

FINAL

MINUTES
VIRGINIA OUTDOORS FOUNDATION (VOF)
BOARD OF TRUSTEES MEETING
DEPARTMENT OF FORESTRY, CHARLOTTESVILLE
12/5/18

ATTENDEES

Board of Trustees:

Eleanor Brown, Chair
Viola Baskerville
Raul Garcia
Elizabeth Obenshain
Stephanie Ridder
Thomas Slater
Brent Thompson

Guests:

Rex Linville, Piedmont Environmental Council
Alex Madlinger, AT&T
Ellen Shepherd, Virginia United Land Trust
Karen Johnson, landowner with easement
Doug Blount, Roanoke County
Cliff Scher, 7x Energy
Darren Lawrence, Longroad Energy
Jess Alexander, Stantech
Valerie Long, Williams Mullens
Bryce Pickins, The Nature Conservancy
Nan Mahone, Conservation Partners
Peggy Stevens, interested public
Dan Neiman, Shentel
Kate Hitchens, Farm Bureau

Staff:

Brett Glymph, Executive Director
Anita Angelone, Communications Assistant
Bobbie Cabibbo, Executive Assistant
Anna Chisholm, Director of Administration
Leslie Grayson, Deputy Director Policy and Acquisitions
Martha Little, Deputy Director of Stewardship
Jason McGarvey, Communications and Outreach Manager
Tamara Vance, Deputy Director Easements
Dave Morton, IT Manager
Brad Baskette, Assistant Director, Stewardship
Emily White, Land Conservation Manager

Advisors:

Mr. Richard Mahevich, Office of the Attorney General (OAG)

Eleanor Brown brought the meeting to order at 9:32 am.

Approval the Order of Business

Motion made by Steph Ridder to approve the Order of Business; motion seconded by Tom Slater and passed unanimously

Public Comments

Rex Linville from Piedmont Environmental Council opined about the difference in importance and essentiality concerning the solar panels on easement HAL-4181, REW Land, LLC.

Alex Madlinger an AT&T Network engineering manager spoke on the cell tower located in Keswick and asked the board to allow the cell tower to remain.

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Doug Blunt – Roanoke County – urged the trustees to approve money for the entire Roanoke County Explore Park submitted for Forest Core.

Karen Johnson – owner of Keswick tower requested that the Board of Trustees allow the cell tower on her property to remain.

Valerie Long is an attorney representing Shentel and she shared her opinion that the cell tower in Albemarle County be allowed to stay in its current location.

Chair Comments

Eleanor expressed her appreciation for the staff's commitment and efforts on the Forest CORE Fund. This is a tremendous opportunity to do more great work.

Executive Director's Report

Brett thanked Eleanor for her hospitality on Tuesday 12/4/18. Brett explained that because of the time expended by staff on the 1704 and the Armistead case, the delivery of the Strategic Plan would be delayed. Eleanor testified before the IRS committee on the proposed changes to SALT regulations, her presentation was meaningful and impactful.

Approval of Minutes

Motion mad by Tom Slater to approve minutes from September 20, 2018 & November 15, 2018 as submitted; motion seconded by Viola Baskerville and passed unanimously.

TerraTrac Contract

Anna Chisholm explained that in accordance with our Procurement Policy the level of expenditure for the database development needs the approval of the board. Full package of materials will be on file with the meeting records once the contract has been awarded. Motion made by Tom Slater to approve the contract for TerraTrac; motion seconded by Steph Ridder and passed unanimously.

1704 Open -Space Conversion Request Foxhound Solar, LLC - Martha Little/Brad Baskette
Presentation on file with the permanent record of this meeting. Trustees requested changes to the resolution: (1) increasing stewardship fund to \$35,000; (2) to use the overhead crossing option that includes 2 separate and shorter parallel double circuit 34.5 kV distribution utility lines and ensure it is in accordance with the specifications in the Application; (3) utility poles and equipment are sited and designed using materials that will provide the least visual impact to the surrounding area.

Motion made by Tom Slater to approve the 1704 and accompanying resolution with the 3 changes listed above; motion seconded by Viola Baskerville and passed unanimously. ATTACHMENT A

Forest CORE Fund MVP Awards

Eleanor Brown thanked Emily and team for creating the program out of whole cloth and praised the successful community outreach noting that Emily has either earned new or enhanced existing relationships.

