



Meeting of the Board of Trustees
May 18, 2021, 5:00 pm

Attendees

Conservancy board members: Greg Licamele, Karyn Moreland, Claudette Papathanasopoulos, Chase Rowan, Avi Sareen, Mark Trostle, Jake Virag. HOA board members: Harry Pugh, William Atwill. Staff: Iris Gestram, Taryn McFarland, Jamie McArdle, Andrew Dunham.

I. Call to Order

Meeting was called to order at 5:04pm

II. Approval of Agenda

Motion to approve agenda passed without dissent.

III. Approval of Minutes [attachment]

Motion to approve minutes from March 16th board meeting passed without dissent. Two newly elected board members abstained.

IV. New Business

○ **Board of Trustees**

- **Welcome New Trustees**
Current trustees welcomed two newly elected trustees, Karyn Moreland and Jake Virag, who were both elected for 3-year terms.
- **Appointment of Trustees**
The Founder appointed the following trustees:
 - Greg Licamele for a 2-year term
 - Claudette Papathanasopoulos for a 2-year term
 - Chase Rowan for a 2-year term
 - Avi Sareen for a 2-year term
 - Mark Trostle for a 1-year term
- **End of Founder Appointment Period**
Mark announced this meeting of trustees marks the end of the Founder Appointment Period per Willowsford Conservancy governing documents.
- **Revised Governing Documents [posted in Document Center]**

Some changes were made to the Conservancy's by-laws and Community Covenant. Some of those changes were made to reflect that the Conservancy was being turned over to the new board, as the Founder's control period officially ends at this meeting. Additional changes were made to the Community Covenant in order to integrate smaller amendments that were made since 2016. At this point, all the amendments are now integrated into one document that will be easier to work with. Board members had a chance to review the changes. New documents have been shared with the board and are also in the document center on the Conservancy website. No changes were made to the Conservancy's Articles of Incorporation.

The Conservancy's legal council is currently recording the revised Community Covenant with the county. As soon as it is recorded, the recorded copy and amended By-Laws will be sent to HOA to be distributed in disclosure packages.

- **Appointment of Officers**

According to Conservancy by-laws, the board must appoint officers. Trustees discussed new officer roles at the May 11 board orientation. The board agrees to appoint these officers:

- Chairperson - Chase Rowan
- Vice Chair - Claudette Papathanasopoulos
- Treasurer - Karyn Moreland
- Secretary - Greg Licamele

- **Account Signatories**

It was proposed that the Chairperson and Treasurer both be signatories on Conservancy accounts, as well as the Conservancy's Executive Director.

There was a motion to approve these three signatories:

- Chase Rowan, Chairperson
- Karyn Moreland, Treasurer
- Iris Gestram, Executive Director

The motion passed without dissent.

Iris will coordinate changing the signatories on the accounts in the coming weeks.

- **Official Handover**

Mark officially handed the Chair position and meeting over to Chase.

Chase proseed to draft a resolution to officially thank the previous board members and the Founder. Trustees agreed and will move forward.

- **Committee Selections**

The new board was required to appoint trustees to the two below committees.

- **Executive Committee**

The Executive Committee role is to: guide the board in matters of policy and practice and evaluate the performance of the Executive Director. This

committee also serves as the Governance Committee and the Personnel Committees.

The Governance Committee is responsible for: board development and succession planning, board engagement and dynamics / conflict resolution, board evaluation.

The Personnel Committee is responsible for: providing guidance and support to management as it develops and implements staffing, performance management and compensation systems; reviewing personnel policies for compliance; and examining issues affecting the staff and forwarding recommendations to the full board.

Trustees appointed these officers to the Executive Committee:

- Chairperson - Chase Rowan
- Vice Chair - Claudette Papathanasopoulos
- Treasurer - Karyn Moreland
- Secretary - Greg Licamele

- Finance & Audit Committee

This committee's role is to: provide financial oversight including budgeting, reporting, and internal controls; act as Audit Committee and Endowment Committee; monitor adherence to the budget; set long-range financial goals and strategies to achieve them; select the auditor; review audit documents and ensure follow-up, review Form 990, present financial documents to the full board for approval; and manage the Endowment as per the Endowment Operating Procedures.

Trustees appointed these officers to the Finance & Audit Committee:

- Chase Rowan, Chairperson
- Karyn Moreland, Treasurer
- Mark Trostle, Trustee/Director

A motion was made to approve these appointments. The motion was approved without dissent.

