

MINUTES
VIRGINIA OUTDOORS FOUNDATION
POLICY MEETING OF THE BOARD OF TRUSTEES
CHESAPEAKE BAY LOCAL ASSISTANCE DIVISION CONFERENCE ROOM
JAMES MONROE BUILDING, 17th Floor
RICHMOND, VIRGINIA
JANUARY 17, 2006 10:00 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. Martha Little, Director of Stewardship; Ms. Trisha Cleary, Executive Assistant; Ms. Anna Chisholm, Interim Finance Manager; Ms. Sara Ensley, Human Resources Manager; Ms. Sherry Buttrick, Easement Manager; Ms. Ruth Babylon, Easement Specialist; Ms. Leslie Trew, Easement Specialist; Ms. Estie Thomas, Easement Specialist; Mr. Bruce Stewart, Easement Specialist; and Mr. Kerry Hutcherson, Law Intern. Also in attendance were Mr. Frederick S. Fisher, Special Assistant Attorney General; Ms. Sarah Richardson, DCR Land Conservation Officer; and Mr. Rex Linville, Piedmont Environmental Council.

Ms. Imhoff convened the meeting at 10:07 a.m. She asked that a Closed Session for purposes of discussing personnel matters be added to the agenda. Mr. Walker moved that the agenda be approved as amended, Mr. Allen seconded and the motion passed unanimously. She asked if there were any amendments to the minutes of the November 16 & 17, 2005 Board meeting and there were several. Dr. Cutler moved that the minutes be approved as amended, Mr. Walker seconded, and the motion passed unanimously. Ms. Vance asked if Ms. Cooper's edits had been incorporated into the minutes, Ms. Cleary said they had not; Ms. Imhoff rescinded the vote to approve the minutes and stated that the approval of the minutes would have to wait until those changes could be made. Ms. Imhoff then asked if there were any public comments. There being none, she moved to the Chairman's comments.

Ms. Imhoff started her comments with passing out photographs of the Nature Conservancy's Virginia Coast Reserve facility. She asked that preparations for the Board meeting on the Eastern Shore begin as soon as possible with early notice to Board members and placing directions and notification of all Board meetings on the VOF web site.

Ms. Imhoff returned to the approval of the minutes. She asked that in the future we use the term "development-related" easements instead of "developer" easements. Ms. Buttrick asked to delete the "/or" on page 3 referring to the CAR Land Trust property's dwelling restriction. Ms. Grayson had a change to the description of Ms. Sally Rogers Mann's comments on page 5. The fifth sentence should read, "She also took exception *to the plans for* enlargement of the original stone house. . .". Ms. Grayson also asked that the description of the changes to Baudhuin easement on page 6 be changed to read, "Mr. Seilheimer moved approval of the easement with the changes in the sign language and inclusion *in the forestry clause for the protection of* any rare species found." Ms. Grayson also asked that the changes recommended for the Castleton

Lakes, LLC property on page 7 be changed to read, “. . . moved to approve the easement with VOF approval of siting for the winery building and secondary *dwelling regardless of size and with a maximum size of 12,000 and 3,000 square feet respectively.*” The description of the Bath County water tank discussion proved to be problematic to several of the attendees, and Mr. Fisher suggested that section be re-written. Ms. Imhoff asked that the approval of the minutes be put on hold until language could be re-written and considered after lunch.

Ms. Imhoff then called for the report from the Executive Director. Mr. Lee started his comments with the statement that now that the Virginia Outdoors Foundation holds more than 1,800 easements in the Commonwealth, stewardship has to be job number one. He introduced Martha Little, Stewardship Director, a new member of VOF’s senior management team and asked her to tell the Board a little bit about herself. She started by saying that for the past five and a half years she had worked for the Chesapeake Bay Local Assistance Division of the Virginia Department of Conservation and Recreation as Chief of the Planning Section. She worked closely with local governments and state agencies. Previously she worked directly with local governments in planning as her educational background from the University of Virginia was in Planning. She explained that since starting with VOF on January 3rd she had visited Charlottesville, Warrenton, and the Eastern Shore and was looking forward working with VOF to address the stewardship challenges facing the organization.

