

MINUTES
VIRGINIA OUTDOORS FOUNDATION
QUARTERLY MEETING OF THE BOARD OF TRUSTEES
VIRGINIA DEPARTMENT OF FORESTRY, 2ND FLOOR BOARD ROOM
CHARLOTTESVILLE, VIRGINIA
April 16, 2008

Trustees present: Chairman, Mr. Frank M. Hartz, presiding; Mr. Mark Allen; Dr. M. Rupert Cutler; Mr. Charles H. Seilheimer, Jr.; Mr. Jeffrey K. Walker; and Ms. Molly Joseph Ward. Absent: Mr. J. William Abel Smith.

VOF staff attending: Mr. G. Robert Lee, Executive Director; Ms. Tamara Vance, Deputy Director; Ms. Leslie Grayson, Deputy Director; Ms. Martha Little, Deputy Director for Stewardship; Ms. Bobbie Cabibbo, Executive Assistant/Records Manager; Ms. Anna Chisholm, Finance Manager; Ms. Sherry Buttrick, Easement Manager; Ms. Estie Thomas, Easement Manager; Ms. Laura Thurman, Easement Manager; Ms. Ruth Babylon, Easement Specialist; Ms. Jennifer Perkins, Easement Specialist; Mr. Neal Kilgore, Easement Specialist; Ms. Kristin Ford, Easement Specialist, Ms. Melissa Collier, Stewardship Manager; Mr. John Peters, Stewardship specialist; Mr. Josh Gibson, Easement Specialist; Ms. Sara Ensley, Human Resources Manager; Mr. Bruce Stewart, Staff Counsel; Mr. Kerry Hutcherson Staff Counsel Stewardship, Mr. Jeff Matthews, IT Manager.

Also in attendance were Ms. Brett Ellsworth, Assistant Attorney General; from Piedmont Environmental: Heather Richards, Director of Land Conservation; Rex Linville, Land Conservation Officer; Mr. Tony Vanderwarker, Board Chairman; Georgia Herbert, Legal Counsel to PEC, several PEC Board members;, from Conservation Partners: Taylor Cole, David Hurt, Broaddus Fitzpatrick, Cornelia Christian, and William Funk; from the Department of Conservation and Recreation: Sara Richardson, Land Conservation Coordinator; Jeremy Stone, Land Conservation Analyst; Diane Dunaway, Land Conservation Analyst; from Norfolk Southern: Mr. Jeffrey H. Burton, General Counsel; from the Department of Forestry: Rob Ferrell; interested public: Mr. George Beadles

Mr. Hartz convened the meeting at 1:03 p.m. and noted changes to the agenda; the SharePoint presentation was moved to follow the easement considerations, a Closed Session was added at the end of the second day agenda, and S7- Powers easement was moved up for consideration on April 16th.

Public Comments

After introductions, Mr. Hartz called for public comments. Tony Vanderwarker, Board Chair of PEC, spoke about the historically productive working relationship between PEC and VOF and changes in that relationship. He indicated that PEC wants to ensure a continued good relationship and requested a meeting with the VOF Board of Trustees to address changes in the relationship. Mr. Hank Hartz thanked PEC for its efforts made on behalf of VOF with the General Assembly regarding budget issues. Ms. Heather Richards of PEC commented on rail right-of-way language VOF is considering for two easements on the agenda. She encouraged VOF to take up language to accommodate rail expansion as a policy decision and to listen to the concerns of land trust partners and their attorneys in considering the development of a policy.

Mr. Hartz then recognized Mr. George Beadles, Chesterfield County. Mr. Beadles commented on the frequency of updating VOF's website. He noted that items were not posted to the Virginia Town Hall site within required deadlines (*nota bene*: the items in question were not required to be posted on the Regulatory Town Hall website because the items did not relate to VOF rules or regulations.) He asked that VOF post the dates of all currently planned future board meetings on the VOF website and Town Hall site. He also shared that the James River Soil and Water Conservation District has announced that it will be taking easements on their own.

Mr. Hartz then recognized Mr. Jeff Burton, General Counsel to Norfolk Southern, who spoke about the proposed rail expansion language and his belief that it is needed in cases where railroads exist on properties proposed for VOF easements. He felt that the language allowed appropriately limited rights for normal expansion or new lines adjacent to existing lines, and would avoid problems in the future.

