



Board of Trustees Meeting – January 28, 2025 Meeting Minutes

Board members in attendance: Greg Licamele, Karyn Moreland, Charles Graybeal, Avi Sareen, Chase Rowan, and Jake Virag (Sophie, Sarah, and Kyle attended in person on behalf of staff).

There were seven community members in person and eight online (including HOA and Conservancy staff).

The meeting was called to order at 5:30 pm. Greg shared that he is the acting chair since Claudette resigned in December. Chase made a motion to approve the agenda as presented, which was seconded by Avi and unanimously approved. Chase made a motion to approve meeting minutes from the December 9, 2024, meeting, which was seconded by Charles and approved by all.

Several community members spoke during the public comment period. Four shared concerns noting that they want the Conservancy and the Farm to succeed, but asking for a reduction in how much the community to contributing, looking for new business models, creating a steering committee, more transparency, sharing a CapEx budget, and how the endowment and easement funds will be spent. Two residents shared support for the importance of keeping Willowsford an agrihood with a farm that needs to be supported financially by the community.

2025 Budget

Greg provided an update on where things stand with the 2025 operating budget and the “good faith negotiations” with the HOA board which are part of the process outlined by the Community Covenant if the HOA board ever disapproves the Conservancy budget. Greg shared a vision of the two boards sharing stewardship of our community with a need to be responsive to the needs of residents as well as staff and our mission, finding path forward, listening to ideas, and following their responsibility as board members. Last week, the Conservancy board approved the 2025 operating budget and sent it to HOA Board.

This is the same budget shared with the community in December but this time with no CapEx assessment or special assessment. The board will consider how to use non-resident funds to fund some CapEx projects as well as form two resident committees, revise the budget process for 2026, and pursue 501c3 status. This was outlined to residents in a letter to the community from Greg. Avi shared the importance of the board prioritizing safety, risk reduction and considering liability.

Staff reviewed the budget. The increase is proposed to cover a 5% increase in operating costs and comes to an increase of \$29.26 to the annual Conservancy assessment fee. It represents a \$68k increase to the operating budget does not represent an increase in services or programs, but is needed to cover the following:

- \$23k will cover an increase in pond management and wildlife management (since the current budget for both of those efforts is very small considering the size of the land managed by the team).

- Part of the increase is due to an increase in payroll to cover the Business Manager being on staff for an entire year (vs a partial year in 2024), but this will reduce professional services since accounting will move inhouse.
- An increase in health insurance costs, but part of the increase was mitigated by a higher staff contribution for coverage.
- An increase in the cost of materials and services needed to perform the work and operations needed each year.

Next, the board discussed a draft rephased and reprioritized phase one CapEx budget. Greg noted that it is the board's responsibility to take care of critical safety needs, explore new revenue streams, and determine how to rectify the challenges left to us with the infrastructure we inherited. Greg reiterated that there will be no resident assessment toward CapEx; instead, the board will consider using previously approved endowment funds, the easement revenue, and reserves (e.g., truck replacement). The first phase needs to address health, safety, and liability and then will inform what is needed to move forward. Charles shared some of the current challenges needed to be addressed right away, such as the egg washing room which is currently under construction. The entry road needs improvement no matter what (and needs Loudoun County permitting since it is in a floodplain) as well as a topographic survey up the entry road and around the farm building. In order to present community with long range budget, need professional survey, engineering, architecture. Will help identify needs and phase work.

Staff reviewed the reprioritized phase one CapEx budget, including the needs for the Land Stewardship team, the tenant house need, and driveway improvements and professional services at the Farm. Karyn asked what reserve funds might be considered to fund improvements. Reserve funds could be used toward items already identified for repair/replacement in the 2021 reserve study: truck, garage doors, greenhouse, HVAC, Peach Orchard already in reserve study. Will need new reserve study soon since the 2021 reserve study has infrastructure and equipment missing and also for the items listed for renovation or replacement the costs are quite undervalued.

