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MINUTES
VIRGINIA OUTDOORS FOUNDATION
QUARTERLY MEETING OF THE BOARD OF TRUSTEES
EAST READING ROOM, PATRICK HENRY BUILDING
RICHMOND, VIRGINIA
JANUARY 24, 2008 10:00 AM

Trustees present: Mr. J. William Abel Smith; Mr. Mark S. Allen; Dr. M. Rupert Cutler; Mr. Charles H. Seilheimer, Jr.; Mr. Jeffrey K. Walker; and Ms. Molly Joseph Ward. VOF staff attending: G. Robert Lee, Executive Director; Ms. Tamara Vance, Deputy Director; Ms. Leslie Grayson, Deputy Director; Ms. Martha Little, Deputy Director for Stewardship; Ms. Trisha Cleary, Executive Assistant; 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; Mr. Josh Gibson, Easement Specialist; Mr. Philip Reed, Easement Specialist; Ms. Kristin Ford, Easement Specialist; Ms. Sara Ensley, Human Resources Manager; Ms. Melissa Collier, Stewardship Specialist; Mr. Harry Hibbitts, Stewardship Specialist; Ms. Jordan Monez, Webmaster; Mr. Kerry Hutcherson, VOF Staff Counsel; and Mr. Bruce Stewart, VOF Staff Counsel. Also in attendance were Mr. Frederick S. Fisher, Special Assistant Attorney General and Ms. Brett Ellsworth, Assistant Attorney General. Mr. Frank M. Hartz, Chairman, was not in attendance.

Mr. Lee convened the meeting at 10:08 a.m. announcing that since the Chairman would not be attending the meeting, the Board would elect an acting chairman as provided for in the by-laws. Dr. Cutler nominated Charles Seilheimer to be acting chairman. There were no other nominations and Mr. Seilheimer was elected by acclamation.

After introductions, Mr. Seilheimer called for public comments. Mr. George Beadles offered his opinion that if VOF was “really serious” about its policies, they should submit them to the General Assembly and make them laws. He also felt that the Board needed to add another policy meeting to its calendar so as to not fall behind in easement considerations.

Mr. Seilheimer asked if there were any changes to the order of business. Mr. Lee suggested that due to time constraints P3 – Pilot Prioritization Project be removed from the agenda to allow staff to further develop the project. He also asked that consideration of Property Titles be moved to after the Norfolk Southern agenda item so that items P4 – Amendment Policy and Procedures and P6 – Delegation of Certain Authorities to Staff could be considered together. He advised the Board that a revised resolution had been submitted regarding the Delegation of Certain Authorities to Staff to eliminate duplication between P4 and P6. Mr. Allen moved to approve the order of business as presented by Mr. Lee, Dr. Cutler seconded, and the motion passed unanimously.

Mr. Seilheimer asked Kerry Hutcherson to send his paper regarding the Pilot Prioritization Project to all of the Board members.

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Mr. Seilheimer asked if there were any additions or corrections to the Board minutes for the November 14th and 15th, 2007 meeting. Mr. Allen pointed out that on page 13 the vote on agenda item C7 – Millview Farm, LLC should read “5 to 2”. Dr. Cutler moved to approve the minutes with the correction, Mr. Walker seconded, and the minutes were approved unanimously as amended.

Mr. Seilheimer then asked Mr. Lee to give the Executive Director’s Report to the Board. Mr. Lee reported that 72% of the 60,175 new easement acres were recorded in the last two months of 2007, and, in 2007, easements were recorded in 67 Virginia jurisdictions. Hopes that the state-wide land preservation tax cap would encourage earlier recordation of VOF easements, unfortunately, were not realized. He commended VOF staff who worked long and hard to meet external deadlines. He reported that looking forward, easement demand continues to outpace available human resources but staff is looking at new processes and procedures that might expand capacities. He explained that the Board would be considering several complicated matters where other public policies and programs intersect with VOF easement properties and the Board will be asked to make judgments in accordance with pertinent provisions of Virginia Code §10.1-1704 and take positions on matters pending before other state government entities. The Office of the Attorney General and other state departments will offer counsel and advice as the Board discharges its deliberative and supervisory functions. Mr. Lee concluded by asking the Deputy Directors if they had anything to report; there were none.

Mr. Seilheimer called for the Power-line Landowners Alliance (PLA) to speak to the Board. Mr. Jim Moorman addressed the Board on behalf of the landowners affected by the Dominion Virginia Power proposed 500kV transmission line saying that the plan to place a double line of monopoles in the existing right of way constitutes a conversion of the VOF easements from their intended purposes. He said that the reasons for this belief are set forth in a position paper provided by PLA (Attachment #1). He also presented addenda to the paper (see Attachment #2) illustrating the current power line structures (Addendum A), a comparison of the proposed and existing structures (Addendum B), an illustration of two monopoles in the existing right of way (Addendum C), a list of affected landowners (Addendum D), a list of damages as appraised by Jim Ruffner (Addendum E), and an illustration of the *de facto* right of way (Addendum F). He asked the Board to acknowledge the likelihood of this conversion/diversion, to communicate that to Dominion Virginia Power, and let them know that VOF will do whatever is appropriate under the statute to protect these open-space easements. He also requested that the Attorney General to communicate the same to the State Corporation Commission. Mr. Moorman urged the Board to not pass the resolution presented in the Board materials expressing his belief that to do so would injure the property owners’ ability to protect themselves in this regard. He introduced Ms. Stephanie Ridder, who also wanted to address the Board.

Ms. Ridder explained that her family owned property along the proposed power line corridor and expressed the concern that placing another power line within the existing right of way will in effect establish a right of way for Dominion on the open-space easements. She also said that unless VOF protects these easements, Dominion is essentially getting the right of way with no compensation for VOF or the landowners. She also said that it would ultimately discourage other landowners from donating open-space easements if they felt that the easements were not

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going to be protected. She urged the Board to communicate these concerns to Dominion Virginia Power and the State Corporation Commission.

Ms. Georgia Herbert, General Counsel for the Piedmont Environmental Council (PEC), addressed the Board saying that she has practiced law in The Plains, Virginia, for quite some time and has been involved in approximately 150 conservation easements. She said that her family farm is also under a conservation easement with the Virginia Outdoors Foundation and could potentially be affected by Dominion's new approach of using their existing right of way. She said that the boundary of her family farm that would be affected is Route 66, the alternative route. Her concern is that if Dominion places the very high towers next to her family farm, the towers have the potential of falling onto the easement property therefore creating a diversion/conversion. She asked the Board to adopt the proposed draft resolution with three changes to make it stronger and consistent with the Board's September 20, 2006 Resolution as she had discussed with Fred Fisher, Special Assistant Attorney General (Attachment #3).