Mr. Lee then reported on his trip to the Eastern Shore with Bruce Stewart, Easement Specialist for the region, and Martha Little, Stewardship Director. The purpose of the trip was to explore ways that local organizations, such as the Eastern Shore Soil and Water Conservation District, could help VOF with stewardship activities. He reported that staff is working on the FY2007 Budget and will have it ready for the Board no later than the June Board meeting. He said that this year Estie Thomas and Kerry Hutcherson will be helping with legislative affairs during the 2006 General Assembly session. He also reported that 2005 was a very good easement year. The final figures are not yet in but will be forwarded to the Board as soon as possible. He said that he hoped the Board would consider a donor reception this year. Chairman Imhoff directed staff to work with the Kaine Administration to find a date for a donor reception. He closed his report by noting that in response to the Land Trust Alliance call for nominations to their Accreditation Commission, VOF nominated Chairman Imhoff and Executive Director Bob Lee.

Ms. Imhoff then moved to the Policy Discussion portion of the agenda beginning with the Human Resources Policy and Procedures manual. She asked Sara Ensley, Human Resources Manager, to go through the manual with a brief explanation of each topic and point out where VOF’s policies are unique. Ms. Ensley started by explaining that the Adjusted Schedule and Hours of Work policy had been tailored to serve VOF’s needs. Alcohol and Other Drugs and Emergency Closing/Inclement Weather policies were state boilerplate. The Performance Evaluations policy has already been implemented and will serve as the basis for performance based raises. The Telecommuting policy corresponds to the state policy but is slightly different due to VOF’s size. The Termination/Separation policy states what terms mean and lists the benefits that terminated employees may receive. The Use of Internet and Electronic Communications Systems and Workplace Violence policies are almost identical to the state’s and are required by Federal guidelines. Ms. Imhoff asked if there were any questions on the General Policies. Mr. Seilheimer asked that contact information for telecommuting employees

be provided to the Board. He also had a concern over the “signing bonus” allowed on page 55. Ms. Imhoff asked that he hold that discussion until the Board moved to that section of the manual. Mr. Abel Smith asked about the Performance Evaluation policy and how raises would be funded. Mr. Lee explained that funds would be placed in the Budget after considering what the state and other employers are doing. Mr. Allen asked if there was a list of offenses in the Termination/Separation policy. Ms. Ensley explained that the offenses would be covered in the Standards of Conduct policy. The Audit/Personnel Committee deferred the Standards of Conduct policy due to the complexity of the issues covered. Ms. Imhoff asked that the minutes reflect that the Standards of Conduct and Grievance policies will be presented at the April Board meeting. Mr. Allen asked if the manual as a whole would be reviewed by our attorney. Mr. Fisher said that he would review it and, if that proved impossible, someone in the Attorney General’s office would review all of the policies. Ms. Imhoff asked if there were any amendments required by the Board. There being none, she moved to the Equal Opportunity and Employment Practices section of the manual.

Ms. Imhoff began by saying that this section of the manual was standard Federal regulation. Ms. Ensley pointed out the Hiring policy contained the “signing bonus” that Mr. Seilheimer had brought up earlier. The consensus of the Board was to remove the signing bonus on page 41. After discussion, the Board also removed bonuses of Annual Leave in the Hiring policy. The Board wanted the entire section titled “Employment Incentive Options” deleted. Ms. Imhoff asked if there were any additional questions or concerns on the Equal Opportunity and Employment Practice section. There were none and she moved to the Compensation Management section of the manual.

Ms. Ensley pointed out that the Compensatory Leave and Scheduled Hours and Overtime Pay policies were approved at the June/July 2005 Board meeting. She asked the Board members if they wanted to remove the signing bonus and annual leave incentive from the Compensation policy. The Board directed by consensus that they be removed.

Ms. Imhoff asked Ms. Ensley to briefly cover the Benefits Management policies. Administrative Leave provides leave for jury duty, to appear as a witness in a court proceeding, as compelled by a subpoena, or to accompany a minor child to court. The Annual Leave is the same as the leave policy presently in effect at VOF. Mr. Hartz said that the Audit/Personnel Committee had discussed this policy and he was interested in hearing what the rest of the Board members thought about the Annual and Sick Leave policies. The Holidays policy follows the state’s holiday schedule. The Leave Policies – General Provisions policy covers the procedures for filling out leave forms and was adopted by the Board at the June/July 2005 Board meeting. Leave Without Pay – Conditional/Unconditional states the procedures to follow if an employee needs to go on leave and does not have enough annual or sick leave to cover the absence. The Sick Leave policy has not changed. Mr. Hartz and Ms. Imhoff felt that the maximum carryover of 320 hours was too high. Ms. Imhoff related her experience at the Thomas Jefferson Foundation where they found that paid time off (PTO) benefited the organization and employees. Mr. Lee said that this leave system had been in effect for a long time and should probably be left as is, for the time being, but VOF should look toward converting to paid time off. He said that he felt staff could bring the Board a leave product that would benefit the organization as well as the staff. He then asked that they go back to the Hiring or Selection paragraph on page 41 in the

