



MINUTES
Virginia Outdoors Foundation
Board of Trustees
October 11, 2022 Gloucester, VA

ATTENDANCE

Trustees:

Sissy Crowther, Chair
Ali Afonja
Viola Baskerville
Eleanor Brown
Elizabeth Copeland
Tack Richardson
Elsie Smith

Staff:

Brett Glymph, Executive Director
Nathan Burrell, Director of Community Conservation
and Government Relations
Bobbie Cabibbo, Executive Assistant
Anna Chisholm, Deputy Director
Leslie Grayson, Deputy Director
Martha Little, Deputy Director
Dave Morton, IT Director
Emily Nelson-White, Grant Programs Manager
Cori Rivera, Records Manager

Other Attendees:

Rich Mahevich, Office of the Attorney General
Ellen Shepherd, Virginia United Land Trusts
Nan Mahone Wellborn, Conservation Partners
Stephanie Kitchen Tallon, Virginia Farm Bureau
Kim Biasioli, Piedmont Environment Council

The meeting opened at 10:00 a.m. with Chair, Sissy Crowther, welcoming everyone especially VOF's newest board members, Elizabeth Copeland and Tack Richardson appointed by Governor Younkin.

Approval of The Order of Business

Motion to made by Eleanor Brown to move the Lambert Resolution to the closed session and to move the Closed Session before the Strategic Plan Discussion; motion seconded by Viola Baskerville and passed unanimously.

Public Comments

No public comments were offered.

Approval of Minutes

Motion made by Eleanor to correct the June 30, 2022, Board of Trustees minutes – changing the amount of Preservation Trust Fund (PTF) dollars mentioned in the director's report from \$1,000,000 to \$4,000,000 and to approve the minutes of the Finance Audit and Compliance Committee Meeting as presented; motion seconded by Viola and passed unanimously.

Director's Report

Brett reported on/ relayed information on the following items:

- Governor Younkin is expected to attend the opening of Blackwater Park, a recipient of a VOF PTF grant in City of Franklin.
- VOF has its first easement in the city of Colonial Heights. The project is part of the Lower Appomattox River Trail project and was funded in part by a VOF PTF grant to the Capital Region Land Conservancy to acquire the historic Harvell Dam parcel.
- 2022 is the 25th anniversary of PTF. Brett encouraged everyone to view the story board map on the VOF website containing highlights of what PTF, through VOF's leadership, has accomplished over the past 25 years.
- The trend line for land conservation funding via the Virginia Land Conservation Fund (of which PTF receives 25%) has been going up thanks to our friends and colleagues.

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- Martha Little and Brett will be conducting another site visit with staff from Department of Conservation and Recreation at Hayfields, in Highland County on the 21st of October.
- On the 8th of October a Descendants Day was celebrated at Bull Run Mountain Natural Area Preserve. Surrounded by the preserve is the Robinson/Corum Family Cemetery. Over 30 descendants, many of whom had not been to the cemetery since childhood attended. With many generations of Robinsons and Corums present to visit the family resting place, the attendees ages spanned from 80+ to 8 years of age.
- VOF sent several staff members to the Land Trust Alliance (LTA) annual national convention in New Orleans.

Brett asked Anna to review a 1st quarter budget update. This presentation is on file with the permanent record of this meeting.

Brett introduced a video produced by LTA and shown at the annual convention celebrating the award of the 2022 Kingsbury Browne Conservation Leadership Award to Ebonie Alexander of Virginia for her tireless work on heirs' property. This video is on file with the permanent record of this meeting. Viola spoke to the challenges of heir's property.

Resolution to Set Dates for CY2023 Meetings

Motion made by Viola to approve the resolution as presented; motion seconded by Tack Richardson and passed unanimously. (Attachment A)

Owned Lands

Leslie Grayson reviewed the report included in the meeting materials and showed a picture of those who participated in Descendants Day. Picture is on file with the permanent record of this meeting.

Resolution Updating Minimum Terms of Model Deed

Motion made by Viola to approve the resolution as presented; motion seconded by Eleanor and passed unanimously. (Attachment B)

LAND CONSERVATION

Open Space Easements

Martha Little and Leslie highlighted several of the 18 proposed projects. A slideshow presentation of pictures of each of the projects was shown and is on file with the permanent record of this meeting.

Motion made by Viola to approve the land conservation easement projects as listed on the agenda, including the requested PTF grant for the Rosmarin project which request of \$21,500 exceeds the staff delegated funding limit for easement assistance. Motion seconded by Tack and passed unanimously.