Mr. Hartz called for the approval of the Minutes of the March 13, 2008 meeting. Mr. Jeffrey K. Walker asked to delete the last sentence on page 3 paragraph 3 and to substitute "but when dealing with compromises it is important land owners understand that we take very seriously commitments they make when donating an easement." Mr. Hartz submitted a change to page 2 under Virginia's Commitment to read: "Mr. Hartz recused himself from discussions due to his wife's employment with Dominion Power. Ms. Vance recused herself due to her husband's professional connections to the issue. They left the room for the following discussion. Mr. Seilheimer introduced . . ." Motion made to accept Minutes with corrections, motion seconded and approved unanimously.

Mr. Hartz called on Bob Lee to give the Executive Director's Report. Mr. Lee recognized the good work of many people, including many in the room, on VOF's behalf with the Governor's office. Those entreaties and pleas were heard and the Governor restored, in an amendment, monies cut by the General Assembly, back to a level of \$2,050,000 - that represents a 9% cut from the current level of funding.

Mr. Lee said that he was present at an exit conference with the Auditor of Public Accounts for VOF's audit results for FY 07. There were no adverse findings in the audit.

Mr. Lee spoke of several policy issues related to easements pending consideration. Those policy issues include rail expansion accommodation, mitigation activities including, biodiversity mitigation, stream bank or wetland mitigation, carbon sequestration, and finally, commercial wind power generation.

Mr. Hartz noted a May 30th Continuing Legal Education (CLE) seminar co-sponsored by DCR and VOF focused on legal issues related to easements.

Continuing Spending Authorization Resolution

The resolution was read by Mr. Lee. The title was corrected to read "Continuing Spending Authorization Resolution." The resolution allows VOF to continue operations from June 30, the end of FY 08, through July 9, VOF's next Board meeting, at which time the new FY 09 budget can be approved. The FY09 budget cannot be presented until the final status of VOF's state funding is known. Motion made to approve the resolution with the change to the name; motion seconded and approved unanimously.

VIRGINIA OUTDOORS FOUNDATION
RESOLUTION

A CONTINUING SPENDING AUTHORIZATION

WHEREAS, the fiscal year for the Virginia Outdoors Foundation (VOF) is 1 July through 30 June; and

WHEREAS, a fiscal year Budget is developed and adopted to provide planning and program guidance to the VOF Board of Trustees and the VOF Management Team; and

WHEREAS, Budget calculations are developed from the best available information before the commencement of the new fiscal year; and

WHEREAS, line items in the budget are for planning and program allocation purposes and actual expenditures may vary from adopted Budget projections as long as total expenses do not exceed available revenues; and

WHEREAS, the next quarterly Trustee meeting is on July 9th and 10th which is after the beginning of FY09; now, therefore, be it

RESOLVED by the Virginia Outdoors Foundation Board of Trustees, this 16th day of April 2008, That operations shall continue from June 30th through July 9th as outlined by the VOF Budget for Fiscal Year 2008.

ADOPTED by a vote of

ATTEST:

G. Robert Lee, Executive Director

SharePoint Presentation

Mr. Hartz called on Mr. Jeff Matthews, VOF Technology Manager, who gave a PowerPoint presentation explaining the various computer-based technology tools used by the VOF staff including the WAN (wide area network), Share Point site, GIS mapping, web based email and shared calendars, data sharing with other state agencies and private groups, etc. He noted that VOF had contracted with the Virginia Information Technology Agency (VITA) to handle much of VOF's IT infrastructure management, the interconnection of VOF offices and how this is allowing VOF to concentrate on the work of easements and stewardship. A copy of the presentation will be available on request.

Easement Consideration

Mr. Hartz called for consideration of the easements on agenda for the day.

S1: WINCOFA FRP LLC and WINCOFA GGP LLC - adding an additional 579 acres to original 1753 acres for total of 2,332.23 acres in Bath County

After presentation of the project by Laura Thurman, Mr. George Phillips (landowner) spoke to the Board entreating them to approve this addition to his easement as presented. The board discussed the issues related to providing for adequate protection of the riparian and karst resources on the property. Mr. Phillips assured the board that known caves and sinkholes are fenced from livestock and that the river is buffered by participation in the CREP program. The Board expressed concern that despite Mr. Phillips current excellent management practices that the easement contained no perpetual protections for these resources. Chairman Hartz asked if Mr. Phillips would like the opportunity to confer with his lawyer and VOF staff to discuss and consider inclusion of a buffer provision in the easement. It was agreed to defer the matter until later in the meeting (see below).

