



**Minutes**  
**BOARD OF TRUSTEES MEETING**  
**2/9/2021**  
Virtual Meeting via ZOOM

**ATTENDEES:**

**Trustees:**

Eleanor Brown, Chair  
Viola Baskerville  
Beth Obenshain  
Steph Ridder  
Tom Slater  
Brent Thompson  
Raul Garcia

**Staff:**

Brett Glymph, Executive Director  
Ruth Babylon, Easement Manager  
Brad Baskette, Assistant Director, Stewardship  
Bobbie Cabibbo, Executive Assistant  
Anna Chisholm, Deputy Director, Administration  
Leslie Grayson, Deputy Director  
Harry Hibbits, Assistant Director, Stewardship  
Martha Little, Deputy Director  
Jason McGarvey, Communications and Outreach  
Manager  
Dave Morton, IT Director  
Tommy Oravitz, Stewardship Specialist  
Emily White, Grant Programs Manager

**Council:**

Richard Mahevich, Office of the Attorney General  
Patice Holland, Woods Rogers  
Victor Cardwell, Woods Rogers

**Other Attendees:**

Alan Wright  
Angela Carole  
B. Pickins  
Carrington Brown  
Charlie Seilheimer  
Ed Donahue  
Ellen Shepherd, Virginia United Land Trusts  
Emily Bender  
Jacquelyn Ohrstrom  
Jen Perkins  
John Burke  
Karen Johnson  
Laurena Hammack  
Linda  
Natasha Skelton, Conservation Fund  
Paul Peckens  
Peter Bance  
Matthew Lawless,  
Rex Linville, Piedmont Environmental Council PEC  
Richard Cullen, Attorney, McGuire Woods  
Stephen Busch, Attorney, McGuire Woods  
Trigg Brown  
Ann Brooks  
Dixie Walker  
Jared Gilbert  
Jimmie Carter  
Joe  
Wendy Clark  
Nan Mahone Wellborn  
Tyler Richards  
Heather Richards

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Eleanor called the meeting to order at 12:32 p.m. Brett Glymph reminded us that we are meeting virtually as allowed by Governor Northam's policy due to the pandemic.

**APPROVAL OF THE ORDER OF BUSINESS**

Brett pointed out the change in the AGENDA related to Jackson River Farm. The corrected Agenda should be BAT- 1951 vs. BAT - 3030 which corrected an error. Motion was made by Steph to approve Order of Business as amended; motion seconded by Viola and passed unanimously

FINAL

## **PUBLIC COMMENTS**

Bobbie read Matt Lawless' public comment thanking VOF for consideration of their project. Full comments are on file with the permanent record of this meeting. Rex Linville from PEC said he was delighted to see such great projects submitted for the grant programs, especially the GoFund. In reference to the Johnson Amendment Rex believes the scenic protection is so important, an amendment should enhance scenic value of the *original* easement, and that this proposed solution will weaken the scenic value of the easement. He also commented on Conserve VA reminding us that VOF was created by the legislature with intentional independence and that VOF has become one of the most effective land conservation organizations in the nation having adequate policies in place to continue this work. John Burke, attorney for Carrington and Trigg Brown, asked that VOF make no changes to the easement in question until the documents that outline the proposed changes have been disseminated to the original donor and the other owners of this property. And until those interested parties have had a chance to read and study the documents and submit comments in a public forum, he asked that the Board of Trustees defer their decision.

Stephen Busch and Richard Cullen who had signed up to speak at this time did not offer any public comments.

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

- Jackson River Farm v. Virginia Outdoors Foundation

Bobbie Cabibbo read the following:

*“The Board will go into a closed meeting pursuant to Section 2.2-3711.A.7 for 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:*

*a. Jackson River vs. VOF*

*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, outside legal team, the Executive Director, the Deputy Directors, the Executive Assistant, the IT Director and Assistant Director of Stewardship as it believes their presence will reasonably aid the committee in its consideration of topics that are the subject of the meeting.”*

Motion so moved by Steph as read; motion seconded by Viola and passed unanimously. Board went in to Closed Session at 1:00 p.m.