After considerable discussion and advice from the Office of the Attorney General, Dr. Cutler moved to adopt the revised resolution, Mr. Abel Smith seconded, and the motion passed unanimously. (Attachment #3)

Mr. Seilheimer recognized Mr. William B. Poff of Woods Rogers PLC, attorney for Norfolk Southern. Mr. Poff began by giving the order of Norfolk Southern's presentation. Mr. Bill Schafer, Norfolk Southern Director of Strategic Planning, will explain the importance of the I-81 Crescent Corridor; Mr. John Raul, Norfolk Southern Assistant Engineer for Real Estate, will explain the rail enhancement project with assistance from Mr. Harvey Crouch and Troy Tant of Crouch Engineering PC; Mr. F. Blair Wimbush, Norfolk Southern Vice President of Real Estate, and Mr. Lloyd R. Clingenpeel, Norfolk Southern Senior Real Estate Manager, will present the proposed property for compensation for the diversion/conversion and Mr. Poff will conclude by presenting the case that Norfolk Southern has met the requirements for diversion/conversion.

Mr. Schafer presented the importance of the I-81 Crescent Corridor in providing faster, more reliable rail service and reducing significant highway congestion by diverting more than one million truckloads per year. He explained the public benefits as being good for the environment by providing a lower carbon footprint, conservative land use, less fuel consumption, and minimal impact on historical and cultural assets. The project will improve safety, lessen highway congestion, and defer or reduce highway maintenance and expansion. He pointed out that the Commonwealth is investing \$40 million in the project to help remedy the major choke point on the I-81 Crescent Corridor. In closing, Mr. Schafer emphasized the importance of the I-81 Crescent Corridor in providing a new service that will take trucks off the road, significant public benefits, and the public/private partnership with the Commonwealth of Virginia to improve transportation needs of the state and region.

Mr. John Raul, Norfolk Southern Assistant Engineer, presented the proposed 5.2- mile rail improvements which will add siding and double track along the existing main line. He explained that Norfolk Southern's Engineering Department weighed and considered a number of factors in designing the track improvements including: potential environmental impacts, whether the new construction is an extension of an existing siding or other track, the impact on individual

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property owners, the impact on utilities, grading considerations, the impact to tracks serving industries, and the existence of public or private grade crossings. He explained that the east side of the track was determined to be the best route due to the track geometry of the existing industry tracks; the existing side track at Front Royal; to avoid impacting a utility access road, sewer lines, fiber optics, and overhead utility lines; to minimize impacts to adjacent property owners, public and private; and in consideration of rock cuts and potentially problematic soils. Locating the proposed rail line on the west side would have made it difficult to maintain acceptable design and operating standards for the relocated industry track alignments (i.e. maximum degree curve and grades) and would have decreased rail car capacity.

Mr. Poff told the Board that the engineering team concluded that engineering principles and track geometry prevented Norfolk Southern from being able to avoid impacting VOF easements. He called on Lloyd Clingenpeel to present the proposed conversion property.

Mr. Clingenpeel presented the 15 acres in Warren County adjacent to Shenandoah River Raymond R. "Andy" Guest, Jr. State Park. He stated that the property has extraordinary conservation value due to its location and potential usefulness. The property to be converted consists of 5.29 acres. Norfolk Southern is nearly tripling the area necessary for conversion/diversion in order to place more property under protection near the park and to satisfy the requirement that the property be of equal fair market value. The total appraised value of the property to be diverted is \$22,724 and the total appraised value of the proposed replacement property is \$59,310. Mr. Clingenpeel pointed out that in a letter to Bob Lee dated January 17, 2008, Joe Maroon, Director of the Department of Conservation and Recreation (DCR), stated that the State Parks Director and the park manager at Shenandoah River State Park were familiar with the property being offered and it would be a great addition to the Park. It would strengthen the buffer of undeveloped land along the ridge line and offer the opportunity to extend the current trail system to enhance the public's enjoyment of the Park. Mr. Maroon informed Mr. Lee that DCR was willing to accept this property and manage it for conservation purposes as part of the state park should this be acceptable to the Virginia Outdoors Foundation as replacement for the proposed diversion of portions of other easements held by the Foundation.

Mr. Poff concluded by saying that the presentation, the voluminous application, and the supplemental application answering the specific staff questions, showed that Norfolk Southern has more than met the requirements of §10.1-1704 as well as the VOF guidelines for diversion/conversion. He noted that the law and guidelines recognize not only the desirability of open-space easements but also that there are occasions on which those easements must be balanced against other public interests. He said that this is such an occasion, a time when it is essential for the orderly growth and development of the Commonwealth to divert or convert the 5.29 acres of existing open-space easements in the interests of the Commonwealth's rail improvement policy to improve interstate commerce, public safety, and the environment. He explained that Norfolk Southern comes before the Board under contract with the Virginia Department of Rail and Public Transportation to make these improvements to the I-81 Crescent Corridor with a grant of \$40 million. He said that the law requires that the diversion/conversion be essential to the orderly development and growth of the locality and in accordance with the official comprehensive plan for the locality. He offered that Mr. Schafer has shown the project is essential to the Commonwealth and, in fact, to interstate commerce of the nation from New

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Orleans to Newark. He told the Board that Warren County stated in a letter dated December 20, 2007, that this project is essential to the locality and is in conformance with and supports the County's adopted Comprehensive Plan's objective to support infrastructure for the Inland Port and "preserve and enhance opportunities for greater industrial use of the County's rail facilities". He stated that the Commonwealth of Virginia's Virginia Port Authority submitted a letter dated December 18, 2007, in "support for the proposed plan for Norfolk Southern to build new passing and main line tracks in Warren County". Mr. Poff said that §10.1-1704 also requires other real property substituted which is of at least equal fair market value, of greater value as permanent open-space land, and be of as nearly as feasible equivalent usefulness and location for use as permanent open-space land as is the land converted or diverted. He pointed out that the 5.29 acres of open-space land to be converted is located adjacent to an active rail line and, even after diversion, will have no physical facilities or rails located on it. Norfolk Southern is offering 15 acres adjacent to a state park that is almost three times more in area, four times the financial value, and will be of much greater conservation and public use than the land being converted. Norfolk Southern has offered to convey the total fee interest of the 15 acres to DCR that more than fully compensates the Commonwealth for the diverted property. He concluded that the application before the Board is an absolutely essential link in the long chain of the Crescent Corridor project and will have a significant impact on interstate commerce. He said that the project will result in the environmental advantage of removing the carbon footprint of thousands of trucks, it will lessen the wear and tear on public highways and reduce maintenance costs, it will save energy, and improve motorists' safety on Interstate 81. The Crescent Corridor project had early support from the Virginia Department of Transportation, legislative support in the \$40 million appropriation of public funds, and the support of the Governor. He respectfully requested that the Board approve the application and grant the diversion/conversion request. He closed by thanking the Board members for their time and attention.

