms. Imhoff turned the meeting over to Leslie Grayson for a recap of the proposed changes to the Easement Guidelines. She reported the following proposed changes:

- Large properties over 500 acres – institute a sliding scale for subdivisions,
- Along with review of the size of farm buildings, review houses, too. (4,500 square feet as starting point)
- Move from one secondary per 50 acres to one secondary per 100 acres.
- Institute a reduction in the size of secondary dwellings to 2,000 square feet.

The Board then discussed the current proposal and added additional items they would like to see added to the Guidelines. At the end of the discussion, Ms. Imhoff recapped the Board's wishes.

- Add "protection of public water supplies".
- For properties under 50 acres add "rural historic district", "in-fill", and "waterfront properties" as considerations for review.
- Review threshold for primary dwelling size of 4,500 square feet.
- Clarifying additional secondary dwellings linked to farm operation (may be more flexible).
- Add state policies to the current local government.
- Develop list of definitions.
- Incremental increases for divisions over 100 acres.

Ms. Imhoff asked staff to incorporate these changes and submit to the Board for further consideration. Mr. Walker moved that decision on the revised Easement Guidelines be deferred until January 2006 as Mr. Abel Smith would not be able to attend the November Board meeting, Mr. Hartz seconded, and the motion passed unanimously.

Ms. Imhoff recessed for a 10 minute break and reconvened the meeting at 10:15 a.m. and announced that easements numbered 48, 51, and 62 be considered next in deference to the donors who were present.

Ruth Babylon introduced Steve Clayton of Fralin and Waldron, Inc. and Steve Lemon, attorney representing Fralin and Waldron, Inc. She then presented the Fralin and Waldron, Inc. proposal (#48) of 153.27 acres in Roanoke County. Ms. Babylon recommended approval with replacement language in the Buildings and Structures paragraph ii. concerning a water tank and additional language in the Uses of the Property paragraph, “(in the event that recreational use of the Property is opened to public use by Grantor or any subsequent owner of the Property)”. After discussion, Dr. Cutler moved that the easement be approved with the amended language, Mr. Walker seconded. Mr. Hartz expressed concern over the total square footage for recreational buildings and structures. M. Imhoff indicated that, in her judgment, the county may be the best holder of the easement. Ms. Imhoff then called for a vote on the motion. The motion failed to pass with only Dr. Cutler voting in favor. Mr. Hartz then moved to deny the easement, Mr. Abel Smith seconded, and the motion passed with Dr. Cutler voting against the motion to deny.

Sherry Buttrick presented the Kluge Estate Winery and Vineyard, LLC (#51) of 649.81 acres in Albemarle County and recommended approval as presented. Mr. Abel Smith moved to approve the easement as presented, Mr. Seilheimer seconded, and the motion passed unanimously.

Ms. Imhoff then called for the presentation of the Wintergreen Hospitality Partners, LLC – Crawford’s Knob property (#62) of 1,422.88 acres in Nelson County. Brent Douglas, Director of Development for Wintergreen Partners, Inc., presented a PowerPoint presentation on the proposed Crawford’s Knob conservation Easement. After considerable discussion on the ratio of open space to developed land, number of lots involved, tax credit issues, conservation value, and other possible easement holders, Mr. Seilheimer moved to deny the proposed easement, Mr. Walker seconded, and the motion passed with Dr. Cutler voting against.

Tamara Vance presented the Braun property (#40) of 98 acres in Bedford County recommending approval. Mr. Seilheimer moved to approve as presented, Mr. Walker seconded, and the motion passed unanimously.

Sherry Buttrick presented the Caplin property (#41) of 471.78 acres in Albemarle County and recommended approval with the addition of language regarding restriction on building in the mountain overlay area and notice at closing. The donor has agreed to the addition of that language regarding the mountain overlay area and Ms. Buttrick will advise the lawyer of the notice at closing language. Mr. Seilheimer moved to approve the easement with the additional language, Dr. Cutler seconded, and the motion passed unanimously.

Ms. Buttrick then presented the Chandler property (#42) of 172.16 acres in Albemarle County and recommended approval if the 60 day notice language could be used. Mr. Seilheimer moved for approval if the lawyer will add the notice at closing language, Mr. Abel Smith seconded, and the motion passed unanimously.

Sherry Buttrick presented the Chapel Spring Family LLC (#43) of 1,478.74 acres in Albemarle County. Mr. Seilheimer moved to approve with the deletion of attorney's fees language, Mr. Allen seconded, and the motion passed unanimously.

Ms. Buttrick then presented the Clark property (#44) of 99.98 acres in Orange County and recommended approval. Mr. Seilheimer moved for approval, Mr. Abel Smith seconded, and the motion passed unanimously.

