

WILLOWSFORD CONSERVANCY
Meeting of the Board of Trustees
March 24, 2020

Attendees:

Board Trustees: Mark Trostle, Rick DiBella, Claudette Papathanasopoulos, Greg Licamele, Avi Sareen, Mary Hegedus, and Chase Rowan. Conservancy Staff: Iris Gestram, Ashley Swensen and Collin Thompson.

I. Call to Order

Meeting called to order at 5:11pm

II. Approval of Agenda

Iris asked to amend the agenda to include a discussion on resident engagement at board meetings as first agenda item under "New Business".

Motion to approve agenda with amendment passed with no dissents.

III. Approval of Minutes from January 13, 2020 [attachment]

Motion to approve minutes passed with no dissents.

IV. New Business

Resident engagement at board mtgs:

The board would like to communicate to the community how residents can best have input at board meetings. Iris will draft language that describes the process/channel for residents to have input and will share with the board. Once finalized, the language can be broadly shared with residents.

Conservancy "Endowment" [attachment]

Conservancy is establishing the "Endowment" to manage gifts given to the Conservancy. The Endowment is being designed so that it can accept an initial gift from the Willowsford developer, as well as future gifts from other donors. The board reviewed initial draft language for an "Endowment Agreement". The board agreed that the draft needs more clarity on some aspects, including the terms "distribution" and "emergency", as well as the process for withdrawal and distribution of funds. Iris and Mark will draft language that describes the way we intend the process to work. This language will be shared with legal counsel so they can determine how best to incorporate into the Agreement.

It was recommended that the annual endowment fees be added as a budget line item for the Conservancy moving forward, instead of planning to pay fees out of Endowment interest.

The Endowment is meant to serve as a significant cushion for the Conservancy. The expectation is that the principal will not be touched, only interest will be distributed. It was suggested that the board and/or staff write examples of how Endowment funds could be used in the future and to share these with the community.

Amendments to By-Laws [attachment]

The Conservancy is updating its by-laws. The most significant revision is the addition of language describing the Endowment.

In additional, Article 2 is amended to better align with the Community Covenant and Conservancy mission statement.

Article 10.6 is amended to state "at least three fourths" instead of "a majority".

Amendments were approved without dissent.

Year-end Financial Statements December 31, 2019 [attachment]

The board reviewed year-end financial statements. These line items were noted:

- Land Stewardship costs were higher than expected because of large amounts of tree work.
- An under-budget in payroll and benefits was compensated with an over-budget in seasonal/hourly wages.
- Employee housing is having a surplus to be reinvested in repair and maintenance: charging employees 50% of market value for rent has been a win-win.
- County real estate tax payments will be increasing in 2020.
- Developer subsidy of just over \$200k is a significant decrease from over \$1 Million in 2018. The net loss in 2019 was significantly lower than previous years.
- Ashely and Collin are doing a tremendous job in Farm marketing, revenue generation and cost reduction, and that is a big reason why the budget keeps getting better.

The board is establishing a Finance Committee and future financial statements will come to the board through this new committee.

Board Indemnification

The Conservancy conducted a review of common practice for non-profits and looked closely at Conservancy and HOA by-laws. The Conservancy also consulted its insurance broker and D&O policy underwriter and ultimately found that the by-laws already have appropriate measures in place to protect board members from liability. Iris recommended that the board continue with the protections that are already in place. The board agreed without dissent.

The Executive Committee will review the Conservancy's D&O insurance policy when it is up for renewal this year to make sure it is sufficient.

V. Old Business

2020 Amendment HOA-Conservancy Reciprocal Use Agreement

The board reviewed this at its last meeting. It has since been approved by the HOA board and is now posted on Willowsford websites for residents.

Community Update Meetings Feb 19 & 25 / Resident Communications

The meeting in The Greens was well attended. Multiple residents enquired about native and invasive plants. The Conservancy plans to incorporate more information for residents about native plants on its website.

The meeting at the Sycamore house had lower attendance, with only a handful of attendees.

Employee FSA

As part of the transition of payroll, HR and Benefits away from Paychex, the Conservancy-sponsored employee Flexible Benefit Plan is being transferred from Paychex to United Healthcare, the current health benefits provider, effective March 13, 2020. The Conservancy offers a Health Flexible Spending Account.

VI. Committee Updates

Executive Committee

The Founder established Finance Committee that includes: Mark Trostle (Board Chair), Mary Hegedus (Treasurer), Chase Rowan (Board Member). This new committee will be regimented to put forth financial documents and reports. The committee will also become the Endowment Committee, per the Endowment Agreement.