Mr. Seilheimer recognized Kevin Page, Chief of Rail Transportation for the Virginia Department of Rail and Public Transportation (DRPT). He briefed the Board on the Department's efforts to enhance rail transportation throughout the Commonwealth. DRPT reviewed the planned improvements, visited the site and analyzed the engineering plans for the I-81 Crescent Corridor and the Department agrees with the proposed path as it will create the least disruption to the growth of the community and rail service. (There was more to this discussion, including the support for the essentiality of the proposal)

Mr. Seilheimer recessed for lunch.

The meeting was reconvened and Mr. Seilheimer invited the public to comment on the Norfolk Southern proposal.

William Trenary addressed the Board pointing out the 93-acre property that he and his wife have under conservation easement with VOF that will be affected by the diversion/conversion. He told the Board that he and his family had placed over 1,000 acres under open-space conservation easement. He read his wife's letter to the Board into the record. (See attachment #4.) He offered his opinion that Norfolk Southern presented its preferred path and did not believe that the Crescent Corridor project depends on the conversion of his property. He thought it would set a

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terrible precedent of converting land “just because a large corporation wants to do it their way”. He asked the Board to deny the requested diversion/conversion.

Todd Benson of the Piedmont Environmental Council addressed the Board expressing the concern that the diversion/conversion request before the Board is only the first of many. He said that the question in considering the conversion/diversion is whether the conversion of these particular easements is essential to the project. He did not think that Norfolk Southern had explained how the proposed improvements would relieve the choke point further down the line. He also questioned why the improvements had to be on 5.2 miles of track. Mr. Benson offered that he did not believe the project was consistent with the Warren County Comprehensive Plan. He also did not believe that the substitute land was appropriate for diversion. He asked the Board to request further information from Norfolk Southern before approving the diversion/conversion.

George Beadles addressed the Board saying that the question of whether VOF should or shouldn't (approve the conversion/diversion) is up to the Board. He asked the Board to explain their views more clearly to the staff. He wondered why if a little land is taken from an easement, the Board doesn't require Norfolk Southern to buy a small piece of land adjacent to the easement where the land is taken. He expressed concerns over accepting land that is not adjacent to the easement being diverted due to the precedent it would set.

Chris Miller, President of the Piedmont Environmental Council, addressed the Board saying that adding land to a state park is a great thing but it had little to do with the conservation values of the agricultural lands being diverted.

After lengthy discussion, Dr. Cutler moved to approve the essentiality and path of the project, accept the 15 acres addition to the state park, and delegate senior VOF staff to negotiate an additional parcel in the immediate area of the diverted easements. After further discussion [Dr. Cutler amended his motion to defer the vote on Norfolk Southern's diversion/conversion request to an adjourned Board meeting to be held on March 13th, 2008, at 10:30 a.m., in Charlottesville with the location to be determined. Mr. Allen seconded and the motion passed unanimously.

Mr. Seilheimer called on Bruce Stewart to present agenda item P5. Bob Lee offered background on this issue saying that there has been a concern that VOF is not getting the absolute assurance that title insurance would provide and this policy is a step toward gaining that assurance. Bruce Stewart said that staff had looked into title insurance for easements and found that assuming 40% value on the easements under the \$100,000,000 tax credit would cost approximately \$150,000 to \$200,000 per year which would be cost prohibitive. Staff is recommending obtaining additional documentation from landowners and their attorneys to protect VOF's interests. The main change in policy would be extending the required title search from twenty (20) to sixty (60) years. Other required documentation would be deeds to the property, surveys, owners' title policies, and information on any liens or mortgages that would need to be subordinated. Information from corporations, limited liability companies, limited partnerships, general partnerships, and trusts would assure VOF that the persons seeking an easement are authorized signatories. Mr. Allen said that this is exactly the type of documentation that one would use to obtain title insurance and is an improvement on VOF's practice. After a brief discussion, Mr. Allen moved to adopt the

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resolution as presented, Ms. Ward seconded, and the motion passed unanimously. (See attachment # 5.)

Mr. Seilheimer announced that P4 – Amendment Policy and Procedures and P6 – Delegation of Certain Authorities to Staff would be discussed and considered together. Bob Lee introduced the topics by explaining that senior staff had worked with Kerry Hutcherson, Staff Counsel for Stewardship, to develop the proposed policy and procedures. Kerry Hutcherson explained that the Amendment Policy had also been reviewed by Brett Ellsworth and Fred Fisher of the Office of the Attorney General. Mr. Hutcherson said that staff is seeing more and more requests for amendments and the proposed policy and procedures were developed for staff guidance. He said that the policy and procedures were designed to insure that VOF executes amendments that are legal, ethical, and will not result in any loss of open-space protection. He added that the policy and procedures were developed based on the Land Trust Alliance's report entitled *Amending Conservation Easements*. After discussion, Dr. Cutler moved to adopt the Amendment Policy and Procedures and Mr. Walker seconded. Ms. Ward asked if staff could put the administrative amendments on a consent agenda so the Board would have the opportunity to review and approve them. Dr. Cutler accepted the amendment to the motion and Mr. Walker seconded. Mr. Seilheimer expressed concern with the third whereas clause of the resolution citing the LTA Standards and Practices and asked that the reference be changed to the Internal Revenue Service. Dr. Cutler and Mr. Walker agreed to the additional amendment to the motion. The amended motion passed unanimously. (See attachment #6.)

Kerry Hutcherson distributed a revised resolution and presented background on P6 – Delegation of Certain Authorities to Staff.. He explained that the Board had delegated certain approval authorities to staff over the years and this resolution formalizes that authority in writing. He pointed out the second point in the resolved clause would be removed because that authority had been covered by the previous resolution. After considerable discussion, Mr. Allen moved to adopt the resolution without the second point in the resolved and corrected typos. Dr. Cutler seconded and the motion passed unanimously. (See attachment #7.) Mr. Seilheimer requested that the record include a reminder to staff to inform him when there is a problem with an easement and the landowner is upset.

Mr. Seilheimer called for consideration of easements. (Trustee Molly Ward left the meeting at 3:30 p.m.)