Estie Thomas presented the Coggin properties (#45) of 8.9 acres and (#46) of 1,666 acres in Westmoreland County. (Mr. Seilheimer suggested that the board hear and consider these properties together.) She explained that there are bald eagle nests on the property and is working to identify exact locations and that information will be added to the easement. She also added that shoreline stabilization structures language will be added to the easement along with language to replace the existing dwelling on the smaller parcel if destroyed. Mr. Seilheimer moved that both easements be approved with the additional language and the 8.9 acre parcel contingent on the recordation of the 1,661 acre easement, Dr. Cutler seconded, and the motion passed unanimously.

Ms. Thomas then presented the Copeland property (#47) of 89 acres in Essex County. She said that she just heard from Natural Heritage that the property is home to the endangered sensitive joint vetch and that will be cited in the final draft of the easement. She also said that there is no division in the easement and recommended approval as presented. Dr. Cutler moved that the easement be approved as amended, Mr. Walker seconded, and the motion passed unanimously.

Estie Thomas presented Grigsby property (#49) of 1.148 acres in Lancaster County and recommended approval with no secondary dwelling and a 1,500 square foot agricultural building. Mr. Hartz suggested that the Board defer voting on this property until its companion property was considered in the PTF portion of the agenda.

Sherry Buttrick presented the Ingleside Farm LLC property (#50) of 1,087 acres in Albemarle County explaining that the owners had added one division right making 5 parcels, 4 of which shall be no larger than 5 acres. The new dwellings provision changes to 5 primary dwellings (one exists) and 6 secondary dwellings (two exist). There will also be language to shield any new exterior lights as to not interfere with the Fan Mountain Observatory. Ms. Buttrick recommended approval with the aforementioned changes and using the updated VOF template. Mr. Seilheimer moved to approve the easement as amended, Mr. Walker seconded, and the motion passed unanimously.

Ms. Imhoff suggested that the Board consider agenda items #52 and #53 together. Leslie Grayson presented the Learning Tree Farms, LLC properties (#52) of 1,010.33 acres and (#53) of 88.20 acres in Fauquier County and recommended approval as presented. Mr. Seilheimer moved for approval, Mr. Abel Smith seconded, and the motion passed unanimously.

Faye Cooper presented the Lightsey property (#54) of 68 acres in Augusta County and recommended approval with the notice at closing language added. Mr. Seilheimer moved to approve the easement as amended, Mr. Hartz seconded, and the motion passed unanimously.

Leslie Grayson presented the North Wales, LLC property (#55) of 273.32 acres in Fauquier County and recommended approval with the attorney fees and notice at closing language added. Mr. Seilheimer moved to approve with the additional language, Mr. Abel Smith seconded. Dr. Cutler added that the language on forest management language should serve as a model for all easements. The motion passed unanimously.

Dr. Cutler moved that the Board authorize staff to distribute VOF signage recognizing the property as being protected by a conservation easement for all easements, Mr. Walker seconded, and the motion passed unanimously.

Leslie Grayson presented the Northern Virginia Conservation Trust, Beechwood Circle property (#56) of .64 acre in Arlington County explaining that Beechwood Circle is a property being purchased by the Northern Virginia Conservation Trust in order to protect it. Although the proposed easement is unusually small in acreage, it is located adjacent to other parkland and adds to an existing network of protected open space in an urban area. Mr. Seilheimer moved to approve, Mr. Walker seconded, and the motion passed with Mr. Allen voting against.

Ms. Imhoff adjourned for lunch and reconvened the meeting at 12:50 p.m. to consider the Preservation Trust Fund requests. Mr. Seilheimer reported that the PTF Committee recommended approval of all reimbursement for cost requests. The Board then considered the resolution to change the Preservation Trust Fund policy regarding cost only projects, Mr. Hartz moved to approve the resolution, Mr. Walker seconded, and the motion passed unanimously (see page 27). Tamara Vance distributed the PTF Budget. Ms. Imhoff asked that the PTF Budget be included in the Board packet in the future with a recap sheet of all PTF proposals and dollar amounts requested.

Mr. Seilheimer then moved to approve the cost-only PTF requests as a block [excluding purchase projects #74 (Guy) and #86 (Young)] providing the easements were accepted, Dr. Cutler seconded, and the motion passed unanimously. (See page 12.)

The Board then considered the easements associated with the PTF proposals.

Estie Thomas presented the Acree Estate property (#70) of 92 acres in Northumberland County and recommended approval. Mr. Seilheimer moved to approve the easement as presented, Mr. Walker seconded, and the motion passed unanimously.