- Project 4800 - Joseph Daniel Rosmarin and Jack A. Rosmarin - Easement- PTF – Hanover County
- Project 4805 - Hunting Properties, LLC - Easement- PTF - King & Queen County
- Project 4806 - Beale Investments, LLC - Easement- PTF King & Queen County
- Project 4807 - Sandi Leigh Properties, LLC – Easement PTF King & Queen County
- Project 4812 - Steven L. Sisler and Mary Jo Sisler, Trustees of the Steven L. Sisler & Mary Jo Sisler Revocable Living Trust - Easement- PTF – Amherst County
- Project 4817 - W.D. and Sandra A. Harris - Easement- PTF – Spotsylvania County
- Project 4820 - Joseph F. Tuning - Easement- PTF - Bath & Highland Counties
- Project 4821 - Timothy R. Tuning - Easement- PTF – Bath County
- Project 4828 - Nicole L. Harris-Leech - Easement- PTF – Rockbridge County
- Project 4868 - Joseph F. Tuning - Easement-PTF – Bath County
- Project 4870 - Wilhelmina R. Price, Trust - Easement- PTF – Rappahannock County
- Project 4755 - Hill Wellford, Alice Wellford, Harrison Wellford, Susanne Wellford – Easement – Essex County
- Project 4804 - Alan and Victoria Hynson – Easement – Richmond
- Project 4818 - Clark, J. Sheldon Clark and Marguerite Jenkins Clark, additional Grantor – Easement – Orange County
- Project 4822 - Fuller Farms of VA, Inc. – Easement – Southampton County
- Project 4824 - Jeff and Kim Thompson – Easement - King & Queen County
- Project 4827 - Thomas Stephenson, Ann Pietrantoni, James Pietrantoni – Easement – Southampton County
- Project 4833 - John and Susan Lingenfelter – Easement- Essex County

Land Conservation Grant Programs

Emily White narrated an excellent presentation of the grant review process and projects, a copy of which is on file with the permanent record of this meeting.

Motion made by Viola to approve staff recommended PTF grant projects and funding levels as listed on the agenda (and in the chart below) for a total of \$1,700,000; motion seconded by Elizabeth Copeland and passed unanimously.

Preservation Trust Fund (PTF) Approved Projects and Funding Amounts

Applicant	Project Title	Locality/County	Funding Approved
Agrarian Trust	Central Virginia Agrarian Commons - Petersburg Oasis Community Farm	Petersburg, City of	\$278,500.00
Capital Region Land Conservancy	Burton Family Farm	Chesterfield County	\$150,000.00
City of Buena Vista	Buena Vista Downtown Riverfront	Buena Vista, City of	\$50,000.00
City of Lynchburg Parks & Recreation Dept.	Perrymont Park Improvements	Lynchburg, City of	\$169,000.00
County of Lancaster Virginia	Carter Cove County Park Creation	Lancaster County	\$150,000.00
Franklin Parks Foundation	Deer Creek Addition - Blackwater Park	Franklin, City of	\$100,000.00
Patrick Henry Memorial Foundation	Red Hill Plantation	Charlotte & Campbell County	\$150,000.00
Rappahannock Tribe of Virginia	Rappahannock Tribe's Return to the River, Phase II	Richmond County	\$250,000.00
Shenandoah Valley Battlefields Foundation	Bowman Property (Tom's Brook)	Shenandoah County	\$28,000.00
Town of Culpeper	MCR Trail Application	Culpeper County	\$294,750.00
Town of Kenbridge	Kenbridge Connector Trail	Lunenburg County	\$79,750.00

Motion made by Viola to approve the staff recommended Go Fund grant program projects and the recommended funding as listed on the agenda (and the chart below) for a total of \$200,014; motion seconded by Elsie Smith and passed unanimously.

Get Outdoors Fund Approved Projects and Funding Amounts

Applicant	Project Title	Locality/ County	Funding Approved
Beyond Boundaries	Outdoor Adventures	Richmond, City of	\$20,000.00
Blue Sky Fund	Blue Sky Fund Explorers Program - Nature-Based Science Education for Richmond Public Schools Elementary Students	Richmond, City of	\$5,000.00
City of Danville	Danville Resident-Led Neighborhood Park Planning	Danville, City of	\$6,454.00
Friends of the Rappahannock	Respect the Rappahannock- Expanding River Safety Education in the Rappahannock River Watershed	Stafford County	\$15,000.00

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Get Outdoors Fund Approved Projects and Funding Amounts (cont'd)