S7: Powers – 11 acres in Warren County – Kristin Ford, Easement Specialist, passed out maps, summary sheets, and draft easement deeds for this project. She explained that this property is one portion of the required replacement land offered by Norfolk Southern as a result of the diversion of easement land for the Norfolk Southern rail project. The proposed open space easement will include an access easement in order to enable VOF to monitor the property. The easement allows no building or structures and will not include the usual language pertaining to gifts as this easement is being purchased. Motion made for Resolution to approve Powers easement with inclusion of language clarifying that fencing and water troughs would be permitted on the property; motion seconded and approved unanimously.

Norfolk Southern Bentonville property- 15 acres in Warren County – Kristin Ford, Easement Specialist, passed out maps, summary sheets and copies of the draft deed of conveyance for this property. She explained that this proposed transfer of 15 acres in fee to VOF from Norfolk Southern comprises the second portion of the required replacement land resulting from the diversion of land for the Norfolk Southern rail project. The 15 acres are wooded and adjacent to Andy Guest State Park near Bentonville. Ms. Ford indicated that VOF intends to transfer the land to the Department of Conservation and Recreation (DCR) for inclusion in the State Park and the property will ultimately have trails that will provide public access to the property. The conveyance Deed does not provide for access through remaining adjacent NS property but will be accessible through the Park. Motion made to accept Bentonville property; motion seconded and approved unanimously.

Forestry Discussion

Mr. Hartz called on the Executive Director, Mr. Robert "Bob" Lee. Mr. Lee explained that the Governors of Virginia, Pennsylvania and Maryland are continuing their program for the improvement of the shared national resource- the Chesapeake Bay. The forest represents the area of land mass that is most crucial to

the integrity of the Bay. The Governors have signed a cooperative agreement giving priority to general land conservation - either easement or acquisition - of forested land in the Chesapeake Bay Watershed. The goal for Virginia is to protect an additional 135,000 acres by 2012. A meeting was held on Tuesday, April 15, 2008 where this cooperative agreement was the topic. The next meeting of the multiple states engaged in the process is in Shepherdstown, WV. Mr. Lee noted that as VOF discusses prioritization of projects that the land mass that drains to the Bay is equal to 62% of the land of Virginia. VOF contributes more than 80% of the conservation easements in that watershed.

Discussion followed about the importance of cooperation between VOF and other state agencies such as the Department of Forestry and Department of Game and Inland Fisheries, which may in some cases co-hold easements and assist with the monitoring of land under easement.

GIS Planning Tool Presentation

Mr. Hartz called on Kerry Hutcherson, VOF Staff Counsel to the Stewardship Division. Mr. Hutcherson presented a technique for using GIS to evaluate and compare the conservation values of proposed open-space easement projects. He explained that the GIS data and methodology could be modified to reflect those conservation values that are important to different regions of Virginia. This tool could be used by VOF Easement Staff to assist in deciding which proposed easement projects should take priority, and the tool could be used to document the decision-making process for giving priority to certain proposed easements. Mr. Hutcherson explained that using GIS to identify priority areas throughout the state would assist VOF in planning where land is conserved and help to ensure that VOF's financial and human resources are used to protect land with the highest conservation value. This presentation will be available on request.

Mr. Hartz called for Easement Consideration

S1 – WINCOFA FRP LLC and WINCOFA GGP LLC - Mr. Hartz recognized Laura Thurman of VOF. She presented the results of further discussions with Mr. Phillips. She reported that Mr. Phillips had agreed to a no-build zone within 50' of any known karst features on the property with no trash allowed in sinkholes or caves. He also agreed to maintain a vegetative buffer of a minimum of 35 feet along all perennial streams and the Cowpasture River. Motion made to approve the amended easement with the inclusion of the two stated additions; motion seconded and approved unanimously.

Easement Prioritization Discussion

Mr. Hartz opened the discussion and spoke to the fact that VOF cannot get to every easement project offered. Mr. Hartz noted that there is intense pressure to produce the volume of acreage that VOF has conserved over the past two years as it represents a major contribution towards meeting the Governor's goal of 400,000 additional acres conserved by the end of his term. VOF completed 249 projects in 2007 for a total of 60,300 acres (242 acres per project on average).