Upon Board's return from Closed Session at 2:30 p.m., Bobbie 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.”*

Viola Baskerville so certified, Steph Ridder so certified, Tom Slater so certified, Brent Thompson so certified, Beth Obenshain so certified, Eleanor Brown so certified; Raul Garcia so certified.

### **JACKSON RIVER FARM BAT- 1951**

Eleanor asked for a motion to approve the Settlement Agreement dated March 26, 2019, the Deed of Confirmation of Rights; the Deed of Assignment and Assumption of Conservation Easements; and to authorize the Executive Director to take all other necessary steps to finalize the settlement. Tom Slater so moved, motion seconded by Viola and passed unanimously. These documents are on file with the permanent record of this meeting.

FINAL

## **APPROVAL OF MINUTES**

Motion made by Tom Slater to approve and adopt the Draft Minutes of the 9/24/2020 Board of Trustees Meeting as presented; motion seconded by Viola and passed unanimously.

## **CHAIR'S REPORT/COMMENTS**

Eleanor thanked Senator Peterson, Delegate Webert, PEC and TNC for their initiative and support on SB1199. She also reported that she and Viola Baskerville had been reappointed by Governor Northam to another term on the VOF Board of Trustees. Eleanor spoke to President Biden's goal of 30 x 30, to triple the amount of land conserved in the United States and she feels that we can be part of that movement. The public reaction to our support of the Urbanna Oyster Festival with a grant was overwhelmingly positive. Our next meeting will be virtual and is scheduled for April 8<sup>th</sup>, if there are any conflicts please let Bobbie or Brett know asap.

Viola shared that work continues at the protected cemeteries in Richmond. She and Brett are going to give a presentation to the National Genealogical Society on a program entitled: *Creating a Sustainable Model for Restoring Historic African American Cemeteries: A Case Study* in May.

## **DIRECTOR'S REPORT**

Brett reported that FY21 & FY22 has \$2.5M for the Preservation Trust Fund in the Commonwealth's biennial budget. In addition to the National Genealogical Society presentation mentioned earlier, she will be moderating a CLE on March 16<sup>th</sup> at VaULT on Heirs Property.

## **FINANCIAL REPORT & BUDGET AMENDMENT**

Anna Chisholm narrated a presentation on the FY21 YTD figures and the amended budget requests. That presentation preserved with the meeting's permanent record. The Finance Audit and Compliance Committee gave this amended budget its full support. Motion made by Brent to adopt the FY21 Amended Budget changing the \$200,000 *owned lands only* line item to read "capital expenditures which may include owned lands"; motion seconded by Viola and passed unanimously. (ATTACHMENT A)

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## **LAND CONSERVATION**

### **ENERGY AND INFRASTRUCTURE COMMITTEE CHARTER**

Martha explained the changes to the charter and narrated a presentation which is on file with the permanent record of this meeting. Motion made by Steph Ridder to adopt the new charter; motion seconded by Brent and passed unanimously.

### **UPDATES TO LAND CONSERVATION POLICY & PRACTICE**

VOF reserves more time to have additional study on the topic of ConserveVA, the IRS rulings, and our lessons learned through hosted virtual meetings. Staff will bring back a report in June to the full Board of Trustees. Staff is also working on a more streamlined "model" deed to highlight and incorporate what is important to conserve in future land conservation easements.

## **CONSERVATION EASEMENTS**

### **Preservation Trust Fund**

Motion made by Beth to approve the Beregovoy easement listed below; motion seconded by Viola and passed unanimously.

- Open Space Easement - **Vladimir Beregovoy** - Botetourt County

### **Open Space Easements**

Motion made by Tom to approve projects listed below; motion seconded by Steph and passed unanimously.