Tamara Vance presented the Bender property (#71) of 407 acres in Floyd County saying that Mrs. Bender had decided to remove 12 acres from her easement proposal after consultation with her children and recommended approval of the amended easement. Dr. Cutler moved that the easement be approved as amended, Mr. Hartz seconded, and the motion passed unanimously.

Sherry Buttrick presented the Boston property (#72) of 203.86 acres in Orange County and recommended approval. Mr. Seilheimer moved to approve the easement as presented, Mr. Walker seconded, and the motion passed unanimously.

Estie Thomas presented the Carter property (#73) of 137 acres in Lancaster County outlining the following changes: one primary single family dwelling (instead of the original 3), two secondary dwellings (instead of 6), and the addition of an agricultural buildings not to exceed 4,500 square feet. Mr. Seilheimer moved to approve the easement along with the Grigsby property (#49) with the condition that they be recorded at the same time, Mr. Walker seconded, and the motion passed unanimously.

Following the recommendation of the PTF Committee, the Board the considered the easement and the PTF request of the Guy proposal (#74). Leslie Trew presented the easement and recommended approval as presented. Mr. Hartz moved to defer consideration of this easement until the November 2005 Board meeting to allow staff to cure defects. The Board expressed concerns over whether or not the property could be conveyed with good title. Mr. Abel Smith seconded the motion to defer, and the motion passed unanimously.

Estie Thomas presented the Hall property (#75) of 71.6 acres in Northumberland County and recommended approval. Mr. Walker moved to approve the easement as presented, Mr. Hartz seconded, and the motion passed unanimously.

Laura Thurman presented the Hepner properties of 43 +/- acres (#76) and 130 +/- acres (#77) in Shenandoah County and recommended approval with a reduction in the allowable size of the farm building in #77 from 10,000 to 4,500 square feet. Mr. Walker moved to approve the easements as amended, Mr. Seilheimer seconded, and the motion passed unanimously.

Ruth Babylon presented the Manuel property (#78) of 193.63 acres in Wythe County and recommended approval as presented. Dr. Cutler moved that the easement be approved contingent on subordination of other's interest in the property to VOF, Mr. Walker seconded, and the motion passed unanimously.

Tamara Vance presented the Marshall properties of 33 acres (#79) and 153 acres (#80) in Floyd County and recommended approval. Mr. Seilheimer moved that the easements be approved as presented, Mr. Abel Smith seconded, and the motion passed unanimously.

Estie Thomas presented the Payne property (#81) of 135.7 acres in Richmond County and recommended approval with additional language requiring notification prior to cutting the existing pine plantation. Mr. Seilheimer moved approval with the additional language, Mr. Hartz seconded, and the motion passed unanimously.

Tamara Vance presented the Poole property (#82) of 121 acres in Grayson County and recommended approval with the following changes requested by the owner: one subdivision allowing two parcels, one of approximately 15 acres and the remainder in a larger parcel (approximately 106 acres): one primary dwelling on the 15 acre parcel (existing farmhouse or its replacement): one primary dwelling and one secondary (not larger than 1,500 sq. ft.) on the large parcel with VOF site approval if within the view of the driving public. Mr. Seilheimer moved to approve the easement as amended, Dr. Cutler seconded, and the motion passed unanimously.

Ruth Babylon presented the Scott properties of 45 acres (#83) and 60 acres (#84) in Grayson County and recommended approval as presented. Mr. Seilheimer moved for approval, Dr. Cutler seconded and the motion passed unanimously.

Leslie Trew presented the Sisters of the Blessed Sacrament property (#85) of 1,000 acres in Powhatan County and recommended approval of the easement and cost only reimbursement from PTF funds. Mr. Seilheimer moved to approve as amended, Mr. Walker seconded, and the motion passed unanimously.

Faye Cooper presented the Young property (#86) of 874.82 acres in Rockbridge County and recommended approval as presented. The PTF Committee recommended full funding as requested. Mr. Abel Smith moved for approval of the easement with wider forest buffers along the Calfpasture River and full funding as requested, Mr. Seilheimer seconded, and the motion passed unanimously.