Applications recommended by the Special Forestry Committee:

1. **Chestnut Ridge** – Giles County – Submitted by Department of Conservation and Recreation/National Heritage
2. **Poor Mountain Greenway** – Roanoke County - Submitted by Department of Conservation and Recreation/National Heritage
3. **Brush Mountain** – Blacksburg/Montgomery – Submitted by New River Land Trust
4. **Appalachian Trail Viewshed** – Botetourt County – Submitted by Appalachian Trail Conservancy
5. **Mystic Forest** – Rockbridge County – Submitted by Virginia Outdoors Foundation
6. **Explore Park** – Roanoke County – Submitted by Roanoke County these are limited funds with a very focused purpose.
7. **Wayside Park** – Pittsylvania County – Submitted by Pittsylvania County

Motion made by Tom Slater to approve the recommended proposals and funding amounts as noted in the meeting materials which totals \$3,629 710 subject to reaching grant agreements with the applicants which must include:

- Assurance of the method of permanent protection for protected forest areas;
- Review of forest management/enhancement activities and conformance with grant expectations;
- Timing and/or mechanism of perpetual property protection

Motion seconded by Viola Baskerville and passed unanimously.

Eleanor Brown asked for a change to the order of business, moving the closed session to next on the agenda. Tom Slater moved that we do so, and Steph Ridder seconded and it passed unanimously.

Closed Session for discussion as provided for in the Code of Virginia §2.2-3711(A)(7)

Motion made at 12:10 p.m. by Steph Ridder to go in to closed session as follows:

“Madame Chair, I move that the Board go into a closed meeting pursuant to Section 2.2-3711.A.7 for :

1. consultation with legal counsel and briefings by staff members pertaining to actual or probable litigation, where such consultation or briefing in open meeting would adversely affect the negotiation or litigating posture of the public body, and consultation with legal counsel regarding specific legal matters requiring the provision of legal advice by such counsel:
2.
 - a. VOF easement BAT-1951
 - b. RACC v VOF
 - c. Albemarle County Cell Tower

This closed meeting will be attended only by members of the Board. However, pursuant to Section 2.2- 3712 (F), the Board requests the VOF’s Attorney General Counsel, the Executive Director, the Assistant Deputy Director of Stewardship, Deputy Director of Acquisition and Owned Lands, the Executive Assistant, the Deputy Director of Easements as it believes their

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presence will reasonably aid the committee in its consideration of topics that are the subject of the meeting. Motion seconded by Tom Slater.

The closed session ended at 1:30 pm and Steph Ridder read the following certification:

WHEREAS, The Board of Trustees conducted a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act; and WHEREAS, Section 2.2-3712.D of the Code requires a certification by this Board that such closed meeting was conducted in conformity with Virginia law; NOW, THEREFORE, BE IT RESOLVED that the Board hereby certifies that, to the best of each member's knowledge, only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting to which this certification resolution applies, and only such public business matters as were identified in the motion convening the closed meeting were heard, discussed or considered by the Board.

The following trustees certified above: Brent Thompson, Beth Obenshain, Steph Ridder, Viola Baskerville, Eleanor Brown, Raul Garcia, and Tom Slater

Hayfields Farm Community Engagement & Concept Development Report

Presentation made by Jess Alexander from StanTech and is on file with the permanent record of this meeting.

Brent Thompson was called away from the meeting and departed at 2:17 PM

Land Conservation Projects**

Broaddus, Caroline County
Patsy S. Waddle Smyth County
B. Patrick Sharpe, Henry County

Motion made by Viola Baskerville to approve the land conservation projects list above; motion seconded by Steph Ridder and passed unanimously./

Eleanor Brown assigned Steph Ridder to the Energy and Infrastructure Committee.

Owned Land Rappahannock County – Easement

Motion made by Tom Slater to approve the terms as stated in the meeting materials and to place the property with a realtor; motion seconded by Viola Baskerville and passed unanimously.