V. Old Business

○ Farm Manager Hiring

The Conservancy hired a new farm manager, Andrew Dunham, who moved here from Iowa and began in the role in April. Andrew has many years' experience running a farm that was very similar to the Conservancy's farm. Andrew briefly introduced himself and was welcomed by the board.

○ Strategic Planning

The Conservancy plans to initiate a strategic planning process and has budgeted for this to begin in 2021. Greg, Jake and Claudette agreed to be part of a task group that will move this initiative forward. Iris will coordinate an initial meeting of the task group

in June. The task group was asked to provide an update at the next board meeting in July.

VI. Committee Updates

o Finance Committee Report

- 2020 Audit Report [posted in Document Center]
The final report was posted in the document center. As a reminder, the audit found no significant issues or areas of concern. The board was asked whether they had any questions or comments about the audit or report. They had none.
- 2020 Form 990 Tax Filing [posted in Document Center]
The 2020 Form 990 Conservancy tax return was completed by the Conservancy's accounting firm, Mitchell & Co., reviewed by the Interim Treasurer, and filed prior to the April 15 deadline. There were no questions from the board regarding the 990.
- March 31, 2021 Financial Statements [attachment]
Iris reviewed key components of the financial statement:
 - The Conservancy is under budget on spending categories and over budget on revenues. The numbers are from the end of March and will change as we move through CSA season and Land Stewardship's busy spring and early summer season.
 - The Conservancy assessments and fees are somewhat over budget. Resale is slower than expected but builder fees are higher.
 - Staff is doing a great job controlling expenditures.
 - Cash flow is very strong.
 - The statement of financial position indicates that the Conservancy's bank holdings are very healthy. Part of the reason for this is that the Conservancy is now in our second year of operating without a Founder subsidy and is building a reserve that is in line with our operations.
 - Once the Conservancy's reserve study is completed, we will transfer more funding to a CD schedule.
- Reserve Study Update
The reserve study process has been initiated. The Conservancy has decided to use the same company that completed the reserve study for the HOA. This decision was made in part because there are benefits to the company already being familiar with the Willowsford community structure and environment, and also because we know the HOA was satisfied with the company's quality of work. Iris shared the necessary information with the company, and, through this process, it became clear that the Conservancy's operations are complex. Iris is working with the company to come to an agreement on costs, which are estimated to be higher than budgeted. As soon as an agreement is reached, the company will begin site inspection for the study.

VII. Staff Reports [attachment]

o Land Stewardship

Taryn went over the attached land stewardship staff report.

Regarding the process for resident planting programs, it was suggested that the Conservancy and HOA adopt an aligned and consolidated approval process. So far, the Conservancy is already using the same form as the HOA and there is much room to work together. It was also suggested that the HOA and/or the Conservancy post instructions for proper planting and post-planting care since many landscaping companies do not follow best practices or guidelines. It was also noted that more information about this program should be published and made available to residents. As more residents become aware that a process exists for planting in community and Conservancy space, there could hopefully be fewer open space violations.

- **Farm**

Andrew went over the attached farm staff report.

The Conservancy will continue to push out messaging for residents, especially new residents, to sign up to Farmstand Online for announcements when products are available as the CSA is sold out for the season.

- **Administration**

Iris went over the attached admin staff report.

VIII. **Other**

- **Next Meeting**

The next board meeting is scheduled for Tuesday, July 27, 5:30 pm. The board and staff are planning for this meeting to be in-person at the Boat House.

IX. **Adjourn**

Motion to adjourn meeting was approved without dissent at 6:07pm.

EXECUTIVE DIRECTOR'S REPORT

Land Stewardship - Taryn McFarland, Land Stewardship Manager

Trail Maintenance

Trail improvements and maintenance continues to be a priority for the team this time of year. Additional improvements have been made in The Grant including a temporary reroute on the Grant Loop to provide a better long-term trail.

Significant staff time was spent on the Pinewoods Loop project. To protect the infrastructure of the trail and make it easier for residents to maneuver, a large portion has been rerouted off the easement and through the woods. This new trail portion has been completed and a second leg will be rerouted for similar reasons.

Volunteers in the hunting program blazed the 3 trails in The Grant and Grove to align with our trail maps to improve wayfinding along the trail system. A hunter volunteer also cleaned and painted the signposts around the Grant Loop.