Next, Greg outlined a proposal for the creation of two resident advisory committees – 1) Agrihood and 2) Land & Habitat. These will be permanent, standing committees that will report to the Conservancy board. The board will share information soon about their purpose and the detail of their scope. Then, will hold application period and appoint members.

Finally, a new budget process for 2026 and beyond was outlined with an earlier start date. Greg shared that more versions and more opportunities for input would be provided to residents. The board unanimously approved the budget process. The board also agreed that reverting back to the original budget format when there were only two budgets – one for Land Stewardship and one for the Farm – was a good idea.

New Business

Greg updated the status of the Conservancy Board. Claudette resigned in December and Chase's last board meeting is tonight. Greg and the board thanked Chase for his many years of service including as the Chair of the Board. The Board received several well-qualified applications for the two open board member seats and hopes to make a decision shortly.

Sophie oriented the board to a potential funding opportunity with the Arbor Day Foundation which could fund a large tree planting project. If we apply and are successful, we could plant over 500 trees in a meadow behind Lotus Pond Place which could serve as a visual buffer in the future with the proposed Dulles South Community Park. The ADF is a nonprofit organization that provides trees but also connects companies with potential community impact projects. This potential funding would be from Amazon and

would bring their employees on site to join residents for a planting day. Up to \$37k is available, but competitive bids below that amount might be more likely to be selected. Avi recommended planting smaller trees, not 5 foot, and recommended searching for a lunch sponsor.

Greg shared information about new grants that will be available soon from the Loudoun Invasive Removal Alliance. They will be up to \$150,000 and would be similar to the earlier round of funding where removing tree of heaven and other invasives would be eligible. The Conservancy will consider applying and discuss with HOA staff when grant window opens.

Old business

Staff provided an update on the easement agreement with Toll Brothers. In exchange for the \$300,000 easement contribution and the construction of a roundabout at Everfield and Hartland that will benefit the Grant Village, the Conservancy allows the project to use land for a temporary construction easement and then for land easements long a new right of way which will connect to the community and to Evergreen Mills Road. Residents will also benefit from new trails along Hartland and a trail connection to Evergreen Mills Road. The check was recently received, and we are still awaiting guidance on which year to book the revenue (since the agreement was signed in 2023, the project was approved in 2024, and the check was received in 2025).

The board reconsidered two of the 2025 board meeting dates where there might be possible conflicts with federal holidays. The board decided to move the November meeting to November 6 and to request to hold it at The Lodge since that Thursday is a Boat House Farm Stand date. Once the new board members are on board, the May meeting date will be reconsidered and the board will work with the HOA board to set the two joint board meetings.

Kyle provided some context for the board to consider extending the grace period when staff Paid Time Off (PTO) expires. Due to the seasonal nature of the Farm and Land team's work, it would be beneficial to be able to use PTO until March 31 instead of December 31.

Sophie reviewed the table from the Purchasing Policy previously reviewed and agreed to by the board. The final piece of text needing review provides for contractors and vendors completing projects over \$5,000 to sign a lien waiver to provide the Conservancy. This is standard practice in the construction industry and essentially serves as a receipt stating that they have been paid in full and waive future lien rights on Conservancy property. The board unanimously approved the purchasing policy and lien waiver language.

CapEx

The only CapEx project currently under construction is the Egg Washing Room which is a small addition on the rear of the Packing Shed – approved in 2024. The framing and insulation are complete including only one exterior access so as to meet food safety requirements. The project will be completed in a few weeks. The bid provided for the project is \$27k, which is included in the 2025 CapEx Phase 1 budget.

Financials

Jake gave an update on the November financial report – farm revenue higher than projected, land revenue up, transfer fees (home sales) up \$12K. YTD – revenues up, maintenance down, professional services down, health benefits up.

The board moved to adjourn the meeting at 6:51 pm. After a break, the board entered an Executive Session from 7:10 pm to 8:28 pm to review board member candidates.