A1 – Gray property of 290 acres in Washington County with a request for \$7,000 in PTF reimbursement funds - Neal Kilgore presented the easement that will preserve scenic open-space values and prime farmland. The easement provides a 100 foot no-plow zone along the Middle Fork of the Holston River and 50 foot no plow zones on its perennial tributaries. The forested portion of the property will maintain a 25 foot riparian buffer on the Middle Fork. The Virginia Department of Transportation (VDOT) has purchased a strip of land for the widening of Route 58 and will take down the current billboard in the process. The Board asked that VOF write a letter encouraging VDOT to remove the billboard as soon as possible. Mr. Abel Smith moved to approve the easement and \$7,000 in PTF funds, Mr. Allen seconded, and the motion passed unanimously.

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B1 – Appalachian Power Company (APCO) property of 4,993.27 acres in Bedford and Pittsylvania Counties – Josh Gibson distributed a revised easement and informed the Board that the Virginia Department of Game and Inland Fisheries will be co-holding the easement with VOF. This property is a dominating scenic feature from the main channel and several tributary channels in Smith Mountain Lake. The easement on this property preserves scenic views and protects two rare vertebrate species on the property. The easement establishes a Scenic Protection Area where there will be no transmission lines and no commercial timber harvesting allowed. The water quality of Smith Mountain Lake and Leesville Lake will be protected by a riparian buffer of at least 100 feet which will be added to the contour line restrictions. Dr. Cutler moved to approve the easement with the amended riparian language, Mr. Walker seconded, and the easement was approved unanimously as amended.

B2 – Byerle property of 201 acres in Bedford County – Josh Gibson presented the easement that will contribute to the scenic protection of the Peaks of Otter and Sharp Top Mountain overlook and trails. More than 90% of the property is comprised of Prime Soils and Soils of Statewide Importance. The property also fronts on State Route 43, a designated Virginia Scenic Byway. Dr. Cutler moved to approve the easement as presented, Mr. Walker seconded, and the motion passed unanimously.

B3 – Charles Old property of 136.54 acres in Craig County – Ruth Babylon presented the easement on this working farm that consists of approximately 50% open cropland and 50% mixed hardwood forest. The property borders Craig Creek for over one-half mile. The Department of Conservation and Recreation (DCR) Natural Heritage Division has determined Craig Creek contains several rare aquatic species. The water quality of Craig Creek will be protected by a 25 foot riparian buffer that excludes livestock. This property combined with the Marlon Old property will protect nearly a mile of Craig Creek and a total of 191 acres. Mr. Walker moved to approve the easement as presented, Mr. Allen seconded, and the motion passed unanimously.

B4 – Marlon Old property of 55 acres in Craig County – Ruth Babylon presented the easement of the 55 acre property that borders the Charles Old property. This property borders Craig Creek for approximately one-third mile and will protect water quality and rare aquatic species with a 100 foot riparian buffer. Scenic values will be protected by a provision that does not allow buildings or structures within view of State Route 615, a designated Virginia Scenic Byway, or within view of Craig Creek. In addition, no clear-cutting is permitted within view of the Scenic Byway or within view of Craig Creek. Mr. Allen moved to approve the easement as presented, Mr. Abel Smith seconded, and the motion passed unanimously.

C1 – Payne “White Plains Farm” of 236.22 acres in Nelson County – Sherry Buttrick presented the easement on the property that contains the historic house of White Plains built by Samuel Loving, the founder of Lovingston. The easement will protect this historic farm containing approximately 65 acres of prime farmland and approximately 93 acres of Soils of Statewide Importance. Ms. Buttrick recommended approval with the following changes: the historic farm house may be enlarged to no more than 5,000 square feet without VOF approval and the winery building provision be changed to say, “any single winery building over 5,000 square feet requires

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VOF approval”. Mr. Walker moved to approve the easement with the recommended changes. Dr. Cutler seconded the motion and the easement was approved unanimously as amended.

S1 – Gercke property of 84.59 acres in Rockbridge County – Laura Thurman presented the easement that will protect the scenic views for the driving public on State Route 726 with a setback for the house of approximately 725 feet. The easement allows for no division, one single-family dwelling of 5,000 square feet, and farm building review at 4,500 square feet, and two apartments that must be within the garage or barn and not to exceed 2,500 square feet in the aggregate. Mr. Abel Smith moved to approve the easement as submitted, Dr. Cutler seconded, and the motion passed unanimously.

S2 – Zirkle property of 159.3 acres in Shenandoah County – Laura Thurman presented the easement proposal that will help protect underlying karst features and aquifers and the scenic views from a state scenic byway with no dwelling zones. The protected underground spring flows into Swover Creek, a threatened and endangered creek. The easement allows two parcels, two single-family dwellings, one secondary dwelling, and farm building review at 4,500 square feet. Mr. Walker moved to approve the easement as presented, Mr. Abel Smith seconded, and the motion passed unanimously.

S3 – Hecht property of 247.38 acres in Rockbridge County requesting an additional \$1,400 in PTF funds – Laura Thurman presented the easement for reconsideration due to the banks unwillingness to subordinate 10 acres and the primary dwelling. After discussion, the Board asked that the landowner write a letter to the file saying that he will not subdivide the 10 acres. Mr. Walker moved to approve the easement granting the requested \$1,400 and contingent upon receiving the letter, Mr. Allen seconded, and the motion passed unanimously.

S4 – Pillow of 680 acres in Alleghany County requesting \$19,400 in PTF funds – Laura Thurman presented the proposal that will protect considerable in-fill to the George Washington and Jefferson National Forests. The property is home to one of the oldest examples of a prosperous planter’s home. The easement will contribute to protecting the water quality of the Jackson River, a trout habitat, with 50 foot riparian buffers along the perennial and intermittent streams on the property. Dr. Cutler moved to approve the easement as presented with \$12,400 in PTF funds, Mr. Walker seconded, and the motion passed unanimously.

S5 – Showalter of 169 acres in Rockbridge County for reconsideration – Laura Thurman explained to the Board that this easement had been approved in 2006 with one large agricultural building (poultry house). The landowner is requesting an additional 40,000 square foot poultry house because she plans on leaving this farm to her son who plans to raise poultry. After discussion, Mr. Walker moved to approve the additional poultry house with language to restrict location of poultry houses to not be seen by the driving public with siting approval and screening. Dr. Cutler seconded the motion and the easement was approved unanimously as amended.