Leslie Grayson updated the Board members on the status of the "waiting lists." She explained that VOF staff keep two lists of interested easement prospects awaiting attention, one of over 100 acres and one of under 100 acres. She reported that the current list of over 100 acre projects now contains 70 projects for a total of 17,305 acres. The current list of under 100 acre projects contains 156 potential projects for a total of 9,025 acres. She explained that staff has done an admirable job of reducing the number on the over 100 acre list as many of those projects are now under way. The beginning of the calendar year traditionally provides an opportunity to "catch up" as demand seems to abate slightly. Most of the easement staff have a full case load for the July meeting and may not make further progress on the wait lists. The under 100 acres list is

much larger and has not been reduced significantly in the first quarter of the year as the emphasis had been placed on working the larger acreage projects. The largest lists by number are concentrated in the Staunton and Blacksburg regions, followed by the Warrenton and Charlottesville regions, with Tappahannock, Richmond, and Abingdon having the least number of projects on their lists of pending projects.

It was noted that the amount of demand from landowners wanting to do easements has resulted in some land trusts beginning to hold easements when that had not been their desire or mission.

The Board discussed the possibility of imposing fees on landowners in an effort to ensure that work done by easement staff resulted in a higher percentage of completed projects. It was decided to have a more detailed and separate discussion on this topic at a later date.

More prioritization discussion followed including the current criteria used for determining conservation resource values on properties of less than 100 acres. The current criteria include conservation easements that provide infill to other easements, easements adjacent to deep water, easements with important historic resources, and easements that front on designated scenic roads or rivers. Staff from different regions requested adapting the criteria to include resources that are unique to individual regions of Virginia.

Several private land trust representatives offered assistance with the workload to the extent that VOF can identify appropriate tasks. It was noted that there are potential legal issues and other issues with the IRS if VOF “subcontracts” its work to third parties. Heather Richards of PEC encouraged VOF to tell the land trusts what VOF needs in order to meet the demand with the prospect of encouraging the General Assembly to support the VOF at full capacity.

The Board instructed the Deputy Directors for Easements to make slight expansions to the criteria to reflect regional differences. In addition, during given calendar year, each regional office may bring before the Board, a maximum of four projects less than 70 acres and they must meet at least one of the defined criteria.

Mr. Hartz heard the motion made to adjourn the meeting at 5:15 p.m.; motion seconded and the motion passed unanimously.

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CHARLOTTESVILLE, VIRGINIA
April 17, 2008

Trustees present: Chairman, Mr. Frank M. Hartz, presiding; Mr. Mark Allen; Mr. Charles H. Seilheimer, Jr.; Dr. M. Rupert Cutler, Mr. Jeffrey K. Walker; and Ms. Molly Joseph Ward. Absent: Mr. J. William Abel Smith.

VOF staff attending: Mr. G. Robert Lee, Executive Director; Ms. Tamara Vance, Deputy Director; Ms. Leslie Grayson, Deputy Director; Ms. Martha Little, Deputy Director for Stewardship; Ms. Bobbie Cabibbo, Executive Assistant/Records Manager; Ms. Anna Chisholm, Finance Manager; Ms. Sherry Buttrick, Easement Manager; Ms. Estie Thomas, Easement Manager; Ms. Laura Thurman, Easement Manager; Ms. Ruth Babylon, Easement Specialist; Ms. Jennifer Perkins, Easement Specialist; Mr. Neal Kilgore, Easement Specialist; Ms. Kristin Ford, Easement Specialist, Mr. Josh Gibson, Easement Specialist, Ms. Melissa Collier, Stewardship Manager; Ms. Sara Ensley, Human Resources Manager; Mr. Bruce Stewart, Staff Counsel; Mr. Kerry Hutcherson, Staff Counsel Stewardship, Also in attendance were Ms. Brett Ellsworth, Assistant Attorney General.

From Piedmont Environmental Council: Rex Linville, Taylor Cole and David Hurt, Conservation Partners; Todd Hochrein, Virginia Conservation Credit Exchange; and Mike Strugar, Tax Credit Exchange, L.L.C.

Mr. Hartz called the meeting to order at 9:07 am.

Public Comments

Mr. Hartz called for public comments and recognized Mr. Rex Linville of PEC who spoke about the proposed rail expansion language and cautioned VOF not to try to preempt the 1704 conversion/diversion process. He stated that it should not be easy to change an easement and that private companies, as well as public entities, should have plans that the public has had the opportunity to see and comment on. He closed by stating that those companies must prove the necessity for use of land under easement and be required to mitigate.

Resolutions

Mr. Hartz called on Anna Chisholm, VOF Finance Director to present two resolutions. The first more clearly outlined the powers and responsibilities of the Executive Director in an updated format from an earlier resolution. Mr. Hartz called for a vote on the "Resolution to Establish the Powers of the Executive Director Related to Financial Management." Motion made to approve resolution; motion seconded and approved unanimously.