Recap of Preservation Trust Funds to be awarded.

| Item # | Owner | Requested Expense | Easement Reimbursement | Total |
|---------|----------------------------------|-------------------|------------------------|-----------|
| 70 | Acree Estate | \$10,500 | | \$10,500 |
| 71 | Bender | \$6,250 | | \$6,250 |
| 72 | Boston | \$7,000 | | \$7,000 |
| 73 | Carter | \$7,500 | | \$7,500 |
| 74 | Guy | | | Deferred |
| 75 | Hall | \$9,600 | | \$9,600 |
| 76 & 77 | Hepner | \$3,250 each | | \$6,500 |
| 78 | Manuel | \$2,650 | | \$2,650 |
| 79 & 80 | Marshall | \$6,400 | | \$6,400 |
| 81 | Payne | \$5,000 | | \$5,000 |
| 82 | Poole | \$2,750 | | \$2,750 |
| 83 | Scott (Miles) | \$3,300 | | \$3,300 |
| 84 | Scott, Jack | \$3,800 | | \$3,800 |
| 85 | Sisters of the Blessed Sacrament | \$5,000 | | \$5,000 |
| 86 | Young | \$1,400 | \$153,000 | \$154,400 |

Ms. Imhoff asked staff to develop a PTF philosophy with a state-wide focus.

Ms. Imhoff then resumed the agenda at item #58 – the Simpson/Kicq property. Sherry Buttrick presented the property recommending approval with notice at closing language. Mr. Seilheimer moved for approval as amended, Mr. Walker seconded, and the motion passed unanimously.

Leslie Grayson presented the Steele property (#59) of 518.73 acres in Fauquier County and recommended approval as presented. Dr. Cutler moved for approval, Mr. Seilheimer seconded, and the motion passed unanimously.

Tamara Vance presented the Weaver property (#60) of 93 acres in Patrick County and recommended approval with additional language requiring all dwellings to be out of the sight of the driving public or have prior VOF site approval and also including forestry language. Mr. Walker moved for approval as amended, Mr. Seilheimer seconded, and the motion passed unanimously.

Leslie Grayson presented the Westmoreland Davis Memorial Foundation, Inc. property of Morven Park (#61) of 700+ acres in Loudoun County and recommended approval as presented. Mr. Seilheimer moved for approval, Mr. Abel Smith seconded, and the motion passed unanimously.

Ruth Babylon presented the Wood/Osteen property (#63) of 100 acres in Giles County and recommended approval without the lined-out language on page 766 in the Enforcement Restriction. Mr. Fisher advised that it would be appropriate to remove that language. Dr. Cutler moved for the approval of the easement as amended, Mr. Seilheimer seconded, and the motion passed unanimously.

The Under 50 Acre portion of the agenda was considered next. Ruth Babylon presented the Roberts property (#57) of 24 acres in Grayson County and recommended approval as presented because of its significant public benefit protecting the New River. Mr. Hartz moved for approval, Mr. Abel Smith seconded, and the motion passed unanimously.

Laura Thurman presented the Cabe/Beavers property (#64) of 8.8 acres in Rockbridge County and recommended its approval contingent on the Taylor (#21) and Bunton (#29) being approved and recorded. The Taylor and Bunton easements were approved by the Board on September 21, 2005. The Cabe/Beavers property contains spring/seep habitat areas for salamanders and is located in the watershed for Lexington's drinking waters. Dr. Cutler moved for approval of the easement contingent upon the recording of the Taylor and Bunton easements, Mr. Walker seconded, and the motion passed unanimously.

Faye Cooper presented the Grau property (#65) of 7.872 acres in Bath County and recommended approval as presented contingent upon the Haddix (#32) being approved and recorded. The Haddix easement was approved by the Board on September 21, 2005. The Grau property is adjacent to the National Forest and has very restrictive provisions. Mr. Walker moved for approval contingent upon the Haddix easement being recorded, Dr. Cutler seconded, and the motion passed unanimously.

Faye Cooper presented the Hinkins property (#66) of 23.09 acres in Shenandoah County and recommended approval as presented. This property fronts on the North Fork of the Shenandoah River which has been named in the Virginia Outdoors Plan as eligible for scenic status. Mr. Seilheimer moved that the easement be approved, Dr. Cutler seconded, and the motion passed with Ms. Imhoff voting against expressing concerns regarding the number of buildings on such a small parcel.

Leslie Grayson presented the Mitchell property (#67) of 34.13 acres in Fauquier County and recommended approval as presented. This property is surrounded by historic properties under

VOF easements and has extensive frontage on a scenic byway. Mr. Seilheimer moved for approval, Mr. Abel Smith seconded, and the motion passed unanimously.

Sherry Buttrick presented the Shobe property (#68) of 37.47 acres in Albemarle County and recommended approval stating that she now had the title work in hand. This property is adjacent to a state scenic byway. Mr. Seilheimer moved for approval, Dr. Cutler seconded, and the motion passed unanimously.

Bill Wasserman presented the Troyen property (#69) of 42 acres in Washington County recommending approval as presented. This property is adjacent to a Transamerica Bikeway and is located within the watershed for two important caves owned by the Cave Conservancy. Dr. Cutler moved for approval, Mr. Hartz seconded, and the motion passed unanimously.