Meeting was adjourned 2:25

RESOLUTION**VIRGINIA OUTDOORS FOUNDATION BOARD OF TRUSTEES RESOLUTION
REGARDING THE FOXHOUND SOLAR, LLC 1704 CONVERSION APPLICATION ON
EASED LAND CURRENTLY OWNED BY REW LAND, LLC**

WHEREAS, the Virginia General Assembly created the Virginia Outdoors Foundation (VOF) as a body politic which “shall be governed and administered by a Board of Trustees composed of seven trustees from the Commonwealth at large to be appointed by the Governor (Code of Virginia; §10.1-1800 through 1804); and

WHEREAS, by a certain deed of gift of easement recorded in the Office of the Clerk of the Circuit Court for Halifax County, Virginia, in Deed Book 645, Page 1205, the VOF is the grantee of an open-space easement containing approximately 747.06 acres, more or less; and

WHEREAS, the Easement Property is currently owned by REW Land, LLC; and

WHEREAS, Foxhound Solar, LLC, is developing a 91-megawatt (MW), utility-scale photovoltaic solar project, the Foxhound solar project, on lands to the north and west of the easement; and

WHEREAS, the Foxhound solar project’s Conditional Use Permit (CUP) was approved unanimously by the Halifax County Board of Supervisors, after county hearings and a county open house, on August 6, 2018; and

WHEREAS, the Foxhound solar project will be connecting to the Dominion power grid at the Clover Power Station, located approximately 1.4 miles east of the easement; and

WHEREAS, in order for the Foxhound solar project to connect to the Clover Power Station, a new powerline is necessary to connect the solar project substation to the Clover Power Station, crossing over a portion of the Easement Property; and

WHEREAS, pursuant to Virginia Code Section §10.1-1704 (“1704”), Foxhound Solar, LLC has applied to the VOF Board of Trustees (“Board”) to convert the open-space easement on approximately one (1) acre within the Easement Property to facilitate the new powerline crossing and its associated 100 foot-wide utility distribution right-of-way; and

WHEREAS, as required by 1704, Foxhound Solar, LLC, has offered a substitute easement on approximately thirty-seven (37) acres of property contiguous with the Easement Property; and

WHEREAS, after careful evaluation of the application, the Board finds that this project meets the requirements of 1704 including: (i) the project, and the converted land necessitated thereby, is essential to the orderly growth and development of Halifax County, (ii) the project is

in compliance with the official comprehensive plan of Halifax County currently in effect, (iii) the substitute easement property is of at least equal fair market value to the converted land, (iv) the substitute easement property is of greater value as permanent open-space land than the converted land, and (v) the substitute easement property is of nearly feasible equivalent usefulness and location for use as permanent open-space land as the converted land; and

WHEREAS, therefore be it RESOLVED by the Virginia Outdoors Foundation Board of Trustees this 5th day of December 2018, that the Foxhound Solar, LLC, 1704 application is hereby approved subject to and contingent upon the following conditions:

- a) VOF approval as a signatory of the permanent 100-foot-wide distribution utility right-of-way easement for the distribution powerlines, which easement shall include the following stipulations: (i) no buildings or structures are to be permitted within the right-of-way on the Easement Property; (ii) prior to any land-clearing activity, applicant must provide VOF with re-vegetation and/or replanting plans for all disturbed areas;
- b) Applicant or its designee shall convey to VOF a 37-acre open-space easement on the Substitute Property by December 31, 2019; however, such date may be extended by VOF's Executive Director;
- c) Applicant shall transfer to VOF thirty-eight thousand dollars (\$38,000) prior to the recordation of the easement on the Substitute Property to: (i) serve as a stewardship fund to support VOF with the perpetual obligation to steward and defend the Substitute Easement Property totaling thirty-five thousand dollars (\$35,000), (ii) cover VOF's standard three-thousand-dollar (\$3,000) fee for new Baseline Documentation Reports.
- d) Applicant shall cross the VOF easement with the overhead crossing option that includes 2 separate double circuit 34.5 kV distribution utility lines and will be constructed in accordance with the specifications in the Application;
- e) The Applicant shall work with VOF to ensure that the utility poles and equipment are sited and designed using materials that will provide the least visual impact to the surrounding area.

ADOPTED by a vote of 7 for and 0 against



ATTEST: Brett Glymph, Executive Director