The second Resolution was entitled "A Resolution to Open a Brokerage Account at Banc of America Investment Services Inc." Ms. Chisholm explained that a donor has requested to donate stock to VOF and a brokerage account is needed to accept, manage and/or sell it. Motion made to adopt the resolution; motion seconded and approved unanimously.

VIRGINIA OUTDOORS FOUNDATION
RESOLUTION

A RESOLUTION TO ESTABLISH THE POWERS OF THE EXECUTIVE DIRECTOR RELATED TO
FINANCIAL MANGEMENT

WHEREAS, the VIRGINIA OUTDOORS FOUNDATION (VOF) was created in 1966 pursuant to Section 10.1-1800-1804 of the Code of Virginia “(to) be governed and administered by a board of trustees composed of seven trustees from the commonwealth at large to be appointed by the Governor for four-year terms”, and

WHEREAS, Section 10.1-1801 further describes the general powers of the Foundation, including “(t)o appoint and prescribe the duties of such officers, agents, and employees as may be necessary to carry out its functions...”; and

WHEREAS, the Trustees did create the position of the Executive Director of the Foundation; and

WHEREAS, it is necessary to the sound and efficient management of the Foundation to establish bank accounts in the name of the Foundation, to include checking, investment and credit as necessary; and

WHEREAS, the Executive Director shall be responsible for adopting sound accounting policies, establishing and maintaining effective internal control over financial reporting, preventing and detecting fraud, and complying with laws, regulations, and provisions of contracts and grant agreements now, therefore, be it

RESOLVED by the Virginia Outdoors Foundation Board of Trustees, this 16th day of April 2008, That the Executive Director has the power and responsibility to establish and maintain such bank and investment accounts in the name of the Foundation as may be necessary to carry out the mission of the Foundation in accordance with sound accounting policies.

ADOPTED by a vote of

ATTEST:

G. Robert Lee, Executive Director

VIRGINIA OUTDOORS FOUNDATION
RESOLUTION

A RESOLUTION TO OPEN A BROKERAGE ACCOUNT AT BANC OF AMERICA INVESTMENT
SERVICES, INC.

WHEREAS, the VIRGINIA OUTDOORS FOUNDATION (VOF) was created in 1966 pursuant to Section 10.1-1800-1804 of the Code of Virginia “(to) be governed and administered by a board of trustees composed of seven trustees from the commonwealth at large to be appointed by the Governor for four-year terms”, and

WHEREAS, Section 10.1-1801 further describes the general powers of the Foundation, including “(t)o appoint and prescribe the duties of such officers, agents, and employees as may be necessary to carry out its functions...”; and

WHEREAS, the Trustees did create the position of the Executive Director of the Foundation with the power to open and maintain various bank accounts in accordance with sound accounting policies; and

WHEREAS, private donors have requested that VOF accept gifts of securities and other financial instruments; and

WHEREAS, VOF has a Finance and Personnel Committee to provide advice and counsel on financial matters to include stock decisions; and

WHEREAS, Banc of America Investment Services, Inc. requires enabling resolutions (Exhibit A) now, therefore, be it

RESOLVED by the Virginia Outdoors Foundation Board of Trustees, this 16th day of April 2008, That the Executive Director has the power to establish and manage such an investment account in the name of the Foundation according to the resolution in Exhibit A in accordance with sound accounting policies.

ADOPTED by a vote of

ATTEST:

G. Robert Lee, Executive Director

Exhibit A

Banc of America Investment Services, Inc.

Enabling resolutions

First: Resolved that the Client is authorized and empowered to open a Securities Account with Banc of America Investment Services, Inc. ("you") u described in the Banc of America Investment Services, Inc. Customer Agreement.

Second: Resolved that the Securities Account shall be a Cash Account or a Margin Account for the purpose of purchasing, selling (including short sales), transferring, exchanging, pledging, and generally dealing in any and 1111 forms of securities and financial instruments of every kind or nature whatsoever. All orders and instructions, written or oral, relating to the Securities Account shall be given to you by one of the individuals designated under the heading "Authorized Individuals," and each of them individually is hereby authorized and directed to purchase and/or sell and/or deal in any and all securities and financial instruments for the Client, including the power to deliver, accept delivery of, pledge, endorse, and direct the transfer of record title of any assets beneficially owned by the Client, without obligation on your part to inquire into the reasons for said orders or instructions.