As planned, a new mower was purchased to replace an older mower which was sold for parts. At the end of April, the team started seasonal trail mowing in all four villages.

Land Management

The Blue Larkspur meadow restoration project was completed at the end of March and was seeded with a forbs and warm season grass mix. It is now being monitored and managed for invasive plant encroachment. Unfortunately, the seeded area was damaged through resident bike use despite posted signage.

Spring bush hogging was completed by the end of April. Poor performance by the contractor led to mowing issues and missed deadlines. The contractor's fall contract was cancelled, and the land stewardship team is exploring other options.

Starting mid-April invasive plant control has been focused on removing Garlic Mustard (*Alliaria petiolate*) before it sets seed in June. Because it is easy to spot and remove, the Conservancy has called on volunteers to help pull it from alongside the trail systems.

Spring has seen an increase in the number of resident planting requests in all four villages. Conservancy staff are updating the License Agreement document and approval process so that residents can apply more easily, and staff can manage projects efficiently. Standard Operating Procedures will be discussed with the Board to handle requests and ongoing projects.

The Conservancy received approx. 120 redbud tree tubelings through the Virginia Master Naturalist program. These trees will be used to plant around the Dominion pipeline project and other areas in need of tree buffer.

In partnership with Loudoun Wildlife Conservancy, Willowsford Conservancy will receive \$7,000 worth of trees, supplies and services for a Riparian Buffer Planting scheduled for October. The resources will likely be used to reforest around Allen Farm Pond in The Grant.

Work Orders

Storms in March and April caused a sudden increase in the number of tree related work orders; 23 tree related work orders were submitted in the past 2 months alone. The team continues to complete most work orders in-house while contracting out jobs that are not safe to handle in-house.

Firewood orders continue at a steady pace and more firewood racks have been sold than projected pointing toward an increase in our customer base.

Miscellaneous

The Land Stewardship team is welcoming two interns. They will work with us from mid-May to August as they develop land conservation skills and gain hands-on experience.

Amenities have opened starting May 1st and the Grant Campsite continues to be a popular rental. It is booked every weekend of May and June. Hidden Meadow also received a weekend rental from a Cub Scouts group.

During the Conservancy's Earth Day event in April, families were encouraged to pick up trash along trails and enter a raffle to receive a prize as a 'thank you' for their efforts. Fifteen families participated in the event sharing pictures and stories of their efforts.

The April 25 Amphibian Walk which was hosted in partnership with Loudoun Wildlife Conservancy was filled to max capacity.

Willowsford Farm - Andrew Dunham, Farm Manager)

Staffing:

Andrew Dunham started as Farm Manger April 19.

I moved here with my spouse, Melissa, and our two daughters; we are living in the Grant Farm house. Melissa and I farmed in Grinnell, IA, for 14 years raising organic produce, nuts, hay, and grass-fed beef. I enjoy building healthy soils and relish the challenge here at Willowsford.

Eric Morrison has been hired as the Farm Production Manager and will begin May 24. He also comes from Grinnell, Iowa, and brings many years of experience with both organic and conventional farming systems. Eric and his spouse, Rachel, worked for Andrew and Melissa for 8 years at Grinnell Heritage Farm.

Alex Burnham, our Harvest and Sales Manager, filled in as interim manager between Collin's departure and Andrew's start. She is resuming her regular duties now that Andrew has begun familiarizing himself with the operation.

We currently have three of four seasonal farmer positions filled and are accepting applications for a seasonal delivery driver.

Sales:

We have sold out of offered CSA shares. We will utilize our online marketplace Farmstand Online to sell additional produce if production exceeds the needs of committed shares. In

anticipation of Collin's departure and the staff transition, CSA vegetable shares were lowered from 400 to 350 to assure shareholders receive the great quality of produce they have come to expect from Willowsford Farm. I am not inclined to increase 2021 CSA sales at this time but will reevaluate if harvest volumes allow.