VII. Staff Reports

Land Stewardship

See ED Report. In addition, it was noted that a small reforestation project in The Greens is the first project in which residents have grouped together to plant on open space.

Programs & Events

See ED Report. The Conservancy will likely postpone spring events and some venues will open later in response to COVID-19 guidelines. The Conservancy will decide on opening amenities later in the spring.

Smithsonian Institute just submitted the final deer study. Iris is currently reviewing it and will send to the board in the coming weeks. Conservancy will then share information with residents.

Farm

See ED Report. All of the seasonal staff is returning from last year, so there will be no one new to train. The weather has been favorable for an early season start. The

favorable weather also makes it easier to respond to increased interest in the farm this year. The produce is all looking good and the team is making space for the new flock of chicken at The Grange Farm.

Retail

See ED Report. There were strong positive trends in retail, even prior to pandemic concerns. Shares have been going up significantly, even since the report was printed yesterday. The farm cannot offer any additional chicken or egg shares. It might be able to offer more milk shares, but the creamery is also experiencing very high demand.

The farm will be offering another one-time veggie box and a la carte meat and eggs on April 3, with pickup/delivery on April 7.

Administration

See ED Report. Iris is monitoring COVID-19 information to assure the Conservancy follows evolving guidelines. Several events will be postponed. The new Land Stewardship Manager is scheduled to begin in June. The Conservancy's priority is keeping everyone safe. Puja has been working from home, everyone else is in the field.

VIII. Other

IX. Adjourned at 6:48

Executive Director's Report

Land Stewardship (Steve Lockett, Assistant Field Operations Manager)

While the Conservancy monitors COVID-19, we continue to fully operate while it is safe to do so. The Conservancy understands the importance of the trails, amenities and open space for the recreational use and wellbeing of Willowsford residents during this challenging time.

Trail Maintenance

- Staff completed trail surveying in The Grange, The Grant and The Grove with surveying in The Greens continuing through April. Seasonal inspection and maintenance of culverts, bridges and trail features are nearing completion in The Grant and Grange, continuing through April in The Grove and Greens. Volunteer Dave Spencer is assisting with bridge repairs.
- Sign installation has been completed for the new Pinewoods Loop trail in The Grove, and the trail is being readied for opening on April 18. Registration for the staff-led trail opening walk on April 18 is full.
- Staff are working with Land Development on addressing issues with trash that home builders are leaving behind on Conservancy trails. The Conservancy is cleaning up trash throughout the trail system; litter from residents' homes/trash

cans and from building sites is becoming more and more of an issue for the Willowsford trails and open space.

- The Grant trails have been blazed and resident volunteer Mike Kennedy continues to assist with blazing trails in the other villages.
- Trail Maps for all four villages are being updated to reflect recent changes.

Land Conservation

- The Conservancy is working with residents in The Greens on reforesting a small area of open space. As per Conservancy guidelines for open space improvement, residents will plant 15 native trees; the Conservancy will plant 25 bare root saplings to fill in a wet grassy area and connect the newly planted trees with existing woodland near Haybine and Rolling Pasture – scheduled for April 17. The Conservancy is excited to work with residents on appropriate native habitat improvement that supports resident needs and the Conservancy's mission while creating overall value for the community.
- Staff completed spring maintenance in The Grange Wet Meadow and The Grove Darkmoor Wetland. Darkmoor Wetland will be re-seeded with a wet meadow native seed mix to continue improving plant growth in this newly established wetland. Long-term, as planted trees grow in this riparian area, the woodland will provide a green landscape backdrop for residents and valuable habitat for wildlife.

Other

- Amenities: The Grant Family Campsite, Cedar Pond Pavilion, and Hidden Meadow Event Field and Group Campsite are being prepared for opening May 1.
- Work Orders: are being addressed in a timely manner. The Conservancy works closely with the HOA on capturing and addressing work orders.
- Firewood is stocked up and ready for incoming orders; staff are preparing for an increase in orders compared to 2019.
- Hook-up to County water and well abandonment have been completed at the Lightridge Farm Road tenant house. The house is now being rented year-round to Conservancy employees.
- Training: The land stewardship team consistently trains to build expertise and perform more work in house. Staff attended Virginia Tech's 2020 'Woods and Wildlife' landowner conference on subjects including wildflower meadow management, gravel road maintenance, pond management and invasive species management. Assistant Manager Steve Lockett and Ranger Rob Garvin are completing arborist training to continue managing tree work in-house to lower operating costs and provide residents with prompt and knowledgeable service.