Hiring policy regarding contract employees. After a brief discussion, the Board decided to delete the provision from the policy.

Returning to the Leave policies, Mr. Hartz said that in relation to other companies, allowing 320 hours carryover was very high. For example, Dominion Virginia Power allows 150 hours to carryover with no buyout. Ms. Imhoff said that the Thomas Jefferson Foundation allows 200 hours carryover with no buyout provision. Dr. Cutler commented that this sort of leave is usually granted when an organization cannot offer competitive salaries. When salaries are higher there is no need for this level of leave. Ms. Imhoff said that she was hearing from the Board and would like to move toward a revised leave policy for the future but adopt the leave policy as written. They agreed.

Ms. Ensley explained that the Employee Training and Development policy was adopted by the Board at the June/July 2005 Board meeting. The Small Purchase Charge Card and Reimbursements policy combines the Travel policy also adopted by the Board at the June/July 2005 Board meeting with a small purchase charge card policy. Ms. Imhoff asked if there were any questions. There were none. She then called for a motion to adopt the Human Resource Policy Manual with the amendments including the deletion of the Employment Incentive Options on page 41, deletion of the Hiring or Selection on page 41, and the deletion of the \$10,000 sign-on bonus and the Annual Leave incentives on page 55. Dr. Cutler so moved, Mr. Hartz seconded, and the motion passed unanimously. (See Attachment #1.)

Ms. Imhoff asked Mr. Lee to review with the Board who had been invited to join them for lunch. Mr. Lee told the group that the invitation to lunch had been extended to the new Secretary of Natural Resources, Preston Bryant; Secretary of Agriculture and Forestry, Robert Bloxom; Joe Maroon, Director of the Department of Conservation and Recreation; Kathleen Kilpatrick, Director of the Department of Historic Resources; and Joan Salvati, Director of DCR's Chesapeake Bay Local Assistance Division.

Ms. Imhoff then thanked Leslie Grayson, Sherry Buttrick and staff for all their hard work and asked them to give the Board a brief background on the Easement Guidelines as presented. Leslie Grayson began by saying that the document before the Board had many authors and she hoped that it reflected the concerns expressed and the input gathered from many sources. She explained that there were four main areas on which they concentrated: small parcels; secondary dwellings; location and design of structures; and parceling large tracts.

Ms. Imhoff directed the attention of the Board to page one of the revised guidelines and asked if there were any comments or amendments. Dr. Cutler suggested that "direction to the Trustees and" be replaced with "guidance to landowners" in the first sentence. He also wanted to change "reflected" to "described" in the last sentence of the first paragraph and add "s" to Code in the second bullet on the first page. There being no further edits, Ms. Imhoff moved to page two.

Dr. Cutler thought that another example under A. DIVISION was needed for clarity. After discussion it was decided that "or highly visible flat open land" would be added after "such as mountain terrain". Mr. Seilheimer asked that "or in the immediate viewshed of a property listed on the State and/or National Historic Registers" be added to "be within a Rural Historic District"

in the fourth bullet under II. SPECIFIC EASEMENT PROVISIONS. The Board then moved to the third page.

Dr. Cutler asked that “through a prohibition on” willful demolition be changed to “by prohibiting the” willful demolition in the second bullet under B. LOCATION, SITING, NUMBER AND SIZE OF DWELLINGS & OTHER BUILDINGS. In the second bullet under C. DWELLINGS, Mr. Fisher suggested that after “necessary or appropriate”, “to the use of the property” would clarify appropriate secondary dwellings. At this point, guests had begun to arrive and Ms. Imhoff adjourned for lunch.