For reconsideration, Faye Cooper presented the Knipland LLC property(#87) of 154.84 acres in Shenandoah County saying that this easement was approved two years ago and due to achieving consensus in an 18 member family it had been delayed. The current easement has added stream buffers and may drop one or both of the secondary dwellings pending a family vote on September 25, 2005. She recommended approval as presented. Dr. Cutler pointed out that the 2,100 contour no build zone did not protect a significant portion of the high elevation area of the property. Ms. Cooper agreed to encourage the donors to enlarge the steep slope no build area substantially to protect the high elevation viewshed. Dr. Cutler recommended approval, Mr. Allen seconded, and the motion passed unanimously.

Tamara Vance presented the McWane property (#88) of 216 acres in Bedford County and the city of Lynchburg for reconsideration and recommended approval. Mr. Walker moved for approval with VOF site approval for new dwellings, Mr. Hartz seconded, and the motion passed unanimously.

Leslie Grayson presented the Nicholson property (#89) of 82.21 acres in Fauquier County for reconsideration. She recommended approval with the additional language that the existing “pool house” could be replaced if destroyed. The easement had been approved by the Board in June 2005 contingent upon the removal of the cell tower provision. The cell tower provision has been removed from the easement however, in completing the baseline documentation it became apparent that the pool house was in fact residential in nature. Mr. Seilheimer moved for approval as amended, Mr. Abel Smith seconded, and the motion passed unanimously.

Faye Cooper presented the Wright property (#90) of 107 acres in Augusta County for reconsideration with the owner reserving subsurface mining rights and retaining the right to build an indoor riding ring in exchange for the additional single family dwelling. She recommended approval as currently presented. Dr. Cutler moved for approval without the subsurface mining rights provision, Mr. Walker seconded, and the motion passed unanimously.

Estie Thomas presented the Linton property of 6 acres in Westmoreland County for reconsideration explaining that this easement will protect frontage on Weatherall Creek and Glebe Creek and extinguish ten development lots. She recommended approval as presented. Mr. Seilheimer moved for approval, Mr. Walker seconded, and the motion passed unanimously.

Co-hold proposals were considered next with Leslie Grayson presenting the Bull Run Mountain Limited Partnership's Payne property (#91) of 488.4 acres in Fauquier County to be co-held with the Piedmont Environmental Council or held by VOF alone. She recommended approval with the addition of the attorney fees and notification at closing language included. Mr. Seilheimer moved for approval as amended, Mr. Walker seconded, and the motion passed unanimously.

Faye Cooper presented the FDF Properties LLC property (#92) of 58.51 acres in Shenandoah County to be co-held with the Valley Conservation Council. She recommended approval as presented. Mr. Seilheimer moved for approval, Dr. Cutler seconded, and the motion passed unanimously.

Laura Thurman presented the Hammond property (#93) of 145 +/- acres in Rockbridge County to be co-held with the Valley Conservation Council. She recommended approval as presented. Mr. Walker moved for approval with the increase in the no-plow zone to 35 feet, Dr. Cutler seconded, and the motion passed unanimously.

Sherry Buttrick presented item # 94 for discussion and advice only. The Knapp property of 27.47 acres in Louisa County contains a Historic Green Springs easement on part of the property (21.5 acres). Mr. Knapp has purchased an additional 6 acres and wishes to place the entire parcel under a conservation easement with VOF. Mr. Fisher advised that he could see no reason that could not be done. The Board agreed that they would support such an easement should it be brought for consideration.

Larua Thurman presented the Teague property (#95) of 144.5 acres in Rockbridge County to be co-held with Rockbridge County or held by VOF alone. She recommended approval as presented. Mr. Seilheimer moved for approval, Mr. Walker seconded, and the motion passed unanimously.

Ms. Imhoff then recapped the unresolved issues that needed to be brought before the Board at its next Board meeting.

- Develop windmill criteria and guidance.
- Develop PTF philosophy.
- Develop guidelines on riparian buffers.
- Eliminate the agenda category "Consent B.
- Develop policy for easements that enhance development projects.
- Staff propose 2006 meeting schedule.
- Staff review cell tower precedent in landowner information and easements.

- Staff follow-up with Mr. Bill Couzens on providing information on pesticides for the VOF website.
- Rearrange Forestry language to de-emphasize commercial timbering.

It was agreed that the next Board meeting will be held on November 16th (beginning at 1:00 p.m. at the Jefferson Library) and November 17th (beginning at 9:00 a.m. at the Department of Forestry); both meetings in Charlottesville.