Farm Production (Collin Thompson, Farm Manager)

The season has begun and there is much to share. Below are a few highlights:

- Fieldwork – direct seeding and transplanting of crops in the field is underway. We work with the weather to ensure that transplants are not exposed to adverse conditions, and that we do not bring equipment into the field when it is too wet, causing damage to the soil.

- Greenhouse – the greenhouses are filled to the brim with brassicas (cabbage, broccoli, cauliflower, collards, kale), lettuces and tomatoes. Space demands have increased this year due to higher volume wholesale partnerships. It has not been a problem yet, rather an exercise in using space wisely and creatively.
- Pigs – we continue to monitor the three breeder pigs to become familiar with their estrus cycles. When performing artificial insemination, timing is key. It takes several cycles before the right insemination time can be predicted reliably. Once a calendar is developed, staff can work out the ideal time to breed, factoring in weather, market, pork inventory, and labor availability.
- Chickens – as in previous years, the entire 2019 flock was sold. A consistent age among new birds assures consistent laying strength. The next shipment of pullets is expected this week, and staff are preparing the coops and pastures for arrival. The farm is reducing the flock size to try to better match production to demand and avoid last year’s substantial egg surplus.
- Peach Orchard farmland – we are finalizing the lease for the pastureland on Peach Orchard Lane, effective April 1. Currently, the plan is to run mixed ruminants, including sheep, cattle, and potentially goats, to selectively graze off undesirable species and improve the pasture. The incoming farmer is a skilled grazer with a progressive approach to pasture management, which aligns well with Willowsford Farm’s values.
- Staff – seasonal employees are scheduled to return on April 1. The smaller staff to date helped manage and adapt to the COVID-19 outbreak. As the workload increases, so must our staff. We will go through detailed training on farm safety and health protocols to ensure staff and customers’ safety. All seasonals are returning employees who have a detailed understanding of farm operations which puts us in a good position with efficiency and COVID-19 response.
- Sales – weekly wholesale deliveries continue. Sales have been variable, but we are still moving a few hundred dollars weekly. We sold a large portion of existing inventory with our one-time CSA share offering in mid-March, providing an unexpected bump in sales (see Sales & Marketing Manager report)

Despite uncertainty during the global pandemic, we feel as though we are well-positioned. Food is an essential part of people’s lives and we can offer an alternative, reliable source of high-quality, locally produced food when supply chains are less predictable. While we don’t aim to capitalize on the pandemic, we want to communicate that we are doing our best to make sure our community continues to have access to the food they need and enjoy.

Farm Retail & CSA (Ashley Swensen, Sales & Marketing Manager)

2020 Main Season CSA Sales-to-Date & Statistics (excludes Winter CSA)

	Membership			2019 Shares
	Total	Goal		
Main Veggie Shares:	306	350	87%	300
Family	94			
Personal	151			
Starter	61			
Meat Shares:	46	30	153%	38
Farmers Choice	28			
Chicken	18			
Milk	57	40	142%	48
Eggs	195	200	98%	181
Flowers	55	50	110%	47
Total Sales to Date (Gross)	\$281,995			
Veg Shares Income	\$196,060	Budgeted	\$310,741*	
			91%	

*Total budgeted sales exclude \$37,000 in 2020 Winter CSA revenue.

Avg Weekly Veggie Basket	\$25.63
Avg Weekly Veggie Basket 2019	\$23.90
Avg Weekly CSA Sales	\$11,279.80

Summary

CSA membership sales for 2020 are strong, exceeding 2019 Veggie subscriptions and nearing the 2020 goal in this category. After careful review of capacity, we are confident the Farm can fulfill 400 CSA Veggie memberships. We will continue to market and accept rolling sign-ups until we achieve that number. Sales of add-on shares have also been significant, with all categories exceeding budgeted sales. We continue to communicate with partnering farms to assure we can meet the increased demand.

Although we have seen increased interest in the Farm and CSA membership in the past two weeks, it is noteworthy that we had 263 vegetable subscriptions as of March 1, and had met sales targets for add-ons – showing an upward trend compared to previous years as well as that the Farm is growing membership independent of current concerns with grocery supply chains.

In response to community demand and the pressures COVID-19 is placing on food supplies, the Farm offered a successful one-time purchase option for veggies boxes, a la carte meat and eggs, on March 18th. We had 130 boxes purchased and \$2,295 in sales of extra items for total revenue of \$4,895. We plan to repeat this offering in early April.

