



Board of Trustees Meeting – January 27, 2026
DRAFT Meeting Minutes

The meeting was held by Zoom due to inclement weather.

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

Staff in attendance: Sophie, Sam, Andy, Kyle, and Sarah

Several residents and HOA board members were in attendance via Zoom.

The meeting was called to order at 5:33 pm.

The Board reviewed the agenda. There were no corrections, and the agenda was approved unanimously.

The Board reviewed the November 6, 2025, meeting minutes. Leah made a motion to approve the minutes, Avi seconded, and the minutes were approved unanimously.

There were three public comments from HOA Board Members. Comments included congratulations on the Conservancy's 501(c)(3) approval; concerns regarding the open Land Stewardship Manager position; concerns about Farm year-end performance and a request that financials be broken out by class; support for increasing the number of elected Board members; and references to representation concerns related to Board elections. One written comment was submitted in support of these remarks.

Board Business

Sophie reported that the Roles & Responsibilities MOU was approved unanimously by the Board. The MOU will be shared with each board member to sign.

Old Business

Charles provided an update on the successful transition from 501(c)(4) to 501(c)(3) public charity status. IRS approval was received on December 9, 2025, effective August 23, 2025. The approval was granted in 52 days, which was a much faster timeline than expected. The Conservancy is now able to issue tax-deductible donation letters and pursue new grant and tax exemption opportunities.

An update was provided on the Willowsford Farm Produce Fund. The 2025 goal was \$15,000 and \$12,800 was raised. DSFP has used approximately \$5,500 on purchases since the fund was created, leaving approximately \$7,000 to carry into 2026. The 2026 fundraising goal is \$26,000.

Sophie provided updates on grant activity, including conditional approval of the \$50,000 Loudoun County Invasive Plant Species Management Program grant for invasive species treatment; applications to American Farmland Trust and the Community Foundation (Amazon-funded); submission of a \$5,000

Loudoun County Human Services mini-grant; and ongoing research of additional opportunities with a dedicated CAC volunteer.

New Business

Sophie presented a request to apply for tax exemption by designation with Loudoun County. A motion was made to apply for exemption by designation, and the motion carried unanimously.

Charles provided an update regarding VDOT's request for a temporary construction easement for a roundabout at Route 50 and Everfield Drive. Due to unresolved liability language and concerns regarding protection of the stone wall, the proposal was rejected pending revised documentation. Karyn offered to reach out to her VDOT contacts to help move the proposal forward.

Karyn introduced a proposal to amend one section of the Bylaws to allow all future Conservancy Trustees to be elected solely by direct election by the residents rather than election by the Conservancy Board. She stated that some residents have expressed a desire for additional elected representation and referenced community feedback received through conversations and social media. Charles asked Karyn to provide context about a Facebook post earlier in the week regarding a proposal to also change the Bylaws to require membership of all residents in the Conservancy. Karyn clarified that her proposal was not intended to change the Conservancy's non-membership corporate structure, but rather to allow all future trustee positions to become subject to direct election solely by the residents upon expiration of a term instead of being filled through the existing Board selection process.

Charles pointed out that the motion as proposed would not change the Governing Documents but would be limited to solely one sentence in the Bylaws, and that would then create an internal conflict of requirements of the entire Governing Documents. He proposed a substitute proposal to empower the Board to pursue a complete revision of the Governing Documents to include both the direct election of Trustees and requiring resident to be members of the Conservancy Corporation thus changing from a non-member Corporation to a member Corporation.

Charles requested a second to the substitute proposal to bring the matter forward for discussion. He noted that any amendment affecting trustee selection and membership in the Corporation would require careful review of the Bylaws, Articles of Incorporation, and other foundational documents. The motion was seconded by Leah Macchiarolo. Initial discussion noted that six of the seven board members are residents (five are required to be residents), so this is potentially less about representation and more about viewpoints of board members. Charles shared that legal counsel had been consulted and read a letter from counsel (previously circulated to trustees earlier in the day), advising that converting to a membership structure or implementing direct community election of trustees could create governance complications, move the Corporation much closer to an association than a corporation, potentially jeopardize the Conservancy's 501(c)(3) public charity status, and make it harder to secure grant funding. The letter further advised that such changes could alter the organization's governance model in a manner inconsistent with its founding intent and IRS filings. The letter will be posted in the Document Center.

Board members discussed the importance of maintaining governance continuity, institutional knowledge, and the ability to recruit trustees with specialized expertise aligned with the Conservancy's land stewardship, agricultural, financial, and legal needs. Trustees also noted existing mechanisms for

resident engagement, including the Community Advisory Committee (CAC) where all eleven applicants were selected, and emphasized the need to preserve compliance with IRS requirements and nonprofit best practices.

Following discussion, a motion to consider the amended proposal was brought to vote. The motion did not pass.

Staff Updates

Land Stewardship updates included a brief summary of the last quarter and a synopsis of the 2026 annual work plan (including trail improvements, tree plantings, invasive species management, nursery and firewood sales, deer management, ranger onboarding, and security improvements).

Farm updates included a successful season at both the Grange and Boat House Farm Stands (primary engagement with existing and new customers), establishment of a second flock of chickens, soil fertility improvements, and egg production challenges impacting revenue.

Programs & Engagement updates reflected increased attendance at events and significant growth in community participation. A graphic from the annual letter showed the breakdown of 2025 events and the improvements made in attendance and quality of programs.

The Board approved the final encapsulation phase at the Lightridge property at a cost of approximately \$5,800.

Finances

Harry presented October through December as well as 2025 year-end financials (all posted in the Document Center by class). Assessments and transfer fees exceeded budget. Farm revenue was lower due to egg production issues, though operating expenses were below budget due to open positions. The year-end surplus was approximately \$114,000 which will be distributed to reserves.

Adjournment

The meeting was adjourned at 7:27 pm and there was no executive session.