



## MEMORANDUM

TO: Conservation Easement Authority

FROM: Candice Perkins, AICP, CZA, Assistant Director

SUBJECT: September 26, 2019 Meeting

DATE: September 16, 2019

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The Frederick County Conservation Easement Authority will be meeting on **Thursday, September 26, 2019 at 9:00 a.m.** in the **Planning Department Conference Room** in the County Administration Building, 107 North Kent Street, Winchester, Virginia.

The Conservation Easement Authority will discuss the following agenda items:

### **AGENDA**

1. Welcome and Introductions
2. Organizational Activities
  - a. Election of Chairman, Vice Chairman, Treasurer, and Secretary
  - b. Adoption of Bylaws
  - c. Selection of Meeting Dates and Times
3. Adoption of Meeting Minutes: March 22, 2018
4. Presentation of the Changing Landscapes Initiative
5. Open Discussion
6. Other

Please contact the Planning Department (540-665-5651) if you are unable to attend this meeting.

CEP/pd

Enclosures: CEA Bylaws, Draft March 22, 2018 minutes

**CEA BYLAWS**  
**(Proposed 09/26/19)**

# CONSERVATION EASEMENT AUTHORITY

County of Frederick, Virginia

## Proposed Bylaws

September 26, 2019

### ARTICLE I – AUTHORIZATION

- 1-1 The Frederick County Conservation Easement Authority is established by and in conformance with Chapter 68 of the Code of Frederick County, and under the Public Recreational Facilities Authorities Act, Chapter 56 of Title 15.2 (§15.2-5600, et seq.) Code of Virginia
- 1-2 The official title of this body shall be the Frederick County Conservation Easement Authority, hereinafter referred to as the “Authority”.

### ARTICLE II – PURPOSE

- 2-1 The purposes of the Authority are to acquire and/or receive conservation easements, by purchase, gift, or other conveyance; to hold and enforce conservation easements conveyed to it; to facilitate the acquisition or receipt of conservation easements by other qualified organizations; to disseminate information concerning conservation easements to landowners and other interested parties; to administer the Frederick County Conservation Easement Purchase Program pursuant to the ordinance establishing the Program; and to exercise any powers authorized by the Public Recreational Facilities Authorities Act.

### ARTICLE III – MEMBERSHIP

- 3-1 The membership of the Authority shall be determined by the Frederick County Board of Supervisors, per the Conservation Easement Authority’s Article of Incorporation, adopted August 24, 2005. Methods of appointment and terms of office shall be determined by the Frederick County Board of Supervisors.

### ARTICLE IV – OFFICERS

- 4-1 Officers of the Authority shall consist of a chairman, vice-chairman, treasurer and secretary. The chairman, vice-chairman, and treasurer must be voting members of the Authority. The secretary shall be a member of the Authority or a county employee.

4-2 Selection

4-2-1 The officers shall be elected by the voting members of the Authority at the first meeting of the calendar year.

4-2-2 Nomination of officers shall be made from the floor at the first meeting of the calendar year. Elections of officers shall follow immediately. A candidate receiving a majority vote of the entire voting membership shall be declared elected.

4-3 Duties

4-3-1 The Chairman shall:

4-3-1-1 Preside at meetings.

4-3-1-2 Rule on procedural questions. A ruling on a procedural question by the chairman shall be subject to reversal by a two-thirds majority vote of the members present.

4-3-1-3 Report official communications.

4-3-1-4 Certify official documents involving the authority of the Authority.

4-3-1-5 Certify minutes as true and correct copies.

4-3-1-6 Carry out other duties as assigned by the Board of Supervisors and the Authority.

4-3-2 The Vice-Chairman shall:

4-3-2-1 Assume the full powers of the chairman in the absence or inability of the chairman to act.

4-3-2-2 Carry out other duties as assigned by the Board of Supervisors and the Authority Chairman.

4-3-3 The Treasurer shall:

4-3-3-1 Be responsible for the safekeeping of all funds of the Authority.

4-3-3-2 Maintain the financial records of the Authority.

4-3-3-3 Pay approved bills.

4-3-4 The Secretary shall:

4-3-4-1 Ensure that attendance is recorded at all meetings.

4-3-4-2 Ensure that the minutes of all Authority meetings are recorded.

4-3-4-3 Notify members of all meetings.

4-3-4-4 Prepare agendas for all meetings.

4-3-4-5 Maintain files of all official Authority records and reports. Official records and reports may be purged in accordance with applicable state codes.

4-3-4-6 Give notice of all Authority meetings, public hearings and public meetings.

4-3-4-7 Provide to the Board of Supervisors reports and recommendations of the Authority.