We do not wish to contribute to anxiety regarding the pandemic, or to capitalize on distress. We are, however, updating marketing messaging to focus on the reliability and transparency that naturally accompanies locally sourced food. All our planned off-site CSA locations are currently experiencing partial or total closures, limiting use of planned marketing collateral such as signage and take-home pamphlets. In-person marketing opportunities have been cancelled or postponed indefinitely. Sign-ups for off-site locations are slow. In response, we are increasing the radius of home delivery routes to maximize convenience and appeal, and drive sales to new customers. Recent social media sponsored posts and ads have had very high engagement rates and we expect similar results from targeting a newly expanded home delivery area.

We are also providing additional supportive materials for new members. We recognize that new enrollees may be doing so as a result of food insecurities rather than informed purchasing based on values/ethics. They may require greater assistance from the Farm to ensure smooth transitions to seasonal eating, program retention, and overall positive experiences. We anticipate a greater demand for online culinary content.

Seasonal Assistant Retail Manager Alexandra Burnham has made a smooth transition back onto the team, handling more of the member communications and assigned tasks within Harvie and Shopkeep (POS). We have great confidence in her ability to support the Farm team and manage Farm Stand operations in Ashley's absence during May-June.

Business Operations

Administration:

- Taryn McFarland was hired as Land Stewardship Manager effective June, replacing Patrick Boleman who left the position for personal reasons. While completing her B.S. in Environmental Resources Management at Virginia Tech, Taryn is training remotely with Patrick to become proficient in the Conservancy's mapping functions and related software, and other responsibilities of the position.
- Resumes continue to be reviewed for the Mechanic position that will support Land Stewardship and Farm operations.
- As part of the transition of payroll, HR and Benefits away from Paychex, the Conservancy-sponsored employee Flexible Benefit Plan is being transferred from Paychex to United Healthcare, the current health benefits provider, effective March 13, 2020. The Conservancy offers a Health Flexible Spending Account.
- Staff completed CPR and First Aid training on January 17.

2020 Program Overview (as of March 23, 2020)

January-March

- TinkerGarten Nature Play Classes, Sundays, Jan 19-Feb 23, 10:30-11:45 am, The Grange (18 participants)
- Community Update Sessions, Wednesday, Feb 19, 6:30-8:00 pm, Sycamore House and Tuesday, Feb. 25, 6:38-8:00 pm, The Lodge (49 registrants)
- Farm Shares 101 CSA Info Sessions (Farm Team); Wednesday, March 11 at Sycamore House and Sunday, March 14 at The Lodge (35 registrants)

April-June

- Right Plant Right Place – Native Plants for the Home Garden (Julie Borneman, Watermarks Native Plant Nursery), Wednesday, April 23, 6:30-8:00 pm, Sycamore House (30 registrants, sold out)
- Feathered Fosters (Ashley Swensen), April 18-25, Grange Farm Stand (100 max)
- Pinewoods Loop Trail Opening – Guided Walk (A. Richardson), Saturday, April 18, 10:00-11:30 AM, The Grove (35 registrants, filled)
- Exploring Nature with Your Child, interactive nature walk, Wed, April 29, 6:30-8:00 pm, (Kim Strader, Certified Forest Therapy Guide), Cedar Pond Pavilion, (12 max)
- Amenity Rental Season Opens: Cedar Pond Pavilion, Hidden Meadow Event Field & Group Campsite; Grant Family Campsite, May 1-Oct 31, The Greens, The Grant
- Farm Stand Opens, May 23 - Nov 21: Tue 3pm - 7pm; Sat 9 am – 1 pm
- CSA Season begins May 24 – Nov 15
- Summer Camp
 - o Discover Camp (ages 9-12)
 - A Day at the Farm, Mo, June 15, 9 am – 2 pm, Grange Farm (20)
 - Nature Exploration Day, Fri, June 19, The Grange (20)
 - A Day at the Farm, Mo, June 22, 9 am – 2 pm, Grange Farm (20)
 - Nature Exploration Day, Fri, June 26, The Greens (20)

July-October

- Summer Camp
 - o A Week at Willowsford Farm (ages 5-8), Mo-Fri, July 20-24, 8:30 am–2:00 pm; Grange Farm (Ashley Swensen) (20)
 - o A Week at Willowsford Farm (ages 5-8), Mo-Fri, July 27-31, 8:30 am–2:00 pm; Grange Farm (Ashley Swensen) (20)
 - o Culinary Camps, Mo, June 29, July 13, 20 & 27: A Day at the Farm (A. Swensen), Grange Farm (20)
- 6th Annual Community Bonfire & Camp-over, Saturday-Sunday, Sept. 12-13, Hidden Meadow Event Field, The Greens (300 max) (Sept. 26-27 Rain Date)
- Autumn Fest, Saturday, Oct. 17, The Greens