



**Board of Trustees Meeting – June 10, 2025**  
**Meeting Minutes**  
**APPROVED**

Board members in attendance: Charles Graybeal, Karyn Moreland, Avi Sareen, Harry Pugh, Leah Macchiarolo, Jack Nash, and Ashish Kapoor

Sophie, Andrew R., Andrew D., and Kyle attended on behalf of staff

There were no residents in Zoom, but several residents including three HOA board members attended in person at the Boat House.

The meeting started with an Executive Session during which the Board selected two new Trustees. The meeting was called to order at 6:05 pm. The meeting started with Charles asking all board members to introduce themselves. The board reviewed the agenda for the meeting and it was approved unanimously. Finally, the board approved the meeting minutes from the March 25, 2025, meeting. Jack made the motion, Avi seconded, and the minutes were approved unanimously.

There were a few public comments on a range of topics.

The meeting then turned to Board Business. The board updated that Charles Graybeal was unanimously approved as the new Chair of the board. Charles then announced that two new board members had been selected from several strong candidates during the earlier Executive Session – Leah Macchiarolo and Harry Pugh. Leah was appointed to fill the remainder of Greg Licamele's term which on April 30, 2026 and Harry was appointed to fill the remainder of Jake Virag's term which ends on May 31, 2027. Both will be eligible for a three-year term when the remainder of these terms ends. The board unanimously approved these two appointments. Charles thanked everyone who applied and shared that he hoped any candidates not selected would consider joining the Community Advisory Committee.

The Board decided to wait on the updated Roles & Responsibilities MOU since there are several new board members. The business then moved to selecting officers. Charles advised that the Secretary role be vacant to give Karyn Moreland time to serve as the Board Liaison to the Community Advisory Committee and to keep the Vice Chair role vacant for now – again since there are several vacant roles. With the budget coming up, however, it was deemed critical to have a Treasurer. The board unanimously approved that Harry Pugh serve as Treasurer.

**Old Business**

Ashish, Karyn, and Jack gave an update on the creation of the two resident advisory committees – they recommend creating two committees – a Community Advisory Committee and a Fundraising Advisory Committee. The board discussed the charters and goals for each committee and unanimously approved creating both committees. Karyn Moreland will be the board liaison to the Community Advisory

Committee and Ashish Kapoor the board liaison to the Fundraising Advisory Committee. The application to apply will commence next week.

The board discussed the process for 501c3 conversion and the proposed edits to the bylaws and articles. The articles included language that the Conservancy has no members which addresses one of the questions during public comment. The board then reviewed the proposed edits to the Bylaws. Most are small edits that update the language, but the board did discuss the term lengths and number of terms in more detail. They agreed with the proposed edits from the attorney – two three-year terms. The language proposed for selection of board members means that electing future board members is not recommended for a 501c3 (addressing a second question from the public comment period).

### **New Business**

The Conservancy has retained Reserve Advisors, the same firm that completed the Conservancy's Reserve Study in 2021 and also the HOA's Reserve Study. It will update what buildings and equipment are included since some items were missing in the 2021 study, such as wells and fencing. There was some discussion about making sure there are sufficient funds in the restricted Reserve Fund.

Kyle gave an update that the Conservancy is in the process of changing banks from PNC to Bank of Charles Town to ensure we have better customer service and better account and investment terms for our money market account.

The board discussed the 2024 Audit Final Report. With the one small edit proposed by Harry Pugh, the board approved the report. Staff shared that the report will be shared in the document center. The 990 will be filed in October as our auditors recommended we file for an extension.

Charles shared two liability issues facing the Conservancy recently. The first is electronic bikes and other e-vehicles using the trails, which is not allowed. The Board discussed whether there might be some ways to educate the community about our policy and to coordinate with the HOA about any outreach. Second, are two recent trespassing issues with vehicles abandoned on Conservancy property. The LCSO were engaged in both matters – the vehicle at the Boat House was towed by a tow company after the owner surrendered the vehicle. The vehicle abandoned on the Farm Loop Trail was towed at the owners' expense.

Finally, the board reviewed two potential routes for the Dominion transmission lines. Dominion updated Supervisor TeKrony and LeTourneau earlier in the day that the two routes were not going to be submitted to the SCC. Ashish shared that his colleagues at PEC could help identify parcels.

Kyle presented the March and April financials. He shared recent trends and expenditures. Transfer fees are higher than anticipated. And while some revenue is tracking lower than proposed, there are a few areas where expenditures are down. Kyle then shared that the Endowment funds, currently invested in a mutual fund, have been impacted by the market recently, but are now back up. Shortly, staff will withdraw the funds expended on 2024 CapEx and approved for 2025 CapEx.

### **Adjournment**

The meeting was adjourned at 7:55 pm and there was no additional executive session.