T1 – Fallin of 67 acres in Northumberland County requesting \$7,000 in PTF funds – Estie Thomas presented the request for PTF funds saying the easement had been approved at the September 2007 Board meeting but had to be reconsidered due to financial need. Ms. Thomas

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said that the farm building review would change to 2,500 square feet (from 4,500) but there were no other changes to the easement. Dr. Cutler moved to approve the amended easement and \$7,000 in PTF funds, Mr. Walker seconded, and the amended easement and funds were approved unanimously.

Mr. Seilheimer adjourned the meeting at 4:30 p.m.

Respectfully submitted,

Patricia A. Cleary
Executive Assistant

Dominion Virginia Power Company's Impending Conversion/ Diversion of Open-space Easements Held by Virginia Outdoor Foundation

Introduction. Virginia Dominion Power Company (VDP) seeks permission from the Virginia State Corporation Commission (SCC) to build a new 500 kV power line in Northern Virginia. The Power Line will cross a number of open-space easements (OSEs) held by the Virginia Outdoor Foundation (VOF). It is the position of the Power-line Landowners Alliance (PLA) that VDP's proposal, should it come to fruition, would result in significant conversion/diversions of the OSEs in question.

Requested Action. In order to prevent the impending conversion/diversions from taking place, PLA requests that VOF undertake the following actions:

1. Publicly inform VDP that the proposed conversion/diversions are governed by CVA Section 10.1-1704 and that VOF will insist on full compliance.
2. Inform the SCC that VDP's plans will result in conversion/diversions and that VOF will insist on full compliance by VDP.

Background. A number of VOF held easements have been placed on land currently burdened by a VDP 500 kV power line residing on a 150 foot right-of-way (ROW). Dominion's newly proposed Power Line would parallel the existing line. Along most of the new line's route, VDP will seek to acquire an additional strip 100 to 125 feet in width for a second set of towers. However, in partial recognition of the conversion/diversion barrier it faces, VDP will not seek to acquire an additional strip of land for ROW when crossing OSEs. Instead, VDP will attempt to squeeze both lines on the existing ROW. PLA believes that despite this configuration, significant conversion/diversions will occur.

The reasons why the compressed configuration will result in significant conversion/diversions are as follows: DVP will place two sets of monopoles, soaring up to 165 feet in height, on the ROW, one for the existing line, one for the new line. Each set of poles will be set 33 feet from one or the other edge of the ROW. This configuration will have a number of serious impacts on the OSE lands:

- A. Fall Zone. The new configuration will create a fall zone on each side of the ROW that will be approximately 130 feet deep. This adds up to six acres per 1000 linear feet.
- B. Electromagnetic Field (EMF). 500 kV power lines create powerful EMFs that will light a hand held florescent light bulb for an extended distance. The new power line configuration, with double lines, will significantly increase the zone and intensity of invasion.
- C. Danger Trees. Utilities receive the right to cut trees outside their ROWs that present a danger to their lines. The placement of poles only 33 feet from the two edges of the

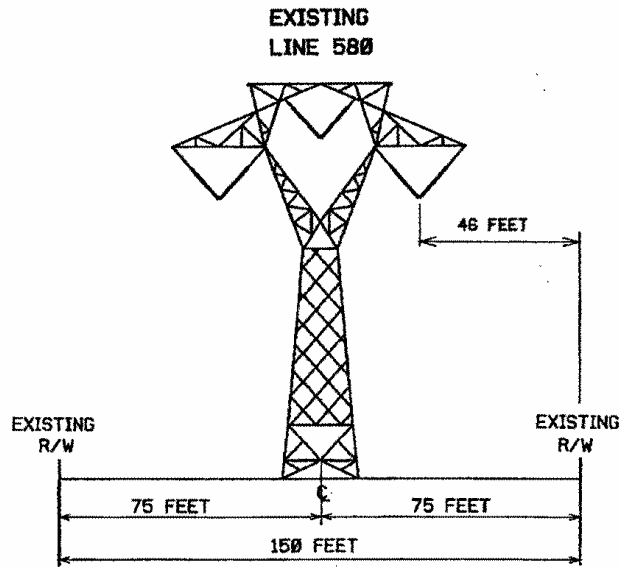
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- ROW will greatly increase the number of danger trees that will require cutting on the OSEs.
- D. Monetary Impact. PLA's appraisers have concluded that the Power Line will diminish the value of the properties with OSEs, cumulatively, by more than \$5,000,000. Some unknown portion of this lost value belongs to VOF. Also, this is value loss that VDP does not intend to compensate. Thus, VOF's OSE program will leave the landowners stranded.
 - E. Direct Invasion. VOF's OSEs likely cover the land on the ROW, preventing the use of the ROW for non-permitted uses. Any use of the ROW not permitted by VDP's ROW deed would be a conversion/diversion. PLA believes that the placement of a second 500 kV line on the ROW is unreasonable and, thus, an unpermitted use of the ROW.

Conclusion. PLA believes, for all the reasons set forth above, that VDP's proposed use of the existing ROW through OSEs will result in conversion/diversions. We believe VOF should alert VDP and the SCC of this issue at the earliest practical time.