- Open Space Easement - **Edwards, Edwards, & Edwards Farm, LLC** - Isle of Wight County - Partial Purchase with NAWCA grant
- Open Space Easement - **Ann Lee Saunders Brown Revocable Trust, Edmund A. Saunders Trust & Tuckahoe Point Farm, LLC** - Goodland & Henrico County
- Reconsideration of Open Space Easement - **Joseph W. Martin, Trustee** - Botetourt County

**JOHNSON AMENDMENT**

Martha Little presented comments detailing the issues and history of this project. That presentation is on file with the permanent record of this meeting. Ed Donahue, of Donahue and Stearns, PLC, spoke to the necessity of this amendment. Motion made by Tom to approve the amendment; motion seconded by Viola and passed unanimously. (ATTACHMENT B)

**ASSIGNMENTS**

Martha Little presented comments siting the reasons for these assignments. Motion made by Steph to approve the assignment of *Shady Oak’s VOF’s co-hold interest to Historic Virginia Land Trust*; motion seconded by Tom and passed unanimously.

Motion made by Viola to approve the *Assignment of VOF Falkland Farm Easement to Department of Conservation and Recreation*; motion seconded by Brent and passed unanimously.

**GRANT PROGRAMS**

Emily narrated a presentation which is included in the permanent record of this meeting, updated the Trustees on the process of reviewing projects submitted for the grant programs and requested the Board of Trustees consider:

- name change from Preservation Trust Fund Committee to Grants Programs Committee.
- additional funds for the GoFund for this round.
- an additional grant round for the GoFund in FY21 dispersing \$350,000.
- approving two grant rounds in FY22 for the GoFund - if the committees and full board agree and if revenues allow.

**GET OUTDOORS (GO) FUND PROJECTS**

Motion made by Tom to approve the recommended funding amounts including the expanded dollars requested and approve the projects listed below; motion seconded by Viola and passed unanimously.

Applicant	Project Title	Funding Recommended
Blue Ridge Discovery Center	BRDC Accessible Interpretive Trail	\$25,000.00
City of Richmond Department of Parks, Recreation and Community Facilities	Southside Neighbors Collaborating with the City of Richmond to Create a Community-Driven Greening Plan to Guide Development of Raw Land into Community	\$25,000.00
DCR	Open Spaces, Open Doors, Open Minds	\$20,000.00
Friends of Bellemeade Park	Bellemeade Park Educational Community and Children's Garden	\$23,500.00
Grayson County	Restoring Community at Mount Rogers School	\$25,000.00
James River Outdoor Coalition	River Safety Within The James River Park System	\$20,000.00
Potomac Riverkeeper Network	Riverpalooza on the Shenandoah and Potomac Rivers	\$20,000.00
Rockbridge Area Conservation Council	Uncas Trail	\$12,260.00
Southside African American Cemetery Preservation Society	Stokesland School Recreational and Historic Interpretive Area Project	\$25,000.00
The Mariners' Museum and Park	Revitalizing Mariners' Lake	\$25,000.00
Town of Alberta	Alberta Tobacco Heritage Trail Extension Project	\$8,000.00
Town of Exmore	Exmore Town Park Revitalization	\$15,000.00

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**GO FUND PROJECTS (cont'd)**

<b>Applicant</b>	<b>Project Title</b>	<b>Funding Recommended</b>
Woodland Restoration Fdn	Woodland Cemetery	\$22,850.00
Groundwork RVA	Hillside Court MicroFarm and Outdoor Lab	\$25,000.00
Roanoke Outside Foundation	Morningside Bike Park Phase II	\$25,000.00
Town of Brodnax	Brodnax Park	\$25,000.00
United Parents Against Lead & Other Environmental Hazards (UPAL)	The Garden	\$25,000.00
Virginia Capital Trail Foundation	Capital Trail Outdoor Equity Fund	\$10,000.00

**PRESERVATION TRUST FUND PUBLIC ACCESS PROJECTS**

Motion made by Viola to approve the recommended funding amounts and the projects listed below; motion seconded by Tom and passed unanimously.