Ms. Imhoff reconvened at 12:40 p.m. and called on Joe Maroon to explain a possible amendment to submitted legislation and to talk about what is happening in the General Assembly session. Mr. Maroon began by thanking the Board for the invitation to join them for lunch. He gave a brief description of the Department of Conservation and Recreation. He spoke to the three bills submitted to the General Assembly that directly impact the Virginia Land Conservation Foundation; the vehicle registration fee bill which would continue the policy and transfer the funds to VLCF, the Land Conservation Fund allocation formula, and adding the Secretary of Agriculture and Forestry to the VLCF Board. He also covered the issues of some easement donors coming to DCR after being turned down by VOF, military base buffer zones, water quality improvement in easements, meeting the 2010 Chesapeake Bay goals, and conservation tax credits. He then asked Bob Lee to give a brief history of the Preservation Trust Fund. The current 75/25 split for the allocation of funds began before the state income tax credit, but now, with the most generous tax credit in the nation, it may be appropriate to look at the allocation formula. Mr. Lee said that the most important use of those funds for VOF is to help those farmers who are land rich and cash poor with the cost of donating a conservation easement. With a change in the formula from 75/25 to 90/10, VOF would still have the funds to accomplish that goal and he recommended support. Mr. Maroon then called the Board’s attention to the VLCF Funding Categories worksheet that had been passed out earlier (Attachment #2). The amendment to the bill would provide Forestry with a separate category for conservation. Ms. Kilpatrick said that she had not been aware of the amendment but agreed that support would be appreciated in the conservation community. Ms. Imhoff said that there were two things that struck her, if there is a change in the funding formula, it would be helpful if VOF were represented on the VLCF Board. The second was that VOF is expending great time and effort to revise easement guidelines, stewardship monitoring, and she was concerned that other state agency holders of easements may not be as developed in their easement programs. Ms. Kilpatrick added that she agreed that the appointment process needed a broader participation in recommending appointments to the VLCF Board. Secretary Bloxom joined the group for lunch.

Mr. Hartz suggested that after the outcome of the land conservation tax credit bills is known, the Board would be better able to address the allocation formula. Mr. Lee pointed out that the allocation amendment would be passed or rejected by the time the Board met again. The formula issue arose the day before and he had thought this meeting was a good opportunity for Mr. Maroon to come and explain the amendment to the Board.

Ms. Imhoff asked about her question regarding the increase in state agencies holding easements without Board review. Mr. Maroon agreed that was a good question and Sarah Richardson added that DCR had established a staff workgroup to work on easement guidelines.

Tamara Vance spoke to the Board pointing out the difference between VLCF and Preservation Trust Fund. PTF is unique in its mission to help family farms with financial need.

Ms. Imhoff then asked that the Board discuss any other legislative issues facing the conservation community. Bob Lee spoke about HB449 and HB450 patroned by Delegate Ware. He said that he felt these bills were realistic responses to the conservation issues that have been raised in Virginia. Delegate Ware was the chairman of the joint subcommittee formed to look at the conservation tax credit, how it was working, whether it was achieving the goals of the Commonwealth, and whether it is was cost effective and efficient. HB449 provides for a soft cap on a land preservation tax credit but the Secretary of Natural Resources could, for good and sufficient reason, determine that the conservation value to the Commonwealth was such that a higher value could be allowed. HB449 also eliminated the \$100,000 limit on the purchase of tax credits. HB450 is the same as HB449 but without a cap. Mr. Lee then discussed Delegate Parrish's bill, HB533, that provides that, for purposes of the tax credit, the local government assessment rather than the appraisal be used. Senator Watkins has introduced SB93 which provides for a \$600,000 cap on conservation tax credits and the tax credits could only be sold once. This bill would also disallow non-profit organizations from holding conservation easements. The Piedmont Environmental Council issued an Action Alert on January 3, 2006 addressing its concerns over this bill. SB93 would also disallow easement on historic buildings and impose burdensome requirements on agricultural easement mandating that DCR inspect all land qualifying for credit. Mr. Lee then addressed SB403, introduced by Senator Hanger, which contains a \$600,000 cap and requires that the donation be reviewed by a "licensed reviewer" for purposes of determining whether the donation is in compliance with the standards of the Department of Taxation.

Ms. Imhoff asked if there were any other questions on the General Assembly session pointing out that the Board would consider the PTF funding issue later. She then thanked guests for joining the Board for lunch and invited them to stay.