There being no further business, Mr. Walker moved to adjourn at 4:00 p.m., Mr. Seilheimer seconded, and the motion passed unanimously.

Respectfully submitted,

Patricia A. Cleary
Executive Assistant

RESOLUTION

A RESOLUTION TO AUTHORIZE A WRITTEN EMPLOYEE TRAINING AND DEVELOPMENT POLICY FOR THE VIRGINIA OUTDOOR FOUNDATION

WHEREAS, The Virginia Outdoors Foundation (VOF) recognizes there are pertinent areas where training and development would be beneficial for the future well-being of VOF and its employees; and

WHEREAS, an audit of VOF by the Auditor of Public Accounts recommended that VOF establish a comprehensive written policies and procedures manual; and

WHEREAS, VOF has begun work on establishing an HR manual with the help of the Human Resources Director at the Department of Conservation and Recreation; and

WHEREAS, it was established that an Employment Training and Development Policy was a high priority for VOF; now, therefore, be it

RESOLVED by the Virginia Outdoors Foundation Board of Trustees, this 21st day of September 2005, That a written Employee Training and Development Policy be, and is hereby, adopted.

ADOPTED by a vote of 7 in favor, 0 against.



ATTEST:

G. Robert Lee, Executive Director

Virginia Outdoors Foundation

Employee Training and Development Policy

I. EMPLOYEES TO WHOM POLICY APPLIES

This policy applies to exempt employees. In addition, wage employees may be provided training if it is deemed beneficial to VOF operations.

III. VOF RESPONSIBILITIES RELATED TO TRAINING

- A. VOF shall provide, within reasonable resources, employee training necessary to assist VOF in achieving its mission and accomplishing its goals.
 - 1. VOF shall designate a person to assist in implementing its training and development programs and to serve as contact for the coordination of training services.
 - 2. VOF shall develop an annual training plan to include:
 - a. a training needs assessment;
 - b. an action plan showing goals, objectives, and methods by which the plan can be achieved; and
 - c. funding needed to implement the plan.
- B. VOF shall provide, at a minimum, on-the-job training or work-related instruction that prepares employees to perform their current jobs (includes: instruction mandated by law, instruction necessary to accommodate technological changes, and new employee orientation).
- C. VOF will prepare individual Employee Development Plans for employees as part of the Employee Work Profile. The plan must include personal learning goals, learning steps and resource needs.
- D. VOF shall encourage and assist employees to attend conferences, conventions, seminars, educational classes and workshops that are aimed at enhancing and/or increasing their work skills and/or abilities by:
 - 1. advising employees of training opportunities sponsored by other agencies, the state, or non-state entities;
 - 2. establishing a procedure for approving employee training requests to ensure that:
 - a. the training is work-related; and
 - b. VOF will benefit from the employee's training; and
 - 3. scheduling employees, in accordance with VOF needs, for a reasonable amount of time away from work with pay for training.

NOTE: The time that an employee spends at an approved training program during normal work hours shall be considered as part of the employee's normal work hours and shall not be charged to his or her accumulated leave or considered leave without pay.

E. Training records and maintenance

1. VOF will document completed employee training and maintain training records for three years following the completion of such training.
2. Training records should include, at a minimum:
 - a. course identification and dates of training;
 - b. participant's Role title, agency title and Pay Band; and
 - c. cost of course registration, instructional fees, and materials.
3. VOF shall designate a location for maintenance of training records.

E. Use of PDS and outside vendors

In accordance with the "Non-Professional Services" section of the State Procurement Manual, VOF shall determine whether DHRM PDS offers the desired training-related services before they contract with outside vendors for such services.

IV. PROGRAMS AND SERVICES OFFERED BY PDS

PDS offers a wide variety of training and development opportunities to employees that are designed to promote both professional personal growth for Virginia's high performance workforce. This includes:

A. One- and two-day open enrollment workshops

Workshops are conducted in Richmond and several regional locations for four primary target audiences: supervisors and managers, human resource professionals, training professionals, and general employees. These courses cover skills and topics which are most needed, including many topics which are state-specific.