Applicant	Project Title	Locality/ County	Funding Approved
Independence Volunteer Fire Department	New River Connected	Grayson County	\$25,000.00
INMED Partnerships for Children	Community-Led Food Production Through Aquaponics	Loudon County	\$25,000.00
Onley Recreation Association	ORA Teen Swim Camp	Accomack County	\$14,665.00
OpenSpace Education	Nature-Based Arts Programming in Partnership with Richmond Public Schools (RPS)	Richmond, City of	\$25,000.00
Star City Cycling	Star City Kids Outdoors	Roanoke, City of	\$15,000.00
Town of Appalachia	Washington Rock Recreation Area Development	Wise County	\$15,000.00
Town of Clifton Forge	Clifton Forge All-Abilities Playground Project	Alleghany County	\$10,000.00
Verdant Richmond	Cultivating City Green Spaces	Richmond, City of	\$20,095.00
Virginia Capital Trail Foundation	Multilingual Junior Trail Ambassador Program	Multiple	\$3,800.00

Request for Review Project 878

Motion made by Eleanor to approve the request as presented; motion seconded by Viola and passed unanimously.

New Business

Bobbie Cabibbo discussed the post meeting availability of all presentations shown during the meeting and the new process of limited hard copy distribution of future meeting materials.

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

Viola moved and Bobbie read the following motion:

Madame Chair, I move that the Board go into a closed meeting pursuant to Section 2.2-3711.A.3 & 7 and 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:
 - Consultation with legal counsel and briefings by staff members pertaining to litigation in Ball v VOF
 - Resolution to Accept an Offer for Lambert Foundation Parcel

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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 Deputy Directors, and Executive Assistant, as it believes their presence will reasonably aid the committee in its consideration of topics that are the subject of the meeting. Motion seconded by Eleanor Brown and passed unanimously.

Upon completion of the Closed Session, 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.” Sissy Crowther so certified, Ali Afonja so certified, Eleanor Brown so certified; Elizabeth Copeland so certified; Elsie Delva so certified; Tack Richardson so certified.

Lunch break was taken at 12:20 p.m. and meeting resumed at 1:20 p.m.

Resolution to Accept an Offer for Lambert Foundation Parcel

Motion made by Eleanor to approve the resolution in the meeting materials with following changes:

These “whereas” clauses were added to the draft resolution:

WHEREAS, the property was accepted by VOF as an acquisition of real property for open space preservation pursuant to the purposes of § 10.1-1800; and

WHEREAS, the property was gifted to VOF by deed recorded August 13, 2021 subject to a life estate, an open space easement held by VOF dated December 4, 2003 and recorded in Deed Book 1074 at Page 775 in the Clerk's Office of the Circuit Court of Fauquier County (the “Existing Open-Space Easement”), and other easements, right of ways, or restrictions of record; and

WHEREAS, the property is well suited for protection of its conservation values by open space easement and the Existing Open Space Easement does not adequately protect the property, by current standards, including but not limited to the fact that the Existing Open Space Easement offers insufficient riparian protections to Goose Creek, and no aggregate cap on impervious coverage for buildings; and

The “resolved” paragraph is changed to read:

RESOLVED by the Virginia Outdoors Foundation Board of Trustees this 11th day of October 2022, that VOF hereby authorizes the Executive Director, in consult with the Chair, to accept an offer for the 57.02 acres on terms and conditions the Executive Director and Chair deem reasonable.

The “further resolved” paragraph is changed to read:

FURTHER RESOLVED that the Executive Director is authorized to execute all documents and take actions necessary on behalf of the Foundation to sell the parcel should such an offer be accepted prior to the next regularly scheduled board meeting.

Motion seconded by Viola and passed unanimously. (Attachment C).

Strategic Plan Discussion

Brett led a discussion about challenges to and direction for VOF and the need to begin work on a new Strategic Plan as the current plan runs through 2023.

It was agreed that at the next meeting in March 2023 the process will continue to form a new plan.

Adjournment

Viola made a motion to adjourn at 2:06 PM; motion seconded by Tack and passed unanimously.

RESOLUTION
VIRGINIA OUTDOORS FOUNDATION (VOF)
BOARD OF TRUSTEES
RESOLUTION TO SET VOF MEETING DATES FOR CALENDAR YEAR 2023

WHEREAS, The Virginia Outdoors Foundation (VOF) Board of Trustees typically meets several times a year to consider easement proposals and matters of land conservation policy;

WHEREAS, as there may be compelling reasons to adjust the schedule which may be done at the discretion of the Chair in consultation with the trustees; now therefore be it

RESOLVED by the Virginia Outdoors Foundation Board of Trustees, this 11th day of October 2022, That the following dates are hereby adopted for VOF Board of Trustee meetings, in the calendar year 2023.