<b>Applicant</b>	<b>Project Title</b>	<b>Locality</b>	<b>Amount Recommended</b>
City of Harrisonburg	Northend Greenway Connection	Harrisonburg	\$114,228.00
Culpeper County	Rappahannock River Park	Culpeper	\$93,514.00
Friends of the Lower Appomattox River	Appomattox River Trail – Critical Petersburg Gap Connection	Petersburg	\$65,692.00
Living River Trust	Newton Neck Preserve	Chesapeake	\$100,000.00
Nelson County Parks and Recreation	J. Hunter Rockfish River Boat Takeout & Parking Lot Development	Nelson	\$60,000.00
Northern Virginia Regional Park Authority (NOVA Parks)	River Farm	Fairfax	\$100,000.00
Parity, LLC	Cemeteries at Evergreen - Paupers	Richmond	\$150,000.00
The Chickahominy Tribe	Mulberry Springs on the Chickahominy	Charles City	\$100,000.00
Town of Rocky Mount, VA	Celeste Park	Franklin County	\$100,000.00
Town of Scottsville	West Downtown Scottsville Wetland Parks Acquisition	Albemarle	\$80,000.00
TriWay Trail	TriWay Trail: Providing Access to Open Space in the Northern Neck and Beyond	Lancaster	\$135,000.00
White's Mill Foundation	White's Mill Access and Facilities Improvement FY21	Washington	\$98,000.00

Eleanor thanked everyone for attending and the staff for a successful meeting and agreed there was no more business. The meeting adjourned at 4:44 p.m.

**RESOLUTION**

**VIRGINIA OUTDOORS FOUNDATION (VOF)  
BOARD OF TRUSTEES RESOLUTION TO  
ADOPT THE PROPOSED FISCAL YEAR 2020-2021 AND  
GENERAL OPERATING AND SPECIAL PROJECT BUDGETS**

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, on occasion projections for expenses or revenue change significantly during the year and an amendment to the approved budget should be considered; 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; now, therefore, be it

RESOLVED by the Virginia Outdoors Foundation Board of Trustees this 9th day of February 2021, That the Fiscal Year 2020-2021 Amended Budget (as attached) be approved.

ADOPTED by a vote of 7 for and 0 against



ATTEST: Brett Christina Glymph, Executive Director

## Virginia Outdoors Foundation Budget Overview: FY21 General Operations July 2020 - June 2021

Income	Approved Budget	Proposed Additions	Amended Budget
4000 Operating Grants and Contributions	45,000.00		45,000.00
4001 General Fund Appropriation	1,752,750.00		1,752,750.00
4002 Cost Recoveries	422,541.00		422,541.00
4120 Investment Earnings	35,000.00		35,000.00
4200 Recordation Fees	2,250,000.00	2,500,000.00	4,750,000.00
4230 LPC Transfer Fees	400,000.00		400,000.00
<b>Total Income</b>	<b>\$ 4,905,291.00</b>	<b>\$ 2,500,000.00</b>	<b>\$ 7,405,291.00</b>
<b>Expenses</b>			
5100 Salaries and Wages	2,525,843.00	469,000.00	2,994,843.00
5200 Employee Benefits	760,952.00		760,952.00
5300 Contractual Services	230,000.00	125,000.00	355,000.00
5400 Technology	618,996.00		618,996.00
5500 General Services	37,500.00	15,000.00	52,500.00
5520 Telephone	39,000.00		39,000.00
5540 Office Costs	148,000.00		148,000.00
5550 Travel	50,000.00		50,000.00
5560 Training	40,000.00		40,000.00
5570 Outreach & Education	29,000.00		29,000.00
5600 Supplies & Postage	40,000.00	65,000.00	105,000.00
5700 Grant Expenditures (GO Fund)	250,000.00	475,000.00	725,000.00
Survey Fund for existing easements		200,000.00	100,000.00
Stewardship Assistance Grants		200,000.00	200,000.00
<b>Total Expenses</b>	<b>\$ 4,769,291.00</b>	<b>\$ 1,549,000.00</b>	<b>\$ 6,218,291.00</b>
<b>Net Operating Income</b>	<b>\$ 136,000.00</b>		<b>\$ 1,187,000.00</b>
<b>Other Expenses</b>			
9800 Capital Purchases- holding acct	136,000.00	310,000.00	446,000.00
<b>Total Other Expenses</b>	<b>\$ 136,000.00</b>	<b>\$ 310,000.00</b>	<b>\$ 446,000.00</b>
<b>Net Other Income</b>	<b>-\$ 136,000.00</b>		<b>-\$ 446,000.00</b>
<b>Net Income</b>	<b>\$ 0.00</b>	<b>\$ 1,859,000.00</b>	<b>\$ 741,000.00</b>