The Farm's first Mother's Day plant sale took place May 8 via Farmstand Online. There were 38 orders for total sales of \$2,391 and an average order size of \$63. Revenue from Farm plant seedlings was \$1,656 with \$735 in "extras". Strong performers in the retail category were bunched flowers, quiche, and pie. Baked goods were also offered.

| 2021 Share Sales | Total | Goal | | 2020 Shares | 2019 Shares | 2018 Shares |
|------------------------|------------------|------------|------------------|-------------|-------------|-------------|
| Main Veggie Shares: | 350 | 350 | 100% | 403 | 300 | 253 |
| Family | 101 | | | 128 | | |
| Personal | 158 | | | 197 | | |
| Starter | 91 | | | 77 | | |
| | | | | | | |
| Meat Shares (Sold Out) | 61 | 50 | 122% | 70 | 38 | N/A |
| Family | 17 | | | | | |
| Personal | 44 | | | | | |
| | | | | | | |
| Eggs (Sold Out) | 204 | 200 | 102% | 200 | 181 | 219 |
| | | | | | | |
| Flowers | 78 | 80 | 98% | 74 | 47 | 58 |
| | | | | | | |
| Total Sales (Gross) | \$349,178 | Budget | \$351,071 | | | |

| | | |
|---------------------------------|--------------------|----------------|
| Avg Weekly Veggie Basket | | \$25.19 |
| Total Veg Income | Total Shareholders | |
| \$220,400 | 350 | |
| Avg Weekly Veggie Basket 2020 | | \$25.40 |
| Avg Weekly Veggie Basket 2019 | | \$23.90 |
| Avg Weekly CSA Sales | | \$13,967 |

YTD Financials:

Jan-Mar. sales revenue exceeded projections, and costs & expenses were less than projected so we have some buffer going into the busy season. The reduced expenses can be attributed, in part, to the reduced staffing during the first three months of the year. As a result of the transition, some scheduled farm tasks were not conducted, such as seeding spring greens in the high tunnels, and certain grounds and equipment maintenance the current team is now tasked with.

Weather:

It has been colder than average this spring, and field crops are starting more slowly than long-term averages. Weather patterns have been rapidly shifting and are part of the

reason we left Iowa. Several planned changes you will see on the farm will be in response to weather challenges.

Maintenance & Repair:

Backlogged maintenance and repair are being addressed. We will institute a training protocol for all staff operating machinery and begin regular maintenance and maintenance logs to reduce equipment wear and tear. Additionally, we are repairing the farm road between the parcels at the Grange Farm to reduce equipment damage and erosion. The Farm management team is assessing existing machinery and equipment, identifying pieces that may be uneconomical to repair or that don't fit into the farm production model. Those may be sold, traded, or scrapped. Farm and Land Stewardship teams are working together to better identify long term maintenance needs as well as equipment needs, and plans to address those.

Conservancy Administration

The **election of two resident trustees** was held on May 6. Residents Karyn Moreland and Jake Virag were elected to serve on the Board for 3-year terms, beginning on May 18. Per the By-laws established by the Willowsford Founder, this election was intended to be the one time in which Willowsford homeowners were elected by fellow homeowners to serve on the Conservancy Board of Trustees. Thereafter, the board will appoint successors following an application process.

Jake and Karyn will serve with the Founder-appointed trustees. They include the current three resident board members, Greg Licamele, Chase Rowan, and Claudette Papathanasopoulos, who will be appointed for 2-year terms, and two non-resident trustees, Mark Trostle and Avi Sareen, who will be appointed for a 1-year term and 2-year term, respectively.

Eight residents from throughout the four villages applied for the two board positions and participated in a virtual Meet the Candidates event on April 20. We thank each candidate for their interest in supporting Willowsford Conservancy and assisting in the Conservancy's continued success! Over 400 households voted in the election. Election results are available in the Document Center on the Conservancy's website.

Thank you to Claudette for leading the Election Task Force.

The Conservancy **governing documents**, including the Community Covenant and the By-laws were updated to reflect the end of the Founder Appointment Period on May 18. Amendments to date were incorporated to provide incoming board members and the new Board of Trustees with an integrated set of governing documents. Copies are posted in the Document Center of the Conservancy website.

The Conservancy successfully completed the **audit** of the 2019 and 2020 fiscal years with only minor recommendations by the auditors, Mitchell & Co. The final report has been posted in the Conservancy online Document Center.

Staff are working with Reserve Advisors on the completion of a **Reserve Study** which, in turn, will inform investment planning for reserve funds.

Dates for the 2021-2022 season of the Conservancy **Deer Management Program** were set by the Deer Management Task Force, closely tracking last season's dates:

- Archery: October 2-31 and November 20-December 14
- Muzzleloader: November 2-6 (Tue-Sat)
- Shotgun/Muzzleloader: November 16-19 (Tue-Fri)
December 15-18 (Wed-Sat)
January 4-7, 2022 (Tue-Fri)

The program is at capacity and no new hunters were accepted this season.