Meeting	Date
Board of Trustees	Thursday, March 16, 2023
Finance, Audit and Compliance Committee	Thursday, March 16, 2023
Board of Trustees	Thursday, June 1, 2023
Board of Trustees	Thursday, October 12, 2023

Adopted by a vote of 7 for and 0 against

ATTEST: Brett C. Glymph, Executive Director

RESOLUTION
VIRGINIA OUTDOORS FOUNDATION (VOF)
BOARD OF TRUSTEES RESOLUTION
UPDATING MINIMUM TERMS OF MODEL DEED

WHEREAS, on July 9, 2008, the Board of Trustees approved a resolution to strongly encourage the use of the approved model deed for the Enforcement, Notice, and Extinguishment provisions of the then current easement model deed; and

WHEREAS, on October 21, 2009, the Board of Trustees approved a resolution requiring that easements presented to the board for its consideration include without deviation the following provisions of the then current model deed – Right of Inspection, Enforcement, Documentation, Duration, and Notice; and

WHEREAS, to facilitate timely review of prospective easements and streamline the administration of easements two additional provisions of the model deed must be included in all easements presented to the board for its consideration; and

WHEREAS, the Virginia Outdoors Foundation Board of Trustees concur that the following provisions of the model deed as now posted on the Virginia Outdoors Foundation website and as amended from time to time and later posted on the Virginia Outdoors Foundation website, must be included in all easements presented to the Board of Trustees for its consideration as written:

- Section III Enforcement including Paragraph 1. Right of Inspection and Paragraph 2. Enforcement
- Section IV Documentation
- Section V Paragraph 1 Duration
- Section V Paragraph 6 Construction
- Section V Paragraph 8 Notice to Grantee and Grantor
- Section V Paragraph 17 Cost Recovery Charges, now therefore, be it

RESOLVED that the provisions described above must deal exclusively with the subject matters treated therein, and no provisions elsewhere in proposed deeds of easement may conflict with the language of such provisions, and be it further

RESOLVED that on this 11th day of October 2022 this resolution repeals, supersedes, and replaces all provisions of the Trustees’ Resolution to require the use of approved model deed for Right of Inspection, Enforcement, Documentation, Duration, and Notice.

Adopted by a vote of 7 in favor and 0 against.

ATTEST: _____
Brett Glymph, Executive Director

RESOLUTION

**VIRGINIA OUTDOORS FOUNDATION (VOF)
BOARD OF TRUSTEES**

A RESOLUTION TO ACCEPT OFFER FOR LAMBERT FOUNDATION PARCEL

WHEREAS, the Gerard B. Lambert Foundation donated a parcel of land to VOF in Scott Magisterial District, Fauquier County north of Rectortown containing 57.02 acres improved with a house (PIN#6062-68-6792) by deed recorded August 13, 2021; and

WHEREAS, the property was accepted by VOF as an acquisition of real property for open space preservation pursuant to the purposes of § 10.1-1800; and

WHEREAS, the property was gifted to VOF by deed recorded August 13, 2021 subject to a life estate, an open space easement held by VOF dated December 4, 2003 and recorded in Deed Book 1074 at Page 775 in the Clerk’s Office of the Circuit Court of Fauquier County (the “Existing Open-Space Easement”), and other easements, right of ways, or restrictions of record; and

WHEREAS, the property is well suited for protection of its conservation values by open space easement and the Existing Open Space Easement does not adequately protect the property, by current standards, including but not limited to the fact that the Existing Open Space Easement offers insufficient riparian protections to Goose Creek, and no aggregate cap on impervious coverage for buildings; and

WHEREAS, by Resolution adopted by the Board of Trustees at the June 30, 2022, meeting, the Executive Director was authorized to list the property with a realtor subject to perpetual deed restrictions, an amendment to the Existing Open Space Easement and/or an additional open space easement designed to protect the specific conservation values and for the purpose of open-space preservation. The sale parcel also being subject to the life estate, and any other matters of record. The proceeds from the sale to be dedicated to support and benefit work at the VOF Bull Run Mountains Natural Area Preserve including the preservation of the open space of the VOF Bull Run Mountains Natural Area Preserve; and now, therefore, be it

RESOLVED by the Virginia Outdoors Foundation Board of Trustees this 11th day of October 2022, that VOF hereby authorizes the Executive Director, in consult with the Chair, to accept an offer for the 57.02 acres on terms and conditions the Executive Director and Chair deem reasonable.

FURTHER RESOLVED that the Executive Director is authorized to execute all documents and take actions necessary on behalf of the Foundation to sell the parcel should such an offer be accepted prior to the next regularly scheduled board meeting.

ADOPTED by a vote of 7 in favor and 0 against

ATTEST: Brett Christina Glymph, Executive Director