Third: Resolved that you may deal with any of the Authorized Individuals as though you were dealing with the Client directly.

Fourth: Resolved that each of the Authorized Individuals is authorized and directed to execute and deliver to you on behalf of Client any and all agreements, documents, contracts, and other writings that you may require.

Fifth: Resolved that the Secretary (or other duly designated officer) of the Client is hereby authorized, empowered and directed to certify, under the Seal of the Client, or otherwise to you:

- (a) a true copy of these Resolutions;
- (b) specimen signatures of each and every Individual empowered by these Resolutions;
- (c) certificate (which, if 'you require, shall be supported by an opinion of the general counsel of the Client, or other counsel satisfactory to you) that the Client is duly organized and existing, that its charter empowered to transact the business contemplated in these Resolutions, and that no limitation has been imposed upon such powers by constitution, statute, regulation, charter, law, or otherwise.

Sixth: Resolved that you may rely upon any certification given in accordance with these Resolutions as continuing fully effective unless and until you shall receive due written notice of an amendment, modification or rescission of such Resolution or certification. Further resolved that you shall not be liable for any action taken or not taken upon instruction of any Authorized Individual prior to your actual receipt of written notice of the termination or impairment of such person's authority. The failure to supply any specimen signature or other documentation shall not invalidate any transaction which is in accordance with authority actually granted.

Seventh: Resolved that in the event or any change in the office or powers of persons hereby empowered, the Secretary (or other duly designated officer) shall certify such changes to you, in writing, which certification, along with other documentation that you may request, shall terminate the powers of the persons previously authorized and empower the persons thereby substituted,.

Consent Agenda Amendments

1. ALB-VOF-1527 – Greiner – Albemarle – 60.2 acres
2. FLO-VOF-1352 - Wiley – Floyd -305.8 acres
3. GRA-VOF-1568- River Ridge Land and Cattle (Hanes)- Grayson-250 acres
4. HRY-VOF-2468 – Beaver Creek Preservation Associates – Henry County-203 acres

Motion made to approve Consent Agenda Amendments as presented; motion seconded and approved unanimously.

Preservation Trust Fund Easement Considerations

Mr. Hartz called for consideration of the Preservation Trust Fund easements.

PTF1 –Osborne – 536 acres in Grayson County - This easement may include nine more acres before it is recorded. The co-holder changed to the National Committee for the New River (NCNR). A cooperative agreement with NCNR is in place. The last parcel purchased, 170 acres needs to have mineral rights issues resolved prior to recordation. . The PTF Committee recommended approval. Motion made to accept the Osborne easement with the above listed changes and to fund in the amount of \$7,000; motion seconded and approved unanimously.

PTF2 – Williams – 133 acres in Scott County - There is an error on map presented; it should have two outparcels. In addition, language must be included addressing rights-of-way to the outparcels as they are owned by different family members. The PTF Committee recommended acceptance of the easement; however, the PTF Committee questioned the amount of the cost reimbursement request as both PTF 2 & 3 are for same landowner and appeared not to acknowledge some economy for the two projects. The PTF Committee recommended \$9,000 in total reimbursement rather than the \$11,000 requested for both parcels. A motion was made to approve both PTF 2 and 3 and to split \$9,000 in cost reimbursement between the two easements equally, with the noted changes listed above; motion seconded and the motion passed unanimously.

PTF3 – Williams – 88 acres in Scott County - Staff explained that this easement needs to have right-of-way language clarified. Motion made and approved under PTF 2.

PTF4 – Faison – 900 acres in Surry County - The proposed co-holder is Ducks Unlimited. A co-holding agreement between VOF and Ducks Unlimited will be signed prior to recordation of the easement. The easement is valued at \$2,625,000 by appraisal commissioned by VOF. The PTF Committee recommends approval of the easement and payment of partial purchase in the amount of \$700,000 and up to \$10,000 for VOF costs, including title insurance, partial survey and appraisal. The Committee also recommended partial survey of one property line. Staff suggested a modification to return to the standard VOF forestry language due to a change in co-holders (the Department of Forestry had originally been proposed as a co-holder). A motion was made to approve the easement and allocation of PTF funds in the amount of \$710,000 (\$700,000 for easement partial purchase) contingent on the condition that there is a partial survey completed, the forestry language is modified and the co-holding agreement with Ducks Unlimited is in place; motion seconded and was approved unanimously.