Addendum A

580/61 - LAKOTA DP 580/162



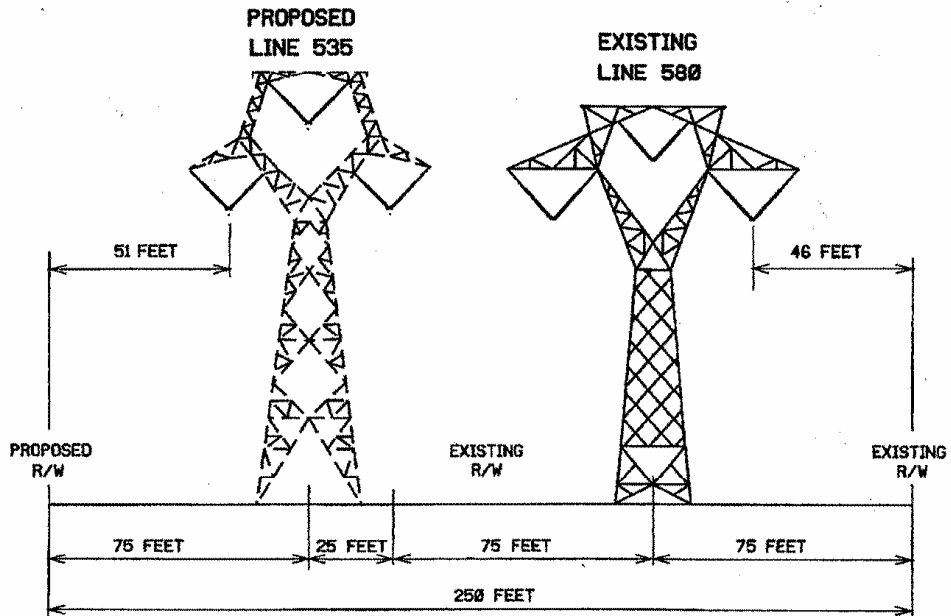
EXISTING CONFIGURATION

TYPICAL RIGHT OF WAY LOOKING TOWARD LOUDOUN

TYPE OF STRUCTURE:	WEATHERING STEEL TOWER
FOUNDATION:	CONCRETE
APPROXIMATE AVERAGE HEIGHT:	115 FEET
WIDTH AT CROSSARM:	84 FEET
WIDTH AT BASE:	27 FEET
APPROX. AVERAGE SPAN LENGTH:	1035 FEET
CONDUCTOR TYPE:	2-2500 ACAR (ALUMINUM)
RIGHT OF WAY WIDTH:	150 FEET
APPROXIMATE LENGTH OF LINE :	19.86 MILES

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580/61 - LAKOTA DP 580/162



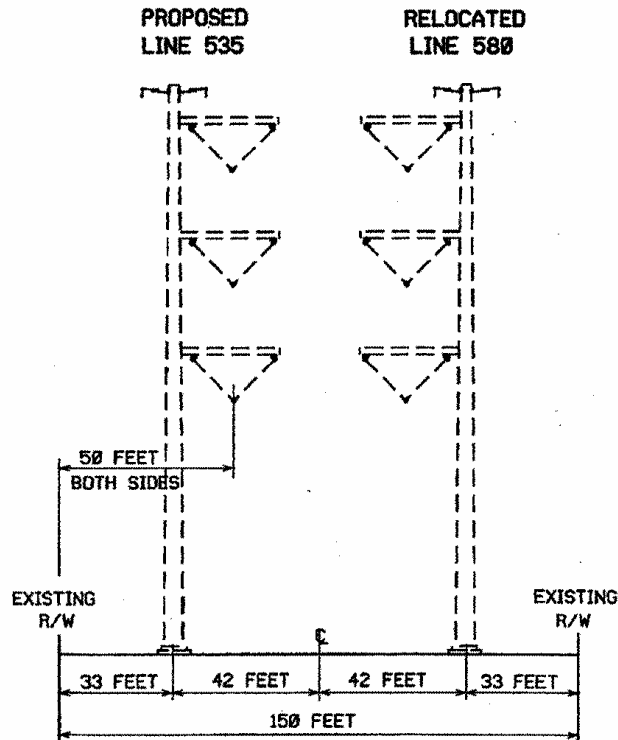
PROPOSED CONFIGURATION

TYPICAL RIGHT OF WAY LOOKING TOWARD LOUDOUN

TYPE OF STRUCTURE:	GALVANIZED STEEL TOWER
FOUNDATION:	CONCRETE
APPROXIMATE AVERAGE HEIGHT:	125 FEET
WIDTH AT CROSSARM:	73 FEET
WIDTH AT BASE:	31 FEET
APPROX. AVERAGE SPAN LENGTH:	1035 FEET
CONDUCTOR TYPE:	3-1351 ACSR (ALUMINUM)
RIGHT OF WAY WIDTH:	250 FEET
APPROXIMATE LENGTH OF LINE :	19.86 MILES

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APPALACHIAN TRAIL (580/56) - 580/61



PROPOSED CONFIGURATION

TYPICAL RIGHT OF WAY LOOKING TOWARD LOUDOUN

TYPE OF STRUCTURE :	GALVANIZED STEEL POLE
FOUNDATION :	CONCRETE
APPROXIMATE AVERAGE HEIGHT :	165 FEET
WIDTH AT CROSSARM :	33 FEET
WIDTH AT BASE :	5 FEET
APPROX. AVERAGE SPAN LENGTH :	685 FEET
CONDUCTOR TYPE :	3-1351 ACSR (ALUMINUM)
RIGHT-OF-WAY WIDTH :	150 FEET
APPROXIMATE LENGTH OF LINE :	0.86 MILES

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**VOF Easements Intersected By Existing Powerline In Vicinity of
Meadowbrook-Loudoun Corridor**

Updated: 2007/12/19

-
1. Control #: FAU-VOF-715
 - o Owner: Hardscrabble L.P. (Savage)
 - o County: Fauquier
 - o Acreage: 167.03
 - o Mailing Address:
 - Mr. Carroll J. Savage, c/o Ivins, Phillips & Barker
 - 1700 Pennsylvania Avenue, N.W.
 - Washington, D.C. 20006-4723
-
2. Control #: RAP-VOF-721
 - o Owner: Pearl, Frank H. and Geryl T.
 - o County: Rappahannock
 - o Acreage: 447.00
 - o Mailing Address:
 - Pearl, Frank H. and Geryl T.
 - Chancellors Rock Farm, c/o Karl Hoyle, Mgr., P.O. Box 667
 - Flint Hill, VA 22627
-
3. Control #: RAP-VOF-1012
 - o Owner: Warwick, James Lawrence
 - o County: Rappahannock
 - o Acreage: 43.89
 - o Mailing Address:
 - Warwick, James Lawrence
 - 38 Linden Lane
 - Flint Hill, VA 22627
-
4. Control #: RAP-VOF-1497
 - o Owner: Eastham, Louise King
 - o County: Rappahannock
 - o Acreage: 1,884.92
 - o Mailing Address:
 - Eastham, Louise King
 - 38 Ben Venue Road
 - Washington, VA 22747
-
5. Control #: FAU-VOF-1498

FINAL

- Owner: Cool Lawn Farms, LLC
 - County: Fauquier
 - Acreage: 205.89
 - Mailing Address:
 - Cool Lawn Farms, LLC
 - c/o Kenneth Smith, Manager,
 - 11126 St. Pauls Rd
 - Remington, VA 22734
-

- 6. Control #: RAP-VOF-1619
 - Owner: Eastham, Lindsay and Heidi
 - County: Rappahannock
 - Acreage: 326.46
 - Mailing Address:
 - Eastham, Lindsay and Heidi
 - P.O. Box 423
 - Flint Hill, VA 22747
-

- 7. Control #: RAP-VOF-1652
 - Owner: Ridder, Marie W. and Albert Andrews, Jr., Trustees of the Marie W. Ridder Revocable Trust
 - County: Rappahannock
 - Acreage: 248.14
 - Mailing Address:
 - Ridder, Marie W. and Albert Andrews, Jr., Trustees of the Marie W. Ridder Revocable Trust
 - c/o Marie W. Ridder: 1219 Crest Lane
 - McLean, VA 22101-1837
-