Ms. Imhoff resumed consideration of the revised Easement Guidelines. Mr. Seilheimer addressed the first bullet in B. and asked that the word "immediately" be added before "outside the property". Ms. Imhoff asked that the minutes show that the Board is not defining "immediately" as "directly adjacent". Mr. Seilheimer asked that "pool house" to the list of examples of secondary dwellings under C. DWELLINGS. Mr. Seilheimer expressed concerns that the parcel table was too steep. For example, properties of 799 acres would be allowed a maximum of six parcels equaling one division for every 133 acres. He felt the jump to 300 acres per division in the over 1,000 acre category was too high. Mr. Hartz asked if Mr. Seilheimer would be happier with the language, "Additional parcels may be allotted on a case by case basis." Mr. Seilheimer agreed that would be much better. After considerable discussion, Mr. Hartz moved to substitute "case by case basis" for "scale of one additional parcel for each additional 300 acres". Mr. Walker seconded, and the motion passed with Mr. Abel Smith opposing.

Ms. Imhoff then moved to page four. Dr. Cutler asked what “placement within a farm building” meant. Ms. Grayson explained that if an owner put an apartment in an existing barn provides less impact than if the owner builds an additional free standing dwelling. Mr. Walker suggested adding more description “of secondary dwellings” before “within a farm building”. The Board agreed to the change. Dr. Cutler asked that “biological diversity” be added after “such as maintaining” in the first bullet under E. OTHER RESTRICTIONS. He asked that “outlined” be replaced with “stated” and that “vegetated” be added before “riparian or stream buffers” in the second bullet. Dr. Cutler asked that “easily” observed be changed to “capable of being” observed in the last bullet under OTHER RESTRICTIONS. Dr. Cutler asked that the language under III. SPECIAL PROJECT AREAS be changed to read “the following factors may aid in *justifying the designation of Special Project Areas*”. The Board had no other edits for the rest of the revised Easement Guidelines.

Ms. Imhoff moved to the Attachments. Dr. Cutler pointed out that in Attachment A, the phrase “designated as” wilderness area was incorrect due to the fact that only the Federal government can “designate” an area as a wilderness area. He suggested changing the fourth bullet under NATURAL A. to read “within a wilderness area”. Under HISTORIC, Dr. Cutler suggested adding “City or” before County Comprehensive Plan. Mr. Seilheimer asked that when referring to State or National Register the phrase be changed to read, “State and/or National Register”. The Board had no further edits or comments.

Ms. Imhoff called for a motion on the revised Easement Guidelines. Mr. Hartz moved to adopt the revised Easement Guidelines as amended, Dr. Cutler seconded, noting that Mr. Abel Smith opposed the sliding scale on page 3, the motion passed unanimously. (See Attachment #3.)

Ms. Imhoff called on Martha Little to hand out and explain the Baseline Documentation Report. Mr. Lee told the Board that this discussion was in response to the Board asking what a “BDR” report was and how was it used by VOF. Mr. Lee explained that VOF is working toward a digital library of all easements and archive the paper records at the Library of Virginia. Mr. Hartz suggested that for GIS capable counties, VOF request that they overlay the conservation easements onto their county map. Mr. Lee responded that Memorandums of Understanding are being negotiated with counties to provide that kind of overlay. Mr. Hartz reported that he had talked to Goochland’s GIS coordinator and the coordinator is more than willing to do that. Ms. Imhoff asked if there were any questions on BDRs. There being none, Ms. Imhoff asked Tamara Vance to give the PTF philosophy and report.

Ms. Vance distributed an updated memorandum outlining the findings of the committee. (See Attachment #4.) Mr. Seilheimer reported on discussions regarding the future direction of the Preservation Trust Fund and said that the top priority is cost reimbursement in cases of financial need. The committee had considered limiting purchase easements to \$250,000 per project except in extraordinary circumstances, looking for matching financial support (i.e. local PDR programs), but that may all change if the amendment to change the VLFCF funding formula is passed. PTF has always operated by looking first to preserve the family farm, then to cases of financial need, high conservation value, and purchase of “gem” conservation easements. Dr. Cutler asked if staff could work proactively in soliciting projects with high conservation values,

for example, migratory bird habitats on the Eastern Shore. Ms. Imhoff asked if the PDR matching program would be a high priority for the PTF funds. Dr. Cutler agreed that it would be. Mr. Lee pointed out that of the 13 counties in Virginia that have PDR programs, only 9 are funded. By matching those programs, the county and VOF funds would go twice as far for conservation. Ms. Imhoff summarized the consensus of the Board to be, although it was very considerate for Mr. Maroon to come and brief the Board on the 90/10 amendment, the Board would prefer to continue doing business as it has in the past with the 75/25 allocation. All Board members agreed and Ms. Imhoff asked Mr. Lee to convey the Board's will to Mr. Maroon.