4-3-4-8 Attend to the correspondence necessary for the execution of the duties and functions of the Authority.

4-4 Term of Office

4-4-1 Officers shall be elected for a one-year term or until a successor takes office. Vacancies shall be filled for an unexpired term by a majority vote of the Authority. In such cases, the newly elected officer shall serve only until the end of the calendar year or until a successor takes office.

4-5 Temporary Chairman

4-5-1 In the event of the absence of both the chairman and the vice-chairman from any meeting, the Authority shall designate from among its members a temporary chairman who shall act for that meeting in the absence of the

chairman or vice-chairman.

## **ARTICLE V – MEETINGS**

- 5-1 Meetings shall be held as needed at the time and place set by the Authority.
- 5-2 Special meetings may be called by the chairman or by the secretary after due notice and publication by the secretary.
- 5-3 Notice of all meetings shall be sent by the secretary with an agenda at least five days before the meeting.
- 5-4 All meetings of the Authority shall be open to the public except for Closed Sessions held in accordance with the provision specified of the Code of Virginia, 1950, as amended.

## **ARTICLE VI – VOTING**

- 6-1 A majority of voting members shall constitute a quorum. No action shall be taken or motion made unless a quorum is present.
- 6-2 No action of the Authority shall be valid unless authorized by a majority vote of those present and voting.

## **ARTICLE VII – OPERATING RULES**

- 7-1 Order of Business
  - 7-1-1 Call to Order
  - 7-1-2 Consideration of Minutes
  - 7-1-3 Public Hearings
  - 7-1-4 Public Meetings
  - 7-1-5 Discussions
  - 7-1-6 Citizen Comments on Items not on the Agenda

- 7-1-7 Other
- 7-1-8 Adjournment
- 7-2 Minutes
  - 7-2-1 The Authority shall keep minutes of each meeting. The Chairman and Secretary shall sign all minutes following approval by the Authority certifying that the minutes are true and correct. Minutes made available to the public prior to formal approval by the Authority shall be clearly identified as a draft version of the meeting.
- 7-3 Procedures
  - 7-3-1 Parliamentary procedure in the Authority meetings shall be governed by Robert's Rules of Order, except where otherwise specified in these procedures.
  - 7-3-2 Whenever an agenda item involves a recommendation to the Board of Supervisors, the Authority shall continue to consider the item until a definite recommendation is made. If a motion has been made and defeated, additional, different motions may be made concerning the item under consideration.
  - 7-3-3 Business items on the agenda shall be considered using the following procedures:
    - 7-3-3-1 Report by County Staff
    - 7-3-3-2 Presentation by Applicant
    - 7-3-3-3 Citizen Comment
    - 7-3-3-4 Rebuttal by Applicant
    - 7-3-3-5 Discussion by Authority
    - 7-3-3-6 Motion and Action by Authority
  - 7-3-4 Public comment shall be allowed in all cases required by the Code of Virginia,

1950, as amended, or the Code of Frederick County. In other cases, the Chairman may allow public comment.

7-3-5 The Authority members may ask questions of clarification and information after the staff report, applicant presentation and citizen comment.

7-3-6 Petitions, displays, documents or correspondence presented at a meeting may be made part of the official record of the meeting by motion of the Authority and are to be kept on file by the secretary. Such items need not be made part of the published minutes.

7-3-7 Public Hearings

7-3-7-1 The Authority shall hold public hearings on all items which require a motion to accept a Conservation Easement.

7-3-7-2 The Chairman may establish special rules for any public hearing at the beginning of said hearing. These rules may include limitations on the time of staff report, applicant presentation and citizen comment.

7-3-7-3 The Authority may hold public hearings on any matter which it deems to be in the public interest. In such cases, the public hearings shall follow all procedures described for public hearing in these bylaws.

7-3-8 Postponement

7-3-8-1 The Authority shall have the authority to postpone agenda items if any one of the following situations occurs:

- A) The agenda item does not meet the requirements of the Code of Virginia, 1950, as amended.
- B) The agenda item does not meet the requirements of the Code of Frederick County.
- C) Insufficient information has been provided for the agenda item.
- D) Issues or concerns that arise during formal discussion of the agenda item warrant additional information or study.

- E) The applicant provides the Authority with a written request to postpone the agenda item.
- F) The Authority is advised of an emergency situation that prevents attendance by applicant.
- G) The applicant fails to appear at the meeting in which the application has been advertised to appear.

7-3-8-2 The applicant shall be permitted to request that an agenda item be postponed from a scheduled Authority meeting.