- 8. Control #: RAP-VOF-2024
 - Owner: Koral, Clyde
 - County: Rappahannock
 - Acreage: 328.63
 - Mailing Address:
 - Koral, Clyde
 - P.O. Box 326
 - Flint Hill, VA 22637
-

- 9. Control #: FRD-VOF-2061
 - Owner: Green, Bryan and Teresa
 - County: Frederick
 - Acreage: 186.00
 - Mailing Address:

FINAL

Green, Bryan and Teresa
504 Heishman Lane
Winchester, VA 22602

**Damages as appraised by Jim Ruffner of
Eight properties listed by VOF as along proposed power line route:**

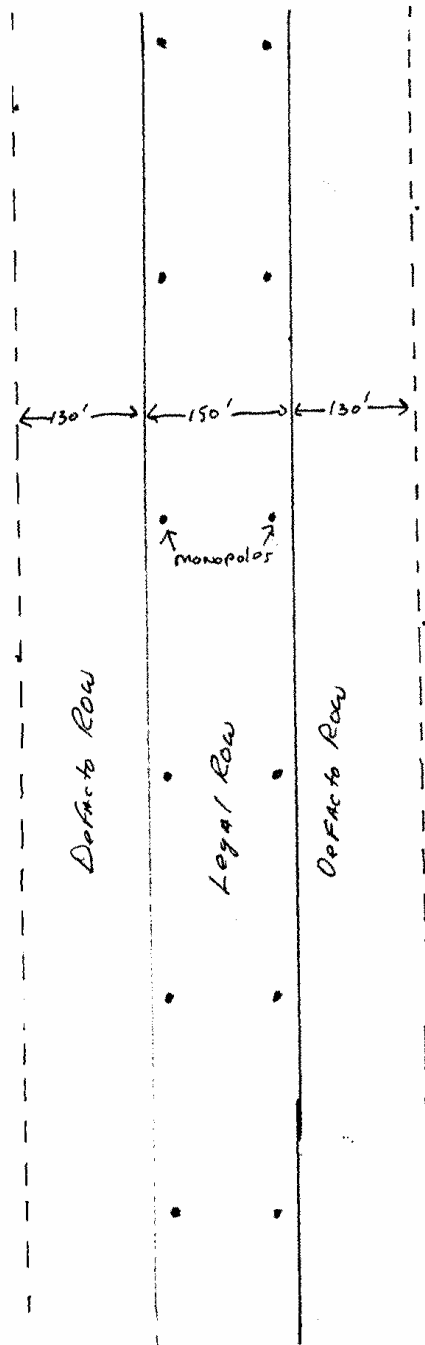
<u>Property</u>	<u>Damages to Property</u>
1.	\$1,700,000
2.	722,264
3.	575,664
4.	539,000
5.	392,000
6.	343,527
7.	298,184
8.	91,235
<u>Total VOF</u>	<u>\$4,661,874</u>

One Property with Fauquier County Easement

9	\$410,588
<u>Total VOF & FC</u>	<u>\$5,072,462</u>

The Dominion Power lines
Through properties with OSEs

Addendum F



Virginia Outdoors Foundation

Resolutions on the Proposed 500 kV Northern Virginia Transmission Line

WHEREAS, the Commonwealth of Virginia has established the Virginia Outdoors Foundation to promote the preservation of open-space lands by encouraging private landowners to give an open-space easement interest in their lands to the public to protect those lands' natural and open-space values, to assure their perpetual availability for farms, forests, recreation, or open-space use, for enhancing air and water quality and to protect their historic, cultural and natural resources (Sections 10.1-1700 and 10.1-1800 of the Code of Virginia); and

WHEREAS, the landowners of the Northern Virginia Piedmont and the Virginia Outdoors Foundation working together have been extremely successful in carrying out the Commonwealth's land protection program in one of the loveliest and most historic landscapes in Virginia by giving easements which have protected over 131,000 acres of the most scenic lands in the Counties of Clarke, Loudoun, Fauquier, Rappahannock, Culpeper and Prince William; and

WHEREAS, the concentration of protected land in this area has greatly contributed to maintaining the pleasing and historically significant rural landscape of the area; and

WHEREAS, Dominion Virginia Power has applied to the State Corporation Commission for a determination that the public convenience and necessity requires the building of a 500 kV transmission line which Dominion proposes to construct through this scenic and historically significant area; and

WHEREAS, Section 10.1-1704 of the Open-Space Land Act provides that no open-space land shall be converted or diverted from open-space land use unless such conversion or diversion is essential to the orderly growth and development of the community; and

WHEREAS, Dominion has attempted to work with the Commonwealth's land protection program by avoiding open-space easements in its proposed route for the transmission line and, where such easements cannot be completely avoided, by proposing to increase the use of its existing right-of-way rather than seeking to convert or divert additional right-of-way from open-space easements, such increased use of existing rights-of-way being by means of replacing the existing line of lattice towers with two lines of taller, slender, monopole towers, one to carry the old line and one to carry the new line; and

WHEREAS, the higher towers and the additional line may, in certain circumstances, constitute a conversion or diversion of protected open-space lands as defined by Section 10.1-1704; and

WHEREAS, Dominion will save substantial land acquisition costs by increasing the height and the density of its use of its existing rights-of-way; and

WHEREAS open-space easements, by their very nature, create a large area of protected land that appears, because of its protected and undeveloped state, to be relatively inexpensive for both purchase and development; and

WHEREAS, the purpose of the Commonwealth's open-space land protection program is to permanently protect as much of its remaining scenic and open-space land as possible, and not to provide least-cost solutions for transmission lines and other needed public service projects; and

WHEREAS, if the State Corporation Commission finds that it is essential that the proposed line pass through this protected scenic area, that the cost of this improvement should then be borne by those who will use the transmitted power, and not by the general public through a gross impairment of land which the Commonwealth's land protection program has set aside for perpetual protection; now, therefore, be it

RESOLVED, by the Board of Trustees of the Virginia Outdoors Foundation, this 24th day of January, 2008, That if the State Corporation Commission finds that the proposed 500 kV transmission line is essential and that system reliability cannot be otherwise provided by construction of generation plants nearer to where the power is needed, by conservation, or by other improvements not requiring the construction of the proposed line, that the Virginia Outdoors Foundation shall take every available action to ensure that no open-space land is converted or diverted from open-space use except in full compliance with Section 10.1-1704; and be it

RESOLVED FURTHER, That if the State Corporation Commission's approved route passes over or near open-space easements or other open-space property of the Virginia Outdoors Foundation, the Virginia Outdoors Foundation supports approval of a requirement that any portion of the approved route passing through protected scenic areas be undergrounded.