Ms. Imhoff asked Estie Thomas and Ruth Babylon to give their report on Development-related Easement Projects. They passed out a check list developed by staff as guidance. (See Attachment #5.) After a brief discussion, the Board asked that the resolution presented on Development-related Easement Projects be edited for clarity and emphasis (see Attachment #6) moving the first paragraph to the RESOLVED statement and adding "generally" before "not compatible", delete the last sentence of paragraph 4 and move it to the beginning of the resolution. Mr. Seilheimer agreed that the resolution represented the direction VOF needed to follow regarding development-related easements. Dr. Cutler moved to approve the Resolution on the Policy for Development-related Easement Projects as amended, Mr. Seilheimer seconded, and the motion passed unanimously.

Ms. Imhoff called for the update on riparian buffer, windmill, and cell tower language. Kerry Hutcherson presented the riparian buffer language. Mr. Hartz expressed his belief that if there is perennial stream on a proposed easement, VOF should insist that it be protected. Mr. Seilheimer worried that if VOF demands certain riparian language, easements would be lost. Mr. Lee pointed out that VOF is only offering optional language for landowners to use. Ms. Imhoff directed staff to continue working on the riparian language and report back to the Board at a later date.

Ms. Imhoff directed the Board's attention to Faye Cooper's report on windmill language in the Board book. Tamara Vance passed out a photograph of an existing windmill on a VOF easement.

Mr. Lee reported that the cell tower provision had been removed from the standard easement proposal sheet and the Board would see less and less requests for cell towers. Mr. Hartz said that he would like to see language included in any cell tower provision that would specify responsibility for removal when the tower had outlived its usefulness. Fred Fisher offered that the landowner is responsible for removal.

Ms. Imhoff thanked the staff for their hard work. Ms. Imhoff continued with edits to the November 2006 Board minutes with replacement language for the Bath County water containment tower language on page 6 and 7. The replacement language is as follows:

After a brief recess, Faye Cooper presented the Bath County request for a water storage tank on Windy Cove Farm, the Phillips property, stressing the urgent need for water for the village of Millboro Springs. Fred Fisher, Special Assistant Attorney General, explained Code of Virginia §10.1-1704 which controls diversion of open space lands. He explained that if the diversion cannot be proved to be “essential”, leasing the acre of land needed for the water storage tank would achieve the same purpose while maintaining the integrity of the easement. The easement does not provide for the construction of a water storage tank and would have to be amended to allow such a structure. He said he understood that if the water storage tank were built on the Phillips property, there would be little or no scenic degradation of the property. But if it were built on one of the other possible locations, while there would be no impact on the Phillips easement, the area’s scenic quality could be adversely affected. Gene Phillips, Utilities Director for Bath County, and Cliff Gilcrest, Chairman of the Bath County Planning Commission and Board of Supervisors representative for the Millboro District, presented the case for locating the water tank on the Phillips property.

Mr. Hartz moved that the Phillips easement be amended to allow for 1.) the leasing of one acre (more or less) to Bath County and 2.) the construction of a water storage tank project, subject to prior VOF approval on siting, design, and color, and additional forestry language to protect the site. Mr. Walker seconded and the motion passed unanimously.

Board members reviewed the replacement language and found it acceptable. Mr. Walker moved to approve the minutes as amended, Mr. Hartz seconded, and the motion passed unanimously.

Ms. Imhoff called for a motion in accordance with Code of Virginia §2.2-3711 to go into closed session to discuss personnel matters. Mr. Hartz so moved, Dr. Cutler seconded, and the motion passed unanimously. The Board went into closed session at 3:31 p.m. A roll call vote certifying that only exempted business was discussed during the closed session was taken at 3:55 p.m. Ms. Imhoff voted yes, Mr. Abel Smith voted yes, Mr. Seilheimer voted yes, Mr. Walker voted yes, Dr. Cutler voted yes, Mr. Hartz voted yes, and Mr. Allen voted yes.