PTF5 – Stone Tavern, L.L.C. – 295.54 acres in Rockbridge County - This property is a previously approved easement being reconsidered for a PTF reimbursement request. Motion made to approve easement and funds in the amount of \$10,200; motion seconded and approved unanimously.

Franklin County PDR Grant Extension Request

Mr. Hartz recognized Tamara Vance who explained the request from Franklin County for an extension until September 2008 on the 2-year limit to use the \$100,000 allotted by PTF for individual projects through the PDR program. Motion made to approve extension; motion seconded and approved unanimously.

Mr. Seilheimer explained that Northhampton County has recently developed a PDR program and has a great need for matching funds to enable their first project to be completed. Tamara Vance explained that the County is looking for matching funds for a USDA Federal Farmland Protection Program grant. The project will likely be approved by the federal program for 50% of the appraised value of the easement. The County must match the federal money with at least 25% cash and may use up to 25% donated value from the landowner. Mr. Seilheimer suggested that VOF commit \$100,000 to Northhampton County towards the 25% cash match. The project is a farm of 250 acres with about 50 acres of marsh. A motion was made to approve \$100,000 for the PDR project to purchase an easement on the Richardson farm in Northhampton County; motion seconded and passed with four votes. Mr. Jeffrey K. Walker abstained due to his involvement in the creation of the Northhampton PDR program.

Easement Consideration

Mr. Hartz called for the Blacksburg Office Easements.

B1 – Gilginia Tree Farm – 2,237.7 acres in Bland/Giles Counties - Property averages 4 miles in length and 1 mile in width and consists entirely of prime mountain timberland. It extends from Wolf Creek at its southern most point across Buckhorn Mountain, Chestnut Ridge and East River Mountain. Ruth Babylon explained that the landowner is considering a commercial wind farm project in cooperation with British Petroleum. She noted the excellent management of the forest land by the owner and his dedication to the environment. After much discussion, it was decided to defer consideration of this easement until there is more specific information concerning the infrastructure required for the wind farm and the impact of the wind farm on the land and the surrounding viewshed. The Board requested further information be provided by the applicant or BP simulating the visual impacts of the proposed wind towers.

B2 – James/Weeks- 138.05 acres in Floyd County - Motion made to add spouses of owners (brother and sister) to easement, if applicable, and to include language-limiting mowing to a specific season and any other restrictions Natural Heritage should require after the site visit; motion seconded and approved unanimously as amended.

B4 – Jones – 131.363 acres in Giles County - Motion made to approve with the addition of language that recognizes the existing house is visible from the New River, but no new dwelling shall be visible from the River; motion seconded and passed unanimously.

B5 – Miller Family – 467.65 acres in Bland County - Staff requested that language be added to allow for parcels created to be either one acre or the smallest permitted by county regulation at the time of the division. Motion made to approve with added language; motion seconded and passed unanimously.

B6 – Reynolds – 209 acres in Floyd County - Motion made to approve with the addition of language restricting buildings in the no-timbering zone; motion seconded and passed unanimously.

B7 – Smith – 132.35 acres in Floyd County - Motion made to approve as recommended by staff with the addition of mowing restrictions in the buffer strips during the summer months; motion seconded and passed unanimously.

C5 – Young – 75.342 acres in Albemarle County - The property lies along Mechunk Creek, a tributary of the Rivanna River and the James River, and is primarily wooded with a small area utilized as pastureland. The property is bounded by an existing rail line. Much discussion ensued regarding a policy to accommodate future expansion of existing rail lines on proposed easement properties. VOF is aware that this track may be slated for expansion in the future. Several board members expressed concern about adopting language for this specific easement without having agreed on the precise policy or language generated as a result of a policy. Motion made to accept the easement including a limit on the secondary building to 2000 sq. feet and the removal of the proposed language regarding rail expansion; motion seconded and passed as amended four to one.

B8 – Wagner – 135.2599 acres in Floyd County - Motion made to approve easement as presented; motion seconded and passed unanimously.

Mr. Hartz called for the Charlottesville Easements

C1 – Crump – 139.412 acres in Amherst County – Motion made to approve easement as presented; motion seconded and passed unanimously

C2 – Early – 289.747 acres in Charlotte County – Motion made to approve with the removal of language prohibiting motocross biking or use of other motorized recreational vehicles; motion seconded and passed unanimously.

C3 – Pendergrast – 63.197 acres in Orange County – Motion made to approve easement as presented; motion seconded and passed unanimously.