7-3-8-3 An application that has been postponed for an unspecified period of time shall be re-advertised for consideration by the Authority once the following steps have been completed:

- A) The applicant has requested in writing that the agenda item be considered by the Authority.
- B) The applicant has provided all required information to the Authority which addresses all concerns of the Authority.

7-3-8-4 The Authority shall have the authority to act on an agenda item that has been postponed when the agenda item has been re-advertised for a subsequent Authority agenda.

**ARTICLE VIII – AMENDMENTS**

- 8-1            These bylaws may be amended by a majority vote of the entire voting membership after thirty days prior notice.
- 8-2            Authority shall conduct an annual review of these bylaws to ensure their accuracy. All amendments to these bylaws shall be considered by the Authority in November of each calendar year. The Authority shall adopt their bylaws during the first meeting of each calendar year.

**MINUTES FOR  
THE  
MARCH 22, 2018  
CEA MEETING**

**MEETING MINUTES  
OF THE  
FREDERICK COUNTY EASEMENT AUTHORITY**

Held in the Planning Department Conference Room of the Frederick County Administration Building at 107 North Kent Street in Winchester, Virginia on March 22, 2018.

**PRESENT:** Diane Kearns, Chairman; C. Robert Solenberger, John Marker, Charles Triplett, Planning Commission Liaison; Ron Clevenger, Judith McCann-Slaughter, Board of Supervisor Liaison and Kevin W. Kenney, Chairman of Planning Commission.

**ABSENT:** Todd Lodge, Vice-Chairman; Elaine Cain, Treasurer; and Bryan Jeffery Green

**STAFF PRESENT:** Candice Perkins, CEA Secretary; and Pam Deeter.

**OTHER:** Ellen Murphy, Commissioner of Revenue and Emily Warner, Potomac Conservancy

**PUBLIC MEETING**

**Welcome and Introduction**

The meeting was called to order by the Chairman Kearns at 9:00 a.m. and she determined there was a quorum.

**Annual Organizational Activities**

**a. Election of Officers**

Chairman Kearns shared the present officers with the Committee. A nomination by Mr. Marker was made to keep the same officers as the past year. Mr. Solenberger seconded the motion and it was unanimously approved.

**b. Adoption of Bylaws**

Ms. Perkins proposed a suggestion in Article V- Meeting 5-1 instead of regular meetings have meeting as needed and one annually meeting. Mr. Solenberger made a motion to adopt the change in the Bylaws and was seconded by Mr. Clevenger and it was unanimously approved.

### **c. Selection of Meeting Dates and Times**

Chairman Kearns asked members if the time of the meeting works for everyone. There was discussion as far as the time. Everyone was agreeable with the time of 9:00 o'clock and meetings would be held only if needed.

### **Adoption of Meeting Minutes**

The meeting minutes of February 23, 2017, under discussion Mr. Solenberger needed clarification about the statement about an exchange was given cash instead of tax credit for an agreement for not putting sulfate on land. (Staff verified this, and this is not valid). On a motion made by Mr. Solenberger and seconded by Mr. Marker the February 23, 2017 meeting minutes were approved.

### **Potomac Conservancy**

Ms. Warner gave an update on easements. Potomac Conservancy is still working on a 300-acre easement and the conservancy has had several prospects. In Frederick County, the Snapp ranch is inquiring. Ms. Warner is trying to see what type of support or resources that Frederick County can offer the property owner.

### **Update on Easements/Discussion**

Frederick County has had no new inquiries.

Chairman Kearns wanted feedback from the Board of Supervisors Liaison, Ms. Judith McCann-Slaughter and Planning Commissioner Chairman, Kevin W. Kenney, as to what role should the CEA Committee play.

Chairman Kenney thinks there needs to be a balance in the County. The CEA goal is to protect the agricultural land and environment in the north and west areas because in the other part of the County is growth (residential or industrial). People need to be educated about the easement program.

Ms. Judith McCann-Slaughter gave several suggestions for the CEA to reach out and educate citizens.

1. Reach out to the legislature to support local easement funding.
2. Get in touch with Century farms in Frederick County.
3. Approach Lord Fairfax and hold a meeting (advertise the meeting) on Conservation Easements.
4. Work together with other organization e.g. soil and water people.
5. What resources are out there for the property owners?

Chairman Kearns recapped what is needed to educate citizen.  
Identify Century Farms and contact about easements.  
Winchester Star Contact to possibly do a conservation article.  
Get in touch with state legislature.

There being no further business, the meeting adjourned at 9:55.

**Respectfully submitted**

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**Diane Kearns, Chairman**

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**Candice E. Perkins, CEA Secretary**