estimate of add'l revenue

**Add:**

New positions:		
TerraTrac Data Entry- temp position		
Site visit monitors (2), New Acquisition Asst, Records position	Total:	\$274K
Amount for state COLA in June2021		\$95K
VISTA/AmeriCorps Monitoring staff		\$100K
title searches for existing easements		\$125K
New Accounting Software		\$15K
Drones, acquisition signs, gps units		\$65K
Add'l funds for GO Fund		\$475K
Surveys for existing easements		\$200K
Stewardship Assistance Grants		\$200K
Add'l trucks-replace all old vehicles		\$160K
Bull Run public accessibility improvements		\$150K
(supplemented with \$154K sale proceeds from Ski Lodge)		

Total proposed additions:	\$ 1,859,000
Set aside up to \$200K for capital improvements to include owned lands	\$200,000
	<b>\$2,059,000</b>

## RESOLUTION

### **VIRGINIA OUTDOORS FOUNDATION (VOF) BOARD OF TRUSTEES RESOLUTION TO APPROVE AN AMENDMENT ON THE KAREN JOHNSON OPEN SPACE EASEMENT PROPERTY**

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); and

WHEREAS, by a certain deed of gift of easement recorded in the Office of the Clerk of the Circuit Court for Albemarle County, Virginia in Deed Book 3465, Page 50, the VOF is the grantee of a 2007 open-space easement containing approximately 79.15 acres, (the “Easement Property”); and

WHEREAS, the Easement Property has an existing lattice cell tower that was constructed in 1997 within a 2,500 sq. ft. lease area; and

WHEREAS, the open-space easement required that the existing cell tower be removed from the Easement Property no later than 2018; and

WHEREAS, it is now understood that the cell tower is located in an area important to the communication grid of two major roadways (I-64 and Rt. 250) and three counties and is a foundational node serving all five major wireless carriers: and

WHEREAS, under an agreement with Albemarle County, the cell tower company has agreed to remove the existing cell tower as required by the open-space easement; and

WHEREAS, with local, state and federal support, the cell tower company will replace the existing lattice cell tower with a less visually intrusive monopole within a 3,600 sq. ft. lease area; and

WHEREAS, Karen Johnson, a donor of the original easement and current owner of the Easement Property has offered to protect an additional 13.98 acres and update the original open-space easement to improve the protections of the conservation values in exchange for allowing the new cell tower and expanded lease area; and

WHEREAS, the proposed amendment is in conformance with the Amendment Policy adopted by the VOF Board of Trustees in 2008; and

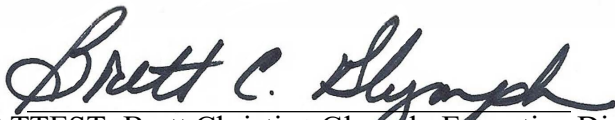
WHEREAS, VOF is willing to amend the original open-space easement to accept the additional acres, improve conservation values and allow for the new cell tower within its larger lease area to maintain essential communication services in the area; now, therefore, be it



RESOLVED by the Virginia Outdoors Foundation Board of Trustees this 9<sup>th</sup> day of February 2021, that the amendment to add acres, improve protection of conservation values and allow for the monopole cell tower within a 3,600 sq. ft. lease area is approved with the following conditions:

- 1) The amended easement must be recorded prior to the start of construction on the replacement tower; and
- 2) As a no-division easement, the existing partial liens must be either satisfied or refinanced to encumber both parcels (the original 79.15 acres and the new 13.98 acres) prior to recordation.

ADOPTED by a vote of 7 for and 0 against

A handwritten signature in black ink that reads "Brett C. Glymph". The signature is written in a cursive, flowing style.

ATTEST: Brett Christina Glymph, Executive Director