C4 – Stephens – 193.480 acres in Greene County - Motion made to approve easement as presented; motion seconded and passed unanimously.

Dr. M. Rupert Cutler excused himself from the meeting for the rest of the day.

C6 – Payne – 236.218 acres in Nelson County - Motion made to approve easement as amended; motion seconded and passed unanimously.

C7 – Schornberg – 393.16 acres in Albemarle County – Motion made to approve easement with amended language concerning the full service restaurant; motion seconded and passed unanimously.

Mr Hartz called for the Richmond Office Easements

R1 – Amelia Springs – 1613.16 acres in Amelia County – Discussion concerning tier 3c historic battlefield on part of property and county restrictions. Easement consideration was tabled in order to gather more information. (See below)

R2 – Beck Trust – 746.20 acres in Greenville County – Motion made to approve easement with new mitigation and ecosystem services language included; motion seconded and passed unanimously.

R3 – Fullstream Farm – 153 acres in Goochland County – Motion made to approve easement with new mitigation language and the right to expand pond; motion seconded and passed unanimously.

Mr. Hartz called for Staunton Office Easements

S2 – L.E. Beck Trust – 586.462 acres in Augusta County – Motion made to approve easement with removal of rail expansion language, amended mitigation language to allow additional ecosystem improvements; amended riparian buffer to correct language in deed; and add language to improve roads; motion seconded and passed unanimously.

Mr. Hartz called on Phillip Reed to reopen the Amelia Springs Easement.

R1 – Amelia Springs - Motion made to approve easement with new mitigation and ecosystem services language included; motion seconded and approved three to two.

S3 – Brailsford – 66.92 acres in Bath County - Motion made to approve easement as presented; motion seconded and passed unanimously.

S4 – McVey – 702.61 acres in Rockbridge County - Motion made to approve easement as presented; motion seconded and passed unanimously.

Mr. Hartz recognized Josh Gibson who asked that we reconsider the Smith Easement.

A motion was made to reconsider the Smith Easement; motion seconded and passed unanimously

B7 –Smith with new mitigation and ecosystem services language included - 132.35 acres in Floyd County - Landowner did not agree to mowing restrictions. Motion made to approve easement as amended, removing the mowing restrictions; motion seconded and passed unanimously.

S5 – Snyder – 160.14 acres in Augusta County - Mistake in easement language, it says “commercial” rather than “non-commercial” concerning the aviation use. Motion made to approve easement with correction as noted; motion seconded and passed unanimously.

S6 – Andrea – 250.414 acres in Warren and Page County - Motion made to approve easement as presented; motion seconded and passed unanimously.

Mr Hartz called for the Tappahannock Office Easements

T1 - Friends of Dragon Run – 73.26 acres in King and Queen County - Change word in easement from structure to building. Motion made to approve easement with change to language; motion seconded and passed unanimously.

T2 – Hitchens- 30.12 acres in Lancaster County - Motion made to approve easement as presented; motion seconded and passed unanimously.

T3 – Packet 436 acres in Richmond County - Noted changes in easement: 6 dwellings vs. 8 and three parcels vs. no divisions. Motion made to approve easement as amended; motion seconded and passed unanimously.

T4 – Sizer – 352 acres in King William County - Motion made to approve easement as presented; motion seconded and passed unanimously.

T5 - Walters – 488 acres – King William County - Motion made to approve easement as presented; motion seconded and passed unanimously.

Estie Thomas, requested that the approval for the Baylor Easement, approved in 2005 and approaching the end of the two year “sunset provision” be extended for another two years. Motion made to approve request; motion seconded and passed unanimously.

Mr. Hartz called for the Warrenton Office Easements

W1 – Kelly – 202.39 acres in Culpeper County - Easement amended to allow for cutting of timber. Motion made to approve easement as amended; motion seconded and passed unanimously.

W2 – O’Bannon – 490.7 acres in Fauquier County - Motion made to approve easement as presented; motion seconded and passed unanimously.

W3 – Over Jordan Farm, LLC and Over Jordan Farm II, LLC – 196.5507 acres in Rappahannock County - Easement amended to include new mitigation and ecosystem services language. Motion made to approve easement as amended; motion seconded and passed unanimously.

Mr. Hartz recommended the next Board of Trustees meeting begin at 11 a.m. and adjourn at 6 p.m.

A motion was made to adjourn meeting, motion seconded and passed unanimously. Meeting was adjourned at 2:45 p.m.