There being no further business, Mr. Hartz moved to adjourn at 3:56 p.m., Mr. Walker seconded, and the motion passed unanimously.

Respectfully submitted,

Patricia A. Cleary
Executive Assistant

RESOLUTION

A RESOLUTION TO AUTHORIZE ADHERENCE TO ADJUSTMENTS THE STATE
MAKES TO THE PAY BANDS FOR THE VIRGINIA OUTDOORS FOUNDATION

WHEREAS, the Board of Trustees for the Virginia Outdoors Foundation (VOF) has established equivalent state role titles and corresponding state pay bands for its employees; and

WHEREAS, VOF will continue to follow the pay bands set forth by the State of Virginia for its employees; and

WHEREAS, the State periodically makes adjustments to the pay bands; and

WHEREAS, it should be recognized that at the time of these adjustments some VOF employees will then fall below the minimum pay band; and

WHEREAS, it should also be recognized that some VOF employees will be frozen at the maximum of the pay bands; and

WHEREAS, the aforementioned VOF employees should appropriately benefit from the adjustment of the State's pay bands; and now, therefore, be it

RESOLVED by the Virginia Outdoors Foundation Board of Trustees, this 16th day of November 2005, That the authorization to adhere to adjustments the Commonwealth of Virginia makes to the pay bands be, and is hereby, adopted.

ADOPTED by a vote of 6 in favor to 0 against.



ATTEST:

G. Robert Lee, Executive Director

RESOLUTION

A RESOLUTION TO AUTHORIZE A FULL-TIME EASEMENT POSITION IN THE
WARRENTON OFFICE OF THE VIRGINIA OUTDOORS FOUNDATION

WHEREAS, The Virginia Outdoors Foundation (VOF) holds more conservation easements than any public land trust in the United States; and

WHEREAS, additional funds have allowed VOF to hire additional easement staff to handle the substantial workloads; and

WHEREAS, the Warrenton VOF Office houses the greatest number of easements and manages all the records and technology for the Foundation; and

WHEREAS, it is vital to the progress of VOF and to the efficiency of the Warrenton VOF Office to have adequate staff to handle the workloads; and

WHEREAS, a full-time temporary position has been filled for approximately three months and has made a dramatic difference in the Warrenton VOF Office; and

WHEREAS, resources are currently available to convert this position into full-time permanent; now, therefore be it

RESOLVED by the Virginia Outdoors Foundation Board of Trustees, this 16th day of November 2005, That a full-time permanent position, Easement Program Assistant, in the Warrenton VOF Office be, and is hereby, authorized.

ADOPTED by a vote of 6 in favor to 0 against.



ATTEST:

G. Robert Lee, Executive Director

RESOLUTION

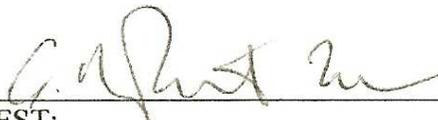
A RESOLUTION TO SET MEETING DATES FOR CALENDAR YEAR 2006 FOR
THE BOARD OF TRUSTEES OF THE VIRGINIA OUTDOORS FOUNDATION

WHEREAS, The Virginia Outdoors Foundation (VOF) Board of Trustees typically meets at least four times a year to consider easement proposals and matters of land conservation policy; now, therefore be it

RESOLVED by the Virginia Outdoors Foundation Board of Trustees, this 16th day of November 2005, That the following dates be, and are hereby, adopted for VOF Board of Trustee meetings in the calendar year 2006.

January 17 th , 2006 Policy/Legislation Coordination	Richmond
April 6 th & 7 th , 2006 Policy and Easement Consideration	Eastern Shore
June 21 st & 22 nd , 2006 Policy and Easement Consideration	Charlottesville
September 20 th & 21 st , 2006 Policy and Easement Consideration	Charlottesville
November 15 th & 16 th , 2006 Policy and Easement Consideration	Charlottesville

ADOPTED by a vote of 6 in favor to 0 against.



ATTEST:
G. Robert Lee, Executive Director