Approved by a vote of 6 in favor and 0 against.

Attest:
G. Robert Lee, Executive Director

Virginia Outdoors Foundation
 101 North 14th Street, 17th Floor
 Richmond, VA 23219

Mauph Brown
 1795 Ashby Heights
 Front Royal, VA 22630
 10 January 2008

To Members of the Board:

The Virginia Outdoors Foundation, of all entities should insist on upholding the sanctity of farm-land preservation easements. A decision to relax or relinquish easements that you have worked so hard to obtain could undermine your program for years to come. Potential easement donors will undoubtedly weigh how sincere they believe the promise of preservation is as they contemplate whether to tender easements on their properties.

The decision to sign an easement was an intensely personal one - one that involved property some of which has been in our family for six generations and one that will affect our family for generations to come. To someone who has made that personal, far-reaching decision, an offer to simply swap one property for property elsewhere rings hollow - empty, in fact! It reflects a fundamental

misunderstanding of the reasons we made the decision to tender easements on property we love and hoped to preserve in perpetuity.

After investigating the VO9 easement program, we gave our first easement on 767 acres in 1997, the second on property in question in this matter in 2002. We felt secure in the belief that our contract would be honored and that our property would be protected in perpetuity.

Please deny Norfolk Southern's request for conversion of our easement.

*Sincerely yours,
Melba H. Trexary
William C. Trexary, III*

**VIRGINIA OUTDOORS FOUNDATION
RESOLUTION WITH RESPECT TO PROPERTY TITLES**

WHEREAS, the Virginia Outdoors Foundation has been requiring, as a condition of acceptance of open-space easements, title opinions from attorneys or title reports or certificates from title insurance companies indicating that the donor has good title to the property being donated based on a 20-year search of the land records in the circuit court clerk's office of the city or county in which the property is located; and

WHEREAS, the Board of Trustees finds that it is in the best interest of the Virginia Outdoors Foundation to extend such period of search to 60 years and to require that certain instruments of record, plats, certificates and other documents be provided to easement staff by landowners or their attorneys in conjunction with the processing of easement applications, prior to consideration of such easements by the Board; and

WHEREAS, a memorandum to landowners outlining what documents should be submitted to easement staff in conjunction with their discussions with staff about the prospective donation of an open-space easement to the Foundation and a memorandum to landowner's counsel concerning title requirements for open-space easements have been prepared by staff and are attached to this resolution; now, therefore, be it

RESOLVED this 24th day of January, 2008 by the Board of Trustees of the Virginia Outdoors Foundation that the period of title search for title opinions, reports or certificates, as a condition of acceptance of open-space easements from landowners, is hereby extended from 20 years to 60 years, and the memoranda attached to this resolution are hereby approved as submitted for transmission to landowners and their counsel; and

BE IT FURTHER RESOLVED this 24th day of January, 2008 that the Board directs staff to periodically review and evaluate such memoranda and make any modifications in them that staff feels are necessary and appropriate to ensure that the Virginia Outdoors Foundation obtains good and adequate title to open-space easements that it accepts from donors.

ADOPTED by a vote of ___ in favor and ____ against.

ATTEST:
G. Robert Lee, Executive Director

VIRGINIA OUTDOORS FOUNDATION
RESOLUTION TO ADOPT AN AMENDMENT POLICY

WHEREAS, the Board of Trustees of the Virginia Outdoors Foundation (VOF) recognizes that while the open-space easements that it holds are perpetual in nature, there may be circumstances justifying their amendment; and

WHEREAS, a written amendment policy is necessary to guide VOF's review and approval of such proposed amendments and ensure a consistent, fair, and legal amendment procedure; and

WHEREAS, Internal Revenue Code includes a prohibition against private inurement and impermissible private benefit; and

WHEREAS, VOF Staff has prepared a written amendment policy entitled "Virginia Outdoors Foundation: Amendment Policy and Procedures" for adoption by the Board of Trustees,

NOW, THEREFORE, BE IT RESOLVED by the Virginia Outdoors Foundation Board of Trustees this 24th day of January 2008, that the Virginia Outdoors Foundation: Amendment Policy and Procedures, a copy of which is attached hereto and made a part hereof, is hereby adopted; and

BE IT RESOLVED FURTHER, that the Board directs Staff to use the Amendment Policy and Procedures as a guide for reviewing and approving requests to amend open-space easements; and

BE IT RESOLVED FINALLY, that the Board directs Staff to periodically review and evaluate the Amendment Policy and Procedures and to make changes thereto as necessary and appropriate.

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

ATTEST:
G. Robert Lee, Executive Director

VIRGINIA OUTDOORS FOUNDATION
RESOLUTION TO DELEGATE CERTAIN AUTHORITIES TO STAFF

WHEREAS, Section 10.1-1800 of the Code of Virginia (1950), as amended, provides that the Virginia Outdoors Foundation (VOF) “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 for four-year terms”; and,

WHEREAS, Section 10.1-1801(7) of the Code of Virginia (1950), as amended, provides that the Virginia Outdoors Foundation shall have the power to “appoint and prescribe the duties of such officers, agents, and employees as may be necessary to carry out its functions”; and,

WHEREAS, Section 10.1-1800 of the Code of Virginia (1950), as amended, provides that the purpose of VOF is to “promote the preservation of open-space lands and to encourage private gifts of money, securities, land or other property to preserve the natural, scenic, historic, scientific, open-space and recreational areas of the Commonwealth”; and,

WHEREAS, the scale of VOF’s Open-Space Easement Program exceeds that which can be reasonably managed in every aspect by a seven-member Board; and,

WHEREAS, the VOF Board of Trustees finds that it is necessary to prescribe and delegate certain of its authorities to the VOF Staff in order to carry out VOF’s functions; now, therefore, be it

RESOLVED by the Virginia Outdoors Foundation Board of Trustees this 24th day of January 2008, That the VOF Board of Trustees does hereby delegate and prescribe the following to the VOF Staff:

The authority to review and approve proposed activities whenever a deed of easement requires the review and approval of the Virginia Outdoors Foundation. Delegation of this authority shall not preclude Staff from requesting the Board of Trustees to review and approve a proposed activity when the Staff, in its discretion, determines that a further level of review is warranted.

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

ATTEST:
G. Robert Lee, Executive Director