2021 Conservancy Programs and Events (as of May 15, 2021)

JANUARY

- **Winter Planning for Your Garden** – Live Webinar, Jan 21, 6:30-8:00 PM
Julie Borneman, owner, Watermark Woods native plant nursery.

FEBRUARY

- **Native Plants for the Home Landscape Part I: Perennials, Grasses & Small Shrubs**
Live Webinar, February 4, 6:00-7:30 PM
Iris Gestram and Taryn McFarland, Willowsford Conservancy.
- **Native Plants for the Home Landscape Part II: Trees and Larger Shrubs**
Live Webinar, February 11, 6:00-7:30 PM
Taryn McFarland and Iris Gestram, Willowsford Conservancy.
- **Bears in Your Backyard: Becoming BearWise in Willowsford** – Live Webinar,
Wednesday, Feb. 17, 4:00-5:00 PM. Jordan Green, District Wildlife Biologist for
Northern Virginia, VA Department of Wildlife Resources (DWR).

MARCH/APRIL

- **Foster a Feathered Friend**, March 20-27
Willowsford Farm. Limited to 100 registrants. Sold out.
- **Earth Day Volunteer Opportunity** – Trail Clean-up, week of April 22. Fifteen
Families participated. (
- **Amphibian Walk** with Loudoun Wildlife Conservancy, April 25, The Greens. Sold
out.

MAY

- **Amenity Rental Season**: Cedar Pond Pavilion, Hidden Meadow Event Field, Grant
Family Campsite are open for residents April/May 1-Oct 31.
- **Native Plant Sale**, May 2, 10 AM-2 PM, at Watermark Woods native plant nursery.
- **Mother's Day Farm Pop-Up & Plant Sale**, Saturday, May 8, The Grange
- **Willowsford Farm CSA Season**, May 25 – November 20
- **From Farms to Woods**, May 27, 4:00-5:30 PM, Pinewoods Loop, The Grove
Nature Walk, Steve Lockett, Andrew Richardson, Willowsford Conservancy

JUNE

- **Fishing for Beginners**, June 11, 5:00-6:00 PM at Willow Lake, The Greens
Willowsford Conservancy and Trout Unlimited's local chapter
- **Camping 101**, June 24, 4:00-5:30 PM at the Grant Campsite, Andrew Richardson,
Willowsford Conservancy

JULY/AUGUST

- **Woodland Walk**, July 8, 4:00-5:30 PM, Pinewoods Loop, The Grove
Taryn McFarland, Rob Gavin, Willowsford Conservancy
- **Water Conservation and Ecology**, July 29, 4:00-5:00 PM, Grange Wet Meadow
Meadow Walk, Taryn McFarland, Willowsford Conservancy
- **Advanced Fishing**, August 13, 5:00-6:00 PM at Willow Lake, The Greens
Trout Unlimited and Willowsford Conservancy
- **Pond Life**, August 24, 4:00 -5:00 PM at Cedar Pond Pavilion, The Greens
Nature Program, Taryn McFarland

Summer Camp

- o Discover Camp Week 1, Week 2 (ages 9-12), 9 am-2 pm (40 – Sold Out)
 - A Day at the Farm (Mondays, July 26 & Aug 2), Grange Farm Garden & Farm
(Ashley Swensen)
 - Nature Exploration (Fridays, July 30 & Aug 6), The Grange and The Greens
(Taryn McFarland)
- o A Week at Willowsford Farm – Week 1 (ages 5-8), Mo-Fri, July 12-16, 9 am–2 pm;
The Grange Farm Garden & Farm (Swensen) (20 – Sold Out)
- o A Week at Willowsford Farm – Week 2 (ages 5-8), Mo-Fri, Aug 9-13, 9 am–2 pm;
The Grange Farm Garden & Farm (Swensen) (20 – Sold Out)

SEPTEMBER

- **6th Annual Community Bonfire & Camp-over**, Saturday-Sunday, Sept. 11-12,
Hidden Meadow Event Field, The Greens (300 max)
- **Meadow Walk**, September 16, 4:00-5:00 PM, Grange Wet Meadow
Taryn McFarland, Willowsford Conservancy