B. Certification Programs

1. Certified Public Managers Program
2. Human Resource Certification Program (SHRM)
3. Human Resource Institute

C. Other Training Opportunities

1. Change and Change Management
2. Custom and In-House Training
3. Vendor Delivered Training
4. Computer Training and Lab

D. Resources

Consultation and Training Needs Assessment

RESOLUTION

A RESOLUTION TO AUTHORIZE A WRITTEN SCHEDULED HOURS AND OVERTIME POLICY FOR THE VIRGINIA OUTDOOR FOUNDATION

WHEREAS, Federal Fair Labor Standards Act (FLSA) requires that most employees in the United States be paid at least the federal minimum wage for all hours worked and overtime pay at time and one-half the regular rate of pay for all hours worked over 40 hours in a workweek; and

WHEREAS, an audit of VOF by the Auditor of Public Accounts recommended that VOF establish written policies and classify employees according to FLSA requirements; and

WHEREAS, VOF has begun work on establishing an HR manual with the help of the Human Resources Director at the Department of Conservation and Recreation; and

WHEREAS, it was established that an overtime pay policy was a high priority for VOF; now, therefore, be it

RESOLVED by the Virginia Outdoors Foundation Board of Trustees, this 21st day of September 2005, That a written scheduled hours and overtime policy be, and is hereby, adopted.

ADOPTED by a vote of 7 in favor, 0 against.



ATTEST:

G. Robert Lee, Executive Director

The Virginia Outdoors Foundation
Scheduled Hours and Overtime Policy

Objective:

To provide non-exempt employees of the Virginia Outdoors Foundation (VOF) paid overtime for hours worked over 40 in a workweek.

Purpose:

The Federal Wage and Hour Law requires that overtime must be paid to all non-exempt employees working in excess of 40 hours per week. Exempt personnel are not eligible for overtime compensation.

Scheduled Hours:

The official workweek at The Virginia Outdoors Foundation begins at 12:01 a.m. every Monday and ends at midnight the following Sunday night. The regular workweek for full-time staff at the VOF is 40 hours.

Payment of Overtime:

Non-exempt staff are paid overtime if more than 40 hours is worked in a workweek. Overtime pay equals 1.5 times an employee's regular hourly rate.

Authorization:

All time worked in excess of a non-exempt staff member's regularly scheduled hours *should be approved in advance by the Executive Director or his/her designee*. However, if emergency conditions exist which make it impossible to authorize overtime pay before it is earned; written authorization should be prepared as soon as possible, thereafter. Those employees repeatedly earning overtime without requiring authorization in advance may be subject to disciplinary actions.

Guidelines:

No sick, holiday or vacation time is included in calculating overtime.

Again, VOF does not grant overtime pay to exempt staff for any hours worked over 40 in a given workweek. The compensatory leave policy determines compensation for exempt staff.

Procedure:

The Overtime Pay Authorization Form will be completed and signed by the employee and by the Executive Director or his/her designee in advance of the overtime being used. A copy of the signed Overtime Pay Authorization Form should be sent to the Human Resource Manager no later than five days following the date in which overtime hours were worked. A copy of the signed Overtime Pay Authorization Form will be recorded in the employee's file for a period of three years from the date overtime hours were authorized.

RESOLUTION

A RESOLUTION TO AUTHORIZE NEW EMPLOYEE CLASSIFICATIONS AND MARKET ADJUSTMENTS FOR THE VIRGINIA OUTDOORS FOUNDATION

WHEREAS, an audit of the Virginia Outdoors Foundation (VOF) by the Auditor of Public Accounts (APA) recommended that VOF establish classifications and appropriate pay bands for its employees; and

WHEREAS, VOF is officially an instrumentality of the State of Virginia; and

WHEREAS, VOF would like to mirror the state's employee role titles and pay bands; and

WHEREAS, each employee of VOF was matched to the equivalent state role title and corresponding state pay band; and

WHEREAS, market analysis was completed in order to insure every employee in VOF was receiving a salary evenly balanced to that of state employees; and

WHEREAS, the research behind the market analysis consisted of adding a 3% increase from year to year for each state pay band range; and

WHEREAS, the years of service an employee had at VOF was used to place employees in the appropriate pay band range; and

WHEREAS, salaries were adjusted for those employees whose salary fell below their pay band range; and

WHEREAS, those employees whose salary met market standards were adjusted an additional step in the pay band range; and

WHEREAS, with the market adjustments all employees of VOF will be classified and receiving a compensation comparable to that of state employees in similar fields; and

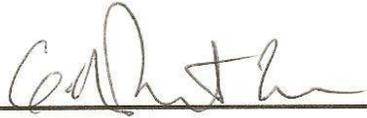
WHEREAS, all employees hired before November 2004 will be receiving a market adjustment to their current September 2005 salary; and

WHEREAS, it was established that VOF was currently in a financial state to compensate its employees at a level equal to that of state employees; and

WHEREAS, it was established that properly classifying VOF employees and adjusting salaries to current market value was a high priority; now, therefore, be it

RESOLVED by the Virginia Outdoors Foundation Board of Trustees, this 21st day of September 2005, That the new employee classifications and market adjustments be, and is hereby, adopted.

ADOPTED by a vote of 7 in favor, 0 against.



ATTEST:
G. Robert Lee, Executive Director

A RESOLUTION TO CONVERT THE VIRGINIA OUTDOORS FOUNDATION
STATUS OF G. ROBERT LEE TO A CLASSIFICATION THAT WILL PERMIT HIM
TO RECEIVE VIRGINIA RETIREMENT SYSTEM BENEFITS

WHEREAS, G. Robert Lee worked under the Virginia Retirement System (VRS) for more than 32 years and is eligible for complete and unreduced retirement benefits from that system as long as he is not working in a VRS covered position; and

WHEREAS, G. Robert Lee applied for the position of Executive Director of the Virginia Outdoors Foundation (VOF) after determination that VOF employees were not enrolled as members of VRS; and

WHEREAS, G. Robert Lee was selected as VOF Executive Director from a large pool of well qualified candidates and commenced complete and exclusive VOF service in 2005; and

WHEREAS, G. Robert Lee was able to accept the VOF position at a compensation level of almost \$50,000 below his VRS covered political subdivision compensation because he believed that he would be able to receive VRS retirement benefits as VOF Executive Director; and

WHEREAS, this determination was made based on verbal conversations with a VRS representative and on written opinions of Frederick Fisher, Assistant Attorney General, (issued March 10, 1995 and October 21, 1999) that made it abundantly clear that the VOF Executive Director was not a VRS covered position, but rather was an appointee serving at the pleasure of the VOF Board of Trustees; and

WHEREAS, the Chairman of the VOF Board, who negotiated the terms of G. Robert Lee's employment agreement, recognized that Mr. Lee was accepting the VOF position at compensation substantially less than his compensation as Fauquier County Administrator because Mr. Lee would be eligible for VRS retirement benefits; and

WHEREAS, G. Robert Lee has been receiving VRS retirement and separate compensation from VOF since his appointment as Executive Director; and

WHEREAS, G. Robert Lee was not aware of the 2001 Act of the General Assembly that authorized VOF to establish a separate retirement system with mandatory participation for full-time employees, and including a provision that VRS has now determined does not permit him, under his present contract, to receive VRS retirement; and

WHEREAS, G. Robert Lee will be required to repay VRS benefits that he received during his past service as VOF Executive Director; and

WHEREAS, the VOF Board of Trustees wishes to retain the services of G. Robert Lee for the continuing benefit of VOF and the citizens of Virginia; and

WHEREAS, Title 10.1, Chapter 18, Section 1801 (7) of the Code of Virginia provides, in pertinent part, that the Board of Trustees has the power “To appoint and prescribe the duties of such officers, agents, and employees as may be necessary to carry out its functions, and to fix and pay such compensation to them for their services as the Foundation may determine;” now, therefore, be it

RESOLVED, by the VOF Board of Trustees, this 21st day of September, 2005, That the VOF Chairman be, and is hereby, respectfully directed to work with the Office of the Attorney General and VRS officials to convert the VOF status of G. Robert Lee to a classification that will permit him to draw VRS retirement and remain in the service of VOF at the pleasure of the VOF Board.

ADOPTED by a vote of 7 in favor, 0 against.



ATTEST:

G. Robert Lee, Executive Director

A RESOLUTION TO CHANGE PRESERVATION TRUST FUND POLICY
REGARDING COST-ONLY PROJECTS

WHEREAS, the Open Space Preservation Trust Fund (PTF) permits landowners with financial need to consider conservation easements for the benefit of the present and future citizens of the Commonwealth of Virginia; and

WHEREAS, recently the cost-only component of the PTF was amended to limit funding to 50% of easement costs not to exceed \$4,000; and

WHEREAS, the above limits on cost-only project funding have limited participation in this program and may have induced landowners to request purchase or partial purchase of easements and so resulted in more tax dollars being expended than if more substantial funding was allocated for easement costs reimbursement; and

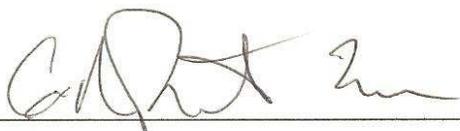
WHEREAS, this matter was reviewed by the Board of Trustees PTF Committee and the Committee recommends amendment of the cost-only protocols to encourage more participation by landowners with financial need; and now, therefore, be it

RESOLVED, by the Board of Trustees of the Virginia Outdoors Foundation, in meeting assembled this 22nd day of September 2005 That the PTF cost-only program costs be, and are hereby, authorized as follows:

Up to 100% of necessary and appropriate VOF conservation easement costs may be reimbursed at the discretion of the Board of Trustees.

ADOPTED by a vote of 7 in favor, 0 against.

ATTEST:



G. Robert Lee